AJJ Medtech

SGX:584

2024

ANNUAL REPORT

10101

110101

AJJ Medtech

All for the commitment to life

Fairness Transparency Professional Integrity

Company Ethos

CONTENTS

LETTER FROM CHAIRMAN & CEO

Dear Shareholders of AJJ Medtech Holdings Limited

As I write this letter with my co-founder, Alice Zhao Xin, we reflect on the journey of AJJ Medtech Holdings Limited since its acquisition and development in January 2020, witnessing a pivotal transformation in the healthcare industry.

2024 Highlights:

Throughout 2024, we not only achieved fundamental growth and transformation but also demonstrated remarkable achievements and resilience. In 2024, we achieved an **annual revenue growth of 43.8%**, solidifying our position as a **turnkey supply-chain solutions provider and manufacturer**. We have successfully delivered end-to-end solutions, spanning design, development, manufacturing, and after-sales services, to the healthcare industry in Singapore and across the globe. This strong performance is a testament to our team's professionalism, operational capabilities, and clear strategic focus, proving our ability to consistently deliver results. At the same time, we have demonstrated agility in navigating complex and evolving external and internal circumstances. Our diversified business portfolio and global presence enable us to adapt and thrive in various economic environments.

Human capital as the core driving force

Human capital is the cornerstone of AJJ MedTech's advancements in medical technology, driving innovation, strategic execution, and sustainable growth. We nurture a culture of innovation led by exceptional young leaders who embody professionalism, vision, and entrepreneurial flair.

Guided by our core values of fairness, transparency, professionalism, and integrity, our team excels in strategic delivery, innovation, and adaptability. Their unwavering dedication and contributions fuel our business growth, achieving milestones and overcoming every challenge.

With a highly skilled workforce, we continually fortify our three core competitive advantages by harnessing artificial intelligence, robotics, and cutting-edge medical technologies to elevate diagnostic precision and propel corporate growth. We achieve operational excellence through optimised management and supply chain solutions, while achieving a strong market position by responding swiftly to industry dynamics and expanding our global presence. By investing in human capital, we pave the way for AJJ MedTech's long-term success and continued leadership.

Building Trust

Building trust among our stakeholders—including customers, patients, colleagues, shareholders, and partners—is of paramount importance. We remain committed to transparency and accountability, ensuring our actions align with our commitments, culture, and values. Amid global uncertainties and stock market downturns, we are pleased to witness your continued trust in us, demonstrating that our efforts have yielded positive responses from our stakeholders and secured ongoing support from both customers and investors. We will accelerate the growth of our strategic objectives and invest with greater confidence in technology, capabilities, and our team to propel us toward the future of precision medicine.

At the same time, as the Group continues to drive innovation and business expansion within the healthcare industry, financial management remains a key priority. We plan to actively pursue financing initiatives, further strengthening the stability of our balance sheet and enhancing our intangible assets to reinforce the trust of our customers, patients, colleagues, shareholders, and partners. This not only reflects our confidence in the future of AJJ Medtech but also reaffirms our commitment to delivering value to our shareholders.

Innovation and Growth

As advanced technologies continue to redefine the healthcare industry, we are presented with numerous opportunities for innovation in the transformation of "digitally-driven products, channel sales, and services." This is particularly significant in light of the rapid advancements in new material sciences, digital technologies, and manufacturing systems. AJJ Medtech is accelerating the integration of artificial intelligence, robotics, and other cutting-edge technologies into this new and transformative era of healthcare. Our team remains at the forefront, dedicated to developing solutions that make healthcare simpler, more connected, and more accessible.

We are working together to drive AJJ Medtech to become a more innovative and agile pioneer in the industry, making significant contributions to society, achieving outstanding performance, fulfilling social responsibilities, helping to curb the substantial inflation in the healthcare sector, and creating an ideal work environment for our employees. While steadily increasing business volume and maintaining growth, the company is advancing a strategy centered on innovation as the core driving force. This ensures that we maintain our competitive edge in an ever-evolving market landscape, deliver operational excellence, and seize development opportunities in 2025 and beyond.

LETTER FROM CHAIRMAN & CEO

Sustainability and ESG Initiatives:

We have also made significant progress in achieving our ESG goals. We actively promote workforce diversity and empowerment, community support initiatives, and efforts to reduce our environmental footprint.

In accordance with the Sustainability Accounting Standards Board ("**SASB**") Medical Equipment & Supplies Index, our quality management system and partner/supplier selection processes successfully passed the fiscal year 2023 audit, demonstrating our commitment to robust governance and sustainability practices.

Under the Singapore's Health Sciences Authority ("**HSA**") framework, we have successfully registered approximately 3,000 products, with 80% being independently developed under AJJ Healthcare's ISO 13485 system. We champion sustainable practices by guiding our manufacturing facilities and partners in adopting green electricity and reducing energy consumption. Our rigorous product lifecycle assessments minimize greenhouse gas emissions across the value chain while promoting the recycling and reuse of medical devices and consumables. These sustainability initiatives and their outcomes will be showcased in our upcoming FY2024 Sustainability Report.

Looking Ahead

Our vision is clear. We are well positioned to navigate the rapidly evolving Singapore healthcare landscape. Our strategic focus remains on leveraging our strengths while driving exponential business growth through continuous investment in innovation, mergers and acquisitions—both of which serve as the lifeline of this industry. We are committed to addressing the healthcare needs of today and tomorrow by proactively exploring new opportunities.

Through new AI in medical imaging diagnostics, we are actively introducing cutting-edge AI technologies and products from around the world to achieve more precise diagnostics and medical testing. With our ISO 13485 system, we continue to expand our expertise in the medical, laboratory, dental, and veterinary industries, focusing on specialised products such as digital management of blood glucose, renal care, medical grade catheters, and advanced wound dressings. Additionally, we will enhance our existing product portfolio through strategic transactions and collaborations, ensuring a comprehensive approach to the full patient care continuum—from **screening, diagnosis, and therapy to treatment, surgery, monitoring, and bedside care.**

Looking ahead, we will aggressively expand into international healthcare markets and sales channels, driving sustainable growth, pursuing operational excellence, and upholding our commitment to corporate responsibility and sustainability.

Finally, I would like to extend my deepest gratitude to our team, whose unwavering dedication and talent are the foundation of our success. To our customers and partners, your trust and collaboration are vital to our pursuit of transforming healthcare. To our shareholders, your continued support and confidence in our vision serve as the cornerstone upon which we build our future.

Thank you for joining us on this extraordinary journey. Together, let us shape the future of healthcare and make a lasting, positive impact on the world.

Sincerely,

Dr. Zhang Jian
Chairman & Executive Director
AJJ Medtech Holdings Limited

Zhao Xin
Chief Executive Officer & Executive Director
AJJ Medtech Holdings Limited

BOARD OF DIRECTORS

DR ZHANG JIAN
Chairman and Executive Director

Dr Zhang Jian ("**Dr Zhang**") was appointed as Chairman and Executive Director of the Company on 4 May 2020. He has over 30 years of extensive corporate management experience and leadership positions covering the entire industry value chain of investment banking, real estate (city planning, commercial and medical), digital transformation, life sciences and etc. He also has vast experience in strategy planning and management, change management, corporate/project funding, assets management and allocation and project development etc. He is re-elected as a Director of the Company during the Annual General Meeting ("**AGM**") held on 29 April 2024. Dr. Zhang currently serves as the CEO of Eminence Investment Pte. Ltd. His recent accomplishments include spearheading multiple transformation initiatives that have significantly increased turnover for various companies, overseeing the design and implementation of two real estate projects, and establishing robust overseas operational capabilities.

Dr Zhang holds tertiary education in China and Japan and obtained an MBA and a DBA in the United States. He has 20 years of experience overseas, and 8 years in China, and has a deep appreciation of corporate culture in Asia, the Middle East and Western developed countries.

MS ALICE ZHAO XIN
Chief Executive Officer and Executive Director

Ms Zhao Xin ("**Ms Zhao**") has led AJJ Medtech with distinction since her appointment as Chief Executive Officer and Executive Director of the Company on 20 January 2020 and she is seeking re-election in the upcoming AGM on 30 April 2025, reaffirms the strategic direction she has charted for the company. Her tenure began with a firm commitment to spearhead Company entry into the healthcare and medical technology sectors, marked by a philosophy of pragmatic innovation and humility.

Prior to her appointment with the Company, Ms Zhao served as the Executive Director for Strategy and Risk Management in Eminence Investment Pte. Ltd., a role that allowed her to hone her acumen in mergers and acquisitions as well as asset management – expertise that she has adeptly applied to AJJ Medtech's growth. Her insights into the financial, healthcare, medical, education, commodities, and tourism industries have enabled AJJ Medtech to innovate and thrive amidst the complexities of the global market.

Educationally, Ms. Zhao's background is as extensive as it is diverse. She is the alumni of Harvard Business School, having completed the Program for Leadership Development. She also holds a Master of Social Sciences in China and Global Governance from Nanyang Technological University, a Master of Science in Professional Accountancy from the University of London, and a Bachelor of Science in Finance and Accounting Management from Northeastern University in the United States. This diverse background has fortified her ability to lead AJJ Medtech with foresight.

Since 2020, under Ms. Zhao's leadership, AJJ Medtech has undergone pivotal restructuring, demonstrating continuous improvement in corporate governance and compliance. Efforts have been directed towards enhancing AJJ's brand presence and the company's ISO system, establishing it as a leading integrated provider of medical technology solutions. These initiatives have led to an improvement in the company's performance. Strategic incorporation of digital, AI, and robotics technologies under her guidance has not only driven operational efficiency but also significantly enhanced the quality of care. In her role, Ms. Zhao exemplifies the transformative spirit essential to leadership. Her approach has cultivated AJJ Medtech's robust growth and the development of strategic partnerships, demonstrating her capacity for adaptive leadership in the face of industry evolutions.

BOARD OF DIRECTORS

MR CHONG ENG WEE

Independent Non-Executive Director

Mr Chong Eng Wee ("**Mr Chong**") was appointed as Independent & Non-Executive Director of the Board on 30 June 2020 and he is seeking re-election in the upcoming AGM on 30 April 2025. He was also appointed as the Chairman of the Nominating Committee and Remuneration Committee, and a member of the Audit Committee. Mr Chong is the Managing Director and heads the Corporate & Capital Markets Practice at Chevalier Law LLC. He is admitted as an Advocate and Solicitor in Singapore, Solicitor of the High Court of Hong Kong, Lawyer of the Supreme Court of New South Wales, Australia, and a Barrister and Solicitor of the High Court of New Zealand.

Prior to founding his own firm, he was a Partner and Head of Corporate at Kennedys Legal Solutions Pte. Ltd., a joint law venture between Kennedys Singapore LLP and Legal Solutions LLC, the Deputy Head of both the Capital Markets and the International China (South East Asia) practices at RHTLaw Taylor Wessing LLP and the representative for the Shanghai representative office of another joint law venture firm, Duane Morris & Selvam LLP in Singapore.

His areas of practice include capital markets, mergers and acquisitions, private equity, funds, China ("**PRC**"), private wealth, corporate and commercial contracts, regulatory compliance, and corporate governance. He has advised issuers, issue managers, underwriters and placement agents, private equity funds, multinational corporations, high net-worth individuals and small and medium enterprises on transactions including initial public offerings ("**IPO**"), pre-IPO investment, dual listings, reverse takeovers, public takeovers, rights and warrants issues, placement, local and cross border acquisitions and disposals of shares and assets, downstream investment by private equity funds, joint ventures, and corporate restructuring. He has advised clients on variable capital companies, establishment of family offices and their tax incentives and applications to the Monetary Authority of Singapore pertaining to capital market service licenses and registered fund management companies. He has also acted in various cross-border transactions with PRC elements and frequently advises issuers on their regulatory compliance and corporate governance issues. He was ranked as Singapore's Top 40 Most Influential Lawyers aged 40 and under by Singapore Business Review (2015).

Currently, he is a Non-Executive and Lead Independent Director of Willas-Array Electronics (Holdings) Limited, listed on both SGX-ST Mainboard (Stock Code: BDR) and the Mainboard of Hong Kong Stock Exchange (Stock Code: 00854), since August 2023, the Non-Executive and Independent Chairman of Polaris Limited, a SGX-ST Catalist listed company (Stock Code: 5BI) since March 2024, a Non-Executive and Lead Independent Director of Accrelist Limited, a SGX-ST Catalist listed company since July 2024, a Non-Executive and Independent Director of China Yuanbang Property Holdings Limited, listed on SGX-ST Mainboard (Stock Code: BCD) since September 2023, and the Non-Executive and Independent Chairman of Heatec Jietong Holdings Limited, listed on the SGX-ST Catalist board (Stock Code: 5OR) since April 2018.

He is also the Company Secretary of LHN Limited, listed on both SGX-ST Mainboard (Stock Code: 41O) and the Mainboard of Hong Kong Stock Exchange (Stock Code: 1730) since April 2020, Shanghai Turbo Enterprises Ltd., a SGX-ST Mainboard listed company (Stock Code: AWM) since October 2022, Sincap Group Limited, a SGX-ST Catalist listed company (Stock Code: 5UN) since November 2021 and GS Holdings Limited, a SGX-ST Catalist listed company (Stock Code: 43A) since March 2025. He was previously the joint company secretary/company secretary (as the case may be) of 3 SGX-ST Mainboard listed companies: Hanwell Holdings Limited (Singapore Stock Code: DM0), Intraco Limited (Singapore Stock Code: I06), and Tat Seng Packaging Group Ltd (Singapore Stock Code: T12) between March 2012 and October 2012 and China Vanadium Titano-Magnetite Mining Company Limited, a company listed on Mainboard of the Hong Kong Stock Exchange (Stock Code: 893) between December 2019 and March 2025.

BOARD OF DIRECTORS

DR TOH LIM KAI
Independent Non-Executive Director

Dr Toh Lim Kai ("**Dr Toh**") was appointed as Independent Director of the Board on 17 October 2020. He was also appointed as a member of the Audit Committee, Remuneration Committee and Nominating Committee. He is re-elected as Independent Non-Executive Director of the Company during the AGM held on 29 April 2024.

Dr Toh has been a family physician at Doctors for Life Medical since 2018. Dr Toh has more than 10 years of experience in the pharmaceutical/medical device industry as the regional medical director for GE Healthcare, ViiV Healthcare and Abbvie Inc., where he implemented the medical affairs strategy for the Asia Pacific region.

Dr Toh is currently a member of the HomeTeam NS Audit Committee.

MR TAN LYE HENG PAUL
Independent Non-Executive Director

Mr. Tan Lye Heng Paul ("**Mr. Tan**") was appointed as an Independent Non-Executive Director of the company on 14 June 2023 and he is re-elected during the AGM held on 29 April 2024. He is chairman of the Audit Committee and a member of the Nominating and Remuneration committee.

Mr. Tan holds a Master of Business Administration from the University of Birmingham. He is a Fellow of the Institute of Singapore Chartered Accountants, the Association of Chartered Certified Accountants, UK and a member of the Institute of Chartered Accountants England and Wales.

Mr. Tan has been a Singapore public accountant since 1995 and is the chairman of Nexia Singapore PAC. Nexia Singapore is a full-service practice with more than 110 professionals. Mr. Tan oversees the comprehensive suite of corporate services of Nexia including Audit and Assurances, Accounting, Tax Compliance and Advisory, Internal Audit, Enterprise Risk Management, Sustainability Reporting and Assurance, Merger & Acquisition, Valuation advisory, Corporate Restructuring and Recovery services, Governance & Compliance matters, etc. As a Practicing Management Consultant, he has led several successful Enterprise Singapore supported business consulting engagements since 2016. He is passionate about business advisory, in particular M&A projects where he brings together his accounting, auditing, taxation and consulting experiences in advising the appropriate business valuation, assisting in the preparation of information memorandum, performing due diligence, highlighting potential pitfalls as well as assisting with post M&A activities. He has led and successfully completed many M&A projects.

He is also an independent non-executive director of SGX-listed companies namely, PSC Corporation Ltd and Tat Seng Packaging Group Ltd.

Mr. Tan is an accredited mediator of The Consumer Association of Singapore (Case) Mediation Panel since 1999.

OUR KEY LEADERSHIP

MS ZHANG YULEI
Chief Strategy Officer
AJJ Medtech Holdings Limited

Ms. Zhang Yulei ("**Ms Zhang**") was appointed as Chief Strategy Officer on 28 August 2023 to develop and implement the business and investment strategy of the Company. She was a management consultant at McKinsey & Company, she has led pivotal projects that included strategic due diligence for major mergers, designing go-to-market and digital strategies in key industries, and steering strategic investments and collaborations that facilitated market entry and growth, with a special focus on digital and AI-related initiatives. Ms Zhang has also had experience in startups and in co-founding her own brand, applying her strategic and entrepreneurial skills to drive innovation and business growth. She holds a Bachelor of Science in Business Administration from Boston College.

MR CHUA JUNE GAY LESLIE
Director of Corporate Partnerships
AJJ Healthcare Management Pte. Ltd.

Mr Chua June Gay Leslie ("**Mr Chua**") is appointed the Director of Corporate Partnerships on 13 March 2024 to establish and nurture corporate-level strategic collaborations and partnerships in Singapore and Southeast Asia that will set to improve the company's market position. Mr Chua has extensive experience of over 35 years in the Asia-Pacific medical imaging market. Prior to joining the Company, Mr Chua founded Quest Asia Technologies Pte Ltd, establishing it as a key player in the diagnostic imaging market as the only Samsung Ultrasound distributor in Singapore. Mr Chua has also held senior positions in major diagnostic imaging conglomerates, including Hitachi Medical Systems as General Manager covering the Asia-Pacific market, and Philips Electronics Singapore as Business Development Manager covering ASEAN markets. Mr Chua obtained a Graduate Diploma in Business Administration from the Singapore Institute of Management, a Diploma in Marketing and Sales Management from the National Productivity Board and a Diploma in Mechanical Engineering from Singapore Polytechnic.

DR TAN WEIJIE (PhD)
Director of Business Development
AJJ Healthcare Management Pte Ltd

Dr Tan Weijie ("**Dr Tan**") was appointed the Director of Business Development on 13 March 2024 to develop and implement go-to-market strategies and foster strategic partnerships and relationships in Singapore that align with the Company's objectives. Dr Tan has played a pivotal role in AJJ Healthcare Management Pte. Ltd., leading tendering teams to secure key contracts and fostering strategic partnerships across the healthcare sector. His exceptional leadership and strategic initiatives have significantly contributed to the company's growth, exemplified by securing long-term contracts with public healthcare and academic institutions. Dr Tan's innovative approach and dedication to customer relationship management have established enduring connections with prestigious institutions, underlining his adeptness at navigating and expanding business development avenues in the competitive healthcare industry. Dr Tan holds a Doctor of Philosophy in Nanomedicine and Material Science from Nanyang Technological University and a Bachelor of Engineering in Materials Engineering from Nanyang Technological University.

OUR BUSINESS

AJJ Medtech is evolving into a technology – driven medtech platform, delivering cost-effective, intelligent, and integrated healthcare solutions across Singapore, Southeast Asia, and emerging international markets. Anchored by the mission "All for the commitment to life", we have transitioned from a traditional medical disposable supplier and manufacturer into a next-generation provider of integrated healthcare technology solutions. Our ambition is to enhance healthcare practitioners' experiences while ensuring the accessibility and affordability of healthcare through technological innovation.

We strategically integrate high-impact technologies - artificial intelligence ("**AI**"), robotics, digital systems, and advanced medical engineering – to deliver turn-key supply chain solutions tailored to the full spectrum of patient care. We aspire to be a leader in the provision of Medtech solutions in Singapore and Southeast Asia. Our values – fairness, transparency, professionalism, and integrity-guide our business expansion, which includes strategic collaborations and discipline – focused investments and acquisitions. These efforts reinforce our commitment to providing leading and inclusive medical technology solutions.

Our subsidiaries, AJJ Healthcare ("**AJJ**") and Quest Asia Technologies ("**QAT**"), form the backbone of our commercial and operational platform. Together, they offer a comprehensive range of products and services, including ultrasound systems, in-vitro diagnostics and life sciences, medical and dental devices, along with single-use and consumable products. Furthermore, we sell, develop, and integrate complementary digital, AI and robotics solutions. With a portfolio of over 6,000 products, a significant proportion of which are registered with the Health Sciences Authority ("**HSA**"), we offer comprehensive turn-key supply chain solutions developed under our Singapore based branding and ISO13485 certified quality system. Our expansive portfolio supports the breadth and depth of the patient healthcare pathway throughout Singapore and Southeast Asia, ensuring quality, reliability, value, choice, and innovation.

We collaborate closely with global suppliers and manufacturing partners through private labelling, distributorships, and M&A initiatives. These partners are recognized for their technological leadership and alignment with international ESG and quality benchmarks, including ISO 14001 and ISO 45001. Many maintain global warehouse networks that ensure resilient and timely delivery across regions. Together, we deliver high-quality, cost-effective medtech solutions enhanced by digital, AI, and robotics technologies—enabling better outcomes and lowering healthcare system costs.

Our clients include healthcare institutions, research organizations, retail pharmacies, and academic centres across both public and private sectors in Singapore. We are actively expanding our presence across Southeast Asia through a network of regional distributors. By addressing critical healthcare challenges—including rising costs, chronic disease burdens, and the demand for digital integration—we deliver solutions that balance affordability, precision, and operational efficiency. As we move into 2025, AJJ Medtech is well-positioned to accelerate its global expansion, drive technological innovation, and create sustainable value for all stakeholders.

Turn-key Supply-chain solutions
Serving with supply chain resilience, quality, value and choice

Services and Experience
Holistic satisfaction amongst patient and Healthcare practitioner's

Digital, AI and Robotics solutions
Provide and inclubate solutions to both supplier and customers

OUR BUSINESS SEGMENTS

1

In-vitro Diagnostics and Life Sciences

Point-of-care diagnostics
- ACON On Call Blood Glucose Monitoring System
- Single-use rapid test kits

Laboratory diagnostics and life science
- Portable diagnostics equipment
- Reagents and consumables

2

QUEST ASIA · technologies pte ltd ·

Authorized Distributor of Samsung

SAMSUNG

Ultrasound

Samsung full-range ultrasound:
- General Imaging
- Women's health
- Point-of-care applications

3

AJJ Medtech

Medical Devices

- High-intensity Focused Ultrasound (HIFU)
- General and plastic surgery devices
  - Staplers and cutters
  - Catheters
- Ward-side consumables
- CareXTM Bed-side care robotics solution
- Personnel protection equipment (PPE)

4

Dental

- Intra-oral scanner
- Dental burs

We manufacture, wholesale, and distribute a wide range of medical products, augmented by advanced digital, AI, and robotics solutions. Our services are orchestrated to offer precise turn-key supply chain solutions, ensuring an enhanced and efficient customer experience.

We organised ourselves into four business segments:
Ultrasound, In-vitro Diagnostics ("**IVD**") and Life Science, Medical Devices, and Dental Devices.

Digital, AI and Robotics solution

Turn-key Supply chain solution

Services and Experience

OUR BUSINESS SEGMENTS

In-Vitro Diagnostics and Life Sciences Business

Our portfolio in in-vitro diagnostics and life sciences business spans across a wide spectrum of healthcare settings from Laboratory Diagnostics and life sciences to Point-of-care diagnostics.

Laboratory Diagnostics and Life Sciences

The Company offers a wide range of products needed in the laboratories through its subsidiaries AJJ Healthcare Management ("**AJJ**"). Our private label and sourced product portfolio allow us to provide one-stop productive and cost-effective solution to our customers demonstrating our turn-key supply chain solutioning capabilities. Our Laboratory diagnostics and life sciences business began in 2022, serving major public healthcare, academic and research institutions.

In 2024, we restructured our diagnostics range and introduced technology driven equipment and reagents. The restructuring was tailored to meet the specific needs of our diverse customers, including healthcare facilities and academic research institutions, reinforcing our commitment to excellence and reliability in diagnostics and life sciences laboratories. We continued to expand our brand, focusing on delivering supply chain solutions powered by digital and AI technologies, along with a strong customer experience. Our approach is centred on meticulous product selection, guided by a diverse team with extensive laboratory expertise. Our products include:

AI driven laboratory equipment: Our laboratory equipment, featuring digital and AI technologies, forms the core of our product lineup. Advanced instruments such as automated analysers and imaging systems, are integral to enhancing research precision and efficiency. For instance, the digital cell-counter we offer, equipped with a sophisticated imaging system, can rapidly complete precise and accurate cell count in just 9 seconds, even with complex cell samples. This significantly enhances laboratory workflow efficiency.

Lab Consumables for Cell Culture, Cryogenics, Filterwares, Histology, Liquid Handling, Molecular PCR, Tubes: Our range of laboratory supplies, including culture dishes, bioreactors, cryogenic storage solutions, and more, is crafted to ensure the highest quality and reliability. The products are designed with meticulous construction to ensure consistent performance, crucial for critical applications. They are trusted by leading academics in Singapore and cutting-edge research and diagnostics laboratories.

Reagents for diagnostics laboratories and life sciences research: Reagents in an academic setting enable scientists to detect substances down to nanomolar concentrations. Used in hospitals, they allow technologists to detect the deadliest diseases. Our wide selection of high-quality reagents, backed by both Conformité Européenne ("CE") and U.S. Food and Drug Administration ("FDA") certifications, underscores our comprehensive capability to meet the sophisticated needs of the scientific community. Our reagents are instrumental for cutting-edge research, evidenced by their use in significant scientific papers across high-impact academic journals such as "Nature" and "Cell". The supply chain of reagents requires sophisticated cold-chain management; the agility of the Company presents a strong competitive advantage, allowing for a substantial price advantage.

OUR BUSINESS SEGMENTS

We sell and market our products by participating in government tenders and direct sales force. Our victory over major competitors can be attributed to the outstanding quality of our products and the efficiency of our operations.

Point-of-care Diagnostics

In 2024, AJJ Medtech strategically expanded its Point-of-care Diagnostics business, focusing on the Blood Glucose Monitoring system through successful participation in major government tenders. A significant achievement with our supplier ACON Laboratories, Inc. ("**ACON**") to supply On Call® Sure Sync blood glucose management system and test strips in Singapore. This placement in 40 major public health institutes' ("**PHI**") retail pharmacies for diabetic patients' long term chronic disease management will ensure a long-term recurring revenue going forward.

This successful placement represents a significant milestone in the country's chronic disease management strategy. The awarded framework not only ensures long-term recurring revenue, but also enables AJJ to expand its service footprint and demonstrate our capabilities in large-scale, cost-effective diagnostic deployments. In securing the tender, AJJ outperformed several global competitors, underscoring our strengths in product quality, digital integration, operational reliability, and customer-centric support—particularly in serving Singapore's senior population and public healthcare providers.

Furthermore, this initiative contributed meaningfully to broader national efforts aimed at enhancing supply resilience and addressing the rising costs associated with diabetes care. By offering a high-quality, competitively priced solution designed for large-scale deployment, AJJ played a key role in supporting healthcare cost optimisation across multiple institutions.

Tailored to Singapore's ageing demographic, this product aims at cost-effectiveness in managing diabetes without sacrificing product qualities. To better serve Singapore, our services include user manuals in all four (4) official language, 24-hour SureSupportTM customer service hotline in all 4 official language, product advisors in key pharmacies to provide guidance on blood glucose meter usage especially to senior citizens, and a "1-for-1 exchange program" for meter upgrades. We collaborated with ACON to co-create the On Call® SG Diabetes Management App, designed with a strong use case of helping patients to understanding blood glucose trends and facilitating better diabetes management. This partnership emphasises our commitment to driving innovation and AI-powered solutions.

Looking ahead, AJJ will continue to strengthen its role in point-of-care solutions by expanding sales channels and introducing new digital features. These enhancements aim to deliver more personalized and efficient healthcare experiences, improving both patient outcomes and institutional service efficiency.

The OnCall® Sure Sync Blood Glucose Monitoring System is available in pharmacies across major public health institutions in Singapore and Diabetes Singapore ("**DS**"). Our Blood Glucose Monitoring System comes with user manuals in all four (4) official languages to aid users. Our digital application offers a comprehensive illustration of user's blood glucose trends and provides reports with detailed visuals to assist in managing user's diabetes effectively. For further details, please visit oncall.sg or reach out to our 24-hours OnCall® SureSupport™ customer service hotline 1-800-66-2255-0.

OUR BUSINESS SEGMENTS

Ultrasound

This year, one of our subsidiaries, Quest Asia Technologies ("**QAT**"), is expanding its product portfolio to include high-end ultrasound devices, specifically the Samsung HERA Z20 premium ultrasound. Specializing in cutting-edge medical devices, QAT places a strong emphasis on ultrasound technology.

As the authorized distributor for Samsung Medison ("**Samsung**") ultrasound in Singapore, QAT leverages this strategic partnership to deliver advanced diagnostic solutions, enhancing patient care and treatment outcomes. Prior to issuing this report, Samsung also granted QAT exclusive distribution rights in Pakistan, further strengthening its market presence. This collaboration underscores QAT's commitment to bringing the latest medical technology to both the Singaporean and Pakistani healthcare sectors.

Samsung is a global leader in ultrasound medical devices and solutions, and they serve customers in three (3) areas with deep-learning AI technologies:

For general imaging, Samsung's V8 ultrasound system exemplifies the fusion of intelligence and performance. It offers exquisite imaging quality, backed by **Crystal Architecture™**, which combines enhanced 2D image processing and colour signal processing, facilitating streamlined and efficient examinations. The system is engineered to deliver high-quality image resolution with increased uniformity, helping healthcare professionals to obtain reliable answers with greater clarity and accuracy.

In women's health, Samsung ultrasound systems provide advanced imaging capabilities that cater to the specific needs of this field. During 2024, new premium ultrasound Samsung HERA Z20 been launched. It further enhanced the cutting edge AI diagnostic assistance features to improve health of women and fetuses. The **Live ViewAssist™** provides a real-time diagnosis location, is newly integrated to HERA Z20. The Live ViewAssist™ reduces time required for measurement and increases accuracy by automatically classifying cross sections and providing measurement results for entire quarter of Obstetrics & Gynecology (OB/GYN)

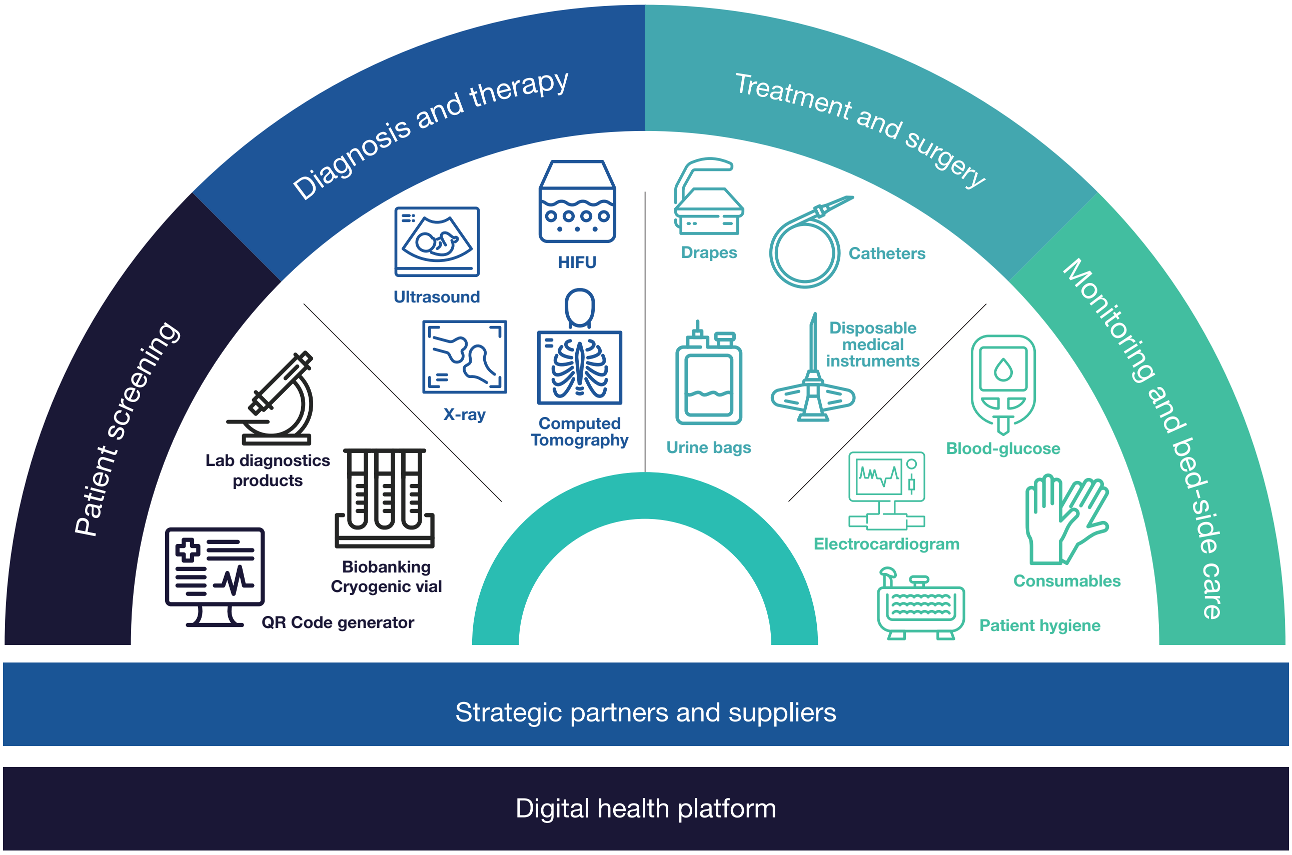
For point-of-care applications, Samsung offers handheld ultrasound solutions that combine portability with high-quality imaging. These systems are designed to be user-friendly and efficient, enabling healthcare providers to make quick and accurate assessments at the bedside or in outpatient settings.

Our ultrasound business segment sustains a robust installed base, which consistently requires regular servicing, system upgrades, and the latest updates on software to maintain optimal performance. This steadfast support ensures seamless integration of our devices, software, and services, optimising the healthcare practitioners' diagnostics precision. Particularly notable is our substantial presence in the field of gynaecology,where we have established a strong installed base, serving distinguished OB/GYN specialists in both public and private healthcare settings. Our dedication to providing up-to-date and well-maintained ultrasound systems underlines our commitment to excellence in women's healthcare. The Company and QAT work closely with Samsung to stay at the forefront of AI technology, continuously offering innovative precision imaging solution

OUR BUSINESS SEGMENTS

Medical Devices

AJJ supplies a wide and in-depth range of medical devices and single-use products across the patient healthcare pathway, providing holistic solutions to healthcare institutions in Singapore, Southeast Asia and emerging internatioanl markets, delivering integrated medtech solutions to both public and private healthcare institutions. Our involvement in various government tenders and direct sales has enabled us to establish a consistent revenue stream through the delivery of high-quality AJJ private label products, backed by our track record of service excellence. We have secured additional various mid to long-term contracts in Singapore including Master Agreements to, medical grade catheters, wound dressings, and blood glucose monitoring device to all Public Hospitals and Pharmacies. This year we have also further expanded our reach into disinfectant consumables, syringes and needles, and even medical grade furniture, reinforcing our position as a comprehensive medtech solutions provider serving the evolving needs of regional and international healthcare systems.



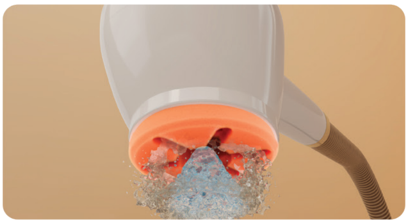
Our proven track record in Singapore government tenders attests to our capability in providing turn-key supply chain management solutions for large-scale healthcare systems. This process starts with stringent product selection, ensuring accuracy, reliability, and compliance with government tender requirements and Health Sciences Authority of Singapore ("**HSA**") registration. Our selection criteria include mandatory U.S. Food and Drug Administration ("**FDA**"), Conformité Européenne ("**CE**"), or China Food and Drug Administration ("**CFDA**") certifications and/or markings, supported by comprehensive clinical test reports, product-specific validations with global sales record, and at least a three-year sales history in key markets. We go beyond these essential standards to elevate product credibility and user experience by partnering primarily with major Chinese companies that align with the production standards of industry leaders to ensure our offerings meet the global quality and reliability benchmarks, and global warehouse or distribution network to ensure supply chain resilience.

OUR BUSINESS SEGMENTS

To cater to the global healthcare market trend of aging population, we began the effort in robotics that focuses on patient autonomy and the customisation of care. AJJ is launching a new brand 'CareXTM', set to transform healthcare with the launch of 'ErgoCleanTM,' the first in a series of innovative bedside care robotics systems. 'ErgoCleanTM' is specifically engineered to significantly enhance the in-bed showering experience, boosting dignity and comfort for patients with mobility challenges, while simultaneously optimising the workflow for caregivers and healthcare professionals.

NEW CONCEPT OF ASSISTED BATHING

HydroSuck™: Innovative Suck Back bath
New Bathing Concept / Firmly adhere to the skin / Synchronous suction
Water flow control / Deep cleaning / Visible cleanliness



Instant heating constant temperature
Instant heating / No need to prepare water in advance / Save time and effort

Rotary Massage Cleaning
Skincare sponge / Strong water absorption Soft touch

Integrated Design
4.6L Dual bucket integrated body design Clear waterbucket / Sewage bucket / Easy to clean

Guarding Fragile Areas of The Body
Wound avoidance / Flexible care
Progressive Bathing / Avoid wetting the affected area

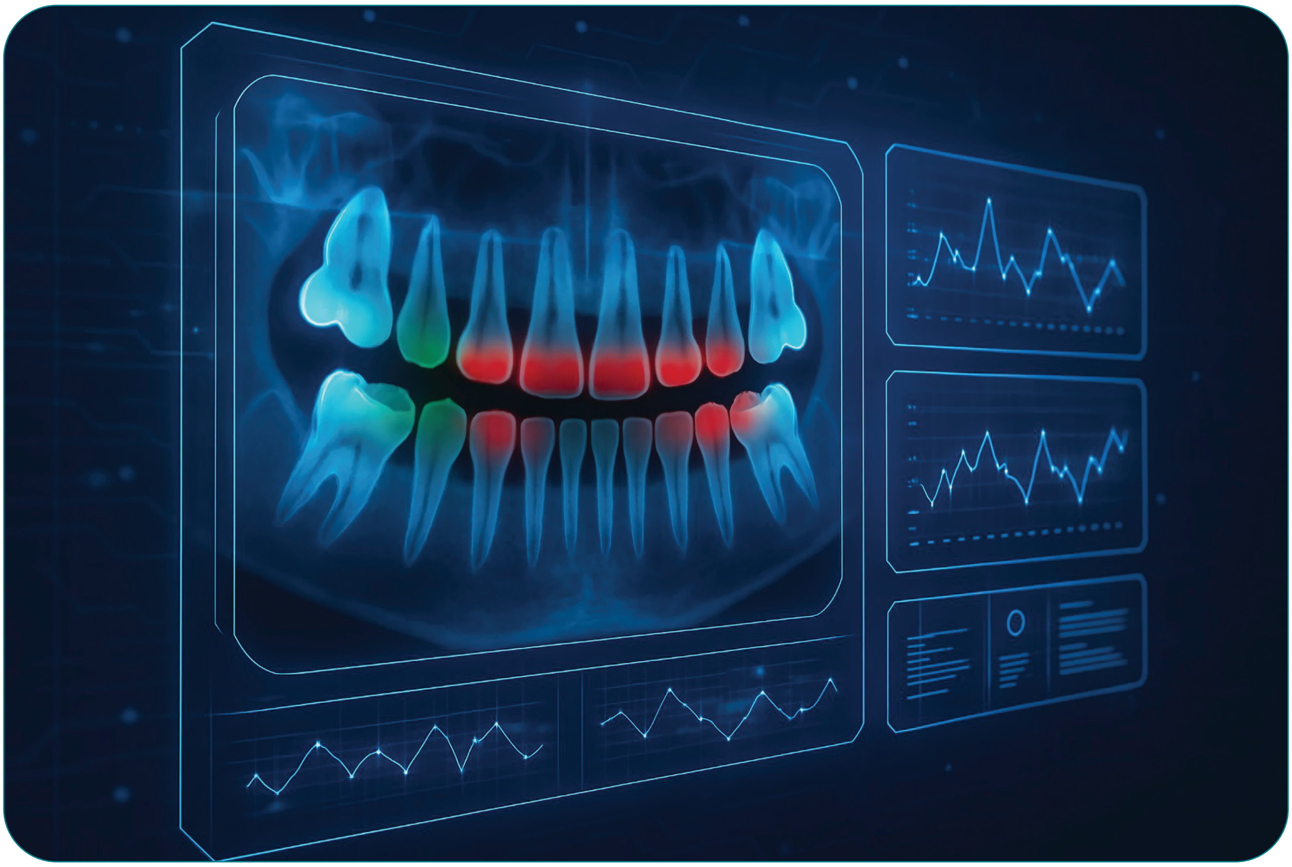
In 2024, AJJ has actively participated in significant government tenders, demonstrating a notable success rate in the number of tenders won. Our continuous involvement in these tenders capitalises on our expanding track record and reputation for delivering quality products at competitive prices. Our strategy is centred on securing recurring revenue and building branding and reputation in Singapore, laying the foundation for successful expansion into Southeast Asia.

OUR BUSINESS SEGMENTS

Dental Devices

Our dental devices business offers a comprehensive range of products, including single-use disposables, and advanced technology-driven equipment like 3D denture printing devices and complementary AI-driven imaging and guided diagnosis solutions, which represent the cutting edge of dental technology. These offerings are designed to increase the efficiency and effectiveness of dental practices, ensuring that we stay at the forefront of innovation in dental healthcare solutions.

As we have structured our company on providing turn-key supply chain solutions, integration solutions, and technological development in digital, AI and robotics solutions, we will continue to build strong working relationships with our suppliers and academia to strategically enhance our presence in the area.



OUR STRATEGY

The Macro Trends in Healthcare

AJJ Medtech's product portfolio is strategically aligned with key macro trends shaping the healthcare industry across Singapore, Southeast Asia, and the broader global landscape. As a regional hub for regulatory excellence and technological innovation, Singapore remains a vital base for AJJ's operations and expansion. Meanwhile, our footprint across ASEAN and select global markets allows us to remain agile, competitive, and responsive to global MedTech developments. Upholding high product standards and anticipating structural changes in healthcare enable us to proactively meet emerging market demands. The following macro trends are central to our long-term strategic direction:

- **Development in Precision Healthcare:** Focus on enhancing individual health outcomes through tailored diagnostics, care, and treatments. AJJ supports this transformation through AI-powered diagnostic devices, customised laboratory tools, and modular care platforms designed for tailored clinical workflows.

- **Digital Transformation in Healthcare:** Digitalisation is reshaping how care is delivered, from AI-driven analytics to remote monitoring and automation in diagnostics and treatment. AJJ continues to invest in intelligent diagnostics, health informatics, and remote care solutions to enhance efficiency and clinical decision-making.

- **Escalating Healthcare Demand Due to Aging Population:** The rising proportion of individuals aged 65 and older is the highest in some Southeast Asian countries, with an anticipated 26.6% in Singapore, 22.8% in Thailand by 2035[1], while other countries such as Malaysia is preparing for rapid aging as a megatrend in the country[2]. Aging population is expected to lead to increased prevalence and treatment of chronic illnesses, as well as a growth in lower-intensity care settings like step-down care centres and nursing homes. AJJ offers cost-effective, scalable technologies tailored to ageing populations, ranging from chronic disease management tools to essential medical supplies widely used in institutional and home-based care settings.

- **Enhancing the Value of Healthcare:** Focus on reducing healthcare costs while improving patient experience and increasing satisfaction among healthcare practitioners. AJJ supports value-based care by delivering reliable products at competitive prices, supported by robust after-sales service and digital patient engagement tools.

- **Global Challenges:** Address unforeseeable global challenges, including political and economic disruptions, severe climate events, and the need for carbon footprint reduction. AJJ is strengthening its supply chain resilience, expanding ESG-aligned procurement, and investing in clean manufacturing practices to meet global standards and reduce environmental impact.

1 The ASEAN Post Team, Southeast Asia's rapidly ageing population, The ASEAN Post, 16 February 2020, https://theaseanpost.com/article/southeast-asias-rapidly-ageing-population

2 The World Bank, A Silver Lining: Productive and Inclusive Aging for Malaysia, The World Bank, 24 November 2020, https://www.worldbank.org/en/country/malaysia/publication/a-silver-lining-productive-and-inclusive-aging-for-malaysia

OUR STRATEGY

Business Strategies

We aim to grow our business by providing integrated MedTech solutions to Singapore, Southeast Asia, and emerging global markets. Our strategic direction focuses on building a resilient supply foundation, advancing digital health, strengthening organisational capabilities, and pursuing disciplined innovation and growth:

- **Continue to strengthen our turn-key supply chain solutions in healthcare technologies:** In the face of industry headwinds and uncertainties, including rapidly rising expenses in the Singapore and Southeast Asia healthcare markets, the Company remains committed to quality, reliability, value, choice and innovation through our four business segments: ultrasound, in-vitro diagnostics and life sciences, medical devices, and dental devices. We continue to secure multi-year public tenders and collaborate with trusted suppliers to ensure product availability, value, and compliance. Our focus remains on expanding our portfolio with the breadth and depth to address these challenges effectively and continue providing valuable solutions to our customers.

- **Build Integrated MedTech Solutions Along Care Pathways:** Innovation is at the heart of our operations, as we collaborate with global leaders in digital, AI, and robotics to improve healthcare effectiveness and efficiency. Our CareX™ project exemplifies our strategy to support chronic disease management and population health, particularly in elderly and home-based care. We remain committed to co-developing smart, interoperable platforms that align with government priorities and enable scalable, cost-effective care delivery across both public and private institutions.

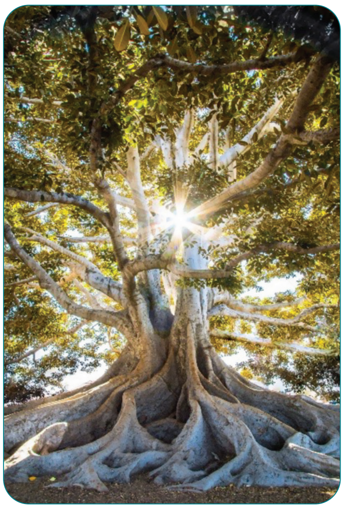
- **Stepping-up our effort to enhance our services and customer experience:** AJJ Medtech is committed to enhancing service and experience through a robust ESG management strategy and capability building. We are bolstering our sales force and cultural management, focusing on a rigorous training process, leadership development, and streamlining operations to provide exemplary customer service. Concurrently, we're prioritising inventory and cashflow management to ensure product availability and financial health. Our dedication to supplier ESG management is evident in our integration of global standards, including working with suppliers with ISO 14001 – Environmental Management System, ISO 45001 – Occupational Health and Safety Management System, and high-quality products that have the potential to make substantial impact on decreasing healthcare expenses. The comprehensive approach aims to sustain our high service level and nurture a culture that supports AJJ Medtech's strategic growth and reputation as a leader in healthcare solutions.

- **Deliver leading innovations and value to shareholders through discipline-focused M&A and/or investments given opportunities:** AJJ Medtech focuses on seeking disciplined strategic M&A transactions, highlighted by the recent acquisition of QAT. Our strategic M&A activities focus on cultivating a broad portfolio of innovative technologies that will serve next-generation healthcare needs. Through strategic acquisitions within our business segments, we will direct our investment in innovation, aiming to not only strengthen our core portfolio but also to expand our capabilities in high-growth adjacent areas.

HUMAN CAPITAL

At AJJ Medtech, our core values revolve around a steadfast commitment to fairness, transparency, professionalism, and integrity. We are building a culture that is diverse, mission-driven, and future-ready. Our leadership team comprises seasoned healthcare professionals and female leaders, whose collective experience and insights strengthen our ability to navigate complexity and scale with discipline. We view talent development as a strategic priority to sustain long-term organisational performance. As part of our transformation journey, we are focused on strengthening leadership continuity, nurturing middle management capabilities, and developing a new generation of high-performing talent aligned with our corporate values. Our mission – 'All for the commitment to life' exemplifies our unwavering commitment to prioritising patients and customers, instilling trust, and nurturing humility, all while maintaining the utmost standards of integrity and fostering an inclusive corporate environment. Diversity remains a cornerstone of our approach, enabling us to better reflect and serve the communities around us. We champion an inclusive and collaborative workplace where different perspectives are valued and ethical leadership is instilled across all levels. We continue to invest in structured training on AI, digital technologies, and regulatory practices to support operational excellence and innovation. We also facilitate staff participation in exhibitions, professional development programmes, and our internal culture workshops—including corporate mission training and PDPA compliance—to ensure all team members are aligned, engaged, and equipped to contribute to AJJ Medtech's long-term vision and operational excellence.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE



AJJ Medtech is committed to delivering responsible, sustainable, and future-ready healthcare solutions. Our ESG efforts are deeply embedded in our daily operations and long-term strategies, supporting the development of a more inclusive and resilient healthcare ecosystem across Singapore, Southeast Asia, and selected international markets. We focus on the following five key areas:

- **Product quality and safety:** We uphold the highest standards of product quality and patient safety, which align with our mission, "All for the Commitment to Life." Our quality systems are certified under internationally recognised Quality policy and management systems and standards such as ISO 13485 for medical devices, Good Distribution Practice for Medical Devices Standards (GDPMDS), and standards set by the National Environment Agency (NEA), ensuring the highest levels of quality and safety in our products and operations. Rigorous annual audits are conducted to maintain these standards, and we meticulously keep Certificates of Analysis (COA) and Certificates of Conformance (COC) for our products as part of our quality assurance process. This rigorous process helps us maintain the highest standards in product safety and efficacy, reinforcing our dedication to excellence in the healthcare sector. Furthermore, we actively engage with our end-users and suppliers to conduct internal reviews and gather valuable feedback. This practice of continuous dialogue and introspection is integral to our continuous improvement ethos. By consistently evaluating and enhancing our processes and products, we uphold our commitment to excellence and reinforce our dedication to positively impacting lives through our work.

  To ensure unwavering compliance with the highest industrial standards and provide our clients with complete peace of mind, we have successfully renewed our ISO 13485: 2016 and EN ISO 13485:2016 certifications for Medical Devices - Quality Management Systems, demonstrating our ongoing commitment to quality, reliability, and excellence in all aspects our operations.

bsi.

By Royal Charter

Certificate of Registration

QUALITY MANAGEMENT SYSTEM - ISO 13485:2016 & EN ISO 13485:2016

This is to certify that: **AJJ Healthcare Management Pte. Ltd.**
8 Commonwealth Lane
#02-04, Grande Building
149555
Singapore

Holds Certificate Number: MD 747710

and operates a Quality Management System which complies with the requirements of ISO 13485:2016 & EN ISO 13485:2016 for the following scope:

The design, development, manufacture, distribution, installation and servicing of High Intensity Focused Ultrasound tumour therapeutic systems.
The import, manufacture, storage and distribution of X-ray machine, electrocardiograph, patient hygiene systems, hospital beds and stretchers, examination lamps and IVD reagents.
The import, manufacture, storage and distribution of sterile respiratory and anaesthetic devices, catheters and tubes, syringes and needles, urology bags, wound dressings, drapes and procedure packs.
The servicing of X-ray machine, electrocardiograph, respiratory and anaesthetic devices, hospital beds and stretchers.
The installation of X-ray machine.

For and on behalf of BSI: Graeme Tunbridge, Senior Vice President Global Regulatory & Quality

Original Registration Date: 2021-08-02
Latest Revision Date: 2024-07-16
Effective Date: 2024-08-02
Expiry Date: 2027-08-01
Page: 1 of 1

...making excellence a habit.™

- **Increasing the affordability of healthcare:** We directly address one of the most pressing concerns in healthcare today – making high-quality care accessible and affordable for all. Our solutions are carefully selected to support value-based procurement, strongly emphasising chronic disease management, home-based care, and AI-enabled diagnostics. By balancing innovation and affordability and maintaining cost-effective supply partnerships, we enable healthcare providers to deliver better outcomes within tighter budgets while ensuring equitable access to medical innovation across diverse patient populations.

- **Promoting inclusivity and diversity in the company:** We foster an inclusive culture where diverse backgrounds, perspectives, and experiences are recognised as strategic strengths. Our team includes experienced professionals and emerging leaders from various disciplines and demographics. We build a workforce aligned with AJJ Medtech's long-term mission of purpose, integrity, and innovation through fair recruitment, leadership development, and a values-driven culture.

- **Advancing sustainability and social responsibilities with our partners:** We integrate environmental and social criteria into our procurement practices and supplier partnerships. We exercise conscientiousness when selecting our products and are actively expanding our portfolio to supply sustainable single-use products that can be recycled, thus reducing carbon emissions during waste treatment. In addition, through ESG supplier management, we ensure that our suppliers are aligned with our commitment to reducing carbon footprint and fulfilling their social responsibilities. Our ESG supplier management program requires alignment with global benchmarks such as ISO 14001 (Environmental Management System Certificate) and ISO 45001 (Occupational Health and Safety Management System Certificate). We conduct structured assessments on product recyclability, emissions reduction, and ethical sourcing while also supporting continuous improvement to elevate sustainability standards across our ecosystem. This structured framework strengthens both our compliance and long-term operational resilience, reinforcing AJJ Medtech's role as a responsible and forward-looking healthcare solutions provider.

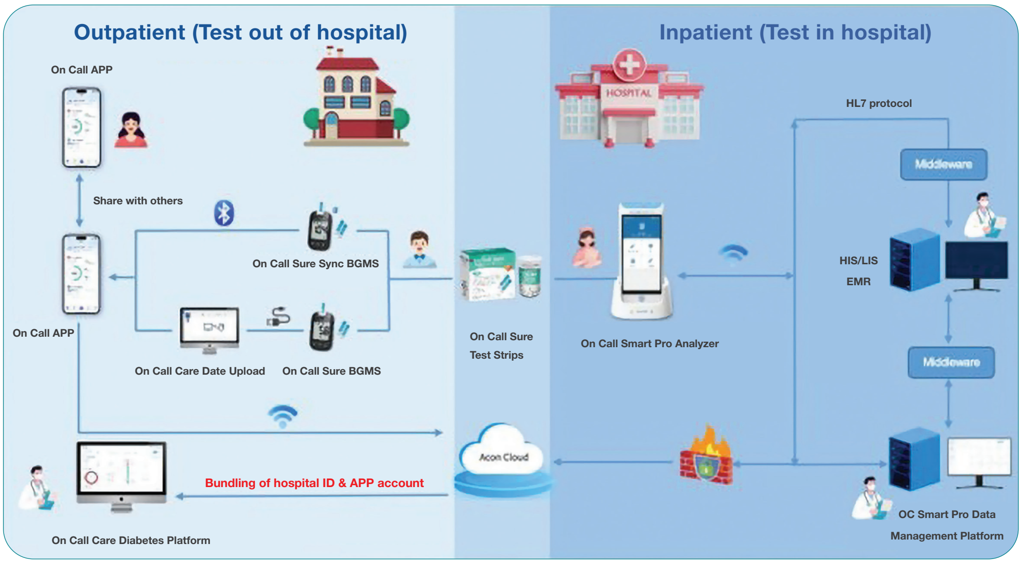
- **Protecting patient data and cybersecurity:** We are committed to protecting our business and customers by continuously offering secure products and solutions through risk mitigation approaches and adhering to Singapore's PDPA and Cybersecurity legislation. To reinforce this commitment, we provide extensive training to our employees on the latest data protection and cybersecurity practices. This training ensures that our team is informed about current regulations and threats and equipped with the knowledge and skills to implement effective security measures.

LOOKING AHEAD

As AJJ looks to the future, we will continue to explore the market and supply a comprehensive range of medical devices to the Singapore healthcare ecosystem and beyond, including respiratory and anaesthetic equipment, catheters, tubes, syringes, needles, urology bags, wound dressings, drapes, procedure packs, safety lancets, insulin pen needles, cleaning and disinfecting products such as non-sterile wipes and alcohol swabs, thermometers and probe covers, personal protective equipment (PPE), medical soft goods, sanitary products, anti-embolism stockings and specialised equipment like hollow fibre haemodialysers.

LOOKING AHEAD

Constant product upgrades. The Company is committed to solidifying its position in the Point-of-Care Testing (POCT) market by diversifying its sales channels and introducing innovative informatics products, services, and comprehensive solutions. A prime example of this is the Company's blood glucose testing offerings. Beyond traditional Blood Glucose Monitoring System (BGMS) products like the ON CALL SURE SYNC Bluetooth glucometer – which pairs seamlessly with a mobile app, cloud storage, and a computer-based dashboard to empower healthcare professionals to manage outpatients more effectively – AJJ also delivers cutting-edge solutions like the Smartpro in-hospital management system and OCDMP software platform. These enable real-time integration of glucose test results with hospital systems like HIS, LIS, and EMR, streamlining clinical workflows. Furthermore, AJJ is at the forefront of continuous glucose monitoring system (CGMS) technology and is poised to provide hospitals with a holistic suite of hardware and software solutions for blood glucose monitoring and diabetes management. By doing so, the Company aims to cater to its clients' diverse, personalised needs, elevate user experience, and enhance the efficiency of healthcare services.



LOOKING AHEAD

At AJJ Medtech, we recognise that environmental sustainability is not just a local priority but a global responsibility. Our commitment to reducing carbon emissions aligns with leading international frameworks such as the United Nations Sustainable Development Goals (UN SDGs)—particularly:

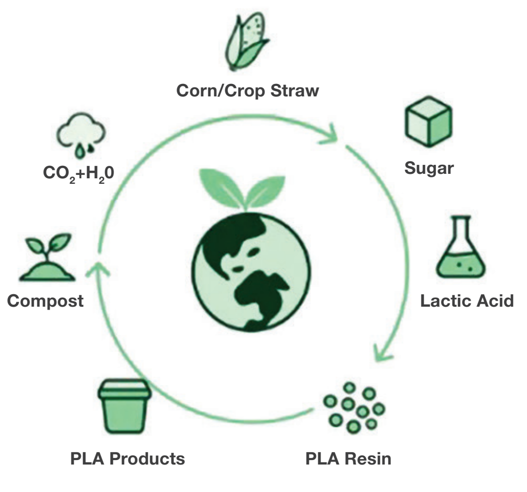
- Goal 12: Responsible Consumption and Production
- Goal 13: Climate Action

We also embrace principles set forth by international environmental standards including the Paris Agreement and ISO 14001: Environmental Management Systems, which guide organisations in systematically improving environmental performance.

In support of these global efforts, we fully endorse and act upon Singapore's national agenda for sustainability. Specifically, we align with the Singapore Ministry of Health's (MOH) initiative to reduce the environmental impact of public healthcare institutions (PHIs) and achieve net-zero emissions by 2045, as part of the comprehensive Singapore Green Plan 2030.

To play our part, AJJ Medtech is integrating environmental considerations across the **entire lifecycle of medical products**. This involves conducting thorough environmental impact assessments during the import phase to minimize the footprint of packaging waste and transportation carbon emissions while sourcing from suppliers who adhere to stringent environmental standards. In manufacturing, we are adopting green practices that reduce waste, utilizing energy-efficient equipment, and opting for sustainable materials whenever possible. Our storage facilities are designed with energy efficiency in mind, and rigorous inventory management is implemented to prevent product obsolescence. For distribution, we optimize logistics to reduce fuel consumption and emissions and maintain our commitment to eco-friendly packaging. Even after the sale, our commitment continues by offering repair and refurbishment services to extend product lifetimes. By integrating environmental considerations across our operations, we aim to reduce our environmental footprint, improve efficiency, and provide more sustainable healthcare solutions to our customers. Underpinning all these efforts is a dedication to ongoing employee education, regular assessment and improvement of our environmental impact, and collaboration with stakeholders to drive sustainability forward across the entire lifecycle of our medical products. We actively seek partnerships with suppliers who can deliver sustainable and technologically advanced medical products that meet global environmental standards while remaining competitively priced.

As a key initiative, we are introducing medical consumables made from Polylactic Acid (PLA)—a bio-based, biodegradable material derived from renewable sources like corn and sugarcane. PLA offers a compelling alternative to conventional plastics, by integrating PLA-based solutions into our product line, AJJ Medtech advances its goal of delivering not only high-quality and affordable healthcare products, but also doing so in a way that supports global environmental sustainability.



Low carbon footprint
renewable sourcing

Recyclability
industrial composability

No harmful by-products
microplastics

Human-safe
Excellent human biocompatibility and safety for healthcare use

OPERATIONS AND FINANCIAL REVIEW

REVIEW OF TURNOVER, COSTS AND EARNING

Revenue

Revenue from AJJ Medtech Holdings Limited has increased by S$0.71 million (43.8%) from the financial year ended 31 December 2023 ("FY2023") S$1.61 million, to S$2.32 million in the financial year ended 31 December 2024 ("FY2024"), marking a 43.8% increase. The increase can be primarily attributed to the improved performance of the Group's healthcare equipment and services segment. This growth stems from increased demand for the Group's products and services within the healthcare sector, driven by factors including but not limited to strategic acquisitions of Quest Asia Technologies Pte Ltd ("QAT"), market expansion, product innovation, and strategic partnerships. The revenue contribution by QAT to the Group in FY2024 amounted to S$1.38 million in FY2024, underscoring our success in expanding our business portfolio to diagnostics imaging sector. We have also began our sales and distribution of healthcare digital products in FY2024, including the licensing fees of our dental and ultrasound software for guided diagnosis, reflecting our strategic initiative to provide digital, Artificial Intelligence ("AI") and robotics solutions to the market.

Other operating income

Other operating income increased from S$0.08 million in FY2023 to S$0.16 million in FY2024. The increase of S$0.08 million (95.2%) is consist of government grant , liabilities written off and reversal of accruals.

Selling and distribution expenses

Selling and distribution expenses increased by S$0.42 million (91.3%) from S$0.46 million in FY2023 to approximately S$0.88 million in FY2024. The increase in selling and distribution expenses was primarily driven by the Group's strategic initiatives to optimise workforce efficiency and enhance productivity. This included the recruitment of additional sales promoters to drive the promotion of the Company's healthcare products, aligning with revenue growth and contributing to additional revenue generation for the Group.

Administrative expenses

Administrative expenses increased by S$0.86 million (30.5%) from S$2.81 million in FY2023 to S$3.67 million in FY2024. The increase is primarily due to the Group grant share award amounting to $0.74 million to certain directors and employees whose contributions are essential to the long-term growth, success and development of the Group.

Finance costs

The Group's finance costs from continuing operations in FY2024 remained largely unchanged compared to FY2023 attributable to the interest expense pertaining to the lease liabilities.

Loss for the financial year from continuing operations.

As a result of the above, the Group reported a loss for the financial year from continuing operations of S$3.86 million in FY2024 as compared to a loss of S$2.56 million in FY2023. The increase in loss reflects the Groups's efforts and commitment to strengthening its presence in the healthcare sector through the implementation of the integrated solution strategy, positioning the business for sustainable long-term growth.

Profit for the financial year from discontinued operation

As announced on 23 June 2023, the Group completed the disposal of its childcare wellness education business (the "Disposal") previously undertaken under its subsidiary, DKP with DKP ceasing to be a subsidiary of the Group on 12 May 2023. The profit from discontinued operation in FY2023 of S$0.03 million comprise of the gain on disposal of DKP of S$0.11 million offset by the operating loss of DKP for the period from 1 January 2023 to 12 May 2023 (date of disposal) of S$0.08 million.

OPERATIONS AND FINANCIAL REVIEW

REVIEW OF WORKING CAPITAL, ASSETS AND LIABILITIES

Current assets

Current assets have decreased by S$0.003 million (-0.14%) from S$2.241 million as of 31 December 2023 to approximately S$2.238 million as of 31 December 2024. The increase was mainly due to the increase in inventories of S$0.27 million and the increase in trade and other receivables of S$0.12 million, offset by a decrease in cash and cash equivalent of S$0.40 million.

Non-current assets

Non-current assets have increased by S$0.47 million (38.7%), from S$1.20 million as of 31 December 2023 to S$1.67 million as of 31 December 2024. The increase was mainly due to the lease medication arising from the renewal of the office lease of S$0.60 million, addition of motor vehicle of S$0.26 million and offset with the depreciation of PPE and ROU of S$0.37million. Continuing to strengthen AJJ's branding and intangible assets remains the priority in our strategy, with efforts being crucial to enhancing our market presence and delivering innovative MedTech solutions.

Non-current liabilities

Non-current liabilities have increased by approximately S$0.78 million (62.8%), from S$1.23 million as of 31 December 2023 to S$2.01 million as of 31 December 2024. This was primarily due to an increase of S$0.50 million in loan and borrowing obtained from a director, increase of S$0.48 million in lease liabilities arising from lease modification and lease recognised in FY2024, offset by the debt capitalisation of deferred consideration of S$0.20 million.

Current liabilities

Current liabilities have decreased by S$0.07 million (-1.9%), from S$3.43 million as of 31 December 2023 to S$3.36 million as of 31 December 2024. The decrease is mainly due to the increase of S$1.56 million of trade and other payable offset by the decrease of S$1.52 million loan from a director through issuance of new ordinary shares (the "capitalisation") in FY2024 and the repayment of deferred consideration of S$0.11 million.

REVIEW OF CASH FLOW STATEMENT

Net cash used in operating activities

In FY2024, the Group recorded a net cash outflow for operating activities of S$1.62 million. The net operating cash outflow was mainly due to operating losses before working capital changes of S$2.74 million and adjusted for working capital inflow of S$1.12 million. Working capital inflow is mainly due to (i) increase in trade and other payables of approximately S$1.53 million; (ii) decrease of S$0.13 million in trade and other receivables and (iii) decrease of inventories of S$0.28 million.

Net cash used in investing activities

Net cash used in investing activities of S$0.09 million during FY2024 driven by the acquisition of plant and equipment.

Net cash generated from financing activities

Net cash generated from financing activities of S$1.22 million during FY2024 arose mainly due to proceeds from loan and borrowing of $0.50 million, proceeds from loan from a director of $0.40 million proceeds from issuance of new ordinary shares, net of share issue expenses of $0.72 million, offset by payments for lease liabilities of $0.3 million and the repayment of deferred consideration of $0.10 million.

CORPORATE INFORMATION

AJJ Medtech Holdings Limited

BOARD OF DIRECTORS
Zhang Jian
(Chairman and Executive Director)

Zhao Xin
(Chief Executive Officer and Executive Director)

Tan Lye Heng Paul
(Independent Director)

Chong Eng Wee
(Independent Director)

Toh Lim Kai
(Independent Director)

COMPANY SECRETARY
Tan Wei Yang (Resigned on 9 March 2025)

SHARE REGISTRAR
Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte. Ltd.)
9 Raffles Place,
Republic Plaza, #26-01
Singapore 048619

Principal Banker
United Overseas Bank Limited

AUDIT COMMITTEE
Tan Lye Heng Paul (Chairman)
Chong Eng Wee
Toh Lim Kai

NOMINATING COMMITTEE
Chong Eng Wee (Chairman)
Tan Lye Heng Paul
Toh Lim Kai

REMUNERATION COMMITTEE
Chong Eng Wee (Chairman)
Tan Lye Heng Paul
Toh Lim Kai

AUDITOR
PKF-CAP LLP
6 Shenton Way
OUE Downtown 1, #38-01
Singapore 068809

Partner In-Charge:
Mr Lim Ryh Jye Jonathan
(With effect from financial year ended
31 December 2024)

SPONSOR
Evolve Capital Advisory Private Limited
160 Robinson Road
#20-01/02, SBF Centre
Singapore 068914

Registered Professional:
Mr Jerry Chua

This page is intentionally left blank

CONTENTS

CORPORATE GOVERNANCE REPORT

The board of directors (the "**Board**" or "**Directors**") of AJJ Medtech Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") is committed to maintaining high standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

The Company has adopted corporate governance practices and guidelines with references to the Code of Corporate Governance issued in August 2018 (the "**Code**") for the financial year ended 31 December 2024 ("**FY2024**").

Pursuant to Rule 710 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") issued by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), this corporate governance report (this "**Report**") outlines the Company's corporate governance practices that were in place during FY2024. In areas where the Company's practices vary from any Provisions of the Code, the Company has stated herein the Provision of the Code from which it has varied, and appropriate explanations are provided for the variation and how the practices the Company has adopted are consistent with the intent of the relevant Principle of the Code. The Company will continue to assess its needs and implement appropriate practices accordingly.

I. BOARD MATTERS

The Board's Conduct of 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

Principal Duties of the Board

The Board provides strategic guidance, oversees the key activities for the Company and ensures that there are adequate financial and human resources to achieve its objectives and the long-term success of the business.

The Board's principal functions include providing entrepreneurial leadership and approving strategic business plans, annual budget plans, any major acquisition or disposal of assets and businesses, and the financial results of the Group. Additionally, another principal function of the Board is establishing a framework of prudent and effective controls appropriate to the nature and size of the Group's operations which enable risks to be assessed and managed, including the safeguarding of shareholders' interests and the Company's assets, and sets corporate values and standards (including ethical standards) for the Company to ensure that its obligations to shareholders and other stakeholders are met. In addition, the Board reviews the Company's corporate policies and financial performance.

The Board is also responsible for the long-term succession of the Company and will also consider sustainability issues, including environmental and social factors, as part of the strategic formulation of the Group.

Conflict of Interests

The Directors have the fiduciary duty to act objectively in the best interests of the Company and hold the management of the Company (the "**Management**") accountable for their performance. Where a Director has a conflict or potential conflict of interest in relation to any matter, he or she will declare his or her interest at the meeting of the Directors or send a written notice to the Company pursuant to Section 156 of the Companies Act 1967 of Singapore (the "**Companies Act**"), setting out the details of his or her interest and the conflict and recuse himself or herself from any discussions on the matter and abstain from participating in any decision to be made by the Board.

CORPORATE GOVERNANCE REPORT

Provision 1.2

Director Competencies

All Directors have a good understanding of the Company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors).

While the duties imposed by law are the same for all Directors, a listed Board will generally have different classes of directors with different roles:

- **Executive Directors (EDs)** are members of Management who are involved in the day-to-day running of the business. They work closely with the Non-Executive Directors on the long-term sustainability and success of the business of the Company. They provide insight and recommendations on the Group's operations at the Board and Board Committees meetings.

- **Non-Executive and Independent Directors (IDs)** are Non-Executive Directors who are unrelated to any of the Executive Directors and deemed to be impartial by the Board. Independent Directors have similar duties as the Non-Executive Directors, with the additional responsibility of providing independent and objective advice and insight to the Board and Management.

Directors are expected to develop their competencies to discharge their duties effectively and are provided with opportunities to develop and maintain their skills and knowledge at the Company's expense.

Appointment Letter

All newly appointed directors are given a service agreement and/or a letter of appointment (as the case may be), setting out their duties, obligations and the terms of appointment, and are briefed on the Group's structure, business, operations and policies.

Directors' Orientation and Training

Orientation is organised for new Director(s) upon their appointment, which includes a briefing by Management on the Group's structure, business strategies and operations. The Company will also arrange for each first-time Director to receive relevant training in the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange to meet the mandatory training requirements under Catalist Rule 406(3)(a) and Practice Note 4D of the Catalist Rules. The training of Directors will be arranged and funded by the Company

The Company recognises the importance of appropriate training for the Directors, apart from the initial orientation. The Directors are updated on amendments to/requirements under the Catalist Rules and other statutory and regulatory requirements from time to time, to enable them to discharge their duties effectively. Continual training particularly in respect of relevant new laws and regulations will be provided to the Directors from time to time.

The briefings, updates and/or training received by/attended by the Directors collectively for FY2024 include the following:

(a) the Company's external auditors updated the members of the Audit Committee of the Company on developments and/or changes on the relevant accounting standards;

(b) the Directors were updated on the business activities and strategic directions of the Group;

CORPORATE GOVERNANCE REPORT

(c) the Directors attended training on sustainability matters as prescribed by the SGX-ST, in compliance with Catalist Rule 720(6);

(d) the Directors were updated on changes to the Catalist Rules, corporate governance matters and other regulatory requirements on a regular basis; and

(e) relevant training courses organised by the institutes and/or group associations of specific interest.

Provision 1.3

Matters Requiring Board's Approval

The Board has adopted internal guidelines on matters that require the Board's approval, including the appointment of Directors, significant funding, investment proposals and material capital expenditures. The approval of the Board is required for any matter which is likely to have a material impact on the Group's operating divisions or the financial position as well as matters other than in the ordinary course of business.

Matters requiring extensive discussion would be circulated to the Board in advance for their information. Management would then table the agenda to the Board for discussion so that the presented matters can be reviewed in detail.

Provision 1.4

Delegation by the Board

To assist the Board in the execution of its responsibilities and to provide independent oversight of Management, the Board has established a number of committees to assist the Board in discharging its responsibilities efficiently and effectively. These committees include the Audit Committee ("**AC**"), the Remuneration Committee ("**RC**") and the Nominating Committee ("**NC**") (collectively, the "**Board Committees**"). Each of the Board Committee's functions, roles and authorities are clearly set out in their respective terms of reference.

The Board Committees function within clearly defined terms of references and operating procedures endorsed by the Board, which are reviewed on a regular basis, along with the committee structures and membership, to ensure their continued relevance, taking into consideration the changes in the governance and legal environment. The Board Committees will also review their terms of reference on a regular basis to ensure their continued relevance, and the effectiveness of each Board Committee is also constantly reviewed by the Board. The composition and description of each Board Committee are set out in this Report.

Each Board Committee is actively engaged and plays an important role in ensuring good corporate governance in the Company and within the Group. The Board Committees report its activities regularly to the Board. Please refer to the respective principles as set out in this Report for further information on the activities of each Board Committee. Minutes of the Board Committees are regularly provided to the Board and are available to all Board members. The Board acknowledges that while these various Board Committees have the authority to examine particular issues and report back to the Board with their decisions and recommendations, the ultimate responsibility on all matters lies with the Board. The Board Committees have explicit authority to investigate any matter within their terms of reference, have full access to and co-operation by Management, have resources to enable them to discharge their functions properly and have full discretion to invite any Director or senior Management to attend their meetings.

CORPORATE GOVERNANCE REPORT

Provision 1.5

Board and Board Committees Meetings

The Board conducts regularly scheduled meetings on a half-yearly basis to coincide with the announcement of the Group's half-year and full-year financial results and to keep the Board updated on business activities and the overall business environment in which the Group operates. Additional meetings are convened as and when circumstances dictate.

Regulation 114 of the Company's Constitution provides that a Director shall be deemed present at a meeting of Directors if he or she participates by telephone or other electronic means, and all Directors participating in the meeting are able to hear one another. Board and Board Committee meetings in FY2024 were held in-person and by way of virtual conference. Decisions of the Board and Board Committees may also be obtained through circular resolutions.

Each of the Board and Board Committee members have attended all meetings held by the Company during the tenure of their appointment on the Board and on the respective Board Committee(s). The number of Board and Board Committee meetings held in FY2024 and the attendance of each Director are set out as follows:

	Board of Directors			Audit Committee				Nominating Committee		Remuneration Committee	
No. of Meetings held	**1/1**	**2/2**	**3/3**	**Member**	**1/1**	**2/2**	**3/3**	**Member**	**1/1**	**Member**	**1/1**
Dr Zhang Jian	✓	✓	✓	No	✓*	✓*	✓*	No	✓*	No	✓*
Ms Zhao Xin	✓	✓	✓	No	✓*	✓*	✓*	No	✓*	No	✓*
Mr Chong Eng Wee	✓	✓	✓	Yes	✓	✓	✓	Chairman	✓	Chairman	✓
Dr Toh Lim Kai	✓	✓	✓	Yes	✓	✓	✓	Yes	✓	Yes	✓
Mr Tan Lye Heng Paul	✓	✓	✓	Chairman	✓	✓	✓	Yes	✓	Yes	✓

Notes:

✓ – Attendance at the meeting as a member of the Board/Board Committee.

* – Attendance by invitation of the relevant Board Committee.

CORPORATE GOVERNANCE REPORT

Multiple Board Representations

All Directors are required to declare their board representations on an annual basis and as soon as practicable after the relevant facts have come to his or her knowledge. The NC will review whether a Director is able to and has adequately carried out his or her duties as a director of the Company from time to time, in particular, where a Director has multiple board representations and/or other principal commitments.

Although some of the Board members have multiple board representations and hold other principal commitments, the NC, having reviewed each Director's other listed company directorships and/or principal commitments, where applicable, as well as each Director's attendance and contributions to the Board, is satisfied that sufficient time and attention was given by the Directors to the Company to discharge their responsibilities for the financial year in review. Holistically, the contributions by and candour of the Directors during the meetings and attendance at Board and Board Committee meetings are also taken into consideration.

Further, having assessed the capacity of the Directors based on factors such as the expected and/or competing time commitments of Directors, the size and composition of the Board and the nature and scope of the Group's operations and size, the Board is of the view that the other directorship commitments of the Directors would allow them to have increased exposure to different boards and broaden their experience and knowledge in relation to board matters, hence ultimately benefitting the Company.

Provision 1.6

Access to Information

Prior to each Board meeting and when the need arises, the Board is provided with complete and adequate information in a timely manner, thus allowing the Directors to deliberate on issues which require consideration. Management would also provide the explanatory documents on matters to be discussed before the Board and Board Committee meetings. Copies of disclosure documents, budgets, forecasts, unaudited financial statements together with explanations in relation to any significant or material variance between the budget and actual results are tabled by Management for review and discussion during the meetings. Directors are entitled to request from Management and be provided with additional information as needed to make informed decisions and discharge their duties and responsibilities.

Provision 1.7

Access to Management and Company Secretary

The Directors have separate and independent access to Management, the Company Secretary and the external auditors at all times. The Directors also have unrestricted access to the Company's records and information. The Company Secretary administers, attends and prepares minutes of all Board and Board Committee meetings for circulation and approval. The appointment and removal of the Company Secretary are subject to the approval of the Board.

Independent Professional Advice

Where the Directors, either individually or as a group, in the furtherance of their duties, require independent professional advice, such services will be available at the Company's expense. The Directors may, on a case-to-case basis, propose for independent and professional advice to be sought, the cost of which will be borne by the Company.

CORPORATE GOVERNANCE REPORT

Board Composition and Guidance

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

Provision 2.1

Director Independence

There is a strong and independent element on the Board given that the Independent Directors form the majority of the Board. The criterion for independence is based on the definition set out in the Code and the Practice Guidance on the Code of Corporate Governance issued in August 2018 (the "**Practice Guidance**") and taking into consideration whether the Director falls under any circumstances pursuant to Rule 406(3)(d) of the Catalist Rules. The Board considers an "independent" Director as one who has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company.

The Board has taken into account the assessment of the NC on whether a Director is independent in character and judgment and whether there are relationships or circumstances which are likely to affect or could appear to affect the Director's judgment. In assessing the independence of each Director annually, the NC had examined different relationships identified by the Code that might impair the Directors' independence and objectivity. The NC had reviewed the independence of and determined that each of the Independent Directors, namely Mr Tan Lye Heng Paul ("**Mr Tan**"), Mr Chong Eng Wee ("**Mr Chong**"), and Dr Toh Lim Kai ("**Dr Toh**"), are considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Duration of Independent Directors' Tenure

As at the date of this Report, none of the Independent Directors has served on the Board beyond nine (9) years since the date of his first appointment.

The Company is cognizant of the removal of the two-tier vote mechanism by the Singapore Exchange Regulation and will ensure that the tenure of each of its Independent Directors do not exceed the nine-year limit.

Provision 2.2

Proportion of Independent Non-Executive Directors

As at the date of this Report and in view that the Chairman is not an Independent Director, the Board comprises a majority of three (3) Directors (out of a five (5) member Board) who are Independent Directors.

Provision 2.3

Proportion of Non-Executive Directors

As at the date of this Report, the Board comprises a majority of three (3) Directors (out of a five (5) member Board) who are Non-Executive Directors.

CORPORATE GOVERNANCE REPORT

Provision 2.4

Board Composition and Size

As at the date of this Report, the Board comprises the following five (5) Directors, two (2) of whom are Executive Directors and three (3) of whom are Non-Executive Directors, of which all three (3) are Independent Directors:

Name of Director	Designation	Date of Appointment	Last Date of Re-election
Dr Zhang Jian	Chairman and Executive Director	4 May 2020	29 April 2024
Ms Zhao Xin	CEO and Executive Director	20 January 2020	27 April 2023
Mr Tan Lye Heng Paul	Independent Director	14 June 2023	29 April 2024
Mr Chong Eng Wee	Independent Director	30 June 2020	27 April 2023
Dr Toh Lim Kai	Independent Director	17 October 2020	29 April 2024

The NC is responsible for examining the size and composition of the Board and Board Committees. Having considered the scope and nature of the Group's operations, the requirements of the business of the Group and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees, the Board, in concurrence with the NC, believes that its current board size and the existing composition of the Board Committees effectively serve the Group. Additionally, the current size and the existing composition of the Board Committees provide sufficient diversity of skills, experience, and knowledge without interfering with efficient decision-making. The Board collectively has professional expertise in business management, accounting, legal, corporate governance and medical aspects.

Board Diversity

The Company has a written Board Diversity Policy setting out its objectives, principles, implementation, timelines, and monitoring and reporting, in compliance with Rule 710A of the Catalist Rules. The Board Diversity Policy emphasises on promoting board diversity through the identified principles of meritocracy, inclusiveness and broad perspective, which encompasses a wide range of factors such as age, gender, ethnicity, nationality, educational background, professional experience and expertise. Through the Board Diversity Policy, the Company endeavours to foster a culture of inclusion and respect for individual differences in supporting the achievement of strategic objectives and sustainable growth for the Company.

In recognising the importance of a diverse and inclusive board in creating a competitive and sustainable organisation, it has maintained a culture of diversity to benefit from a wide talent pool. The current composition of the Board has the appropriate balance of skills, experience, knowledge, gender and backgrounds. Their varied experiences are particularly important in ensuring that the strategies proposed by Management are fully discussed and examined, taking into account the long-term interests of the Company, Group and Shareholders.

It is the responsibility of the Nominating Committee to monitor the implementation of the Board Diversity Policy, report to the Board on its effectiveness and achievement of qualitative and quantitative objectives, and recommend any revisions to the Board for consideration and approval.

CORPORATE GOVERNANCE REPORT

In FY2024, the Board sought to continuously enhance the diversity of the Board in terms of the balance of skills, experience, knowledge and other aspects such as age. The Board currently comprises one female Director and four male Directors. The Board is of the view that the existing gender diversity in respect of the Board is sufficient, and that the nomination policy of the Company can ensure that there will be a pipeline of potential successors to the Board which continues the existing gender diversity in the Board. The NC is of the view that the current Board comprises Directors who collectively provide capabilities required for the Board to be effective in respect of the industry in which the Group operates, such capabilities and experience including but not limited to professional expertise in accounting, business management, legal, corporate governance and medical aspects. To meet the evolving challenges in the industry in which the Group operates, the Board undertakes periodic reviews which include considering factors such as the expertise, skills and perspectives that the Board needs against the existing competencies, to ensure that the Board dynamics remain optimal.

	Number of Directors	Proportion of Board (%)
Core Competencies	5	100
– Organisational, operations and supply chain management experience	3	60
– Fiscal acumen, financial management and accounting experience	3	60
– Corporate governance, compliance, legal and risk management experience	4	80
– Medical technologies industry experience	3	60
– Strategic development, planning and implementation experience	3	60
– Portfolio management, Investment and Merger & Acquisition experience	4	80
Gender		
– Male	4	80
– Female	1	20

Provision 2.5

Meeting of the Independent Directors without Management

The Independent Directors constructively challenge and help develop proposals on strategy and review the performance of Management in meeting the goals and objectives of the Group. Additionally, the Independent Directors monitor the reporting of the Company's performance, meet privately without the presence of the Executive Directors and Management as and when necessary and provide feedback to the Board as appropriate. The Independent Directors have met once in the absence of Management in FY2024. The Company also benefits from Management's ready access to its Directors for guidance and exchange of views at the Board and Board Committee meetings or informal meetings.

CORPORATE GOVERNANCE REPORT

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

Provision 3.1

Separation of the Role of Chairman and Chief Executive Officer ("CEO")

Dr Zhang Jian ("**Dr Zhang**") is the Chairman of the Board and Executive Director of the Company and Ms Zhao Xin ("**Ms Zhao**") is the CEO and Executive Director of the Company. There is no familial relationship between the Chairman and the CEO. There is a clear division of roles and responsibilities between the Chairman and the CEO to ensure an appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision-making. No individual has unfettered powers of decision-making.

Provision 3.2

Role of Chairman and Chief Executive Officer

Roles and Responsibilities of the Chairman

The role of the Chairman of the Board is to lead and ensure the effectiveness of the Board. This includes:

(a) promoting a culture of openness and debate at the Board level;

(b) facilitating the effective contribution of all Directors; and

(c) promoting high standards of corporate governance.

The Chairman also ensures that Board meetings are held as and when necessary and ensures that information and materials to be discussed at Board meetings are circulated on a timely basis to Directors to enable them to be updated and prepared, enhancing the effectiveness of the Board as a whole. He engages in and promotes constructive discussions among the Directors and engages with members of the Management regularly. The Chairman assumes the lead role in promoting high standards of corporate governance and ensures effective communication with shareholders.

At general meetings, the Chairman plays a pivotal role in fostering constructive dialogue between shareholders, the Board and the Management.

Roles and Responsibilities of the CEO

Ms Zhao Xin, the CEO and Executive Director of the Company plays an instrumental role in developing the business of the Group and is responsible for the overall strategic planning and direction of the Group. Ms Zhao also provides the Group with strong leadership and vision.

CORPORATE GOVERNANCE REPORT

Provision 3.3

Lead Independent Director

The Company has not appointed a Lead Independent Director. Despite its deviation from Provision 3.3 of the Code, the NC and the Board is of the view that the current Board composition and structure is appropriate in view of the following:

(a) the role of the Chairman and the CEO are separate;

(b) the majority of the Company's Directors are independent; and

(c) the whistle-blowing channel is available for shareholder(s) to directly contact the AC Chairman for where they have concerns and for which contact through normal channels of communication with the Chairman or Management are inappropriate or inadequate.

Accordingly, the Board is of the view that the absence of a Lead Independent Director will not be prejudicial to the interests of shareholders and is in line with the intent of Principle 3 of the Code. The NC will review the requirement to appoint a Lead Independent Director to the Board from time to time.

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.

Provision 4.1

Roles and Duties of the Nominating Committee

The Board has established a NC which is guided by its terms of reference, including but not limited to the key responsibilities as follows:

1. to review the appointment and re-appointment of Directors (including alternate directors, if any);

2. to regularly review the Board structure, size, composition, diversity and skills of the Board and make recommendations to the Board with regards to any adjustments that are deemed necessary;

3. to review the succession plans for Directors, in particular, the appointment and/or replacement of the Chairman, the CEO and key management personnel;

4. to review the process and criteria for evaluation of the performance of the Board, the Board Committees and Directors;

5. to review the training and professional development programmes for the Board and its Directors and ensures that all new members of the Board undergo an appropriate orientation programme;

6. to determine, on an annual basis, and as and when circumstances require, if a Director is independent;

7. to recommend Directors who are retiring by rotation or are newly appointed to be put forward for re-election;

CORPORATE GOVERNANCE REPORT

8. to ensure that new Directors are aware of their duties and obligations;

9. to review and determine whether a Director is able to and has been adequately carrying out his duties as a Director of the Company, taking into consideration, inter alia, the Director's number of listed company board representations and other principal commitments; and

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

Provision 4.2

Nominating Committee Composition

As at the date of this Report, the NC comprises three (3) members, all three (3) of which are Independent Directors (including the Chairman of the NC), as follows:

Mr Chong Eng Wee	–	Chairman
Mr Tan Lye Heng Paul	–	Member
Dr Toh Lim Kai	–	Member

Accordingly, the composition of the NC is in compliance with the Code, which requires the majority of the NC members to be independent.

Provision 4.3

Selection and appointment of Directors

The Board assesses and evaluates whether new Directors and/or retiring Directors will be appointed/re-appointed, taking into consideration their skills, experience and contribution. The NC, in consultation with the Board, identifies the current needs of the Board in terms of skills, experience and knowledge, to complement and strengthen the Board. Potential candidates are sourced from the network of contacts of the Board and Management, including engaging professional search firms and recruitment consultants if the appointment requires a specific skill set or industry specialisation. The NC, after having assessed each candidate based on the essential and desirable competencies for a particular appointment, will then nominate the most suitable candidate for appointment to the Board.

Re-election of Directors

Regulation 87 of the Company's Constitution provides that at each Annual General Meeting ("**AGM**"), one-third of the Directors for the time being, or, if their number is not three or multiples of three, then the number nearest to one-third, shall retire from office. Rule 720(4) of the Catalist Rules also provides that all Directors must submit themselves for re-nomination and re-appointment at least once every three (3) years.

Regulation 89 of the Company's Constitution provides that the Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

CORPORATE GOVERNANCE REPORT

Regulation 94 of the Company's Constitution provides that the Directors may at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, Any Director so appointed shall hold office only until the next annual general meeting, but shall then be eligible for re-election and shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

In this respect, the Board has accepted the NC's nomination of the following Directors for re-election at the forthcoming AGM:–

(a) Ms Zhao Xin , who is retiring by rotation pursuant to Regulations 87 and 89 of the Company's Constitution;

(b) Mr Chong Eng Wee, who is retiring by rotation pursuant to Regulations 87 and 89 of the Company's Constitution; and

Ms Zhao Xin ("**Ms Zhao**") has given her consent for re-election and she will, upon re-election as a Director of the Company, remain as the Chief Executive Officer and Executive Director of the Company.

Mr Chong Eng Wee ("**Mr Chong**") has given his consent for re-election and he will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, Chairman of the NC, RC, and member of the AC

Mr Chong is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. The NC has recommended to the Board that Ms Zhao and Mr Chong be nominated for re-election at the forthcoming AGM.

In making the above recommendations, the NC had considered the Directors' overall contribution and performance. Ms Zhao Xin and Mr Chong have abstained from making any recommendation and/or participating in any deliberation of the NC in respect of the assessment of their own re-election as a Director.

Pursuant to Rule 720(5) of the Catalist Rules, the information relating to the Directors seeking re-appointment (as set out in Appendix 7F to the Catalist Rules) can be found on pages 124 to 128 of this Annual Report.

CORPORATE GOVERNANCE REPORT

Provision 4.4

Continuous Review of Directors' Independence

Directors disclose their relationships with the Company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence, to the Board. The NC reviews the independence of each Director annually in accordance with the definition of independence as set out in the Code and Practice Guidance, examines relationships identified by the Code that might impair the Directors' independence and objectivity, and takes into consideration whether an Independent Director falls under any circumstances pursuant to Rule 406(3)(d) of the Catalist Rules. In respect of the Company's current Independent Directors, namely Mr Tan, Mr Chong, and Dr Toh, the Board is of the view that they are independent, taking into account the circumstances set forth in the Code, Rule 406(3)(d) of the Catalist Rules and any other salient factors. In respect of FY2024, the Independent Directors have also confirmed their independence in accordance with the Code and Rule 406(3)(d) of the Catalist Rules.

Provision 4.5

Duties and obligations of New Directors

The NC ensures that new Directors are aware of their duties and obligations. All newly appointed Directors are given a service agreement and/or a letter of appointment (as the case may be), setting out their duties, obligations and the terms of appointment, and are briefed on the Group's structure, business, operations and policies.

Directors' Time Commitments

The NC will review whether a Director is able to and has adequately carried out his or her duties as a Director of the Company from time to time, in particular, where a Director has multiple board representations and/or other principal commitments. Although some of the Board members have multiple board representations and hold other principal commitments, the NC, having reviewed each Director's other listed company directorships and/or principal commitments, where applicable, as well as each Director's attendance and contributions to the Board, is satisfied that sufficient time and attention was given by the Directors to the Company to discharge their responsibilities for the financial year in review. The NC also takes into consideration, on a holistic basis, the contributions by the Directors during the meetings and the Directors' candour and attendance at such meetings.

CORPORATE GOVERNANCE REPORT

Listed Company Directorship and Principal Commitments

As at the date of this Report, the members of the Board and their details are set out below:–

Name of Director	Date of last re-election/ appointment	Nature of appointment	Functions/Board Committee served	Academic and professional qualifications	Directorships present in other listed companies and other principal commitments
Dr Zhang Jian	29 April 2024	Executive	Chairman and Executive Director	• DBA & EMBA – West Coast University Los Angeles, US	AJJ Medtech Group of subsidiaries Eminence Investment Pte. Ltd. Eminence Partnership Eminence Commercial Consultancy Pte. Ltd.
Ms Zhao Xin	27 April 2023	Executive	Chief Executive Officer and Executive Director	• Master of Social Sciences (China and Global Governance), Nanyang Technological University • Master of Science with Merit in Professional Accountancy, University of London • Bachelor of Science in Finance and Accounting Management, Northeastern University in the United States • Program for Leadership Development, Harvard Business School	AJJ Medtech Group of subsidiaries

CORPORATE GOVERNANCE REPORT

Name of Director	Date of last re-election/ appointment	Nature of appointment	Functions/Board Committee served	Academic and professional qualifications	Directorships present in other listed companies and other principal commitments
Mr Chong Eng Wee (Zhang Yingwei)	27 April 2023	Non-Executive and Independent	Chairman of the NC and RC, and a member of the AC	• Advocate & Solicitor, Supreme Court of Singapore • Solicitor of the High Court of Hong Kong • Legal Practitioner, Supreme Court of New South Wales, Australia • Barrister & Solicitor, High Court of New Zealand • Postgraduate Practical Course in Law, Board of Legal Education, Singapore • Graduate Diploma in Singapore Law, National University of Singapore • Certificate for Professional Legal Studies course (new Zealand), Institute of Professional Legal Studies • Bachelor of Laws, Victoria University of Wellington, New Zealand	Heatec Jietong Holdings Ltd. Nixon Peabody CWL Willas-Array Electronics (Holdings) Limited China Yuanbang Property Holdings Limited Accrelist Ltd. Polaris Pte Ltd. Other Principal Commitments: 1. Chevalier Law LLC 2. Nixon Peabody CWL

CORPORATE GOVERNANCE REPORT

Name of Director	Date of last re-election/ appointment	Nature of appointment	Functions/Board Committee served	Academic and professional qualifications	Directorships present in other listed companies and other principal commitments
Dr Toh Lim Kai	29 April 2024	Non-Executive and Independent	Member of the AC, RC and NC	• Membership Royal College of Surgeons Ireland • MB.BCh. BAO (Honours) from Royal college of Surgeon in Ireland • Msc (Pharmaceutical Medical) from Hibernia College (Dublin) • Singapore MOH accredited Family Physician	TS Medical Pte Ltd Esprimo Pte Ltd Medlink Pte Ltd
Mr Tan Lye Heng Paul	29 April 2024	Non-Executive and Independent	Chairman of the AC and a member of the NC and RC	• Master of Business Administration Degree, University of Birmingham, United Kingdom • Fellow member of the Association of Chartered Certified Accountants • Fellow member of the Institute of Singapore Chartered Accountants • Accredited Tax Advisor (Income Tax an) GST), Singapore Chartered Tax Professionals • Member of Singapore Institute of Directors • Member of the Institute of Chartered Accountants in England and Wales	PSC Corporation Ltd and Tat Seng Packaging Group Ltd. Nexia Singapore PAC CA Trust PAC Nexia Solutions Pte. Ltd.

CORPORATE GOVERNANCE REPORT

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.

Provisions 5.1 and 5.2

Performance Criteria

The Board and NC strive to ensure that the Directors on the Board possess the experience, knowledge and skills critical to the Company's business so as to enable the Board to make sound and well-considered strategic decisions. The NC assesses the independence of each Director according to the guidance given under the Code. The NC also reviews the Directors' attendance, preparedness, participation and candour in the meetings.

The performance evaluation was conducted for the Board as a whole and each of the Board Committees (namely the AC, NC and RC), each individual director and the Chairman in FY2024 for assessing the contribution by individual director and each of the Board Committees' members to the effectiveness of the Board.

The performance criteria were recommended by the NC and approved by the Board. The NC has established objective criteria to evaluate the Board's performance. More relevant and meaningful criteria will also be used when applicable.

Board Evaluation Process

The process for evaluation is as follows:

(a) all Directors individually and collectively as a whole complete performance evaluation questionnaire on the effectiveness of the Board, each Board Committee, the individual Directors and the Chairman respectively based on the aforementioned performance criteria;

(b) the Company Secretary will collate and present the results of the questionnaires to the Chairman of the NC in the form of a report; and

(c) the NC will deliberate the report and opine on the performance results during the NC meeting.

The foregoing evaluation process and results also provide an opportunity to obtain constructive feedback from each Director and Board Committee member on whether procedures and processes had allowed him or her to discharge his duties effectively. Each Director was also encouraged to propose changes that may be made to enhance the effectiveness of the Board and Board Committees.

No external facilitator has been engaged by the Board for this purpose.

The NC is of the view that the performance of the Board as a whole and the respective Board Committees, each individual Director and the Chairman is satisfactory and had met the respective performance objectives as set out for FY2024.

CORPORATE GOVERNANCE REPORT

II. 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 own remuneration.

Provision 6.1

Roles and Duties of the Remuneration Committee

The Board has established a RC which is guided by its terms of reference, including but not limited to the key responsibilities as follows:

1. review and recommend a framework of remuneration for the Board members and key management personnel;

2. review and recommend the specific remuneration package and terms of employment for each Director as well as key management personnel of the Group;

3. recommend to the Board, the executives' and employees' share option schemes or any long-term incentive schemes which may be set up from time to time and does all acts necessary in connection therewith;

4. review the level of remuneration that is appropriate to attract, retain and motivate the Directors and key management personnel; and

5. review and recommend Directors' fees and relevant remuneration packages for Non-Executive and Independent Directors, which are subject to shareholders' approval at the AGM.

Provision 6.2

Remuneration Committee Composition

As at the date of this Report, the RC comprises the following three (3) members, all three (3) of which are Independent Directors (including the Chairman of the RC):

Mr Chong Eng Wee	–	Chairman
Mr Tan Lye Heng Paul	–	Member
Dr Toh Lim Kai	–	Member

Provision 6.3

Remuneration Packages and Termination Terms

The RC considers all aspects of remuneration, including termination terms and compensation commitments, to ensure they are fair. This would entail, in the event of early termination, a review of the service contract, if any, with a view to be fair and not overly generous.

CORPORATE GOVERNANCE REPORT

Provision 6.4

Engagement of Remuneration Consultants

The RC has access to professional advice regarding remuneration matters, if required. No remuneration experts have been appointed to advise on remuneration matters for FY2024.

Level and Mix of Remuneration

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

Provisions 7.1 and 7.3

Remuneration of Executive Directors and Key Management Personnel

The RC makes recommendations on an appropriate framework of remuneration taking into account employment conditions within the industry and the Company's performance to ensure that the remuneration of the Directors is competitive and sufficient to attract, retain and motivate the Executive Directors and key management personnel(s), so as to align their interests with those of shareholders and promote the long-term success of the Company. In addition, the Company has in place performance-related remuneration in respect of the Executive Directors and key management personnel(s), which are determined based on the performance of the ongoing operations and corporate actions of the Company and/or Group and individual performance.

The RC has reviewed and is satisfied that for FY2024, the remuneration received by the Executive Directors and key management personnel(s) is commensurate with their contribution, efforts, responsibilities and achievements. The RC has also reviewed and is satisfied that the overall performance conditions were met in respect of FY2024.

The Company had three (3) key management personnel during FY2024.

No.	Name	Job Title
1.	Zhang YuLei	Chief Strategy Officer
2.	Tan Wei Jie	Director of Business Development
3.	Chua June Gay	Director of Corporate Partnerships

Provisions 7.2

Remuneration of Non-Executive Directors

In setting the remuneration packages for the Independent and/or Non-Executive Directors, the effort and time spent, and responsibilities of the Independent and/or Non-Executive Directors are taken into account. No retirement benefit schemes are in place for the Independent and/or Non-Executive Directors. No Director decides his own remuneration. Directors' fees are recommended by the RC and are submitted for endorsement by the Board. Directors' fees to be paid to Independent and/or Non-Executive Directors are subject to the approval of shareholders at the AGM.

CORPORATE GOVERNANCE REPORT

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 Criteria

In setting the remuneration of each individual Director (including the CEO), the contribution, efforts, responsibilities and achievements of each Director are taken into account.

An annual review of the remuneration of each individual Director is carried out by the RC and the Board to ensure that the remuneration of the Directors is commensurate with their performance and level of contribution, and is aligned with the long-term interests of the Company to promote the long-term success of the Company. The performance of the Directors and CEO of the Company is reviewed periodically by the RC and the Board. In structuring the remuneration framework, the RC also takes into account the risk policies of the Group, the need for remuneration symmetric with the risk outcomes and the time horizon of risks relevant to the Company.

Disclosure on Fees and Remuneration of Directors and CEO

A breakdown showing the level and mix of the remuneration payable to each individual Director for FY2024 is as follows:

	Salary[1]		Bonus and other variable performance components		Allowances and other benefits		Directors' fee		Total	
Name of Director	**(%)**	**(S$)**	**(%)**	**(S$)**	**(%)**	**(S$)**	**(%)**	**(S$)**	**(%)**	**(S$)**
Dr Zhang Jian	96.15%	600,159	–	–	3.85%	24,000	–	–	100%	624,159
Ms Zhao Xin	100%	231,007	–	–	–	–	–	–	100%	231,007
Mr Chong Eng Wee	–	–	–	–	23.81%	10,500	76.19%	33,600	100%	44,100
Dr Toh Lim Kai	–	–	–	–	20.19%	8,500	79.81%	33,600	100%	42,100
Mr Tan Lye Heng Paul[4]	–	–	–	–	20.19%	8,500	79.81%	33,600	100%	42,100

Notes:

(1) The salary and bonus amounts shown are inclusive of Singapore Central Provident Fund contributions.

CORPORATE GOVERNANCE REPORT

Disclosure on the Remuneration of Key Management Personnel

A breakdown showing the level and mix of the remuneration payable to key management personnel (who are not Directors or the CEO), including the immediate family members of a Director or the CEO or a substantial Shareholder for FY2024, is as follows:

Name of Key Management Personnel	Salary[1]	Bonus and other variable performance components	Allowances and other benefits	Total
	(%)	(%)	(%)	(%)
S$0 – S$500,000				
Zhang Yulei[2]	57.95%	–	42.05%	100%
Chua June Gay[3]	35.79%	1.18%	63.03%	100%
Tan Wei Jie[4]	77.85%	5.88%	16.27%	100%

In aggregate, the total remuneration paid to the key management personnel was S$782,665 in FY2024

Notes:

(1) The salary and bonus amounts shown are inclusive of Singapore Central Provident Fund contributions.

(2) As announced by the Company on 28 August 2023, Ms Zhang Yulei was appointed as the Chief Strategy Officer of the Company with effect from 28 August 2023. She is also a substantial shareholder of the Company and the daughter of Dr Zhang Jian, who is the Chairman and Executive Director and a controlling shareholder of the Company.

(3) As announced by the Company on 13 March 2024, Mr Chua June Gay has been appointed as an Executive Officer of the Company with effect from 13 March 2024. He is also the Director of Corporate Partnerships in AJJ Healthcare Management Pte. Ltd. ("**AJJ Healthcare**") with effect from 1 July 2023 for which position he has received monthly compensation from AJJ Healthcare.

(4) As announced by the Company on 13 March 2024, Mr Tan Wei Jie has been appointed as an Executive Officer of the Company with effect from 13 March 2024. He is also an employee of AJJ Healthcare since 11 October 2021 and is currently appointed as the Director of Business Development of AJJ Healthcare.

CORPORATE GOVERNANCE REPORT

Provision 8.2

Disclosure on Remuneration of Immediate Family Member of Substantial Shareholder

Besides Dr Zhang, being the Chairman and an Executive Director of the Company, and Ms Zhang Yulei, being the Chief Strategy Officer and daughter of Dr Zhang, as disclosed above in Provision 8.1, there were no employees in the Group who are substantial shareholders of the Company, or the immediate family members of a Director, the CEO or a substantial shareholder of the Company and whose remuneration exceeds S$100,000 in FY2024.

Provision 8.3

Details of AJJ Performance Share Plan 2024

The Company has a performance share plan known as the AJJ Performance Share Plan 2024 (the "**AJJ PSP**") which was approved by Shareholders at the extraordinary general meeting of the Company held on 6 February 2024. The AJJ PSP has a duration of 10 years commencing from 6 February 2024 to 5 February 2034.

The AJJ PSP complies with the relevant Catalist Rules. The AJJ PSP is administered by the RC. The AJJ PSP is a share incentive scheme aimed at retaining Employees whose contributions are essential to the long-term growth, success and development of the Group, and to give recognition to outstanding Employees who have contributed to the growth, success and development of the Group. The AJJ PSP also enable grants of fully paid ordinary shares of the Company (the "**Shares**") to be made to Group Non-Executive Directors as part of their remuneration in respect of their office as such in lieu of cash or, where the Administration Committee (as defined in the AJJ PSP) deems appropriate, to give recognition to the contributions made or to be made by Group Non-Executive Directors to the growth, success and development of the Group. Details of the AJJ PSP were set out in the Company's Circular dated 11 January 2024.

In addition, at the aforesaid extraordinary general meeting, Shareholders have approved the grant of the ZYL award to Ms Zhang Yulei, the Chief Strategy Officer and substantial shareholder of the Company and the daughter of Dr Zhang, the Chairman, Executive Director, and Controlling Shareholder of the Company. As announced by the Company on 5 March 2024, 16,000,000 ordinary shares have been allotted and issued to Ms Zhang Yulei pursuant to the ZYL award.

At the AGM dated 29 April 2024, the Directors are authorized to offer and grant awards under the AJJ PSP. They are also empowered to allot and issue Shares as required under the AJJ PSP, provided that the total issuance, when combined with other share schemes, does not exceed 20% of the Company's issued Shares, excluding treasury Shares. This authority will remain in effect until the next annual general meeting or as required by law, unless revoked or varied by the Company.

On June 19 2024, the Company granted 125,884,658 Shares under the AJJ PSP. Independent non-executive directors received a total of 5,500,000 shares, while certain employees were awarded 120,384,658 shares. All awards were vested immediately. Following this issuance, the Company's total issued and paid-up ordinary shares increased from 1,377,053,644 to 1,502,938,302.

III. 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 Risks

The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard shareholders' interests and the assets of the Group and determines the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

CORPORATE GOVERNANCE REPORT

The Board acknowledges that no cost-effective risk management and internal control system will preclude all errors and irregularities. Any system of internal controls is designed to mitigate rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss, the occurrence of errors, poor judgement in decision making, fraud or other irregularities. The Board reviews all significant control policies and procedures and highlights all significant matters to Management. If appropriate, the Board will consider setting up a board risk committee to address the foregoing.

The Board of Directors and the AC have reviewed the adequacy of the Group's internal controls addressing its financial, operational, compliance and information technology risk, relying on reports from external auditors and internal auditors. Any significant internal control weaknesses and non-compliance that are highlighted during the audit, together with recommendations by the external auditors and internal auditors, are reported to the AC. The AC will follow up and review the actions taken by Management to address the weaknesses highlighted based on the recommendations made by the external auditors and internal auditors.

The internal audit plan prepared by Baker Tilly Consultancy (Singapore) Pte. Ltd. ("**Baker Tilly**") was reviewed and approved by the AC. During the year, an internal audit was conducted, covering the areas of procurement, payables and payment. The AC evaluated the report presented by Baker Tilly to assess the adequacy and the effectiveness of the Group's risk management and the internal control systems. Any material non-compliance or gaps in internal controls were reported to the AC along with recommendations for improvement. The relevant departments were provided with a copy of the IA's report for further action and the implementation of the action plans are closely monitored to ensure timely and appropriate action.

Provision 9.2

Assurance from the Chief Executive Officer, Financial Controller and Management Personnel

For FY2024, the AC had received written assurances from:

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

(b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the company's risk management and internal control systems.

Based on the internal controls framework established, reviews carried out by Management and the Board Committees, work performed by the internal auditors and external auditors, and the assurance from Management, the Board, opines, with the concurrence of the AC, that the Company's internal controls (including financial, operational, compliance, information technology) and risk management systems were adequate and effective for FY2024.

Management will continue to review and strengthen the Group's control environment and devote resources and expertise towards improving its internal policies and procedures to maintain a high level of governance and internal controls.

CORPORATE GOVERNANCE REPORT

Audit Committee

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

Provision 10.1

Roles and Duties of the Audit Committee

The Board has established an AC, which carries out its duties in accordance with the written terms of reference of the AC, including but not limited to the key responsibilities as follows:

1. 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;

2. review with the internal auditors, their audit plan and reports, the adequacy of the internal audit procedures and their evaluation of the adequacy and effectiveness of the overall internal control systems, including financial, operational, compliance and informational technology controls and risk management systems;

3. review and report to the Board at least annually on the adequacy and effectiveness of the Group's internal controls, which addresses the Group's financial, operational, compliance and information technology risks and risk management systems, and any other matters requiring the Board's attention;

4. evaluate the Group's system of internal controls with the internal auditors and assess the effectiveness and adequacy of internal accounting and financial control procedures;

5. review the Company's policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated, and appropriately followed up on, and ensure that the Company publicly discloses, and clearly communicates to employees, the existence of a whistleblowing policy and procedures for raising such concerns;

6. conduct annual reviews of the cost-effectiveness of the audit, the independence and objectivity of the external auditors, including the volume of non-audit services provided by the external auditors, to satisfy itself that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors before recommending their re-appointment to the Board;

7. review the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function;

8. make recommendations to the Board on (a) proposals to shareholders on the appointment, re-appointment, resignation and removal of the external auditors, and (b) the remuneration and terms of engagement of the external auditors;

9. receive and review the assurance from the CEO and Financial Controller on the financial records and financial statements;

10. review interested person transactions and to report its findings to the Board; and

11. review the half-year and full-year financial statements of the Company and the Group prior to submission to the Board for approval and the dissemination of the results announcements to shareholders and SGX-ST, including advising the Board if changes are needed to improve the quality of future interim financial statements or financial updates.

CORPORATE GOVERNANCE REPORT

The AC met with the internal auditors and external auditors without the presence of Management in respect of FY2024 audit to review matters that may be raised privately further, to undertake an annual review of the independence of the external auditors.

The key audit matters on going concern assessment, expected credit loss assessment on the amount due from subsidiaries, impairment assessment of investment in subsidiary, AJJ Healthcare Management Pte. Ltd., impairment assessment of property, plant and equipment, including right-of-use assets were presented by the external auditors in the course of the review of the financial statements for FY2024. For more information on the key audit matters, please refer to pages 66 to 68 of this Annual Report.

During FY2024, the AC reviewed the half-year and full-year financial statements prior to submission to the Board for approval, the annual audit plan of the external auditor and the internal auditors and the results of the audit performed by them, interested person transactions, effectiveness and adequacy of the Company's risk management and internal controls systems, audit and non-audit services rendered by the external auditors and the re-appointment of external auditors and their remuneration.

The AC members had been briefed by the external auditors, PKF-CAP LLP, on any changes to accounting standards and issues which have a direct impact on financial statements as part of their audit.

Provisions 10.2 and 10.3

Audit Committee Composition

As at the date of this Report, the AC comprises the following three (3) members, all of whom (including the AC Chairman) are Non-Executive and Independent Directors:

Mr Tan Lye Heng Paul	–	Chairman
Mr Chong Eng Wee	–	Member
Dr Toh Lim Kai	–	Member

None of the AC members were former partners or directors of the Company's external auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation, and in any case (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The Board is of the view that the AC members are appropriately qualified to discharge their responsibilities, taking into consideration that at least two (2) of the AC members, including the AC Chairman, have many years of experience in accounting and relevant financial management expertise and experience.

The Board recognises the importance of good corporate governance and the offering of a high standard of accountability to the shareholders of the Company. The AC is authorised by the Board to investigate all matters within its terms of reference. The AC has full access to, and the co-operation of Management, as well as full discretion to invite any Director to attend its meetings, and is provided with reasonable resources for it to discharge its functions properly.

CORPORATE GOVERNANCE REPORT

Provision 10.4

Internal Audit Function

The primary reporting line of the internal auditors is to the AC. The AC is responsible for the appointment, removal, evaluation and compensation of the accounting or auditing firm or corporation that the internal audit function of the Company is outsourced to.

The Group's internal audit function is outsourced to an independent internal audit service provider Baker Tilly, who reports directly to the AC Chairman on audit matters. The AC reviews and approves the annual internal audit plans and resources to ensure that the internal auditor has adequate resources to perform its function. The AC approves the hiring, removal and evaluation of the internal auditors. Internal audit reports are also given to the external auditors to ensure effective use of resources and to avoid duplication of efforts.

The internal auditors have unfettered access to all the Group's documents, records, properties and personnel, including access to AC, and have appropriate standing within the Company, to effectively discharge its responsibilities.

The internal auditors had, during the course of their audit, performed tests on the operating effectiveness of certain controls and made some observations on internal controls and proposed recommendations to assist Management in enhancing existing controls, reducing risks and improving operational efficiency and effectiveness in the areas reviewed. Action plans to address these observations and findings have been put in place.

The AC assesses the adequacy and effectiveness of the internal audit function annually. The AC is satisfied that the internal audit function is independent, effective, adequately qualified (given, inter alia, its adherence to standards set by internationally recognised professional bodies) and adequately resourced.

External Audit Function

The Company had engaged PKF-CAP LLP, an audit firm registered with the Accounting and Corporate Regulatory Authority ("**ACRA**"), as the external auditors of the Company and its significant subsidiaries for consolidation purposes. Accordingly, the Group has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointment of its external auditor.

The AC noted that there are no other non-audit services provided by the external auditor to the Group except for the assurance service on sustainability reporting and is satisfied with the independence of PKF-CAP LLP as the external auditors of the Company.

The AC has reviewed the independence and objectivity of PKF-CAP LLP in FY2024 and is satisfied that PKF-CAP LLP has demonstrated appropriate qualifications and expertise and is also independent of the Company. The AC is also satisfied with the adequacy of the scope and quality of the external audits being conducted by PKF-CAP LLP. The AC recommended the re-appointment of PKF-CAP LLP as the external auditors for the ensuing financial year, taking into consideration the Audit Quality Indicators Disclosure Framework published by the ACRA. The Board accepted this recommendation and has proposed a resolution to shareholders for the re-appointment of PKF-CAP LLP as the external auditors of the Company at the forthcoming AGM.

Provision 10.5

Meeting Auditors without the Management

The AC has separately met with the external and internal auditors once in the absence of Management for FY2024 to discuss and evaluate the internal controls of the Group and review the overall scope of both external and internal audits at least once in FY2024.

CORPORATE GOVERNANCE REPORT

Whistle-Blowing Policy

The Company is committed to a high standard of ethical conduct and adopts a zero-tolerance approach to fraud. The Company undertakes to investigate complaints of suspected fraud objectively and has put in place a whistle-blowing policy which provides employees and any other person with well-defined and accessible channels, including direct access to the Chairman of the AC, to raise concerns about possible irregularities in matters of financial reporting or other matters in confidence (the "**Whistle-Blowing Policy**"). The Whistle-Blowing Policy defines the processes clearly to ensure independent investigation of such matters and permits whistle-blowers to report matters relating to the foregoing directly by email to whistleblower@ajjmedtech.com.sg, which is only accessible by the Chairman of AC to ensure the identity of the whistle-blowers is kept confidential.

The Whistle-Blowing Policy is intended to encourage the reporting of such matters in good faith, with confidence that employees and any other person making such reports will be treated fairly and, as far as possible, be protected from possible reprisal. The AC oversees the function and handling of matters being reported through the whistle-blowing system, evaluating the seriousness and credibility of the matter and confirming the allegation from the source and ensuring independent investigation and any follow-up actions are carried out. The AC will follow the processes defined in the Whistle-Blowing Policy to ensure proper conduct of the investigation and follow up following the completion of the investigation including disciplinary actions and remediation of control weaknesses.

There were no whistle-blowing reports or complaints received through the Group's whistle-blowing channel as of the date of this report.

IV. 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

Shareholders' Participation in General Meetings

The Group treats all shareholders fairly and equitably, and recognises, protects, and facilitates the exercise of shareholders' rights. The Company ensures that all material information is disclosed to shareholders on a timely basis via SGXNet. Results and annual reports are announced or issued within the mandatory periods.

At each general meeting of the Company, shareholders are given the opportunity to participate effectively and raise their concerns with the Directors and Management on matters pertaining to the Group and its operations. Any notice of a general meeting to shareholders is announced on SGXNet and published on the Company's corporate website (https://www.ajjmedtech.com.sg) at least 14 days (or 21 days if there is any special resolutions) before the scheduled date of the meeting in FY2024. As approved by Shareholders at the extraordinary general meeting of the Company held on 6 February 2024, the Company has changed its name from "OEL (Holdings) Limited" to "AJJ Medtech Holdings Limited". Accordingly, the Company has changed its corporate website to http://www.ajjmedtech.com.sg.

CORPORATE GOVERNANCE REPORT

All Directors, the Chairman of the Board, the respective Chairman of the AC, NC and RC, the Management and the external auditors are present at the general meetings to address any queries or concerns from shareholders on matters relating to the Group and its operations. During FY2023, the Company had invited Shareholders to submit their questions in advance via email to investor@ajjmedtech.com.sg or by post, to be deposited with the Company, 8 Commonwealth Lane #02-04, Grande Building, Singapore 149555, in relation to any resolutions set out in the notice of meeting for the AGM or raise them at the AGM held on 29 April 2024 .

Save for the AGM held on 29 April 2024, the Company also held the extraordinary general meetings on 6 February 2024 and 29 April 2024 during FY2024.

Conduct of General Meetings

Shareholders are informed of the rules, including the voting procedures that govern the general meetings during the general meetings. The Company conducts voting of all resolutions tabled at a general meeting of the Company by poll. The detailed voting results, including the total number of votes cast for or against each resolution tabled, are announced immediately at the meeting and via SGXNet on the same day of the general meeting.

If the shareholders are unable to attend in person or in the case of a corporate shareholder, through its appointed representative, the Company's Constitution allows all shareholders to appoint proxy(ies) to attend and vote at general meetings of the Company on their behalf. A shareholder who is not a relevant intermediary (as defined in Section 181(6) of the Companies Act) is entitled to appoint not more than two proxies to attend, speak and vote at the general meetings through proxy forms deposited 48 hours before the meeting. Indirect investors who hold the Company's shares through a nominee company or custodian bank or through a CPF agent bank may also attend and vote at the general meeting.

Provision 11.2

Conduct of Resolutions and Voting

Every matter requiring shareholders' approval is proposed as a separate resolution. The Company does not bundle any resolution(s) to be tabled for shareholders' approval. Each item of special business included in the notice of meeting is accompanied by an explanation for the proposed resolution where appropriate. As the authentication of shareholder identification information and other related security issues remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail, facsimile or email.

Provision 11.3

Attendance of directors and external auditors

All Directors, the Chairman of the Board and the respective Chairman of the AC, NC and RC, the Management, external auditors are present at the general meetings to address any queries or concerns from shareholders on matters relating to the Group and its operations. In FY2024, all Directors attended the AGM of the Company held on 29 April 2024.

CORPORATE GOVERNANCE REPORT

Provision 11.4

Absentia Voting

As authentication of shareholder identity information and other related security issues remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail, facsimile or email. Notwithstanding the foregoing, Shareholders were invited to exercise their voting rights during the AGM in FY2024 through the submission of proxy forms nominating proxy or proxies (other than the Chairman of the AGM) or the Chairman of the AGM to vote on their behalf.

Provision 11.5

Minutes of General Meetings

The Company prepares minutes of general meetings which includes key comments and queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. The Company's minutes of the forthcoming AGM will be published to the SGXNet and the Company's website within a month after the AGM.

In respect of the previous AGM held on 29 April 2024, the Company published the minutes of the AGM on the SGXNet within one month from the date of the AGM.

Provision 11.6

Dividend Policy

The Company has adopted a dividend policy on 1 April 2024.

The Company will declare and/or recommend the payment of dividends to the Shareholders for approval after considering the Company's ability to pay dividends, which will depend upon, among other things, its cash flows and earnings, general business conditions and strategies, current and future financial performance and position, and such other factors deemed relevant by the Board. The Board has absolute discretion on whether to pay a dividend, subject to Shareholders' approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Group.

The Company aims to keep shareholders informed of its dividend policy and any changes to it through timely announcements on SGXNet, in line with SGX-ST Listing Rules and the Company's commitment to transparency.

The Company did not declare any dividends in respect of FY2024 as it was in a loss-making position.

CORPORATE GOVERNANCE REPORT

Engagement with Shareholders

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

Provisions 12.1, 12.2 and 12.3

Investor Relations Practices

While the Company does not have an Investor Relations Policy in place, the Board is of the view that the current communication channels between the Company and shareholders are sufficient and cost-effective and the Board's policy is that all Shareholders should be informed simultaneously in an accurate and comprehensive manner regarding all material developments that impact the Group via SGXNet on an immediate basis, in line with the Group's disclosure obligations pursuant to the Catalist Rules and the Companies Act.

Disclosure of Information

Information is communicated to shareholders and public investors through the following channels:

(a) details of all general meetings via SGXNet, including notices of general meetings published and circulars/reports;

(b) Annual Reports that are issued to all shareholders. The Board makes every effort to ensure that the Annual Report includes all relevant information on the Group, including current developments, strategic plans and disclosures required under the Companies Act, the Singapore Financial Reporting Standards, and other applicable rules and regulations; and

(c) announcements of half-yearly and full-year results released via SGXNet; announcements relating to major developments of the Group made via SGXNet; press and analysts' briefings as may be appropriate.

Mechanism through which Shareholders may contact the Company with questions

In addition to the above, the Company's corporate website (https://www.ajjmedtech.com.sg) has a dedicated "Investor Relations" link where the contact details of the investor relations team are available therein, to enable shareholders to contact the Company with ease. The Company's investor relations team has procedures in place to address investors' queries or complaints as soon as possible.

Given the foregoing, the Board is of the view that notwithstanding that the Company does not have an Investor Relations Policy in place, given the steps undertaken by the Company in respect of the timely disclosure of information to shareholders and the processes in place to address shareholders' queries or complaints, the Company's practices in FY2024 in respect of shareholder engagement are in line with the intent of Principle 12 of the Code.

CORPORATE GOVERNANCE REPORT

V. MANAGING RELATIONSHIPS WITH STAKEHOLDERS

Engagement with Stakeholders

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

Provisions 13.1 and 13.2

Stakeholders' Engagement

The Company has its materiality assessment process to identify key stakeholders that may have a direct or indirect impact to the company's business and operations. The Company's engagement with the key stakeholders, including engagement methods and key issues, will be disclosed in the Company's Sustainability Report 2024, which will be released on SGXNet no later than 30 April 2025 with external assurance conducted.

Stakeholders can know more about the Group's business and governance practices through the Company's corporate website (https://www.ajjmedtech.com.sg) and to communicate with the Company through its Investor Relations team with their contact details mentioned on the corporate website.

Provision 13.3

Corporate Website

The Company aims to provide clear and continuous disclosures of its corporate governance practices through the efficient use of technology.

The latest Annual Report, financial results and Company announcements are posted on the Company's corporate website (https://www.ajjmedtech.com.sg) following their release to the market through SGXNet, to ensure fair dissemination to shareholders.

VI. INTERESTED PERSON TRANSACTIONS

The Company has established internal control policies to ensure that transactions with interested persons are properly reviewed and approved and are conducted at arms' length basis. All interested person transactions are subject to review by the AC.

The Company has not obtained a general mandate from its Shareholders in respect of interested person transactions for FY2024.

CORPORATE GOVERNANCE REPORT

As announced by the Company on 8 January 2024, the Company had, among others, entered into a conditional capitalisation deed with Dr Zhang (the "**ZJ Conditional Capitalisation Deed**") and Ms Zhang (the "**ZYL Conditional Capitalisation Deed**"), respectively, in relation to the proposed capitalisation of the aforementioned ZJ Loan Agreement and ZYL Loan Agreement (the "**Proposed Capitalisation**"). The Proposed Capitalisation was approved by shareholders of the Company at the extraordinary general meeting held on 6 February 2024. As further announced by the Company on 5 March 2024, the Proposed Capitalisation was completed on 5 March 2024. Shareholder may refer to the announcements dated 8 January 2024, 11 January 2024, 6 February 2024, 26 February 2024 and 5 March 2024 for more details.

As announced by the Company on 8 May 2024, the Company entered into a loan agreement (the "**Loan Agreement**") with Ms Zhang Yulei ("**Ms Zhang**"), the Chief Strategy Officer of the Company and the daughter of Dr Zhang Jian, pursuant to which Ms Zhang agreed to extend to the Company an interest-free loan of S$500,000 subject to the terms of the Loan Agreement.

On 1 October 2024, the Company entered into a loan agreement (the "Loan Agreement") with Dr Zhang Jian ("Dr Zhang"), the Chairman and Executive Director of the Company, pursuant to which Dr Zhang agreed to extend to the Company an interest-free loan of S$303,614 subject to the terms of the Loan Agreement.

Save as disclosed, there were no other interested person transactions entered into during FY2024 which exceeded S$100,000.

VII. MATERIAL CONTRACTS

Save as disclosed above in the section entitled "Interested Person Transactions", the service agreement between the Company and each of the Executive Directors, and the Directors' Statement and Financial Statements, there were no material contracts (including loans) entered into by the Company or any of its subsidiaries involving the interests of any Director or controlling Shareholder which are either still subsisting as at the end of FY2023 or if not then subsisting, entered into since the end of the previous financial year.

VIII. DEALINGS IN SECURITIES

The Company has complied with Rule 1204(19) of the Catalist Rules of the SGX-ST in relation to the best practices on dealings in the securities.

The Group has adopted a Code of Best Practice Guides for Dealings in Securities (the "**Securities Code**") which sets out the policy on dealings in securities of the Company and the implications of insider trading. In line with the Securities Code, Directors, key management personnel (if any) and employees of the Group who have access to unpublished price-sensitive and confidential information are informed not to deal in the securities of the Company for the period commencing at least one month before the release of the Company's half-year and full-year financial results to the SGX-ST and ending on the date of announcement of the relevant results, or when they are in possession of any unpublished material price-sensitive information.

Directors, key management personnel and employees are also discouraged from dealing in the Company's securities on short-term considerations.

In addition, the Directors and Management are expected to observe the insider trading laws at all times, even when dealing in securities within the permitted trading period.

CORPORATE GOVERNANCE REPORT

IX. CODE OF BUSINESS CONDUCT

The Directors, officers and employees are required to observe and maintain high standards of integrity, and are in compliance with the law, regulations, and the Company's policies.

The Company will publish its sustainability report by 30 April 2025 and intends to make it accessible to shareholders on SGXNET. The report will emphasize the significant economic, environmental, social, and governance ("**ESG**") factors, highlighting the company's commitment to sustainability. The Company acknowledges the significant risks that climate change poses to the operations, the industry, and the communities the Company serves. To address these risks, the Company is committed to identifying and evaluating climate-related risks as well as implementing measures to manage and mitigate them effectively. The Company understands that transparency is essential and is currently working to align the disclosure with the recommendations of the Task Force on Climate-related Financial Disclosures ("**TCFD**"). As such, information on climate-related risks and opportunities will be included in our future Sustainability Reports.

X. NON-SPONSORSHIP FEES

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsorship fees payable or paid to the Company's Sponsor, Evolve Capital Advisory Private Limited in FY2024.

As announced by the Company on 8 January 2024, the Company had on 8 January 2024 entered into, among others, a conditional capitalisation deed with the Sponsor to capitalise to the sum of S$39,501 due and owing to the Company's Sponsor (the "**Sponsor Fee Capitalisation**"). The Sponsor Fee Capitalisation was approved by shareholders of the Company at the extraordinary general meeting of the Company held on 6 February 2024. As further announced by the Company on 5 March 2024, the Sponsor Fee Capitalisation was completed on 5 March 2024.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

The directors present their statement to the members together with the audited consolidated financial statements of AJJ Medtech Holdings Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") for the financial year ended 31 December 2024, and the statement of financial position of the Company as at 31 December 2024 and the statement of changes in equity of the Company for the financial year ended 31 December 2024.

OPINION OF THE DIRECTORS

In the opinion of the directors,

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

(ii) at the date of this statement, based on the financial support provided and actions to be taken by the directors and key management personnel as disclosed in Note 2.1 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

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

Zhang Jian
Zhao Xin
Chong Eng Wee
Toh Lim Kai
Tan Lye Heng Paul

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, except as disclosed under the section "Performance Share Plan" of this statement below.

DIRECTORS' INTEREST IN SHARES AND DEBENTURES

The directors of the Company holding office at the end of the financial year had no interests in the shares and debentures of the Company and/or its related corporations as recorded in the register of directors' shareholdings kept by the Company in accordance with Section 164 of the Singapore Companies Act 1967 (the "**Act**"), except as follows:

Name of director and entity in which interests are held	Shareholdings registered in the names of directors	
	At beginning of year	At end of year
Ordinary shares of the Company		
Zhang Jian	138,331,000	361,616,714
Zhao Xin	13,773,000	31,773,000
Chong Eng Wee	-	2,100,000
Toh Lim Kai	-	1,700,000
Tan Lye Heng Paul	-	1,700,000

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

DIRECTORS' INTEREST IN SHARES AND DEBENTURES (CONTINUED)

The directors' interests in shares or share options of the Company or its related corporations at 21 January 2025 were the same as at 31 December 2024.

By virtue of Section 7 of the Singapore Companies Act 1967, Dr. Zhang Jian is deemed to have an interest in all the subsidiary corporation of the Company. Except for Dr. Zhang Jian, none of the directors of the Company has, whether at the beginning or at the end of the financial year, a deemed interest in the shares, share options or debentures of the Company or its related corporations held by another person or entity.

None of the directors of the Company has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he/she is a member or with a company in which he/she has a substantial financial interest.

PERFORMANCE SHARE PLAN

The AJJ Performance Share Plan (the "Share Plan") for key management and employees of the Group was approved by members of the Company at an Extraordinary General Meeting held on 6 February 2024. The Share Plan provides a means to recruit, retain and give recognition to employees who have contributed to the success and development of the Group. The Share Plan is administered by the Company's Remuneration Committee, comprising of 3 directors, Chong Eng Wee (Chairman), Toh Lim Kai and Tan Lye Heng Paul.

On 5 March 2024 and 19 June 2024, the Company has allotted and issued a total of 141,884,658 new ordinary shares under the Share Plan, which 16,000,000 and 125,884,658 performance shares were granted at a price of $0.007 and $0.005 per share, respectively.

As at 31 December 2024, details of the performance shares awarded and issued to the directors of the Company, associate of controlling shareholder and participants under the Share Plan who has received 5% or more of the total number of shares available under the Share Plan are as follows:

Name of Participant	Aggregate number of shares granted under the Share Plan during the year	Aggregate number of shares granted under the Share Plan since the commencement of the Share Plan to end of the financial year	Aggregate number of shares granted under the Share Plan which have been released since the commencement of the Share Plan to the end of the financial year	Aggregate number of shares granted under the Share Plan which have not been released as at the end of the financial year
Directors				
Chong Eng Wee	2,100,000	2,100,000	(2,100,000)	-
Toh Lim Kai	1,700,000	1,700,000	(1,700,000)	-
Tan Lye Heng Paul	1,700,000	1,700,000	(1,700,000)	-
Associate of Controlling shareholder				
Zhang Yu Lei	16,000,000	16,000,000	(16,000,000)	-
Represent 5% or more than the total number of shares available under the Plan				
Chua June Gay	40,000,000	40,000,000	(40,000,000)	-
Huang Qiang	20,000,000	20,000,000	(20,000,000)	-
Leu Yong Ren	35,000,000	35,000,000	(35,000,000)	-
Liu Yun Hua	21,000,000	21,000,000	(21,000,000)	

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

PERFORMANCE SHARE PLAN (CONTINUED)

No recipient of the Share Awards under the Share Plan is a controlling shareholder of the Company.

No Share Awards under the Share Plan were granted or cancelled or have lapsed during the financial year under review.

AUDIT COMMITTEE

The Audit Committee (the "**AC**") of the Company is chaired by Mr Tan Lye Heng Paul and includes Mr Chong Eng Wee and Dr Toh Lim Kai at the date of this statement. The AC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967, the SGX Listing Manual and Code of Corporate Governance, which include *inter alia* the following:

- Reviewed the significant financial reporting issues and judgements so as to ensure the integrity of the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company;

- Reviewed the quarterly, half-yearly and annual financial results announcement and the independent auditor's report on the year-end consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company before their submission to the Board of Directors for approval;

- Reviewed the adequacy and effectiveness of the Group's and Company's internal controls and risk management systems;

- Reviewed the adequacy, effectiveness, independence, scope and results of the external audit and the internal audit function, including the nature and extent of non-audit services provided by the external auditor;

- Met with the internal and external auditors of the Group and Company to review their audit plan and discuss the results of their respective examinations and their evaluation of the Group's and Company's system of internal accounting controls without the presence of the Group's and Company's Management;

- Considered and recommended to the Board of Directors on re-appointment of the external and internal auditors, and approved the remuneration and terms of engagement of the external and internal auditors;

- Reviewed the external and internal auditors' reports;

- Reviewed the co-operation given by the Group's and Company's management to the external and internal auditors;

- Reviewed and approved interested persons transactions falling within the scope of Chapter 9 of the Catalist Rules;

- Reviewed and established procedures for receipt, retention and treatment of complaints, if any received regarding, inter alia, criminal offences involving the Group or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on the Group.

DIRECTORS' STATEMENT

For the financial year ended 31 December 2024

AUDIT COMMITTEE (CONTINUED)

The AC noted that there are no other non-audit services provided by the external auditor to the Group except for the assurance service on sustainability reporting and is satisfied with the independence of the external auditor. The AC has also conducted a review of interested person transactions.

The AC convened two meetings during the year with full attendance from all members. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

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

The Audit Committee has recommended to the Board the nomination of PKF-CAP LLP for re-appointment as external auditor of the Company at the forthcoming Annual General Meeting.

AUDITOR

PKF-CAP LLP has expressed its willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,

Zhao Xin Director	Tan Lye Heng Paul Director

Singapore

15 April 2025

INDEPENDENT AUDITOR'S REPORT

To the members of AJJ Medtech Holdings Limited (Formerly known as OEL (Holdings) Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of AJJ Medtech Holdings Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 71 to 121.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International) ("**SFRS(I)s**") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the 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 ("**ACRA**") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("**ACRA Code**") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2.1 to the financial statements, which indicates that for the financial year ended 31 December 2024, the Group reported a loss after tax of S$3,865,000 (2023: S$2,527,000) and incurred net operating cash outflows of S$1,615,000 (2023: S$1,740,000) and, as at 31 December 2024, the Group has net liabilities of S$1,463,000 (2023: S$1,216,000) and the Group and the Company have net current liabilities of S$1,122,000 (2023: S$1,184,000) and S$826,000 (2023: S$1,968,000) respectively. As stated in Note 2.1, these conditions, along with other matters as set forth in Note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the ability of the Group and the Company to continue as going concerns. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

To the members of AJJ Medtech Holdings Limited (Formerly known as OEL (Holdings) Limited)

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters

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

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that the matters described below to be the key audit matters to be communicated in our report.

<u>Impairment Assessment of the Company's Investment in Subsidiary</u>
(Refer to Notes 2.14, 3.2(i) and 14 to the financial statements)

The Company's carrying amount of investment in subsidiaries amounted to S$3,720,000 (2023: S$2,650,000) which accounted for 76.2% (2023: 73.8%) of the Company's total assets as at 31 December 2024.

Where there is an indication of impairment, management is required to assess the recoverable amount of its investment in subsidiaries which is the higher of the fair value less costs of disposal and value in use of the subsidiaries assessed as a CGU.

As disclosed in Note 14 to the financial statements, management has performed an impairment test on an investment in subsidiary with indication of impairment. Management estimated the recoverable amount of the investment in subsidiary by assessing the value in use. As the value in use exceeded the carrying amount, the investment in subsidiary is assessed to be not impaired and it is not necessary to estimate the fair value less costs of disposal.

The impairment assessment of investment in subsidiary is considered a key audit matter as it requires management to exercise judgement on the assessment of various key assumptions to estimate the recoverable amount of the investment in subsidiary that are affected by future market and economic conditions. Management made key assumptions in respect of future market and economic conditions such as revenue growth rates, discount rates and long-term economic growth rates when performing the assessment.

Our audit procedures included, among others:

- Performed evaluation of the Company's policies and procedures to identify indicators for potential impairment of the Company's investment in subsidiary.

- Reviewed the management's impairment model used to assess the value in use of the CGU, including reperforming the calculations to verify the accuracy.

- Assessed the appropriateness of the key assumptions used such as revenue growth rate, discount rate and long-term economic growth rates.

- Assessed and tested the key assumptions which the outcome of the impairment is most sensitive to.

- Assessed the adequacy of disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT

To the members of AJJ Medtech Holdings Limited (Formerly known as OEL (Holdings) Limited)

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

Recoverability Assessment of the Company's Amount Due From Subsidiaries
(Refer to Notes 2.17, 3.2(iv) and 16 to the financial statements)

The Company's gross amount due from subsidiaries totalled S$1,455,000 (2023: S$1,271,000) which accounted for 29.8% (2023: 35.4%) of the Company's total assets as at 31 December 2024.

Management has performed an impairment review based on the expected credit loss ("**ECL**") model and based on the review, ECL allowance of S$694,000 (2023: S$941,000) was provided for by management.

The estimated credit loss allowance is based on the historical and forward-looking trends of the receivables from the subsidiaries, which includes analysis of the age of these receivables and the financial ability of the subsidiaries to repay the amounts.

We identified this as a key audit matter as the assessment of the determination of ECL requires management to exercise significant judgement and estimation. Additionally, in determining the credit quality and whether any significant increase in credit risk occurs, this requires both forward-looking and historical information to be considered.

Our audit procedures included, among others:

- Obtained understanding of the Company's processes in assessing ECL for the amount due from subsidiaries, including discussion with management to understand management's assumptions and judgement used in determining the ECL allowance.
- Assess the reasonableness of management's assumptions and judgement used in determining the ECL of the amount due from subsidiaries, including reviewing any forward-looking information in respect of the developments of the subsidiaries' operations and business activities that may impact on the ECL amount.
- Reviewed whether there are subsequent receipts for the settlement of the amount due from subsidiaries after the financial year end.
- Assessed the adequacy of disclosures made in the financial statements.

Impairment Assessment of Plant and Equipment, Including Right-of-Use Assets
(Refer to Notes 2.15, 3.2(iii), 12 and 13(a) to the financial statements)

The Group's and Company's total carrying amount of plant and equipment and right-of-use assets totalled S$1,555,000 (2023: S$1,074,000) and S$129,000 (2023: S$233,000) respectively which accounted for 39.8% (2023: 31.2%) and 2.6% (2023: 6.5%) of the Group's and Company's total assets respectively as at 31 December 2024.

An impairment review is performed when there are indications of impairment. Management had carried out impairment assessment to determine whether the recoverable amounts of the plant and equipment and right-of-use assets are less than the respective carrying amounts. The value in use calculations of the CGUs to which the plant and equipment and right-of use assets are allocated require management to estimate the future expected cash flows that the Group and the Company expect to derive from the continuing use of the assets.

As disclosed in Note 12 and Note 13(a) to the financial statements, management has performed impairment test of plant and equipment and right-of-use assets with indication of impairment. Management estimated the recoverable amount of the plant and equipment and right-of-use assets by assessing the value in use. As the value in use exceeded the carrying amount, the plant and equipment and right-of-use assets are assessed to be not impaired and it is not necessary to estimate the fair value less costs of disposal.

INDEPENDENT AUDITOR'S REPORT

To the members of AJJ Medtech Holdings Limited (Formerly known as OEL (Holdings) Limited)

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters (Continued)

Impairment Assessment of Plant and Equipment, Including Right-of-Use Assets (Continued)

We identified this as a key audit matter as the estimation of the recoverable amount involved significant judgement and estimation. Management made key assumptions in respect of future market and economic conditions such as revenue growth rates, discount rate and long-term economic growth rate when performing the assessment.

Our audit procedures included, among others:

- Performed evaluation of the Group's policies and procedures to identify indicators for potential impairment of the plant and equipment and right-of-use assets.

- Reviewed the impairment model used to assess the value in use of the CGUs to which the plant and equipment and right-of-use assets is allocated for impairment testing, including reperforming the calculations to verify the accuracy.

- Assessed that the discounted future cash flows are based on the cash flows forecast approved by the Board of Directors.

- Assessed the appropriateness of the key assumptions used such as revenue growth rates, discount rate and long-term economic growth rate.

- Assessed and tested the key assumptions which the outcome of the impairment is most sensitive to.

- Assessed the adequacy of disclosures made in the financial statements.

Other Information

Management is responsible for other information. The other information comprises the information included in the Group's Annual Report 2024, 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 or 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.

INDEPENDENT AUDITOR'S REPORT

To the members of AJJ Medtech Holdings Limited (Formerly known as OEL (Holdings) Limited)

Report on the Audit of the Financial Statements (Continued)

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide 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.

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.

INDEPENDENT AUDITOR'S REPORT

To the members of AJJ Medtech Holdings Limited (Formerly known as OEL (Holdings) Limited)

Report on the Audit of the Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

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

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current 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.

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 partner on the audit resulting in this independent auditor's report is Jonathan Lim Ryh Jye.

PKF-CAP LLP
Public Accountants and
Chartered Accountants

Singapore
15 April 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2024

	Note	The Group 2024 S$'000	The Group 2023 S$'000
Continuing operations			
Revenue	4	2,323	1,615
Cost of sales		(1,736)	(916)
Gross profit		587	699
Other operating income	5	164	84
Selling and distribution expenses		(884)	(462)
Administrative expenses		(3,667)	(2,809)
Other operating expenses		(15)	(16)
Finance costs	6	(54)	(59)
Loss before tax	8	**(3,869)**	**(2,563)**
Income tax credit	9	4	5
Loss for the year from continuing operations		**(3,865)**	**(2,558)**
Discontinued operation			
Profit from discontinued operation, net of tax	10	-	31
Total loss for the year representing loss attributable to equity holders of the Company		(3,865)	(2,527)
Other comprehensive loss, net of tax:			
Item that may be reclassified subsequently to profit or loss, net of tax:			
Currency translation differences arising from consolidation		(1)	(2)
Other comprehensive loss, net of tax		(1)	(2)
Total comprehensive loss for the year, representing total comprehensive loss attributable to equity holders of the Company		(3,866)	(2,529)
(Loss)/Earnings per share attributable to equity holders of the Company (cents per share):			
- From continuing operations	11	(0.28)	(0.27)
- From discontinued operation	11	-	0.003

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

		The Group		The Company	
		2024	2023	2024	2023
	Note	S$'000	S$'000	S$'000	S$'000
NON-CURRENT ASSETS					
Plant and equipment	12	191	297	35	50
Right-of-use assets	13(a)	1,364	777	94	183
Investment in subsidiaries	14	-	-	3,720	2,650
Intangible assets	15	40	65	-	-
Other non-current asset		9	9	-	-
Other receivables	16	62	53	-	-
		1,666	1,201	3,849	2,883
CURRENT ASSETS					
Inventories	17	1,238	963	24	24
Trade and other receivables	16	992	869	1,006	551
Cash and bank balances	18	8	409	-*	133
		2,238	2,241	1,030	708
Total assets		**3,904**	**3,442**	**4,879**	**3,591**
CURRENT LIABILITIES					
Lease liabilities	13(b)	259	220	37	59
Deferred consideration	14	92	200	-	-
Trade and other payables	19	2,819	1,260	1,734	871
Loan and borrowings	20	-	500	-	500
Loan from a director	21	-	1,017	-	1,017
Amount due to directors	22	190	184	85	184
Provision for other liabilities		-	44	-	45
		3,360	3,425	1,856	2,676
NON-CURRENT LIABILITIES					
Provision for reinstatement costs		77	77	-	-
Deferred consideration	14	-	192	-	-
Loan and borrowings	20	899	400	807	-
Lease liabilities	13(b)	1,024	553	67	145
Deferred tax liabilities	23	7	11	-	-
		2,007	1,233	874	145
Total liabilities		**5,367**	**4,658**	**2,730**	**2,821**
Net current liabilities		**(1,122)**	**(1,184)**	**(826)**	**(1,968)**
Net (liabilities)/assets		**(1,463)**	**(1,216)**	**2,149**	**770**
EQUITY					
Share capital	24	46,364	42,745	46,364	42,745
Accumulated losses		(47,944)	(44,079)	(44,215)	(41,975)
Foreign currency translation reserve		-	1	-	-
Attributable to equity holders of the Company		(1,580)	(1,333)	2,149	770
Non-controlling interest		117	117	-	-
Total equity		**(1,463)**	**(1,216)**	**2,149**	**770**

*Amount less than S$1,000

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

The Group	Attributable to equity holders of the Company					
	Share capital	Accumulated losses	Foreign currency translation reserve	Total	Non-controlling interest	Total equity
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Balance as at 1 January 2023	42,745	(41,552)	3	1,196	(70)	1,126
Non-controlling interest on acquisition of subsidiary (Note 14)	-	-	-	-	187	187
Loss for the year	-	(2,527)	-	(2,527)	-	(2,527)
Other comprehensive loss for the year						
Currency translation differences arising from consolidation, net of tax	-	-	(2)	(2)	-	(2)
Total comprehensive loss for the year	-	(2,527)	(2)	(2,529)	-	(2,529)
Balance as at 31 December 2023	**42,745**	**(44,079)**	**1**	**(1,333)**	**117**	**(1,216)**

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

The Group	Attributable to equity holders of the Company					
	Share capital	Accumulated losses	Foreign currency translation reserve	Total	Non-controlling interest	Total equity
	S$'000	S$'000	S$'000	S$'000	S$'000	S$'000
Balances as at 1 January 2024	42,745	(44,079)	1	(1,333)	117	(1,216)
Issuance of new ordinary shares (Note 24)	2,991	-	-	2,991	-	2,991
Issuance of new ordinary shares pursuant to share awards granted under the Share Plan (Note 24)	741	-	-	741	-	741
Share issue expenses (Note 24)	(113)	-	-	(113)	-	(113)
Loss for the year	-	(3,865)	-	(3,865)	-	(3,865)
Other comprehensive loss for the year						
Currency translation differences arising from consolidation, net of tax	-	-	(1)	(1)	-	(1)
Total comprehensive loss for the year	-	(3,865)	(1)	(3,866)	-	(3,866)
Balance as at 31 December 2024	**46,364**	**(47,944)**	**1**	**(1,580)**	**117**	**(1,463)**

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2024

The Company	Share capital	Accumulated losses	Total equity
	S$'000	S$'000	S$'000
Balance as at 1 January 2023	42,745	(41,503)	1,242
Total comprehensive loss for the year	-	(472)	(472)
Balance as at 31 December 2023	42,745	(41,975)	770
Balance as at 1 January 2024	42,745	(41,975)	770
Issuance of new ordinary shares (Note 24)	2,991	-	2,991
Issuance of new ordinary shares pursuant to share awards granted under the Share Plan (Note 24)	741	-	741
Share issue expenses (Note 24)	(113)		(113)
Total comprehensive loss for the year	-	(2,240)	(2,240)
Balance as at 31 December 2024	**42,745**	**(44,214)**	**2,150**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

		The Group	
	Note	2024 S$'000	2023 S$'000
Cash flows from operating activities			
Loss before tax from continuing operations		(3,869)	(2,563)
Profit before tax from discontinued operation	10	-	30
		(3,869)	(2,533)
Adjustments for:			
Depreciation of plant and equipment	12	115	146
Depreciation of right-of-use assets	13	271	266
Amortisation of intangible assets	15	25	33
Interest expense on lease liabilities	6	54	45
Gain on disposal of discontinued operation	10	-	(106)
Gain on bargain purchase on acquisition of a subsidiary	14	-	(4)
(Gain)/Loss on lease modification		(2)	2
Unwinding of discount of deferred consideration	14	-	8
Performance shares awards expense	7	741	-
Third party liabilities written off	5	(77)	-
Operating cash flow before changes in working capital		**(2,742)**	**(2,143)**
Changes in working capital:			
Inventories		(275)	(72)
Trade and other receivables		(132)	(152)
Trade and other payables		1,534	627
Net cash used in operating activities		**(1,615)**	**(1,740)**
Cash flows from investing activities			
Purchase of plant and equipment	12	(9)	(3)
Proceeds from disposal of a subsidiary, net of cash disposed	10	-	244
Acquisition of a subsidiary, net of cash acquired	14	-	130
Net cash (used in)/generated from investing activities		**(9)**	**371**
Cash flows from financing activities			
Payment for principal portion of lease liabilities	A,13	(242)	(246)
Payment for interest of lease liabilities	A,13	(54)	-
Amount due to directors	A	6	191
Proceeds from loan from a director, net of repayment	A	399	1,017
Proceeds from loan and borrowings	A	500	693
Issuance of new ordinary shares, net of share issue expenses	24	715	-
Payment for consideration	A	(100)	-
Net cash generated from financing activities		**1,224**	**1,610**
Net (decrease)/increase in cash and cash equivalents		(400)	241
Cash and cash equivalents at beginning of the year		409	170
Effect of currency translation on cash and cash equivalents		(1)	(2)
Cash and cash equivalents at end of the year	18	**8**	**409**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2024

Note A

Reconciliation of assets and liabilities from financing activities

	Lease liabilities $'000	Deferred consideration $'000	Loan and borrowings $'000	Loan from directors $'000	Amount due to directors $'000	Total $
At 1 January 2023	1,106	-	207	-	-	1,313
Cash flows:						
- Repayment of principal	(246)	-	-	-	-	(246)
- Repayment of interest	(45)	-	-	-	-	(45)
- Proceed from borrowings	-	-	693	-	-	693
- Loan from directors, net of repayment	-	-	-	1,017	-	1,017
- Proceed from director	-	-	-	-	191	191
	(291)	-	693	1,017	191	1,610
Non-cash changes:						
- Interest expense	45	-	-	-	-	45
- Lease modification	86	-	-	-	-	86
- Disposal of discontinued operation (Note 10)	(173)	-	-	-	-	(173)
- Acquisition of subsidiary (Note 14)	-	392	-	-	(7)	385
	(42)	392	-	-	(7)	343
At 31 December 2023	773	392	900	1,017	184	3,266
At 1 January 2024	**773**	**392**	**900**	**1,017**	**184**	**3,266**
Cash flows:						
- Repayment of principal	**(242)**	**-**	**-**	**-**	**-**	**(242)**
- Repayment of interest	**(54)**	**-**	**-**	**-**	**-**	**(54)**
- Repayment of consideration	**-**	**(100)**	**-**	**-**	**-**	**(100)**
- Proceed from borrowings	**-**	**-**	**500**	-	**-**	**500**
- Loan from directors, net of repayment	**-**	**-**	-	**399**	**-**	**399**
- Proceed from director	-	-	-	-	**6**	**6**
	(296)	**(100)**	**500**	**399**	**6**	**509**
Non-cash changes:						
- New leases	**154**	**-**	**-**	**-**	**-**	**154**
- Interest expense	**54**	**-**	**-**	**-**	**-**	**54**
- Debt capitalisation	**-**	**(200)**	**(900)**	**(1,017)**	**-**	**(2,117)**
- Lease modification	**598**	**-**	**-**	**-**	**-**	**598**
	806	**(200)**	**(900)**	**(1,017)**	**-**	**(1,311)**
At 31 December 2024	**1,283**	**92**	**500**	**399**	**190**	**2,464**

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

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

1. Corporate information

AJJ Medtech Holdings Limited (the "**Company**") (Company Registration No. 198403368H) is incorporated and domiciled in Singapore as a limited liability company and is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

The registered office and principal place of business of the Company is located at 8 Commonwealth Lane, #02-04 Grande Building, Singapore 149555.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 14 to the financial statements. The Group is primarily involved in the selling and distribution of healthcare and medical diagnostic imaging products.

2. Material accounting policy information

2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("**SFRS(I)**").

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars ("**SGD**" or "**S$**"), which is the functional currency of the Company. All values are rounded to the nearest thousand ("**S$'000**"), except when otherwise indicated.

Going concern assumption

For the financial year ended 31 December 2024, the Group reported a loss after tax of S$3,865,000 (2023: S$2,527,000) and incurred net operating cash outflows of S$1,615,000 (2023: S$1,740,000) and, as at 31 December 2024, the Group has net liabilities of S$1,463,000 (2023: S$1,216,000) and the Group and the Company have net current liabilities of S$1,122,000 (2023: S$1,184,000) and S$826,000 (2023: S$1,968,000) respectively. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Group and the Company to continue as going concerns.

The ability of the Group and the Company to continue as going concerns are dependent on the ability of the Group and the Company to generate sufficient cash flows and have the necessary funds to meet the working capital requirements of the Group's operations and to settle its liabilities as and when they fall due.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.1 Basis of preparation (Continued)

Going concern assumption (Continued)

Management has assessed that it is appropriate to use the going concern assumption for the preparation of the financial statements after taking into consideration the following:

i. Subsequent to financial year 31 December 2024, the Company's director and controlling shareholder, Dr. Zhang Jian, has disbursed additional loans to the Company amounting to S$500,000 in total . There are 3 tranches of loan disbursements of S$170,000, S$300,000 and S$30,000 received in January 2025, March 2025, and April 2025, respectively. The loans are unsecured, non-interest bearing, and fully repayable in 399 days from the date of disbursement of the loan. The purpose of the loan is to support the Group's working capital and operation needs.

ii. The Company has obtained a written undertaking from Dr. Zhang Jian, that he will continue to support the working capital requirements of the Group and Company. It is envisaged that the Company intends to raise additional funds to support the Group's revenue growth.

iii. The Company has obtained a written undertaking from all the executive directors and independent directors that they will not demand for immediate repayment of directors' fees and other balances owed to them at least for the period after 31 December 2024 until April 2026.

iv. The Company has obtained a written undertaking from all key management personnel that they will not demand for immediate repayment of their salaries and other balances owed to them at least for the period after 31 December 2024 until April 2026.

v. There are ongoing negotiations between the management and the various creditors of the Group and the Company regarding the deferment of repayment and repayment timing of those long overdue amounts. The outcome of these negotiations may impact the timing and settlement of these obligations.

vi. Management will continue to undertake measures to improve and manage the cash flows, productivity and cost efficiency of the Group's operations. In this regard, the executive directors are willing to defer the payments of their salaries should such deferment be required to ensure the Group has sufficient funds to sustain its operations.

After considering the abovementioned measures and mitigating actions, management is confident that the Group and the Company will be able to generate sufficient cash flows and have the necessary funds to meet the operating requirements of the Group's operations and to settle its liabilities as and when they fall due for at least another twelve months from the date of the financial statements are authorised for issuance by the Board of directors and that the continuing use of the going concern assumption in the preparation of these financial statements is appropriate. Accordingly, the financial statements do not include adjustments relating to the recoverability and reclassification of recorded asset amounts or the amounts and reclassification of liabilities that might be necessary should the Group and the Company be unable to continue as going concerns.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.1 Basis of preparation (Continued)

Going concern assumption (Continued)

Should the going concern assumption be inappropriate, adjustments may have to be made to:

i. Reflect the situation that assets may need to be realised other than in the normal course of the business and at amounts which may differ significantly from the amounts at which they are currently recorded in the statements of financial position;

ii. Provide for further liabilities that might arise; and

iii. Reclassify non-current assets and non-current liabilities as current.

No such adjustments have been made in the financial statements.

2.2 Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are relevant to the Group and are effective for annual financial periods beginning on or after 1 January 2024. The adoption of these standards did not have any material effect on the Group's financial statements for the current or prior reporting periods.

2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective.

Description	**Effective for annual periods beginning on or after**
Amendments to SFRS(I) 1-*21 The Effects of Changes in Foreign Exchange Rates:* Lack of Exchangeability	1 January 2025
Amendments to SFRS(I) 9 *Financial Instruments* and SFRS(I) 7 *Financial Instruments: Disclosure:* Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to SFRS(I) – Volume 11	1 January 2026
SFRS(I) 18 *Presentation and Disclosures in Financial Statements*	1 January 2027
SFRS(I) 19 *Subsidiaries without Public Accountability Disclosures*	1 January 2027
Amendments to SFRS (I) 10 and SFRS(I) 1-28 *Sale or Contribution of Assets between an Investor and its Associates or Joint Venture*	Date to be determined

The directors anticipates that the adoption of these new and revised standards will have no material impact on the financial statements in the period of their initial adoption, except for the following:

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.3 Standards issued but not yet effective (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 SFRS(I) 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:

- Although the adoption of SFRS(I) 18 will have no impact on the Group's net profit or loss, 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 or loss is calculated and reported. From the high-level impact assessment that the Group has performed, the following items might potentially impact operating profit or loss:
  - o Foreign exchange differences currently aggregated in the line item 'Other operating income and other operating expenses' in operating profit or loss might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit or loss.

- 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.

- 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:
  - o management-defined performance measures;
  - o 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
  - o 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.

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 December 2026 will be restated in accordance with SFRS(I) 18.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.4 Basis of consolidation and business combinations

(a) *Basis of consolidation*

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full. Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest (if any) even if that results in a deficit balance.

(b) *Business combinations*

Business combinations are initially accounted for on a provisional basis using the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in profit or loss. If the contingent consideration is classified as equity, it is not remeasured until it is finally settled within equity.

The Group elects for each individual business combination, whether non-controlling interest in the acquire (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another SFRS(I).

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.5 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

2.6 Foreign currency

(a) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.7 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) *Provision of childcare wellness education services*

Revenue arising from the rendering of childcare wellness education services is recognised over the period of time in which the services are being rendered (i.e. over time).

(b) *Sale of license of childcare wellness educational materials*

Revenue arising from the sale of license of childcare wellness educational materials is recognised at the point in time which the right to use the license is granted to the licensee.

(c) *Sale of medical healthcare products*

Revenue from the sale of medical healthcare products is recognised when the goods are delivered to the customer (i.e. at a point in time). The amount of revenue recognised is the amount of consideration to which the Group expects to be entitled in exchange for transferring the goods to the customer.

(d) *Provision of repair and maintenance services of medical healthcare products*

The Group accounts for repair *and* maintenance services as a separate performance obligation. Revenue is recognised at a point in time upon the completion of the repair *and* maintenance services and acceptance by customer.

(e) *Sale of license of healthcare digital products*

Revenue arising from the sale of license of healthcare digital products is recognised at the point in time which the right to use the license is granted to the licensee.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.8 Employee benefits

(a) *Defined contribution plans*

The Company and the Group contribute to the Central Provident Fund (**"CPF"**) or equivalent fund, a defined contribution plan regulated and managed by the Government of Singapore or other authorities, which applies to the majority of the employees. The Company's and the Group's contributions to CPF or equivalent are recognised to the profit or loss in the period to which the contributions relate.

(b) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they are accrued to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

(c) *Performance shares awards*

The Group operates an equity-settled performance share plan and the employees of the Group receive remuneration in the form of share awards as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the share awards granted on the date of the grant. This cost is recognised in profit or loss, with a corresponding increase in the share capital account, at the end of the performance period by issuance of new ordinary shares if the employees have met performance conditions.

2.9 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.15.

The Group's right-of-use assets are disclosed in Note 13(a).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.9 Leases (Continued)

As lessee (Continued)

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are disclosed in Note 13(b).

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

2.10 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in first-out method and comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost necessary to make the sale. When necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.11 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date. Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.11 Taxes (Continued)

(b) Deferred tax (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

- Where the GST incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of GST included.

2.12 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment other than leasehold building are measured at cost less accumulated depreciation and any accumulated impairment losses.

Leasehold building is measured at fair value less accumulated depreciation on buildings and impairment losses recognised after the date of the revaluation. Valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value of the leasehold buildings at the end of the reporting period.

Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, except to the extent that it offsets an existing surplus on the same asset carried in the asset revaluation reserve.

The gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset. The accumulated depreciation at the date of the revaluation is adjusted to equal the difference between the gross carrying amount and the carrying amount of the asset after taking into account accumulated impairment losses. The revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

Depreciation is computed on a straight-line basis to write off the cost of property, plant and equipment over their expected useful lives. The estimated useful lives are as follows:

	Useful lives
Plant and equipment	3 - 10 years

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.12 Property, plant and equipment (Continued)

Repair and maintenance expenses are taken to profit or loss during the financial year in which they are incurred. The cost of major renovations and restorations is included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Company, and depreciated over the remaining useful life of the asset.

The residual value, useful life and depreciation method are reviewed at the end of each reporting period, and adjusted prospectively, if appropriate.

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gain or loss on disposal is determined by comparing proceeds with the carrying amount and is included in profit or loss from operations. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is derecognised.

2.13 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible asset acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Amortisation is computed on a straight-line basis to write off the cost of intangible assets over their expected useful lives. The estimated useful lives are as follows:

	Useful lives
Customer relationships	5 years
Distributorship contract	1 year
Acquired student population	4 years

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

2.14 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investment in subsidiaries is accounted for at cost less impairment losses. On disposal of the investment, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.15 Impairment of non-financial assets

The Group assesses at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, or when annual impairment assessment for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase. Impairment losses relating to goodwill cannot be reversed in future periods.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased.

2.16 Financial instruments

(a) *Financial assets*

Initial recognition and measurement

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

All the financial assets of the Group are measured at amortised cost during the reporting period and as at reporting date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.16 Financial instruments (Continued)

Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

(b) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities including deferred consideration payable are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss including deferred consideration payable are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.17 Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.17 Impairment of financial assets (Continued)

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Definition of default

The Group considers the followings as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the company, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when there is evidence that a financial asset is credit impaired unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

2.18 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.19 Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). If it is no longer likely than not that an outflow of resources will be required to settle the obligation, the provisions will be reversed.

2.20 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

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

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

 (ii) The amount of the obligation cannot be measured with sufficient reliability.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.20 Contingencies (Continued)

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and for which the fair values can be reliably determined.

2.21 Related parties

A related party is defined as follows:

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

(i) Has control or joint control over the Company;

(ii) Has significant influence over the Company; or

(iii) Is a member of the key management personnel of the Group and Company or of a parent of the Company.

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

(i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

2. Material accounting policy information (Continued)

2.22 Borrowing costs

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

2.23 Share capital and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.24 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

2.25 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 30, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.26 Discontinued Operations

A discontinued operation is a component of the Group's business, the operations and cash flows which can be clearly distinguished from the rest of the Group and which:

- Represents a separate major line or business of geographical area of operations;
- Is part of a single co-ordinated plan to dispose a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view of resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale. When an operation is classified as a discontinued operation, the comparative consolidated statement of comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3. Significant accounting judgements and estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, the Group has not made significant judgements, apart from those involving estimations.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is discussed below.

(i) Impairment on investment in subsidiaries

The recoverable amount of the investment is reviewed at the end of each reporting period to determine whether there is any indication that the investment has suffered an impairment loss. If any such indication exists, impairment testing on the carrying amount of the investment is carried out to determine the extent of the impairment loss, if any to be recognised.

The Company's impairment of investment in subsidiaries as at 31 December 2024 and 31 December 2023 are disclosed in Note 14.

(ii) Leases – estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, and therefore it uses the incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

(iii) Impairment assessment on non-financial assets

An assessment is made for the reporting year whether there is any indication that the asset may be impaired. If any such indication exists, an estimate is made of the recoverable amount of the asset. The recoverable amounts of cash-generating units if applicable is measured based on the fair value less costs of disposal or value in use calculations. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amounts of plant and equipment and right-of-use assets as at 31 December 2024 and 31 December 2023 are disclosed in Note 12 and Note 13(a) respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

3. Significant accounting judgements and estimates (Continued)

3.2 Key sources of estimation uncertainty (Continued)

*(iv) Calculation of provision for expected credit losses ("**ECL**") of trade and other receivables*

The Group determines the expected credit loss for trade and other receivables based on assumptions about risk of default and expected credit loss rate. The Group adopts judgement in making these assumptions and selecting inputs for computing such impairment loss, broadly based on the available customer's historical data, like ageing analysis of the receivables, creditworthiness and the past collection history of each customer, existing market conditions and forward-looking estimates at end of each reporting date. The carrying amounts of trade and other receivables as at 31 December 2024 and 31 December 2023 are disclosed in Note 16 to the financial statements.

(v) Inventory valuation method

Inventory write-down is made based on the current market conditions, historical experience and selling goods of similar nature. It could change significantly as a result of changes in market conditions. A review is made periodically on inventories for excess inventories, obsolescence and declines in net realisable value and an allowance is recorded against the inventory balances for any such declines. The realisable value represents the best estimate of the recoverable amount and is based on the most reliable evidence available and inherently involves estimates regarding the future expected realisable value. The carrying amount of the Group's inventories as at 31 December 2024 was $1,238,000 (2023: $963,000). If the future expected realisable value lower by 10% of its carrying amount, the carrying amount of the Group's inventories would have been $124,000 lower (2023: $96,000 lower).

4. Revenue

	The Group	
	2024	**2023**
	S$'000	**S$'000**
Disaggregation of revenue:		
Childcare wellness education material	**50**	200
Healthcare digital products	**3**	43
Healthcare products and services	**2,270**	1,372
	2,323	1,615
Timing of transfer of goods or services:		
At a point in time	**2,323**	1,615

5. Other operating income

	The Group	
	2024	**2023**
	S$'000	**S$'000**
Government grants	**30**	13
Gain on bargain purchase on acquisition of a subsidiary (Note 14)	**-**	4
Gain on lease modification	**2**	-
Compensation received	**-**	45
Third party liabilities written off	**77**	-
Others	**55**	22
	164	84

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

6. Finance costs

	The Group	
	2024	**2023**
	S$'000	**S$'000**
Interest expense on:		
- Lease liabilities (Note 13(c))	**54**	45
- Loan and borrowings	**-**	6
- Unwinding of discount of deferred consideration (Note 14)	**-**	8
	54	59

7. Employee benefits expenses

	The Group	
	2024	**2023**
	S$'000	**S$'000**
Employee benefits expenses (including directors):		
- Salaries and wages	**1,982**	1,554
- Defined contribution plans	**152**	110
- Performance shares awards expense	**741**	-
- Short-term employee benefits	**78**	101
	2.953	1,765

The above employee benefits expense includes compensation payable to key management personnel as disclosed in Note 25 to the financial statements.

8. Loss before tax

Loss before income tax is determined after charging:-

	The Group	
	2024	**2023**
	S$'000	**S$'000**
Bank charges	**8**	3
Directors' fee	**101**	171
Depreciation of plant and equipment	**115**	139
Depreciation of right-of-use assets	**271**	225
Amortisation of intangible assets	**25**	26
Employee benefits expenses (Note 7)	**2.953**	1,765
Legal and consultancy fees	**52**	96
Professional fees	**189**	123
Audit fees paid/payable to the auditors of the Company	**55**	50
Non-audit fees paid/payable to the auditors of the Company	**11**	12

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

9. Income tax credit

	The Group	
	2024	2023
	S$'000	S$'000
Deferred income tax		
- Origination and reversal of temporary differences (Note 23)	**4**	5

A reconciliation between tax credit and the product of accounting losses multiplied by the applicable corporate tax rate for the financial years ended 31 December 2024 and 2023 were as follows:

	The Group	
	2024	2023
	S$'000	S$'000
Loss before tax	**(3,869)**	(2,563)
Tax credit calculated at tax rate of 17% (2023: 17%)	**(657)**	(436)
Non-deductible expenses	**162**	42
Non-taxable income	**(6)**	-
Deferred tax assets not recognised	**501**	394
Origination and reversal of temporary differences	**(4)**	(5)
Income tax credit recognised in profit or loss	**(4)**	(5)

As at reporting date, the Group has unutilised tax losses of approximately S$ 13,064,000 (2023: S$10,115,000) which are available for offset against future taxable profits for which no deferred tax assets are recognised due to unpredictability of the future profit streams to be generated by the Group in the foreseeable future. The deferred tax assets not recognised at reporting date totalled approximately S$ 2,220,000 (2023: S$1,719,000). The utilisation of these tax losses is subject to the agreement of the tax authorities and compliance with the applicable provisions of the tax legislation. The realisation of the future income tax benefits from unutilised tax losses is available for an unlimited future period.

10. Discontinued operation

On 12 May 2023, the Group sold 100% of the shares of one of its subsidiaries, Discovery Kidz Preschool Pte. Ltd. (**"DKP"**) for net cash consideration of approximately S$247,000.

DKP was previously not presented as discontinued operation or classified as held for sale as at 31 December 2022. Thus, the comparative consolidated statement of comprehensive income has been re-presented to show the discontinued operation separately from continuing operations.

For the purpose of the consolidated statement of cash flows, the loss before tax from discontinued operation comprises the following:

	The Group
	2023
	S$'000
Loss before tax from discontinued operation	(76)
Gain on disposal of discontinued operation	106
	30

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

10. Discontinued operation (Continued)

The results of the discontinued operation are as follows:

	The Group 2023 S$'000
Revenue	77
Cost of sales	-
Gross profit	77
Other operating income	27
Administrative expenses	(160)
Other operating expenses	(15)
Finance costs	(5)
Loss before tax before disposal gain	(76)
Income tax credit	1
Loss after tax before disposal gain	(75)
Gain on disposal of discontinued operation	106
Total gain from discontinued operation, net of tax	31
Net cash flows used in discontinued operation	
Net cash used in operating activities	(19)
Net cash used in financing activities	(38)
	(57)

Effect of disposal of the discontinued operation on the financial position, financial performance and cash flows of the Group are as follows:

	Note	The Group 12-May-2023 S$'000
Assets		
Plant and equipment	12	37
Right-of-use assets	13(a)	171
Intangible asset	15	12
Inventories		1
Other receivables		117
Cash and bank balances		3
Total assets		341
Liabilities		
Provision for other liabilities		26
Lease liabilities	13(b)	173
Deferred tax liabilities	23	1
Total liabilities		200
Total net assets derecognised		141
Total sales consideration satisfied in cash		247
Gain on disposal of discontinued operation		106

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

10. Discontinued operation (Continued)

	The Group 12-May-2023 S$'000
Total sales consideration satisfied in cash	**247**
Cash and bank balances of discontinued operation disposed	**(3)**
Net cash inflows arising from disposal of discontinued operation	**244**

11. (Loss)/Earnings per share

Basic and diluted (loss)/earnings per share are calculated by dividing the (loss)/profit from continuing operations and discontinued operation for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The following tables reflect the (loss)/profit from continuing operations and discontinued operation for the year and share data used in the computation of basic and diluted (loss)/earnings per share calculations:

	The Group	
	2024 S$'000	**2023 S$'000**
(Loss)/Profit attributable to equity holders of the Company, used in the computation of basic and diluted (loss)/earnings per share:		
- From continuing operations	**(3,865)**	(2,558)
- From discontinued operation (Note 10)	**-**	31

	No. of shares 2024	No. of shares 2023
Weighted average number of ordinary shares, used in the computation of basic and diluted (loss)/earnings per share from continuing operations and discontinued operation	**1,366,958,815**	933,802,074
Loss per share based on the weighted average number of ordinary share (cents per share)	**(0.28)**	(0.27)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

12. Plant and equipment

	The Group	The Company
	S$'000	**S$'000**
At cost		
As at 1 January 2023	**820**	162
Additions	**3**	-
Acquisition of subsidiary (Note 14)	**8**	-
Disposal of discontinued operation (Note 10)	**(154)**	-
As at 31 December 2023	**677**	162
Additions	**9**	-
As at 31 December 2024	**686**	162
Accumulated depreciation		
As at 1 January 2023	**345**	83
Charge during the year	**146**	29
Acquisition of subsidiary (Note 14)	**6**	-
Disposal of discontinued operation (Note 10)	**(117)**	-
As at 31 December 2023	**380**	112
Charge during the year	**115**	15
As at 31 December 2024	**495**	127
Net carrying amount		
As at 31 December 2023	**297**	50
As at 31 December 2024	**191**	35

Impairment testing of plant and equipment

During the financial year, management performed impairment tests at the CGU level for plant and equipment with indication of impairment. Based on the assessment, no provision for impairment is necessary as the recoverable amount of the CGU (2023: 2 CGUs) to which the plant and equipment belongs to is assessed to be higher than the carrying amount. The key assumptions of the impairment assessments at the CGU (2023: 2 CGUs) are as disclosed in Note 14 of the financial statements. Management believes that any reasonably possible change in the key assumptions on which its recoverable amount is based would not cause the carrying amount to exceed its recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

13. Leases

Group as a lessee

The Group has lease contracts for office premises, plant and equipment and motor vehicles. The Group's obligations under its lease are secured by the lessor's title to the leased asset. The leases have lease terms of 3 – 6 (2023: 3 – 7) years. The Group is restricted from assigning and subleasing the leased assets.

(a) Right-of-use assets

	Office premises S$'000	Plant and equipment S$'000	Motor vehicles S$'000	Total S$'000
The Group				
At 1 January 2023	920	7	156	1,083
Additions	47	-	-	47
Modifications	-	-	84	84
Depreciation	(204)	(2)	(60)	(266)
Disposal of discontinued operation (Note 10)	(171)	-	-	(171)
At 31 December 2023	592	5	180	777
Additions	-	-	258	258
Modifications	628	-	(28)	600
Depreciation	(188)	(2)	(81)	(271)
At 31 December 2024	1,032	3	329	1,364
The Company				
At 1 January 2023	-	4	154	158
Modifications	-	-	84	84
Depreciation	-	(1)	(58)	(59)
At 31 December 2023	-	3	180	183
Modifications	-	-	(28)	(28)
Depreciation	-	(1)	(60)	(61)
At 31 December 2024	-	2	92	94

Impairment testing of right-of-use assets

During the financial year, management performed impairment tests at the CGU level for right-of-use assets with indication of impairment. Based on the assessment, no provision for impairment is necessary as the recoverable amount of the CGU (2023: 2 CGUs) to which the right-of-use assets belong to are assessed to be higher than the carrying amount. The key assumptions of the impairment assessments at the CGU (2023: 2 CGUs) are as disclosed in Note 14 of the financial statements. Management believes that any reasonably possible change in the key assumptions on which its recoverable amount is based would not cause the carrying amount to exceed its recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

13. Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

	The Group		The Company	
	2024	**2023**	**2024**	**2023**
	S$'000	**S$'000**	**S$'000**	**S$'000**
At 1 January	**773**	1,106	**204**	174
Addition	**154**	-	**-**	-
Modifications	**598**	86	**(30)**	86
Accretion of interests	**54**	45	**6**	11
Payments	**(296)**	(291)	**(76)**	(67)
Disposal of discontinued operation (Note 10)	**-**	(173)	**-**	-
At 31 December	**1,283**	773	**104**	204
Presented as:				
Current	**259**	220	**37**	59
Non-current	**1,024**	553	**67**	145
	1,283	773	**104**	204

Maturity analysis of lease liabilities:

	Carrying amount	Contractual cash flows	One year or less	One to five years	More than five years
	S$'000	S$'000	S$'000	S$'000	S$'000
Group					
2024					
Lease liabilities	**1,283**	**1,446**	**317**	**1,055**	**74**
2023					
Lease liabilities	773	1,013	253	760	-
Company					
2024					
Lease liabilities	**104**	**111**	**41**	**70**	**-**
2023					
Lease liabilities	204	211	68	143	-

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

13. Leases (Continued)

Group as a lessee (Continued)

(c) Amounts recognised in profit or loss

	The Group	
	2024	**2023**
	S$'000	**S$'000**
Depreciation of right-of-use assets	**271**	266
Interest expense on lease liabilities	**54**	45
Total amount recognised in profit or loss	**325**	311

(d) Total cash outflows

The Group had total cash outflows for leases of S$296,000 (2023: S$291,000).

14. Investment in subsidiaries

	The Company	
	2024	**2023**
	S$'000	**S$'000**
Investments at cost		
As at 1 January	**2,850**	1,350
Add: Additions	**1,070**	1,500
As at 31 December	**3,920**	2,850
Less: Accumulated impairment losses		
As at 1 January and 31 December	**(200)**	(200)
Net carrying amount	**3,720**	2,650

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14. Investment in subsidiaries (Continued)

The details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Effective equity interests held by the Company		Principal activities
		2024	**2023**	
Held by the Company				
AJJ Healthcare Management Pte. Ltd.[1]	Singapore	**100%**	100%	Investment holding and management consultancy services for healthcare organisations
W Property Management Pte. Ltd.[1]	Singapore	**100%**	100%	Real estate leasing and management
ESO Health Care Pte. Ltd.[1]	Singapore	**100%**	100%	Investment holding, nurseries and kindergartens
Shanghai Longjian Hospital Management Co., Ltd.[2]	China	**51%**	51%	Hospital management, medical technology, biotechnology, technology development and health management consulting
Held through ESO Health Care Pte. Ltd.				
Discovery Kidz Preschool Pte. Ltd.[3]	Singapore	**-**	-	Childcare services for pre-school children
Held through AJJ Healthcare Management Pte. Ltd.				
HIFU Suntec Pte. Ltd.[1]	Singapore	**80%**	80%	Conduct research and development of medical technologies, manufacture and repair of irradiation and electromedical of HIFU machine and other medical equipment
Quest Asia Technologies Pte. Ltd. [1,4]	Singapore	**100%**	100%	Wholesale of medical, professional, scientific and precision equipment

[1] PKF-CAP LLP is appointed as auditor but exempted from audit under Section 205C of the Companies Act.
[2] Inactive and not audited.
[3] Sold in FY2023 and presented as discontinued operation in FY2023 (Note 10).
[4] Acquired in prior year FY2023

Non-controlling interests (**"NCI"**)

The Group has no subsidiaries that have NCI that are considered material to the Group.

Capitalisation of amount due from a subsidiary

On 9 May 2023, the Company capitalised the amount due from one of its subsidiaries, AJJ Healthcare Management Pte. Ltd. ("**AJJH**") amounting to S$1,500,000 by way of issuance of new ordinary shares in AJJH of the equivalent amount to the Company.

On 30 August 2024, the Company further capitalised the amount due from AJJH amounting to S$850,000 by way of issuance of new ordinary shares in AJJH of the equivalent amount to the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14. Investment in subsidiaries (Continued)

Equity contribution of the Company to AJJH via AJJ Performance Share Plan

On 19 June 2024, the Company has awarded and issued 44,000,000 new ordinary shares valued at S$0.005 per share to certain employees in AJJH under the AJJ Performance Share Plan (Note 24), amounting to S$220,000. This is considered equity contribution from the Company to AJJH given that the subsidiary receives the employee services from the participants of the Plan and the Company settles the obligation by issuing its own equity instruments under the Plan.

Acquisition of a subsidiary

On 16 June 2023, the Group through AJJH acquired 70% of the voting shares in Quest Asia Technologies Pte. Ltd. (**"QAT"**), a company incorporated and domiciled in Singapore for a total consideration S$450,000 to be paid as per the following trances:

(i) S$50,000 paid upon the signing of the Sale and Purchase Agreement (Tranche 1);

(ii) S$200,000 payable on 31 December 2023 (Tranche 2); and

(iii) S$200,000 payable on 31 December 2024 (Trance 3).

The acquisition is to allow for the Group to broaden the range of healthcare equipment/products currently offered under the Group's healthcare segment, particularly through the addition of medical diagnostics imaging equipment to grow and diversify the Group's revenue stream.

On the date of acquisition, 16 June 2023, the Group entered into a Surrender and Consolidation Agreement ("**SCA**") with the minority shareholders who hold the remaining 30% shares in QAT whereby the minority shareholders agreed to surrender the rights and obligations associated with their 30% shareholding interest in QAT to AJJH until 31 December 2024. This includes the minority shareholders surrendering their rights to receive dividends and voting rights attributable to the 30% shareholding interest in QAT until 31 December 2024 to AJJH. AJJH will be entitled to and liable for all the assets, liabilities, profits/losses of QAT until 31 December 2024. Effectively, AJJH has control over 100% voting rights in QAT from the date of acquisition until 31 December 2024.

During the current financial year, following the approval granted at the EGM on 6 February 2024, the Group issued 28,571,429 of the Company's shares at S$0.007 per share as settlement of S$200,000 of the deferred consideration which was payable on 31 December 2023 (Note 24) and paid a S$100,000 cash settlement of the deferred consideration payable on 31 December 2024.

The fair value of deferred consideration is computed based on the present value of the future cash flows on the settlement of the deferred consideration discounted using the short-term market fixed deposit rate of 4.0% (2023: 4%) per annum.

	Deferred consideration	
	2024 S$'000	**2023 S$'000**
As at 1 January	**392**	-
Issuance of new ordinary share for settlement	**(200)**	-
Cash settlement	**(100)**	-
Acquisition of subsidiary	**-**	384
Unwinding of discount of deferred consideration (Note 6)	**-**	8
As at 31 December	**92**	392
Presented as:		
Current	**92**	200
Non-current	**-**	192
	92	392

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14. Investment in subsidiaries (Continued)

Acquisition of a subsidiary (Continued)

The fair values of the identifiable assets and liabilities of QAT as at the date of acquisition were as follows:

	Note	Fair value recognised on acquisition S$'000
Assets		
Plant and equipment	12	2
Intangible assets	15	91
Trade and other receivables		122
Inventories		356
Amount due from directors	22	7
Cash and bank balances		180
Total assets		**758**
Liabilities		
Trade and other payables		(118)
Deferred tax liabilities	23	(15)
Total liabilities		**(133)**
Total identifiable net assets at fair value		625
Non-controlling interest on acquisition of subsidiary		(187)
Purchase consideration		
- Paid in cash		(50)
- Fair value of deferred consideration		(384)
Gain on bargain purchase on acquisition of a subsidiary	5	**4**

The effect of acquisition on cash flows was as follows:

	S$'000
Cash payment for acquisition	(50)
Add: Cash and cash equivalents in QAT	180
Net cash inflow on acquisition	130

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

14. Investment in subsidiaries (Continued)

Impairment assessment of investment in subsidiaries

During the financial year, management performed impairment testing on its investment in subsidiary, AJJH which has indication of impairment. Based on the assessment, no provision for impairment is necessary as the recoverable amount of the investment in subsidiary which is based on value in use is assessed to be higher than the carrying amount.

The calculation of the value-in-use for the CGU is most sensitive to the following key assumptions:

(i) *Revenue Growth Rates*

Forecasted revenue growth rates of between 6% to 9% (2023: -1% to 4%) per annum had been used. The forecasted revenue growth rates are based on the future market and economic conditions and management future plans.

(ii) *Discount Rate*

The discount rate applied to the future cash flow projections is 7.67% (2023: 10%) per annum. This reflects the current market assessments of the risks specific to the CGU and time value of money.

(iii) *Terminal Growth Rate*

The terminal growth rate applied to the future cash flow projections is 2.5% (2023: 3%) per annum. This steady growth rate beyond the initial 3-year period is estimated based on the long-term economic growth rate of the market in which the CGU operates in.

Management believes that any reasonably possible change in the key assumptions on which its recoverable amount is based would not cause the carrying amount to exceed its recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

15. Intangible assets

The Group	Acquired Student Population S$'000	Customer Relationships S$'000	Distributorship contract S$'000	Total S$'000
Cost				
As at 1 January 2023	71	-	-	71
Disposal of discontinued operation (Note 10)	(71)	-	-	(71)
Acquisition of subsidiary (Note 14)	-	53	38	91
As at 31 December 2023 and 31 December 2024	**-**	**53**	**38**	**91**
Accumulated amortisation				
As at 1 January 2023	52	-	-	52
Charge during the year	7	5	21	33
Disposal of discontinued operation (Note 10)	(59)	-	-	(59)
As at 31 December 2023	-	5	21	26
Charge during the year	-	8	17	25
As at 31 December 2024	**-**	**13**	**38**	**51**
Net carrying amount				
As at 31 December 2023	-	48	17	65
As at 31 December 2024	**-**	**40**	**-**	**40**

16. Trade and other receivables

	The Group		The Company	
	2024 S$'000	2023 S$'000	2024 S$'000	2023 S$'000
Current				
Trade receivables - Third parties	**593**	469	**-**	-
Amount due from subsidiaries	**-**	-	**1,455**	1,271
Less: Allowance for impairment	**-**	-	**(694)**	(941)
	-	-	**761**	330
Other receivables - Third parties	**105**	101	**-**	(19)
Amount due from director	**-**	7	**-**	-
Deposit	**241**	265	**206**	206
Prepayments	**40**	27	**23**	34
GST receivables, (net)	**13**	-	**16**	-
	399	400	**245**	221
Sub-total, trade and other receivables, current	**992**	869	**1,006**	551
Non-current				
Deposit	**62**	53	**-**	-
Sub-total, other receivables, non-current	**62**	53	**-**	-
Total trade and other receivables	**1,054**	922	**1,006**	551

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

16. Trade and other receivables (Continued)

Movements in allowance for impairment on trade and other receivables is as follows:

	The Company	
	2024	**2023**
	S$'000	**S$'000**
At beginning of the year	**(941)**	(2,841)
Written-off	**247**	350
Reversal during the year	**-**	1,550
At end of the year	**(694)**	(941)

As disclosed in Note 10 to the financial statements, on 12 May 2023, the Group sold 100% of the shares of one of its subsidiaries, DKP. Prior to the disposal, as at 31 December 2022, the Company has an amount due from DKP of approximately S$350,000 where allowance for impairment was fully provided for. As part of the terms and conditions precedent to the disposal, the Company agreed to write-off all the amount due from DKP and accordingly, the allowance for impairment was written off during the year.

As disclosed in Note 14 to the financial statements, on 9 May 2023, the Company capitalised the amount due from one of its subsidiaries, AJJH amounting to S$1,500,000 ("**capitalised amount**") by way of issuance of new ordinary shares of AJJH in the equivalent amount to the Company. Following from this capitalisation, allowance for impairment provided in prior year in respect of this capitalised amount was reversed during the year. The remaining S$50,000 reversed during the year pertains to amounts which were repaid by AJJH to the Company during the year.

Trade receivables are normally settled on 30 days' (2023: 30 days') term. Other receivables are unsecured, non-interest bearing and repayable on demand.

The non-trade amount owing by subsidiaries are unsecured, interest-free and repayable on demand.

Ageing analysis of the trade receivable amounts that are past due as at the end of reporting year but not impaired are as follows:

	The Group	
	2024	**2023**
	S$'000	**S$'000**
Not past due	**445**	154
1-30 days past due	**13**	141
31-60 days past due	**4**	7
61-90 days past due	**3**	50
More than 90 days past due	**128**	117
Total	**593**	469

Trade and other receivables are recognised at their original invoice amounts which represent their fair values on initial recognition. The expected credit losses on the trade and other receivables are not significant.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

17. Inventories

	The Group		The Company	
	2024 S$'000	2023 S$'000	2024 S$'000	2023 S$'000
Statement of financial position:				
Healthcare and medical equipment	**1,214**	938	**-**	-
Others	**24**	25	**24**	24
	1,238	963	**24**	24
Statement of comprehensive income:				
Inventories recognised as an expense in profit or loss	**1,736**	916	**-**	-

18. Cash and bank balances

	The Group		The Company	
	2024 S$'000	2023 S$'000	2024 S$'000	2023 S$'000
Cash on hand	**-**	1	**-**	-
Cash at banks	**8**	408	**-**	133
	8	409	**-**	133

19. Trade and other payables

	The Group		The Company	
	2024 S$'000	2023 S$'000	2024 S$'000	2023 S$'000
Trade payables				
Third parties	**742**	403	**-**	-
Other payables				
Third parties	**703**	539	**388**	317
Key management personnel	**113**	-	**-**	-
Subsidiaries	**-**	-	**153**	287
Accrued operating expenses	**1,373**	318	**1,193**	267
	2,077	857	**1,734**	871
	2,819	1,260	**1,734**	871

Trade and other payables are unsecured, non-interest bearing and are normally settled on 90 days' (2023: 60 days') term.

The non-trade amount due to subsidiaries and amount due to key management personnel are unsecured, interest-free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

20. Loan and borrowings

	The Group		The Company	
	2024 S$'000	2023 S$'000	2024 S$'000	2023 S$'000
Unsecured				
Term loan	-	400	-	-
Loan from a key management personnel	500	500	500	500
	500	900	500	500
Disclosed as: -				
Current	-	500	-	500
Non-current	500	400	500	-
	500	900	500	500

Term loan

The term loan pertains to the 2 years term loan which is due to a director of a subsidiary of the Group, is denominated in Singapore Dollars and is unsecured. Interest is accrued on indebtedness at the rate of 1.60% per annum and is repayable in January 2025. However, following the approval granted at the EGM on 6 February 2024, the term loan (including accrued interest of approximately S$6,000) amounting to S$406,000 was settled by the Group via the issuance of 58,037,143 new ordinary shares of the Company at S$0.007 per share to the director of a subsidiary of the Group (Note 24).

Loan from key management personnel

Loan from key management personnel is unsecured, non-interest bearing, repayable in full after 399 days from the date of disbursement of the loan and is denominated in Singapore Dollars.

During the current financial year 2024, following the approval granted at the EGM on 6 February 2024, the brought forward outstanding loan balance of S$500,000 was settled by the Group via the issuance of 71,428,571 new ordinary shares of the Company at S$0.007 per share to the key management personnel (Note 24). There was additional loan of S$500,000 received from the key management personnel which was contractually repayable in June 2025. However, as disclosed in Note 2.1(iv) to the financial statement, key management personnel has undertaken not to demand payment for the outstanding balance until April 2026. Consequently, the loan balance is classified as non-current as at 31 December 2024.

Maturity analysis of loan and borrowings:

	Carrying amount S$'000	Contractual cash flows S$'000	One year or less S$'000	two to five years S$'000
Group				
2024				
Loan and borrowings	500	500	-	500
2023				
Loan and borrowings	900	906	500	406
Company				
2024				
Loan and borrowings	500	500	-	500
2023				
Loan and borrowings	500	500	500	-

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

20. Loan and borrowings (Continued)

The fair value of the non-current loan and borrowing is measured by discounting the expected future cash flows using observable current market interest rates for similar liabilities (i.e. Level 2). The fair value measured was reasonably close to the carrying amount reported as the observable current market interest rate of the loan and borrowing also approximated to the effective interest rate of the loan and borrowing.

21. Loan from a director

On 1 April 2023, the Group entered into a loan agreement with a director who is also the controlling shareholder of the Company for the provision of interest-free loan amounting to S$1,400,000. The loan is repayable in full after 399 days from the date of disbursement of the loan and is denominated in Singapore Dollars. During the prior financial year 2023, the Group repaid approximately S$383,000 of the loan to the director. During the current financial year 2024, following the approval granted at the EGM on 6 February 2024, the remaining amount of the loan of S$1,017,000 was fully repaid by the Group via the issuance of 145,285,714 ordinary shares of the Company at S$0.007 per share to the director (Note 24).

On 1 October 2024, the Company and its subsidiaries had separately entered into loan agreements with the director for the provision of interest-free loans amounting to S$307,000 and S$92,000, respectively, which were contractually repayable in November 2025. However, as disclosed in Note 2.1(iii) to the financial statement, the director has undertaken not to demand payment for the outstanding balance until April 2026. Consequently, these loan balances are classified as non-current as at 31 December 2024.

22. Amount due to directors

	The Group		The Company	
	2024	**2023**	**2024**	**2023**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Amount due to directors	**190**	184	**85**	184

The amounts owed to directors are unsecured, non-interest bearing, and repayable upon demand.

23. Deferred tax liabilities

The Group	**Intangible assets S$'000**
At 1 January 2023	3
Origination and reversal of temporary differences (Note 9 and Note 10)	(6)
Disposal of discontinued operation (Note 10)	(1)
Acquisition of subsidiary (Note 14)	15
At 31 December 2023	11
Reversal of temporary differences	(4)
At 31 December 2024	**7**

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

24. Share capital

	The Group and The Company			
	2024	**2023**	**2024**	**2023**
Issued and fully paid	**Number of shares**		**S$'000**	**S$'000**
Ordinary shares:				
Beginning of financial year	**933,802,074**	933,802,074	**42,745**	42,745
Issuance of new ordinary shares	**427,251,570**	-	**2,991**	-
Issuance of new ordinary shares pursuant to the share awards granted under the Share Plan	**141,884,658**	-	**741**	-
Share issue expenses	**-**	-	**(113)**	-
End of financial year	**1,502,938,302**	933,802,074	**46,364**	42,745

The holders of ordinary shares of the Company are entitled to receive dividends as and when declared from time to time by the Company and are entitled to one vote per share without restriction. The ordinary shares have no par value.

The Company had on 5 March 2024, allotted and issued a total of 427,251,570 new ordinary shares pursuant to the cash consideration of S$828,000 and capitalisation of other payables (Note 19), deferred consideration (Note 14) and loan and borrowings (Note 20 and Note 21) of S$2,163,000 at a price of $0.007 per share.

AJJ Performance Share Plan

The AJJ Performance Share Plan (the "Share Plan") for key management and employees of the Group was approved by members of the Company at an Extraordinary General Meeting held on 6 February 2024. The Share Plan provides a means to recruit, retain and give recognition to employees who have contributed to the success and development of the Group. The Share Plan is administered by the Company's Remuneration Committee, comprising of 3 directors, Chong Eng Wee (Chairman), Toh Lim Kai and Tan Lye Heng Paul.

On 5 March 2024 and 19 June 2024, the Company has allotted and issued a total of 141,884,658 new ordinary shares under the Share Plan, which 16,000,000 and 125,884,658 performance shares were granted at a price of $0.007 and $0.005 per share, respectively.

As at 31 December 2024, details of the performance shares awarded and issued under the Share Plan are as follows:

Name of Participant	**Date of Award granted**	**Number of shares awarded**	**Date of Award released**	**Share award issued price**
Zhang Yu Lei	05 March 2024	**16,000,000**	05 March 2024	$0.007
Chong Eng Wee	19 June 2024	**2,100,000**	19 June 2024	$0.005
Toh Lim Kai	19 June 2024	**1,700,000**	19 June 2024	$0.005
Tan Lye Heng Paul	19 June 2024	**1,700,000**	19 June 2024	$0.005
Chua June Gay	19 June 2024	**40,000,000**	19 June 2024	$0.005
Huang Qiang	19 June 2024	**20,000,000**	19 June 2024	$0.005
Leu Yong Ren	19 June 2024	**35,000,000**	19 June 2024	$0.005
Liu Yun Hua	19 June 2024	**21,000,000**	19 June 2024	$0.005
Others	19 June 2024	**4,384,658**	19 June 2024	$0.005
		125,884,658		

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

25. Related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, the following are significant transactions between the Group and its related parties during the financial year on terms agreed between the parties concerned:

	The Group		The Company	
	2024 S$'000	2023 S$'000	2024 S$'000	2023 S$'000
Companies in which the Company's directors and key management personnel have a financial interest				
Fees paid to company in which the Company's key management personnel has a financial interest	45	56	45	50

Key management personnel include the directors and those persons having authority and responsibilities for planning, directing and controlling the activities of the Group, directly or indirectly. The remuneration paid to directors and other members of key management for the financial year is as shown below.

	The Group		The Company	
	2024 S$'000	2023 S$'000	2024 S$'000	2023 S$'000
Short-term benefits	**1,240**	1,160	**1,030**	1,100
Performance shares awards expense	**332**	-	**112**	-
Post-employment benefits	**66**	30	**37**	25
	1,638	1,190	**1,179**	1,125

The remuneration of directors and key management is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

26. Contingencies

Unpaid salaries to employees

As of 31 December 2024, the Group had accrued employee salaries totalling S$123,000 for the unpaid employees' salaries for the period from October to December 2024. Subsequent to the financial year-end, S$80,000 of these accrued salaries amounts have been paid, with a remaining unpaid balance of S$43,000.

Under Singapore's Employment Act, salaries are required to be paid at least monthly and within seven days following the end of the salary period. The non-payment of these accrued salaries represents a potential breach of the Employment Act, which could result in penalties imposed by the Ministry of Manpower ("MOM").

At 31 December 2024 and at the date of these financial statements, there was no claims made by the employees and no penalties imposed by MOM. The directors are of the view that no material losses will arise in respect of this non-compliance.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

27. Fair value of financial instruments

Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 - Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

- Level 2 - Inputs other that quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

- Level 3 - Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. As at 31 December 2024 and 2023, the Group and the Company had no financial instruments measured at fair value using valuation techniques.

Financial instruments whose carrying amount approximates fair value

The carrying amounts of financial assets and liabilities with a maturity of less than one year approximate their fair values due to the relatively short-term maturity.

For the non-current deferred consideration as disclosed in Note 14, the carrying amount of the deferred consideration is considered to approximate its fair value as the observable current market interest rate of the deferred consideration also approximated the effective interest rate of the deferred consideration.

For the non-current refundable deposit as disclosed in Note 16, the Group does not expect the carrying amount recorded at the reporting date would be significantly different from the value that would eventually be received or settled due to the relatively low and stable market interest rate of the economic environment of the currency which the refundable deposit is denominated in.

For the non-current loan and borrowing as disclosed in Note 20, the carrying amount of the loan and borrowing is considered to approximate its fair value as the observable current market interest rate of the loan and borrowing also approximated the effective interest rate of the loan and borrowing.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

28. Financial risk management objectives and policies_

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, credit risk, and liquidity risk.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks. There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

(i) Foreign currency risk

The Group and the Company do not have any significant foreign currency denominated financial instruments.

Management does not expect changes in foreign exchange rates to have significant impact on the Group's loss before tax from continuing operations as majority of the financial assets and financial liabilities are denominated in Singapore Dollar.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's exposure to market risk for changes in interest rates relates primarily to loan and borrowing and lease obligations. The impact of change in interest rate on the Group's financial assets and liabilities is minimal. As such, the effect of a sensitivity analysis on the Group's net profit/loss would be negligible.

(iii) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and bank balances), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

Cash and bank balances are placed with financial institutions which are regulated and reputable.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and appropriate measures to mitigate credit risk exposures are undertaken to ensure that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

28. Financial risk management objectives and policies (Continued)

(iii) Credit risk (Continued)

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supporting forward-looking information.

The Group determined that its financial assets are credit-impaired when:

– There is significant difficulty of the issuer or the borrower

– A breach of contract, such as a default or past due event

– It is becoming probable that the customers will enter bankruptcy or other financial reorganisation

– There is a disappearance of an active market for that financial asset because of financial difficulty

As of 31 December 2024 and 31 December 2023, the Group and the Company do not have any significant concentration of credit risk to any counterparty.

(iv) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group and the Company monitor its liquidity needs by closely monitoring their cash outflows arising from the Group's and Company's day-to-day operations.

All financial liabilities are repayable on demand or within 12 months from the end of the reporting period, except for loan and borrowing and lease liabilities. The maturity analysis of lease liabilities and loan and borrowings are disclosed in Note 13(b) and Note 20 respectively.

Management believes that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future as set out in Note 2.1 to the financial statements.

29. Capital management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and maintain healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2024 and 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

30. Segment information

(a) *Products and services from which reportable segments derive their revenues*

The Group operates in the following segments:

1. Childcare wellness education material and rental of property and corporate;
2. Healthcare digital products;
3. Healthcare products and services; and
4. Childcare wellness education (Discontinued operation).

Segment revenue represents revenue generated from external customers. Segment results represent the profit earned by each segment without allocation of interest income, finance costs and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments, the chief operating decision maker monitors the tangible assets and financial assets attributable to each segment.

(b) *Segment revenues and results*

	2024 Revenue		2023 Revenue	
	S$'000	**%**	**S$'000**	**%**
The Group				
Childcare wellness education material and rental of property and corporate	**50**	**2.2**	200	11.8
Healthcare digital products	**3**	**0.1**	43	2.5
Healthcare products and services	**2,270**	**97.7**	1,372	81.1
Childcare wellness education (Discontinued operation)	**-**	**-**	77	4.6
Total	**2,323**	**100**	1,692	100.0

	2024 Results		2023 Results	
	S$'000	**%**	**S$'000**	**%**
The Group				
Childcare wellness education material and rental of property and corporate	**(2,494)**	**64.5**	(1,975)	78.2
Healthcare digital products	**-**	**-**	(26)	1.0
Healthcare products and services	**(1,371)**	**35.5**	(557)	22.0
Childcare wellness education (Discontinued operation)	**-**	**-**	31	(1.2)
Total	**(3,865)**	**100**	(2,527)	100.0

There were no inter-segment sales during the years ended 31 December 2024 and 31 December 2023.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

30. Segment information (Continued)

(c) *Segment assets and liabilities*

	Childcare wellness education material and rental of property and corporate	Healthcare digital products	Healthcare products and services	Childcare wellness education (Discontinued operation) (Note 10)	Total
31 December 2024	**S$'000**	**S$'000**	**S$'000**	**S$'000**	**S$'000**
Assets					
Segment assets	**438**	#	**3,466**	**-**	**3,904**
Liabilities					
Segment liabilities	**(2,601)**	#	**(2,766)**	**-**	**(5,367)**
Other information					
Amortisation	**-**	**-**	**(25)**	**-**	**(25)**
Depreciation	**(76)**	**-**	**(310)**	**-**	**(386)**
31 December 2023					
Assets					
Segment assets	660	#	2,782	-	3,442
Liabilities					
Segment liabilities	(2,593)	#	(2,065)	-	(4,658)
Other information					
Amortisation	-	-	(26)	(7)	(33)
Depreciation	(88)	-	(275)	(50)	(413)
Gain on disposal of subsidiary	-	-	-	106	106

Amount below S$1,000

(d) *Geographical segment and major customers information*

The Group operates primarily in Singapore and its revenue are derived from sale of medical healthcare products. The revenue from sale of medical healthcare products were earned from 107 customers (2023: 91 customers) respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2024

31. Categories of financial instruments

Financial instruments as at the reporting date are as follows:

	The Group		The Company	
	2024	**2023**	**2024**	**2023**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Financial assets				
At amortised cost				
Trade and other receivables#	**1,001**	895	**967**	517
Cash and bank balances	**8**	409	**-***	133
	1,009	1,304	**967**	650
Financial liabilities				
At amortised cost				
Lease liabilities	**1,283**	773	**104**	204
Trade and other payables	**2,819**	1,142	**1,734**	1,371
Deferred consideration	**92**	392	**-**	-
Amount due to directors	**190**	184	**85**	184
Loan from a director	**399**	1,017	**307**	1,017
Loan and borrowings	**500**	900	**500**	-
	5,283	4,408	**2,730**	2,776

#Exclude prepayments and GST receivables (non-financial assets) of the Group and Company of S$53,000 (2023: S$27,000) and S$39,000 (2023: S$34,000) in total, respectively.

**Amount less than S$1,000.*

32. Events occurring subsequent to financial year-end

Subsequent to financial year 31 December 2024, the Company's director and controlling shareholder, Dr. Zhang Jian, has disbursed additional loans to the Company amounting to S$500,000 in total. There are 3 tranches of loan disbursements of S$170,000, S$300,000 and S$30,000 which the Company received in January 2025, March 2025, and April 2025, respectively. The loans are unsecured, non-interest bearing, and fully repayable in 399 days from the date of disbursement of the loan. The purpose of these loans is to support the Group's working capital and operation needs.

Management has assessed and determined that this is a non-adjusting event and these financial statements do not account for these loans, which will be accounted for in the financial year ending 31 December 2025.

33. Authorisation of financial statements

These financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Board of Directors on 15 April 2025.

SHARE STATISTICS

As at 17 March 2025

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 17 MARCH 2025

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES	% OF SHAREHOLDINGS
1 – 99	2	0.07	12	0.00
100 – 1,000	291	10.62	280,557	0.02
1,001 – 10,000	809	29.54	4,591,700	0.31
10,001 – 1,000,000	1,510	55.13	210,180,069	13.98
1,000,001 and above	127	4.64	1,287,885,964	85.69
Grand Total	**2,739**	**100.00**	**1,502,938,302**	**100.00**

TWENTY LARGEST SHAREHOLDERS AS AT 17 MARCH 2025

	NAME OF SHAREHOLDER	NO. OF SHARES	% OF SHAREHOLDINGS
1	ZHANG JIAN	361,616,714	24.06
2	ZHANG YULEI	87,428,571	5.82
3	DBS NOMINEES PTE LTD	80,903,754	5.38
4	HUANG QIANG	64,385,714	4.28
5	ZHANG YUNHAI	58,037,143	3.86
6	LIU YUNHUA	47,020,300	3.13
7	ZHAO XIN	31,773,000	2.11
8	CHUA JUNE GAY	28,571,429	1.90
9	KOH YEW CHOO	25,231,100	1.68
10	UOB KAY HIAN PTE LTD	22,061,700	1.47
11	RAFFLES NOMINEES (PTE) LIMITED	20,484,414	1.36
12	PHILLIP SECURITIES PTE LTD	20,434,400	1.36
13	KOH YONG CHAI	19,145,600	1.27
14	DP HEALTHVERSE VENTURES PTE. LTD.	17,200,000	1.14
15	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	14,383,500	0.96
16	YAP YONG SONG	14,285,714	0.95
17	LIUQING	14,285,714	0.95
18	ANG AH LEK @AN AH LEK	14,000,000	0.93
19	ANG HAN KEONG (HONG HANQIANG)	13,494,600	0.90
20	WANG JUE	13,365,000	0.89
	TOTAL	**968,108,367**	**64.40**

SHARE STATISTICS

As at 17 March 2025

Substantial Shareholders

(As recorded in the Register of Substantial Shareholders)

No.	Name of substantial shareholder	Direct interest	%	Deemed interest	%
1	ZHANG JIAN [1]	361,616,714.00	24.06	87,428,571.00	5.82
2	ZHANG YULEI	87,428,571.00	5.82	-	-

Notes:

1) Dr Zhang Jian is deemed interested in the shares held by his daughter, Ms Zhang YuLei

PERCENTAGE OF SHAREHOLDING HELD IN THE NAME OF PUBLIC

As at 17 March 2025, approximately 65.74% of the shareholding in the Company was held in the hands of the public (on the basis on information available to the Company). Accordingly, the Company has complied with the Rule 723 of the Catalist Rule.

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Ms Zhao Xin	Mr Chong Eng Wee
Date of Appointment	20 January 2020	30 June 2020
Date of last re-appointment (if applicable)	27 April 2023	27 April 2023
Age	35	45
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Ms Zhao Xin as the Chief Executive Officer and Executive Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration her qualifications, expertise, past experience and overall contribution since she was appointed as a Director of the Company.	The re-election of Mr Chong Eng Wee as the Non-Executive and Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experience and overall contribution since he was appointed as a Director of the Company. The Board considers Mr Chong Eng Wee to be independent for the purpose of Rule 704(7) of the Catalist Rules.
Whether appointment is executive, and if so, the area of responsibility	Executive, General management, overall strategic planning and direction of the Group	Non-Executive and Independent
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	CEO and Executive Director	Independent Director, Chairman of the NC and RC, and a member of the AC
Professional qualifications	Master of Social Sciences (China and Global Governance), Nanyang Technological University Master of Science with Merit in Professional Accountancy, University of London Bachelor of Science in Finance and Accounting Management, Northeastern University in the United States Program for Leadership Development, Harvard Business School	Advocate & Solicitor, Supreme Court of Singapore Solicitor of the High Court of Hong Kong Legal Practitioner, Supreme Court of New South Wales, Australia Barrister & Solicitor, High Court of New Zealand Bachelor of Laws, Victoria University of Wellington, New Zealand

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Ms Zhao Xin	Mr Chong Eng Wee
Working experience and occupation(s) during the past 10 years	**2018 to 2020** Eminence Investment Pte Ltd **2014 to 2017** Manuli Fluiconneto Pte Ltd	**August 2021 to Present** Managing Director and Member at Chevalier Law LLC **October 2017 to July 2021** Partner & Head of Corporate at Kennedys Legal Solutions Pte Ltd **July 2015 – October 2017** Partner & Deputy Head, Capital Markets & International China Practice (South East Asia) at RHTLaw Taylor Wessing LLP **April 2011 – June 2015** Associate Director & Representative of Shanghai Representative office at Duane Morris & Selvam LLP
Shareholding interest in the listed issuer and its subsidiaries	Direct interest in 31,773,000 ordinary shares	Direct interest in 2,100,000 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	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
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 Directorship (for the last 5 years)	Eminence Investment Pte Ltd	1. Kennedys Legal Solutions Pte Ltd 2. Legal Solutions LLC 3. Wish Hospitality Holdings Private Limited 4. Wish Health Management (Shanghai) Co. Ltd. 5. KTL Global Limited 6. GS Holdings Limited 7. Kingsblade Asia Pte. Ltd.

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Ms Zhao Xin	Mr Chong Eng Wee
Present Directorship	Director, AJJ Medtech Group of Companies	1. Willas-Array Electronics (Holdings) Limited 2. China Yuanbang Property Holdings Limited 3. Accrelist Ltd 4. Heatec Jietong Holdings Ltd. 5. Polaris Ltd. 6. Chevalier Law LLC 7. Chevalier CS Pte. Ltd. 8. Coronet Ventures (Singapore) Pte. Ltd. 9. Lucky Sesa Pte. Ltd.
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(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

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Ms Zhao Xin	Mr Chong Eng Wee
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(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:	No	No
(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

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Ms Zhao Xin	Mr Chong Eng Wee
(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 or 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	No
Disclosure applicable to the appointment of Director only		
Any prior experience as a director of an issuer listed on the Exchange?	Not applicable. These disclosures are in respect of the re-election of a Director of the Company.	Not applicable. These disclosures are in respect of the re-election of a Director of the Company.
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	N.A.	N.A.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 8 Commonwealth Lane, #02-04 Grande Building, Singapore 149555 on Wednesday, 30 April 2025, at 10 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2024, together with the Independent Auditor's Report thereon. **[Resolution 1]**

2. To re-elect the following Directors of the Company who are retiring pursuant to the following regulations of the Company's Constitution, and, being eligible, offer themselves for re-election:

   Ms Zhao Xin *(pursuant to Regulations 87 and 89)* **[Resolution 2]**

   Mr Chong Eng Wee *(pursuant to Regulations 87 and 89)* **[Resolution 3]**

   [See Explanatory Note (i)]

3. To approve the payment of Directors' fees of S$100,800 for the financial year ending 31 December 2025, to be paid quarterly in arrears (FY2024: S$100,800). **[Resolution 4]**

4. To re-appoint PKF-CAP LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix their remuneration. **[Resolution 5]**

5. To transact any other business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES** **[Resolution 6]**

   That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors of the Company be authorised and empowered to:

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

   (ii) make or grant offers, agreements, or options (collectively, the "**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) 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

NOTICE OF ANNUAL GENERAL MEETING

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

provided that:

(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed;

(2) subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:-

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

   (b) new Shares arising from the exercising of share options or vesting of share awards outstanding and/or subsisting at the time this Resolution is passed; provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

   (c) any subsequent bonus issue, consolidation or subdivision of Shares.

   Adjustments in accordance with sub-paragraph (2)(a) and (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, the Constitution for the time being of the Company; and

(4) (unless previously revoked or varied by the Company in general meeting) such authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (ii)]

NOTICE OF ANNUAL GENERAL MEETING

7. **AUTHORITY TO OFFER AND GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE AJJ PERFORMANCE SHARE PLAN 2025** **[Resolution 7]**

That approval be and is hereby given to the Directors of the Company:

(i) to offer and grant awards from time to time in accordance with the provisions of the AJJ Performance Share Plan 2024 (the "**AJJ PSP**");

(ii) pursuant to Section 161 of the Companies Act, to allot and issue from time to time such Shares as may be required to be issued pursuant to the vesting of awards granted under the AJJ PSP, as the case may be, and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the number of AJJ PSP Shares to be issued, when aggregated together with the number of additional ordinary Shares issued and/or issuable pursuant to the AJJ PSP and any other existing share schemes of the Company, shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares, as defined in the Companies Act 1967) in the capital of the Company from time to time; and

(iii) (unless revoked or varied by the Company in a general meeting), such authority conferred by this Resolution shall continue in full force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

On Behalf of the Board

Zhao Xin
Chief Executive Officer and Executive Director

Singapore, 15 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes on Resolutions to be passed:

(i) Ms Zhao Xin will, upon re-election as a Director of the Company, remain as the Chief Executive Officer and Executive Director.

Mr Chong Eng Wee will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

(ii) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is 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 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 shall 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 Ordinary Resolution 6 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, or share options or vesting of share awards which were issued and outstanding or subsisting at the time Ordinary Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(iii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant awards under the AJJ PSP and to allot and issue AJJ PSP Shares, pursuant to the vesting of awards granted under the AJJ PSP, provided that the number of AJJ PSP Shares to be issued under the AJJ PSP, when aggregated together with the number of additional ordinary Shares issued and/or issuable pursuant to the AJJ PSP and any other existing share schemes of the Company does not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company for the time being.

IMPORTANT NOTES FOR SHAREHOLDERS:

No Virtual Attendance

1. The Annual General Meeting (the "**AGM**") will be held by way of physical means at 8 Commonwealth Lane, #02-04, Grande Building, Singapore 149555. **Shareholders and their duly appointed proxy (or proxies) will not be able to attend the AGM by way of electronic means.**

Voting at the AGM and voting by proxy

2. Shareholders of the Company (the "Shareholders" and each a "Shareholder") may attend, speak and vote for each resolution at the AGM or appoint proxy or proxies (other than the Chairman of the AGM) to vote on their behalf at the AGM. A proxy need not be a member of the Company.

3. As an alternative to voting at the AGM in the foregoing manner, shareholders who wish to vote on any or all of the resolutions at the AGM may appoint the Chairman of the AGM to act as their proxy to vote on their behalf at the AGM. All votes in the AGM will be taken on a poll.

4. If a shareholder wishes to appoint a proxy or proxies (including the Chairman of the AGM) to vote on their behalf at the AGM, duly executed proxy forms must be submitted in hard copy form or electronically via email:

   (a) if submitted by post, to be deposited at the registered office of the Company at 8 Commonwealth Lane, #02-04, Grande Building, Singapore 149555; or

   (b) if submitted by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company, at sg.is.proxy@vistra.com

   in either case, not less than forty-eight (48) hours before the time appointed for the holding of the AGM, i.e. Monday, 28 April 2025 at 10 a.m. and/or any adjournment thereof. The completion and return of a proxy form by a Shareholder does not preclude him/her from attending and voting in person at the AGM should he/she subsequently decide to do so, although the appointment of the proxy or proxies shall be deemed to be revoked by such attendance.

NOTICE OF ANNUAL GENERAL MEETING

5. In appointing the Chairman of the AGM as proxy, Shareholders should specifically indicate in the Proxy Form how they wish to vote for or vote against (or abstain from voting on) the resolution set out in this notice of AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointer 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 instrument of proxy, failing which the instrument 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 at the AGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, 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.

Submission of Questions

8. Shareholders who have questions in relation to any agenda item in this notice of AGM can submit their questions to the Company in advance, by **10 a.m. on Tuesday, 22 April 2025**, through any of the following means:

    (a) by email to investor@ajjmedtech.com.sg; or

    (b) by post, to be deposited with the Company, 8 Commonwealth Lane #02-04, Grande Building, Singapore 149555.

    Shareholders must identify themselves when posting questions through email or mail by providing the following details:

    (a) Full Name;

    (b) Contact Telephone Number;

    (c) Email Address; and

    (d) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state whether you hold your shares through CPF, SRS, or a Relevant Intermediary (as defined below)).

9. Shareholders are encouraged to submit their questions via one of the foregoing means as soon as possible. The Company will endeavour to respond to all substantial and relevant questions (as may be determined by the Company in its sole discretion) from shareholders submitted in advance via an announcement on SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://www.ajjmedtech.com.sg/announcement no later than 48 hours before the deadline for the submission of the Proxy Forms, i.e. by 26 April 2025 (Saturday). The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

10. Shareholders and their duly appointed proxy or proxies will also be able to ask questions relating to the resolutions at the AGM. The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Voting at the AGM by persons holding shares through a Relevant Intermediary and CPF/SRS Investors

11. Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the AGM by: (a) submitting questions in advance of the AGM in the manner provided above; and/or (b) voting at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators or appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.

12. CPF and SRS Investors may attend and vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPF and SRS investors who wish to appoint the Chairman of the AGM as their proxy, should approach their respective CPF Agent Banks and SRS Operators to submit their votes at least seven (7) working days before the AGM.

NOTICE OF ANNUAL GENERAL MEETING

13. A "**Relevant Intermediary**" is:

(a) a banking corporation licensed under the Banking Act 1970 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 for securities under the Securities and Futures Act 2001 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 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

FY2024 ANNUAL REPORT

14. Copies of the documents and information relating to the AGM (including the Annual Report for FY2024, Notice of AGM and the accompanying Proxy Form) have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

(a) https://www.sgx.com/securities/company-announcements; or

(b) the Company's corporate website at https://www.ajjmedtech.com.sg/announcement

Printed copies of the FY2024 Annual Report, Notice of AGM, Proxy Form and Request Form will also be despatched to Shareholders.

PERSONAL DATA PRIVACY

"**Personal data**" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name, address and NRIC/Passport number. By submitting (a) questions relating to the resolutions to be tabled for approval at the AGM; and/or (c) an instrument appointing proxy or proxies to vote at the AGM and/or any adjournment thereof, a Shareholder of the Company hereby (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) for the purposes of addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member, processing and administration by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) of proxy forms appointing proxy or proxies (including any adjournment thereof), and the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from members and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and / or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and / or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings at the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

This announcement has not been examined or approved by 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.

The details of the contact person for the Sponsor is Mr. Jerry Chua, Registered Professional, at 160 Robinson Road, SBF Center, #20-01/02, Singapore 068914, telephone (65) 6381 6966.

AJJ MEDTECH HOLDINGS LIMITED

(Company Registration No. 198403368H)
(Incorporated in the Republic of Singapore)
(the "**Company**")

ANNUAL GENERAL MEETING
PROXY FORM

IMPORTANT

1. The Annual General Meeting ("**AGM**" or the "**Meeting**") to be held on Wednesday, 30 April 2025 at 10 a.m. is being convened, and will be held at 8 Commonwealth Lane, #02-04 Grande Building, Singapore 149555. Shareholders and their duly appointed proxy (or proxies) will not be able to attend the AGM by way of electronic means.

2. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting (or any person other the Chairman of the Meeting) as a shareholder's proxy to vote on his/her/its behalf at the AGM.

3. This proxy form shall be read together with the notice of AGM and the annual report of the Company dated 15 April 2025.

I/We*________________________________(Name) _______________________(NRIC/Passport No./Company Registration No.)

of ____(Address)

being a member/members of **AJJ MEDTECH HOLDINGS LIMITED** (the "**Company**") hereby appoint:

Name	Address	Email Address	NRIC/Passport No.	Proportion of Shareholding	
				No. of Shares	%

or failing whom, the Chairman of the Meeting as my/our* proxy to attend and to vote for me/us* on my/our* behalf at the AGM of the Company to be held at 8 Commonwealth Lane, #02-04 Grande Building, Singapore 149555 on Wednesday, 30 April 2025 at 10 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies* to vote for, against or abstain from voting on the ordinary resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, my/our* proxy/proxies* may vote or abstain from voting at his or her discretion. Where the Chairman of the AGM is appointed as proxy and in the absence of specific directions as to voting, the appointment of the Chairman of the Meeting as my/our proxy* for that resolution will be treated as invalid.

Please indicate your vote "For", "Against" or "Abstain" with an "X" within the boxes provided below. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

No.	Ordinary Resolutions Relating To:	For	Against	Abstain
1.	Adoption of the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2024, together with the Independent Auditor's Report thereon			
2.	Re-election of Ms. Zhao Xin as a Director of the Company			
3.	Re-election of Mr. Chong Eng Wee as a Director of the Company			
4.	Approval of Directors' fees of S$100,800 for the financial year ending 31 December 2025, payable quarterly in arrears			
5.	Re-appointment of PKF-CAP LLP as auditors of the Company and authority to Directors to fix their remuneration			
6.	Authority to allot and issue new shares or convertible securities pursuant to Section 161 of the Companies Act 1967 of Singapore			
7.	Authority to offer and grant awards and to allot and issue shares under the AJJ Performance Share Plan 2024			

* *Delete whichever not applicable.*

Dated this ________ day of __________________ 2025

Total number of Shares	No. of Shares
(a) CDP Register	
(b) Register of Members	

____

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES:-

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 Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, 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 proxy/ proxies/ Chairman of the Meeting shall be deemed to relate to all the shares held by you.

2. A shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.

   A shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

3. If a shareholder wishes to appoint a proxy or proxies (including the Chairman of the AGM) to vote on their behalf at the AGM, duly executed Proxy Forms must be submitted in hard copy form or electronically via email:

   (a) if submitted by post, to be deposited at the registered office of the Company at 8 Commonwealth Lane, #02-04, Grande Building, Singapore 149555; or

   (b) if submitted by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company, at sg.is.proxy@vistra.com

   in either case, not less than forty-eight (48) hours before the time appointed for the holding of the AGM, i.e. Monday, 28 April 2025 at 10 a.m. and/or any adjournment thereof. A shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

4. Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the AGM by appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF agent banks and SRS approved banks or depository agents) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM. CPF and SRS investors who wish to appoint the Chairman of the AGM as their proxy should approach their respective CPF agent banks and SRS approved banks or depository agents to submit their votes at least seven (7) working days before the AGM (i.e. by Monday, 21 April 2025 at 10 a.m.).

5. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.

6. A corporation which is a member may authorize by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorized 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 the corporation could exercise in person if it were an individual.

A "**Relevant Intermediary**" is:

(a) a banking corporation licensed under the Banking Act 1970 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 for securities under the Securities and Futures Act 2001 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 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

"**Personal data**" in this notice Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes your name, address and NRIC/Passport number. By submitting (a) questions relating to the resolutions to be tabled for approval at the AGM; and/or (c) an instrument appointing proxy or proxies to vote at the AGM and/or any adjournment thereof, a Shareholder of the Company hereby (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) for the purposes of addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member, processing and administration by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) of proxy forms appointing proxy or proxies (including any adjournment thereof), and the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from members and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and / or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and / or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings at the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.

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 (including any related attachment) (such as in the case where the appointor submits more than one 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 shareholder being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

ABOUT AJJ MEDTECH HOLDINGS LIMITED

AJJ Medtech Holdings Limited ("AJJ Medtech", the "Company," "our," or "we"), SGX: 584, formerly OEL (Holdings) Limited, is at the forefront in the healthcare technologies, providing **integrated medtech solutions across Singapore and Southeast Asia.** We deliver a comprehensive product ecosystem that improves healthcare affordability, efficiency and effectiveness along the patient care pathway, thereby improving the experience for patients and healthcare practitioners. The Company focuses on the development, manufacturing, sales and distribution of technology-driven healthcare equipment and single-use devices. In addition, we develop and integrate complementary digital, artificial intelligence, and robotics solutions, designed to optimise diagnostics and clinical support. To support the complex needs of Singapore's and Southeast Asia's healthcare system, we offer resilient and high-quality product turn-key supply chain solutions to overcome key challenges and setting new standards in healthcare delivery.

Fairness Transparency Professional Integrity

Company Ethos

AJJ Medtech

Integrated Medtech Solutions

AJJ Medtech Holdings Limited

Registration No. 198403368H

8 Commonwealth Lane #02-04 Grande Building Singapore 149555

Tel: +(65) 6235 5091 Email: investor@ajjmedtech.com.sg