USP GROUP LIMITED

TRANSFORMING THE FUTURE

TRANSFORMING THE FUTURE

ANNUAL REPORT 2026



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CORPORATE PROFILE

Nearly Six Decades of Trusted Partnerships. One Focused Group, Ready for What's Next.

1968	3	9	3
SINCE	MARKETS	LOCATIONS	GROWTH BUSINESSES

USP Group Limited is listed on the Mainboard of the Singapore Exchange Securities Trading Limited. It brings world-class technologies to customers across Singapore, Malaysia and Indonesia. Since 1968, its operating businesses have earned the trust of global principals and of the customers who rely on them. They include boat operators and fishermen across Peninsular Malaysia, laboratories and regulated industries in Singapore, and homes, hospitals and businesses seeking cleaner air.

MARINE PROPULSION

Through Supratechnic, the Group distributes and services outboard engines and marine equipment. It is:

- the sole and exclusive distributor of Hidea outboard engines for Malaysia and Singapore
- a Honda Marine dealer for Pahang, Melaka and Johor
- an authorised Tohatsu dealer in Peninsular Malaysia

A seven-branch sales and service network supports these brands. It is staffed by principal-trained technicians and backed by the Group's own warranty system.

PRECISION INSTRUMENTATION

Scientific & Industrial Instrumentation (SII) provides calibration, validation and gas detection solutions to regulated industries. It is the nationwide distributor in Singapore for International Gas Detectors, Dynament and LogiCO2. This business builds recurring, high-quality service revenue.

CLEAN AIR & HEALTHCARE

The Group is the nationwide distributor of IQAir air purification products in Singapore, through SupraYi.com, and an authorised IQAir dealer in Indonesia. Its joint venture with the Kimera Health group opens access to hospitals and specialist practices across Singapore, Malaysia and Indonesia.

POWERED BY TECHNOLOGY

The Group is deploying digital and artificial intelligence tools across sales, service and back-office functions in all three businesses. A dedicated AI and Technology Committee oversees this work at Board level.

POSITIONED FOR THE NEXT CHAPTER

- **A fresh foundation:** discharged from judicial management on 18 July 2026, with its creditor scheme sanctioned by the High Court.
- **Higher-quality earnings:** gross margin rose to 32.9% in FY2026, from 11.3% in FY2025, as the mix shifted towards services and new product lines.
- **Strengthened governance:** a reconstituted Board with a majority of Independent Directors, and an unmodified audit opinion for FY2026.
- **Regional reach:** nine locations across three markets, with enduring principal relationships.

Smaller, sharper and built on real customers, USP Group is transforming its future.

CHAIRPERSON'S STATEMENT

DEAR SHAREHOLDERS,

On behalf of the Board of Directors (the "**Board**") of USP Group Limited (the "**Company**" and, together with its subsidiaries, the "**Group**"), I present to you the combined Annual Report of the Company for the five financial years ended 31 March 2022 ("**FY2022**"), 31 March 2023 ("**FY2023**"), 31 March 2024 ("**FY2024**"), 31 March 2025 ("**FY2025**") and 31 March 2026 ("**FY2026**"), with a focus on FY2026.

This is the first Annual Report the Company has issued since trading in its shares was suspended on 23 February 2024. It is also the first Annual Report prepared under the reconstituted Board following the Company's discharge from judicial management on 18 July 2026. We recognize our responsibility to provide shareholders with a candid account of the circumstances that led to this position, the steps taken to date, and the work that remains before trading in the Company's shares can resume.



Singapore Exchange Regulation Pte Ltd (the "**SGX RegCo**") has granted the Company extensions of time to release its audited financial statements for FY2022 to FY2026, issue this combined Annual Report and convene a single annual general meeting ("**AGM**") covering those five financial years, by 30 November 2026. SGX RegCo has also waived the interim financial reporting requirements for FY2024 to FY2026. The Company announced the details of these extensions and waivers on 7 October 2026.

FROM JUDICIAL MANAGEMENT TO A FRESH START

The past two and a half years have been the most difficult in the Company's history. Following the voluntary suspension of trading, interim judicial managers were appointed on 11 March 2024. On 11 June 2024, Mr. Tan Wei Cheong and Mr. Lim Loo Khoon of Deloitte & Touche were appointed Joint and Several Judicial Managers of the Company.

During judicial management, the Group's legacy investment properties were sold and the proceeds were used to reduce bank borrowings. The Group then reached a settlement with its principal banker, and several non-core and impaired entities were placed into liquidation or otherwise exited.

The turning point came with the Conditional Loan Facility Agreement of 19 September 2025 with Ascendro Group Limited ("**Ascendro**"). Under it, Ascendro committed S$3,000,000: S$2,000,000 to fund distributions to creditors under a scheme of arrangement, and S$1,000,000 for professional fees and restructuring expenses. Creditors approved the scheme at the scheme meeting on 9 April 2026, by the statutory majorities. The High Court sanctioned it on 21 May 2026. On 18 July 2026, the Company was discharged from judicial management.

The Board thanks the former judicial managers and their team for preserving the Company and its listing through this period. We also thank the Company's creditors for their patience and support for the scheme.

A RECONSTITUTED BOARD AND MANAGEMENT TEAM

Following the Company's return to Board oversight, our first priority was to regularise the Company's corporate governance arrangements. In July 2026, the Board was reconstituted with five Directors comprising one Independent Non-Executive Chairperson, two Independent Non-Executive Directors, one Non-Independent Non-Executive Deputy Chairperson, and one Executive Director and Chief Executive Officer. The Audit and Risk Management Committee, the Nominating Committee and the Remuneration Committee are each chaired by an Independent Director.

CHAIRPERSON'S STATEMENT

The Board has also established an AI and Technology Committee, chaired by our Deputy Chairperson, Ms. Maio Dangi. This Committee oversees the Group's use of technology and data, and the related risks, as the Group modernises its operations.

Mr. Melvin Tan Wei Yang was appointed an Executive Director and Chief Executive Officer on 30 July 2026. He had led the Group's operating subsidiaries through judicial management. Mr. Leow Yong Kin was appointed Joint Company Secretary on 22 July 2026 and Chief Financial Officer on 3 August 2026. The Company has appointed SAC Capital Private Limited as its financial adviser and Rajah & Tann Singapore LLP as its legal adviser to support the resumption process.

ACCOUNTABILITY FOR THE PAST

The Board recognises the significant uncertainty and prolonged disruption that shareholders have had to endure. The audited financial statements for the financial years ended 31 March 2022, 31 March 2023 and 31 March 2024 were released on 31 August 2026, with PKF-CAP LLP, the Company's independent auditor, issuing a disclaimer of opinion on each of them. The audited financial statements for the financial year ended 31 March 2025 were released on 30 September 2026. For that financial year, the auditor issued a disclaimer of opinion on the Group's consolidated financial performance and cash flows, and an unmodified opinion on the financial position of the Group and of the Company. The bases giving rise to these opinions related largely from records, confirmations and events from the period before and during judicial management.

The Board has made the integrity of the Group's financial reporting its first priority. Under the oversight of the Audit and Risk Management Committee, management has rebuilt the finance function, restored reconciliations across the operating subsidiaries and worked closely with the independent auditor. These efforts were directed towards establishing a sound basis for the FY2026 financial statements. This is particularly important to the proposed resumption of trading, as SGX RegCo has indicated that the Company's resumption proposal must be accompanied by an unmodified auditor's opinion on going concern matters for FY2026. The independent auditor has issued an unmodified opinion on the FY2026 financial statements, which were released on 26 October 2026.

THE ROAD TO RESUMPTION

The Board's objective is to resume trading in the Company's shares on the Mainboard of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") as soon as practicable. We have set the path out in three parts:

- **Financial reporting and statutory filings.** The Company has released the audited financial statements for FY2022 to FY2026.The next steps are to issue this combined Annual Report, hold a single AGM covering those five financial years by 30 November 2026, and file the outstanding annual returns by 31 December 2026, as committed to the Accounting and Corporate Regulatory Authority ("**ACRA**").

- **Capital and shareholding spread.** Complete the conversion of the Ascendro facility into new shares, subject to shareholders' approval, the Securities Industry Council's whitewash waiver and the SGX-ST's approval. If necessary, undertake a compliance placement to ensure that at least 10% of the Company's shares remain held by the public following the issue of the conversion shares, in accordance with Rule 723 of the SGX-ST Listing Manual.

- **A viable, well-governed business.** Demonstrate, with supporting evidence, that the Group's operating businesses are viable, adequately funded and subject to appropriate governance and oversight.

SGX RegCo has extended the deadline for the Company's trading resumption proposal to 31 October 2026. Shareholders should note that resumption of trading remains subject to the SGX-ST's approval and is not assured. The timelines under Rule 1304 of the SGX-ST Listing Manual continue to apply. The Company will keep shareholders informed through announcements on SGXNet as material milestones are achieved.

On 12 August 2026, the Company received a letter of financial support from Hinterland Capital Pte. Ltd., which is wholly owned by the Chief Executive Officer, and Ascendro, which is wholly owned by the Deputy Chairperson. Under these undertakings, each has undertaken to lend the Company up to S$1,000,000, or up to S$2,000,000 in aggregate. The loans are unsecured and interest-free, and the undertakings are several and not joint. These undertakings, together with the Ascendro facility, form part of the Company's funding arrangements to support its operations and the implementation of its resumption plan.

CHAIRPERSON'S STATEMENT

LOOKING AHEAD

The Group that emerges from this restructuring is smaller, simpler and more focused. It is built around businesses with real customers and long-standing principals: marine propulsion distribution and service in Malaysia and Singapore; scientific, laboratory, calibration and gas detection solutions; and clean air and healthcare distribution in Singapore and Indonesia. The heritage of these businesses goes back to 1968.

The Board's priority is to strengthen the Group's operating businesses and improve their profitability. Technology, including the Group's investment in artificial intelligence and digital tools, will be leveraged to enhance operational productivity and customers engagement. Following the capitalisation of the Ascendro facility, the Board intends to put certain proposals to shareholders for consideration at a general meeting, including a proposed change of the Company's name to reflect this strategic direction. Each proposal will be explained in detail in the relevant circular, and no proposal will be implemented without the requisite shareholders' approval.

SUSTAINABILITY REPORTING

SGX RegCo has granted the Company a waiver from the sustainability reporting requirements for FY2022 to FY2026. During this period, the Company was subject to prolonged judicial management, trading in its shares was suspended from 23 February 2024, and the Group's operations were significantly curtailed. The Company also focused its resources on regularising its historical financial reporting and related corporate matters and progressing its proposed resumption of trading. In these circumstances, the Company considered that preparing separate Sustainability Reports for those financial years would not be proportionate to the additional information and benefit they would provide to shareholders and the investing public. Following completion of its regularisation process, the Company intends to comply with the applicable sustainability reporting requirements under the SGX-ST Listing Manual from FY2027 onwards.

DIVIDEND

Given the Group's financial position and the priority of completing the restructuring, the Board does not recommend a dividend for FY2026.

APPRECIATION

On behalf of the Board, I thank our shareholders for their patience over a long and uncertain period. I also extend my appreciation to our customers, principals, business partners, bankers and advisers for standing by the Group, and to my fellow Directors for their commitment and counsel. Above all, I thank our management and staff across Singapore, Malaysia and Indonesia, who kept our businesses running and continued served our customers throughout the judicial management period.

The work is not finished. The Board remains committed to completing the necessary work and restoring the Company as a credible and sustainable listed company, worthy of the continued confidence of its shareholders.

Chan Chung Khang
Independent Non-Executive Chairperson

CEO'S STATEMENT

DEAR SHAREHOLDERS,

I am pleased to present my first statement as Executive Director and Chief Executive Officer of USP Group Limited (the "**Company**" and together with its subsidiaries, the "**Group**"), in the Company's combined Annual Report for FY2022 to FY2026. My review focuses on FY2026.

FY2026 was a year of survival and the beginning of recovery. For much of the year, the Company was under judicial management, trading of its shares was suspended, and legacy debts remained unresolved. Our task was simple to state but difficult to execute: to keep the operating businesses running, continue serving our customers, maintain the confidence of our principals and retain our people. I had the privilege of leading the operating subsidiaries through this period. I am grateful to the Board for its confidence in entrusting me with the leadership of the Group as it moves into the next phase.



FINANCIAL REVIEW

A five-year financial highlights for FY2022 to FY2026 is set out on page 14 of this Annual Report. The audited financial statements for FY2026 were released on 26 October 2026.

Shareholders should read the Group's revenue in light of changes to its business portfolio. In FY2024, the Group disposed of its recycled waste oil business and its rental-related business. Over the same period, the Group lost certain historical marine distributorships that had previously contributed significantly to revenue. As a result, Group revenue fell from S$39.39 million in FY2022 to S$34.97 million in FY2023 to S$23.53 million in FY2024 and S$7.78 million in FY2025. Revenue from FY2025 onwards reflects a smaller, more focused Group built around its marine, instrumentation and clean air businesses, and is not directly comparable with earlier years.

In FY2026, revenue halved to S$3.89 million. Marine distribution and services contributed S$2.70 million, and scientific, instrumentation and healthcare products contributed S$1.19 million. The decrease was mainly due to lower sales of marine products following the loss of our key distributorship for Mercury Marine outboard engines, and lower sales of scientific and precision equipment, as Scientific & Industrial Instrumentation Pte. Ltd. ("**SII**") refocused from one-off equipment sales towards recurring calibration, validation and gas detection work, and as institutional customers deferred capital equipment purchases and tenders while the Company was under judicial management.

Gross profit was S$1.28 million, at a gross margin of 32.9% (FY2025: 11.3%). The improvement reflected a shift in sales mix towards higher-margin calibration, validation and gas detection services at SII, and towards the Hidea and Honda Marine product lines. It also reflected lower sales of legacy Mercury Marine stock at reduced prices, which had weighed heavily on margins in FY2025 as we cleared inventory following the loss of the distributorship.

Distribution and administrative expenses were S$4.78 million (FY2025: S$8.47 million). Professional fees connected with the restructuring, the scheme of arrangement and the backlog of audits were S$1.89 million (FY2025: S$1.00 million) and were largely funded by the Ascendro facility. Finance costs fell to S$0.02 million (FY2025: S$0.77 million) following the repayment and settlement of bank borrowings.

CEO'S STATEMENT

The Group recorded a net loss attributable to owners of S$4.95 million (FY2025: S$19.10 million). Net liabilities value per share was S$2.85 cents as at 31 March 2026, based on 90,287,403 shares in issue (excluding treasury shares). Cash and cash equivalents were S$5.04 million.

The write-back of liabilities compromised under the scheme of arrangement, of approximately S$1.5 million, will be recognised in the financial year ending 31 March 2027. This is because the scheme was sanctioned after FY2026 ended.

OPERATIONAL REVIEW

Today our operating businesses serve customers through nine locations: seven branches across Peninsular Malaysia, our Group office in Singapore, and our branch in Jakarta.

Marine distribution and services. Supratechnic Pte. Ltd. and Supratechnic (M) Sdn. Bhd. distribute and service outboard engines and marine equipment. The year required a rebuild of our principal relationships.

- We are the sole and exclusive distributor of Hidea outboard engines for Malaysia and Singapore. We have invested in technician training with the principal and in our own Hidea warranty system.
- We are a Honda Marine dealer for Pahang, Melaka and Johor.
- In August 2026, we were appointed authorised dealer for Tohatsu outboard motors in Peninsular Malaysia.
- We continue to clear legacy Mercury Marine inventory in an orderly way, with the aim of releasing cash.

Our branch network has been reorganised under regional managers, with a sharper focus on service quality, parts availability and branch-level profitability.

Scientific and Industrial Instrumentation. SII serves regulated industries with laboratory, calibration, validation and gas detection solutions. We are the nationwide distributor in Singapore for International Gas Detectors (IGD), Dynament and LogiCO2. SII is also an authorised Ellab laboratory, receiving calibration work referred by Ellab across Asia. This business gives the Group recurring service revenue and strong technical credibility with institutional customers.

Clean air and healthcare. We are the nationwide distributor in Singapore for IQAir air purification products, sold through our own e-commerce platform, SupraYi.com. In April 2026, our Indonesian subsidiary, PT Supratechnic Instrumentasi, was appointed an authorised dealer for IQAir in Indonesia.

On 26 August 2026, SII entered into a joint venture and commercial collaboration agreement with the Kimera Health group, covering Singapore, Malaysia and Indonesia. SII also signed a non-binding letter of intent to negotiate the acquisition of up to 51% of Kimera Health. The joint venture gives the Group access to hospitals and specialist practices for our clean air products. Our first joint healthcare event, held in Surabaya, drew more than 30 doctors. Any acquisition remains subject to due diligence, definitive agreements and the necessary approvals, and will be announced to SGX-ST via SGXNet as required.

Indonesia. PT Supratechnic Instrumentasi operates from Jakarta in marine, instrumentation, laboratory and clean air products. During the year, we focused on regularising its licensing and regulatory filings and settling intercompany balances. We also prepared it to expand IQAir sales from Jakarta to other major cities through sub-distributors.

STRENGTHENING OUR FOUNDATIONS

A company emerging from a period of financial and operational difficulty must be managed differently, with stronger governance, greater accountability and a clear focus on sustainable performance. During the year and since, we have:

- **Simplified the Group.** Of the Group's 20 entities, those that are impaired, dormant or non-core have been placed into liquidation or are in the process of being exited, with the aim of streamlining the Group's structure and focusing on its core operating businesses.
- **Monetised non-core assets.** Our Malaysian subsidiary has agreed to sell its Shah Alam property at Bukit Jelutong for RM20.0million. The parties are scheduled to attend biometric verification at the Land Office on 26 October 2026, and the instrument of transfer will be presented for registration on the same day. Under the sale and purchase agreement, the balance of the purchase price is payable within 14 days of presentation, so we expect the sale to complete in early November 2026. The proceeds will strengthen the Group's cash position and working capital.

CEO'S STATEMENT

- **Strengthened finance and internal controls.** We strengthened the finance team under our new Chief Financial Officer, restored monthly reconciliations and branch-level reporting, and began evaluating a Group-wide enterprise resource planning (ERP) system to replace manual record-keeping.

- **Standardised people practices.** We introduced a new Employee Handbook and a merit-and-demerit framework across our operations in Malaysia, Singapore and Indonesia. We also maintained strict discipline over headcount and operating costs.

- **Renewed our digital presence.** We launched our new corporate website, USPGroup.com.sg, relaunched Supratechnic.com and SII.asia, and continued developing SupraYi.com as a direct channel to customers.

OUTLOOK AND PRIORITIES

The operating environment remains challenging. Demand for outboard engines is sensitive to fishing seasons, the monsoon, fuel prices and movement in the Ringgit. Competition is price-driven, and our business depends on the continued support of our principals. Against these backdrops, our priorities for the next 12 months are clear:

1. **Complete the regularisation process.** Hold the single AGM covering FY2022 to FY2026, file the outstanding annual returns with ACRA by 31 December 2026, and return to regular reporting, including sustainability reporting from FY2027.

2. **Execute the capital plan.** Complete the conversion of the Ascendro facility and, if required, undertake a compliance placement, subject to the requisite shareholders' and regulatory approvals. Work with the Company' Financial Adviser, SAC Capital Private Limited, to progress the Company's trading resumption proposal through SGX RegCo's review process.

3. **Grow the core profitably.** Strengthen relationships with our principal, improve branch-level margins, and grow sales of IQAir and healthcare products in Singapore and Indonesia.

4. **Leverage technology to improve productivity.** Deploy digital and artificial intelligence tools across our businesses, starting with sales, service, marketing and back-office functions, to improve operational efficiency and cost effectiveness.

Our ambition is to rebuild a Group that earns shareholders' confidence through sustainable performance. We will measure ourselves by results, not announcements.

This statement contains forward-looking statements, which involve risks and uncertainties. Actual results may differ materially. Shareholders should exercise caution when dealing in the Company's shares.

APPRECIATION

I thank the Board for its guidance and for holding management to high standard. I also thank our principals, customers and business partners for their continued trust and support, when it would have been easier to walk away, and our shareholders for their patience throughout this challenging period.
Most of all, I thank my colleagues across Singapore, Malaysia and Indonesia. They kept our branches open, our engines running and our customers served through a period of real uncertainty. This recovery is theirs.

Melvin Tan Wei Yang
Executive Director and Chief Executive Officer

BOARD OF DIRECTORS



Mr. Chan Chung Khang
Independent Non-Executive Chairperson

Aged 48, Mr. Chan Chung Khang has been the Independent Non-Executive Chairperson since his appointment to the Board on 2 December 2023, and continued in that role when the Board was reconstituted in July 2026 following the Company's discharge from judicial management. He chairs the Remuneration Committee and is a member of the Audit and Risk Management Committee, the Nominating Committee and the AI and Technology Committee.

Mr. Chan holds a Bachelor of Economics and Finance (Distinction) from the Royal Melbourne Institute of Technology University. He has been Group General Manager of ISOTeam Ltd since July 2013 and Managing Director of ISOTeam Renewable Solutions Pte. Ltd. since October 2021. He was a Director of ISOLandscape Pte. Ltd. from May 2015 to May 2023.

As Chairperson, Mr. Chan leads the Board and is responsible for its effectiveness. He sets the Board's agenda with management and the Joint Company Secretaries, and ensures that Directors receive complete, timely information. He promotes open debate and constructive relations between the Board and management, and leads the Board's engagement with shareholders.

Date of first appointment as a director:
2 December 2023

Date of last re-election as a director:
Nil

Present Directorship – Other Listed Companies:
Nil

Other Principal Commitments:
ISOTeam Ltd
Group General Manager
ISOTeam Renewable Solutions Pte. Ltd.
Managing Director

Past Directorships in listed companies held over the preceding three years:
Nil



Ms. Maio Dangi
Non-Independent Non-Executive Deputy Chairperson

Aged 36, Ms. Maio Dangi was appointed to the Board on 30 July 2026 as Non-Independent Non-Executive Deputy Chairperson. She chairs the AI and Technology Committee, which oversees the Group's adoption of technology, data and artificial intelligence and the related cybersecurity, data protection and governance risks.

Ms. Dangi's qualifications are in cybersecurity and digital forensics. She is a Certified Ethical Hacker (CEH) of the EC-Council and holds a Diploma in Network Defence and Forensic Countermeasures from PSB Academy, Singapore. She has been Director and Chief Executive Officer of Giga Orca Pte. Ltd. since December 2024 and a Director of Ascendro Group Limited since July 2025. Earlier, she worked at Greater Asia Communications Pte. Ltd. (November 2020 to December 2024), Wechain FinTech (May to November 2020) and Dai-ichi Life Holdings, Inc. (May 2017 to April 2020).

Ms. Dangi is the sole shareholder and Director of Ascendro Group Limited, the Company's lender under the Conditional Loan Facility Agreement dated 19 September 2025 and one of the providers of the letter of financial support dated 12 August 2026. She does not have executive responsibilities in the Group. In line with the Board's practice, she abstains from deliberations and decisions on matters relating to Ascendro.

Date of first appointment as a director:
30 July 2026

Date of last re-election as a director:
Nil

Present Directorship – Other Listed Companies:
Nil

Other Principal Commitments:
Giga Orca Pte. Ltd.
Director and Chief Executive Officer

Ascendro Group Limited
Director

Past Directorships in listed companies held over the preceding three years:
Nil

BOARD OF DIRECTORS



Mr. Melvin Tan Wei Yang
Executive Director and Chief Executive Officer

Aged 41, Mr. Melvin Tan Wei Yang was appointed to the Board on 30 July 2026 as Executive Director and Chief Executive Officer. He is responsible for the Group's overall management, strategic direction and business operations, and leads its restructuring, recovery and preparation for the resumption of trading. He is a member of the AI and Technology Committee.

Mr. Tan has led the Supratechnic and Scientific & Industrial Instrumentation (SII) businesses, now the Group's core operating subsidiaries, across Singapore, Malaysia and Indonesia. These businesses cover marine propulsion distribution and service, clean air and healthcare products, and laboratory, calibration and gas detection solutions. He was appointed interim Chief Executive Officer of Supratechnic (M) Sdn. Bhd. in June 2025. During the Company's judicial management, he served as Group Corporate Advisor to the Company and its subsidiaries. In those roles, he led the stabilisation of the operating subsidiaries and worked with the Judicial Managers on the scheme of arrangement.

Outside the Group, Mr. Tan holds private investment interests, through the Hinterland Group of Companies. He has long been active in Singapore's investor community. Around 2010, he was part of the founding group of what is now the Securities Investors Association (Singapore) ("**SIAS**") Youth Chapter, and he has served on the SIAS Community Engagement Sub-Committee.

Mr. Tan holds a Bachelor of Business Administration (Marketing, with a minor in Entrepreneurship) from Nanyang Technological University, Singapore, and a Diploma in Business Informatics from Nanyang Polytechnic.

Date of first appointment as a director:
30 July 2026

Date of last re-election as a director:
Nil

Present Directorship – Other Listed Companies:
Nil

Other Principal Commitments:
Group: *Director of SuprAI Pte. Ltd., SuprAI Capital Pte. Ltd., Scientific & Industrial Instrumentation Pte. Ltd., Supratechnic (S) Pte. Ltd., Supratechnic (M) Sdn. Bhd. and Supratechnic Properties Sdn. Bhd.*

Singapore: *Director of Hinterland Capital Pte. Ltd., Hinterland Investments Pte. Ltd. and Frac Pte. Ltd.*

Malaysia: *Director of Frac Sdn. Bhd. and Felicity Postpartum Care Sdn. Bhd.*

Past Directorships in listed companies held over the preceding three years:
Nil



Mr. Jason Fong Jian Sheng
Independent Non-Executive Director

Aged 38, Mr. Jason Fong Jian Sheng has served on the Board since 2 December 2023. He chairs the Nominating Committee and is a member of the Audit and Risk Management Committee, the Remuneration Committee and the AI and Technology Committee. He is also a Director of the Company's subsidiaries, Supratechnic (M) Sdn. Bhd. and Supratechnic Properties Sdn. Bhd.

Mr. Fong holds a Bachelor of Marketing from HELP University College. He has been Executive Director of Aegis Communication Sdn. Bhd. since April 2018. He sits on the boards of two companies listed on Bursa Malaysia, G Capital Berhad and XL Holdings Berhad, and was previously a Senior Independent Non-Executive Director of Eduspec Holdings Berhad.

Mr. Fong brings marketing, communications and listed-company board experience to the Board. As Nominating Committee Chairperson, he leads the Board's work on board composition, succession, director independence and the annual evaluation of the Board's performance.

Date of first appointment as a director:
2 December 2023

Date of last re-election as a director:
Nil

Present Directorship – Other Listed Companies:
G Capital Berhad
Independent Non-Executive Director
XL Holdings Berhad
Senior Independent Non-Executive Director

Other Principal Commitments:
Aegis Communication Sdn. Bhd.
Executive Director

Past Directorships in listed companies held over the preceding three years:
Eduspec Holdings Berhad
Senior Independent Non-Executive Director

BOARD OF DIRECTORS



Mr. Toh Hai Joo
Independent Non-Executive Director

Aged 53, Mr. Toh Hai Joo was appointed to the Board on 30 July 2026. He chairs the Audit and Risk Management Committee and is a member of the Nominating Committee and the Remuneration Committee.

Mr. Toh is a Chartered Accountant. He began his career at Pioneer Management Services Pte. Ltd., a boutique accounting firm owned by former Arthur Young partners, where he spent two years as a Management Associate in audit and consulting. He went on to hold senior finance leadership roles in several SGX-listed, SGX-aspirant and Nasdaq-aspirant companies, and in a subsidiary of a multinational listed on the London Stock Exchange. He was Finance Director of TR Asia Investment Holdings Pte. Ltd. from 2010 to 2025, and Chief Financial Officer of Otsaw Digital in 2025. His key areas of expertise include capital markets, corporate governance, regulatory compliance, strategy and business improvement.

As Chairperson of the Audit and Risk Management Committee, Mr. Toh leads the Board's oversight of the Group's financial reporting, internal controls, risk management, interested person transactions and the external and internal audit functions. This includes the remediation of matters raised in the auditor's reports for prior financial years.

Date of first appointment as a director:
30 July 2026

Date of last re-election as a director:
Nil

Present Directorship – Other Listed Companies:
Nil

Other Principal Commitments:
Nil

Past Directorships in listed companies held over the preceding three years:
Nil

SENIOR MANAGEMENT AND JOINT COMPANY SECRETARIES



Mr. Melvin Tan Wei Yang
Executive Director and Chief Executive Officer

As Executive Director and Chief Executive Officer, Mr. Tan leads the Group's management team and is responsible for its day-to-day operations, strategy and performance across Singapore, Malaysia and Indonesia. He manages the Group's relationships with its principals and customers, leads its restructuring and preparation for the resumption of trading, and oversees the use of digital and artificial intelligence tools across its businesses. The heads of the Group's operating subsidiaries and functions, including the Chief Financial Officer, report to him. His full profile is set out in the Board of Directors section of this Annual Report.



Mr. Leow Yong Kin
Chief Financial Officer and Joint Company Secretary

Mr. Leow Yong Kin was appointed Joint Company Secretary of the Company on 22 July 2026 and Chief Financial Officer of the Company and the Group on 3 August 2026. He joined the Group in July 2025 as an Executive Director and Head of Finance of SuprAI Pte. Ltd. (formerly Supratechnic SII Pte. Ltd.), the Group's intermediate holding company.

As Chief Financial Officer, Mr. Leow is responsible for the Group's financial reporting, treasury, tax, budgeting and internal controls across Singapore, Malaysia and Indonesia. He also manages the Group's relationships with its auditors, bankers and financial adviser. He led the preparation of the financial statements for FY2022 to FY2026, the audit backlog and the finance workstreams of the Company's resumption programme, and he reports to the Chief Executive Officer. He has direct access to the Audit and Risk Management Committee. As Joint Company Secretary, he supports the Board on governance, compliance and Singapore Exchange Securities Trading Limited ("**SGX-ST**") disclosure matters.

Mr. Leow is a Fellow of the Association of Chartered Certified Accountants (FCCA), a member of the Institute of Singapore Chartered Accountants (ISCA) and a member of the Singapore Chartered Tax Professionals (SCTP). He holds a Bachelor of Arts (Honours) in Business Accounting (Second Class Upper) from the University of Lincolnshire & Humberside, United Kingdom.

Mr. Leow has more than 20 years of experience in finance and accounting, including with US and Japanese multinational corporations. Most recently, he was Chief Financial Officer of Apollo Entertainment Media (September 2023 to February 2025) and of Singapore Paincare Holdings Limited (September 2021 to August 2023). Before that, he was a Director of AccountsPro Consulting Services (April 2017 to August 2021) and Chief Financial Officer of China Great Land Holdings Limited (July 2014 to March 2017).



Ms. Kiar Lee Noi
Joint Company Secretary

Ms. Kiar Lee Noi was appointed Joint Company Secretary of the Company on 22 July 2026. She is Founder and Director at Elly McKellie Pte. Ltd., which provides corporate secretarial services to the Company.

As Joint Company Secretary, Ms. Kiar supports the Board and its Committees on corporate secretarial and governance matters. She advises the Board on Board procedures and compliance with the Companies Act 1967, the Listing Manual of the SGX-ST and the Code of Corporate Governance 2018.

Ms. Kiar is a Practising Chartered Secretary and an Associate (ACS) of the Chartered Secretaries Institute of Singapore, and an Associate (ACG) of The Chartered Governance Institute. She completed the Professional Programme of the ICSA International Qualifying Scheme and holds a Master of Business Administration from the University of Southern Queensland, Australia.

Ms. Kiar has more than 25 years of experience in corporate secretarial practice and currently serves as Company Secretary to several companies listed on the Mainboard and Catalist of the SGX-ST. Earlier in her career, she worked with professional services firms and law firms, where she handled a wide range of corporate transactions and projects, including initial public offerings, corporate restructurings, mergers and acquisitions, share buy-backs, share incentive schemes, and the issuance of warrants and convertible notes. She has also headed the China Practice Group of a law firm.

FY2026 –FINANCIAL REVIEW

GROUP PERFORMANCE

Revenue

Revenue decreased by 50.0%, from S$7.78 million in FY2025 to S$3.89 million in FY2026. The decrease was mainly due to lower sales of marine products following the loss of key distributorships, and lower sales of scientific and precision equipment due to limited stock availability.

Other Income, gains and losses

Net other losses narrowed from S$12.15 million in FY2025 to S$0.69 million in FY2026, mainly due to lower asset write-offs during the year.

Total expenses

Total expenses reduced by S$4.29m (46.4%) from S$9.24m in FY2025 to S$4.95m in FY2026. The main movements were :

1. **Staff costs** decreased from S$2.96 million to S$1.54 million, following staff reductions arising from the discontinuance of the recycled waste oil and property segments and the Corporate Office.

2. **Depreciation** decreased from S$0.76 million to S$0.30 million, as property, plant and equipment were disposed of or fully written off.

3. **General expenses** decreased from S$3.50 million to S$0.95m.

4. **Finance costs** decreased from S$0.77 million to S$0.02 million, following the repayment of loans.

These decreases were partially offset by an increase in **professional fees** from S$1.00 million to S$1.89 million, due to legal and consultancy advisory services.

Income Tax

Income tax expense increased from S$0.03 million in FY2025 to S$0.59 million in FY2026, due to deferred tax assets not being recognised.

Discontinued operation

There were no discontinued operations in FY2026, compared with a profit of S$1.37 million in FY2025.

Loss after Tax

The Group's loss after tax narrowed from S$19.10 million in FY2025 to S$4.95 million in FY2026.

Review of statements of Financial Position

NON-CURRENT ASSET

Property, plant and equipment increased from S$3.78 million as at 31 March 2025 to S$4.38 million as at 31 March 2026, mainly due to additions of office equipment.

Intangible assets of S$0.02 million as at 31 March 2026 relate to a trademark registration.

CURRENT ASSET

Inventories decreased by 34.4%, from S$3.02 million as at 31 March 2025 to S$1.98 million as at 31 March 2026, due to sales and the impairment of slow-moving items.

Trade and other receivables decreased from S$5.79 million as at 31 March 2025 to S$1.02 million as at 31 March 2026, mainly due to the receipt of S$4.69 million from other receivables.

NON-CURRENT LIABILITIES

Non-current borrowings increased from S$0.62 million as at 31 March 2025 to S$2.40 million as at 31 March 2026, following the restructuring of trade financing from current liabilities into a five-year bank loan.

Non-current lease liabilities increased from S$0.01 million to S$0.27 million, following the renewal of the lease at Unity Centre in FY2026.

CURRENT LIABILITIES

Trade and other payables decreased from S$9.13 million as at 31 March 2025 to S$7.51 million as at 31 March 2026, mainly due to a S$3.09 million reduction in accrued liabilities, partially offset by an increase in trade and other payables S$1.52 million.

FY2026 –FINANCIAL REVIEW

CURRENT LIABILITIES (Cont'd)
Convertible loan of S$2.72m was booted in FY2026 (FY2025: NIL).

Current bank borrowings decreased from S$4.07 million to S$1.78 million, due to repayments during the year and the reclassification of trade financing to a non-current bank loan.

Current lease liabilities increased from S$0.07 million to S$0.23 million, following the renewal of the lease at Unity Centre in FY2026.

Tax payables decreased from S$0.03 million to S$0.02 million, due to tax payments made during the year.

EQUITY

Total equity decreased from S$2.68 million as at 31 March 2025 to a negative S$2.58 million as at 31 March 2026. The decrease was mainly due to the net loss of S$4.95 million and foreign exchange translation losses of S$0.70 million, partially offset by S$0.39m convertible loan deemed as equity injection.

REVIEW OF STATEMENTS OF CASH FLOWS

Operating Activities

During FY2026, the Group has used S$1.31m in operating activities. Operating cash utilised in operating activities exclude working capital was S$4.53m. Cash generated from working capital amounted to S$3.98m, which is partially offset by income tax paid amounting to S$0.76m.

Investing Activities

During FY2026, the Group has generated S$1.37m from investing activities, attributed to the proceeds from maturity of fixed deposit.

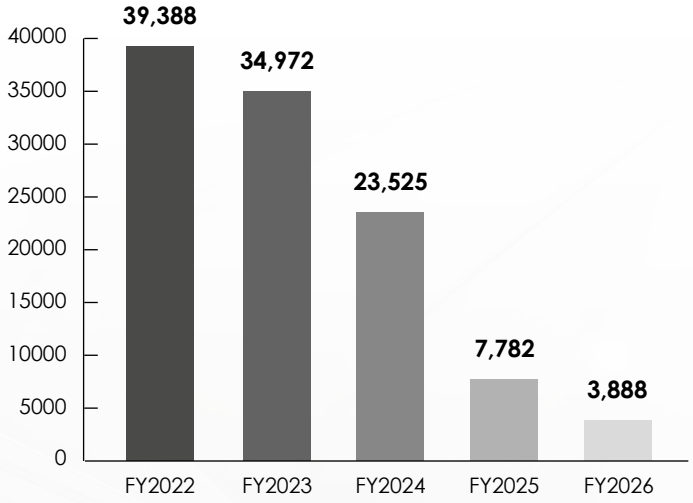
Financing Activities

During FY2026, the Group recorded net cash generated from financing activities of S$0.37m due to repayments of loans and lease liabilities.

Cashflow Statements	**FY2026**	**FY2025**
	S$'000	**S$'000**
Generated/ (Used) -Operating activities	(1,309)	809
Generated/ (Used) - Investing activities	1,368	8,406
Generated/ (Used) - Financing activities	(368)	(8,283)
Net increase in cash and cash equivalents	**(309)**	**932**
Cash and cash equivalents at beginning of financial year	988	56
Restricted cash deposit pledged	1,279	2,963
Bank overdrafts	82	315
Restricted Cash	3,000	
Cash and cash equivalents at end of financial year	**5,040**	**4,266**

FINANCIAL HIGHLIGHTS

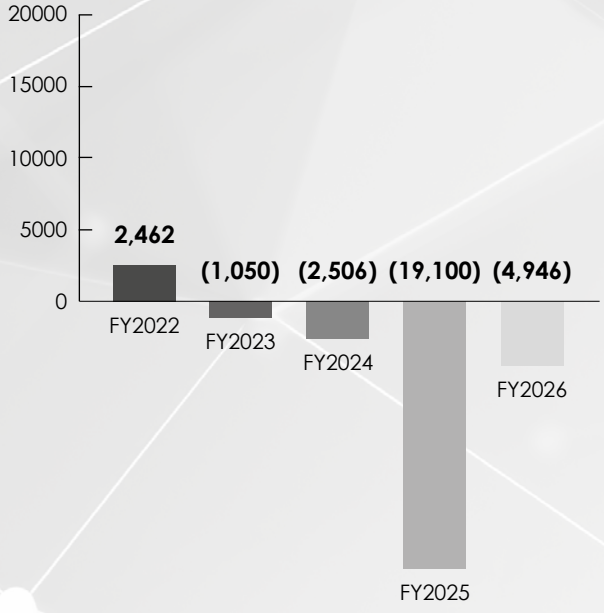
REVENUE S$'000



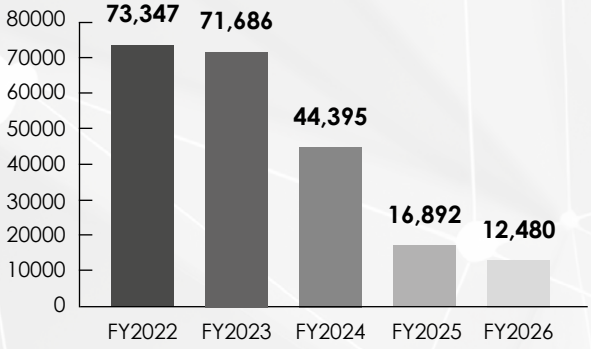
REVENUE %



NET PROFIT/ (LOSS) S$'000



TOTAL ASSET S$'000



CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

INTRODUCTION

Corporate Governance Framework and Reporting Basis

The board of directors (the "**Board**" or the "**Directors**") of USP Group Limited (the "**Company**" and, together with its subsidiaries, the "**Group**") recognises the importance of sound corporate governance in promoting accountability, transparency, integrity and effective oversight. The Board is committed to strengthening the Group's corporate governance framework and practices in the interests of the Company and its shareholders, and to supporting the long-term sustainability and viability of the Group's business.

This Corporate Governance Report (the "**Report**") covers the financial years ended 31 March 2022 to 31 March 2026 (collectively, "**FY2022-FY2026**") and has been prepared with reference to the principles and provisions of the Code of Corporate Governance 2018 (the "**Code**"), the accompanying Practice Guidance, where relevant, the applicable requirements of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Listing Manual**") and the Companies Act 1967 of Singapore (the "**Companies Act**").

As the Company is issuing a combined annual report covering FY2022-FY2026 (the "**Annual Report**") and convening a single annual general meeting ("**AGM**") in respect of these financial years, this Report addresses the relevant corporate governance matters across the five-year reporting period. In view of the exceptional circumstances during the reporting period, including the Company's period under judicial management ("**JM**") and its subsequent exit from JM, the Company has adopted a condensed approach to its corporate governance disclosures, focusing on the key governance arrangements, relevant variations from the Code and measures undertaken to strengthen its corporate governance framework.

During the period in which the Company was under JM, the exercise of the Board's powers and responsibilities was affected by the JM process. Accordingly, the Company's corporate governance arrangements during this period differed from those following its exit from JM, and the Board is unable to comment on the application of its usual corporate governance practices during the relevant period in the same manner as it would under normal circumstances.

The Report should be read in the context of the circumstances applicable during the respective financial years. In particular, the Company's governance arrangements during the JM period differed from those following its discharge from JM. Accordingly, this Report distinguishes, where relevant, between the historical circumstances and governance arrangements during the reporting period and the governance framework established or formalised following the Company's discharge from JM.

The Company acknowledges that the restoration and further development of its corporate governance practices is an ongoing process. Accordingly, this Report describes the relevant practices during FY2022-FY2026, identifies areas where the Company's practices varied from the applicable provisions of the Code, where relevant, and explains the reasons for such variations and how the practices adopted are consistent with the intent of the relevant principles of the Code, where applicable. The Report also outlines the remedial measures undertaken following the Company's discharge from JM and the further measures intended to be implemented, where relevant. The Company remains committed to progressively strengthening its corporate governance framework and implementing appropriate measures having regard to the Group's circumstances and applicable requirements.

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

Background to Trading Suspension and Judicial Management

The Company's shares are listed on the Mainboard of the SGX-ST. Trading in the Company's shares was voluntarily suspended on 23 February 2024 pursuant to Rules 1303(3)(a) and 1303(3)(c) of the Listing Manual, following the Company's application to the High Court of Singapore to be placed under JM. Trading in the Company's shares has remained suspended as at the date of this Report.

Prior to the trading suspension, the Company faced significant financial and corporate challenges, including creditor claims, statutory demands and winding-up proceedings commenced against the Company. Against this backdrop, the Company applied to the High Court of Singapore to be placed under JM with a view to, among other things, facilitating the restructuring of its affairs and addressing its financial difficulties.

The Company was placed under interim JM on 11 March 2024 and under JM on 11 June 2024, and remained under JM until 18 July 2026. During this period, the exercise of the powers and responsibilities of the Board and the Company's ability to undertake and complete its financial reporting, AGMs and related corporate and regulatory matters in the ordinary course were affected by the JM process and the circumstances prevailing at the time.

Exit from Judicial Management and Corporate Governance Remediation

Following its exit from JM on 18 July 2026, the Company commenced a comprehensive exercise to regularise its outstanding financial reporting, corporate and regulatory matters for FY2022-FY2026, while rebuilding its corporate governance and management infrastructure.

As part of these efforts, the Company appointed joint Company Secretaries on 22 July 2026, reconstituted its Board and Board Committees on 30 July 2026, and appointed a Chief Financial Officer ("**CFO**") on 3 August 2026. The Company also established its AI and Technology Committee and has undertaken work to review and strengthen its corporate governance policies, procedures and practices, including the formalisation of relevant governance documents and implementation of appropriate measures under the Code, having regard to its circumstances and applicable requirements.

In parallel with these corporate governance and management initiatives, the Group continues to undertake business development activities, review its business operations and explore opportunities to strengthen its existing businesses and support its future growth. The Board recognises the importance of maintaining appropriate oversight of the Group's business strategy, financial position, risk management and allocation of resources, while ensuring that business decisions are made having regard to the Group's circumstances, available resources and long-term sustainability. The Board and Management will continue to monitor the Group's business and operational developments and take appropriate measures to support the Group's recovery, enhance its operational and financial performance, and strengthen its long-term viability.

These measures form part of the Company's continuing efforts to improve the Group's corporate governance, strengthen its management and oversight arrangements, and support the longer-term sustainability and viability of its business.

Completion of Financial Reporting and Regularisation of Corporate Matters

As part of its efforts to regularise the outstanding financial reporting and compliance requirements for FY2022-FY2026, the Company submitted applications to the Singapore Exchange Regulation Pte. Ltd. ("**SGX RegCo**") and the Accounting and Corporate Regulatory Authority ("**ACRA**") on 25 August 2026 in relation to the necessary waivers and extensions of time for the outstanding financial reporting, AGM and related requirements.

The Company's applications to SGX RegCo sought, among other things:

(a) a waiver from the applicable interim financial reporting requirements under Rule 705(2) of the Listing Manual for FY2024-FY2026, to the extent applicable, taking into account the non-applicability of Rule 705(2) pursuant to Rule 705(2B)(a) during the periods in which the Company was under JM;

(b) extensions of time for the release of the audited full-year financial results for FY2022-FY2026 under Rule 705(1), including the relevant material variance explanations for FY2022 and FY2023 under Rule 704(6);

(c) an extension of time to convene a single AGM covering FY2022-FY2026 under Rule 707(1);

(d) a corresponding extension of time for the issuance of a combined Annual Report covering FY2022-FY2026 under Rule 707(2); and

(e) a waiver from the applicable sustainability reporting requirements under Rule 711A of the Listing Manual for FY2022-FY2026, as set out in the application and the subsequent approval granted by SGX RegCo.

(Collectively, the "**SGX RegCo Applications**").

The Company also submitted a separate application to ACRA on 25 August 2026 seeking the requisite extensions of time in respect of the holding of a single AGM for FY2022-FY2026 and the lodgement of the corresponding annual returns under Sections 175 and 197 of the Companies Act (the "**ACRA Application**").

On 6 October 2026, the Company received a no-objection letter from SGX RegCo in relation to the SGX RegCo Applications (the "**No-Objection Letter**"). The Company subsequently announced that it had fulfilled the conditions imposed by SGX RegCo in the No-Objection Letter.

In relation to the ACRA Application, ACRA responded on 5 October 2026 that it had agreed to withhold enforcement action against the Company and/or its Directors until 31 December 2026, in view of the Company's commitment to lodge the outstanding annual returns by 31 December 2026. In respect of the single AGM covering FY2022-FY2026, ACRA stated that the Company must ensure that the arrangement complies with the Companies Act, in particular Section 175.

Shareholders are referred to the relevant announcements released by the Company on SGXNet for further information on the No-Objection Letter and ACRA's response, including the applicable conditions and arrangements.

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

As at the date of this Report, the Company has released the audited financial results for all five (5) financial years from FY2022-FY2026, thereby completing the release of the outstanding audited financial results for the relevant financial years. The Company is issuing this combined Annual Report on 28 October 2026 and will convene a single AGM covering FY2022-FY2026 on 12 November 2026. The Company will continue to address the remaining corporate and regulatory matters, including the lodgement of the outstanding annual returns within the applicable timeline and in accordance with the arrangements agreed with ACRA.

The completion of the outstanding financial results announcements represents a significant milestone in the Company's efforts to bring its financial reporting up to date. The Company remains committed to completing the outstanding corporate and regulatory matters and strengthening its corporate governance framework and practices.

Commitment to Trading Resumption

The Company recognises the importance of the resumption of trading in its shares to its shareholders and remains committed to working towards trading resumption. In this regard, the Company is undertaking the necessary remedial and strategic measures to address the outstanding matters relevant to trading resumption, improve the sustainability and viability of the Group's business, and meet the applicable requirements of the SGX-ST.

The Company will continue to assess and implement the measures necessary to address the applicable resumption requirements and will keep shareholders informed of material developments in accordance with the Listing Manual.

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

Principle Duties of the Board

The Board is responsible for providing entrepreneurial leadership, setting the Group's strategic direction, establishing appropriate objectives of the Company's management team ("**Management**") and overseeing Management's performance. The Board also oversees the Group's overall governance framework, risk management and internal controls, and seeks to safeguard the interests of the Company and its shareholders.

Following the Company's discharge from JM, the Board was reconstituted on 30 July 2026. The Board has since formalised its governance framework through the adoption of the Terms of Reference for the Board and the relevant Board Committees, together with other governance policies and procedures. These appointments form part of the ongoing efforts to renew and strengthen the Board to support the Group's restructuring, recovery and repositioning.

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

As at the date of this Report, the Board comprises the following five Directors:

Mr. Chan Chung Khang	-	Independent Non-Executive Chairperson
Ms. Maio Dangi*	-	Non-Independent Non-Executive Deputy Chairperson
Mr. Melvin Tan Wei Yang*	-	Executive Director and Chief Executive Officer ("**CEO**")
Mr. Jason Fong Jian Sheng	-	Independent Non-Executive Director
Mr. Toh Hai Joo*	-	Independent Non-Executive Director

**Appointed on 30 July 2026*

The Company is headed by an effective Board to lead and control its operations and affairs. The key responsibilities of the Board include charting and reviewing the Group's overall business strategy, supervising Management of the Company and reviewing the Group's financial performance and managerial performance while considering sustainability issues as part of its strategic formulation.

The Board is collectively responsible for the long-term success of the Group and delivery of sustainable value to the shareholders and other stakeholders. Thus, written Terms of Reference have been put in place to assist the Board and Management in clarifying responsibilities and ensuring effective communication between the Board and Management.

The Terms of Reference of the Board set out its authority and responsibilities. Its duties shall span key areas in the Group, including:

Corporate Governance

(a) review and ensure that the appropriate policies and practices on corporate governance are in place;

(b) perform such duties and responsibilities as may be required by laws, regulations, and the Constitution of the Company;

(c) review and monitor the Group policies and practices on compliance with legal and regulatory requirements;

(d) ensure that the required disclosures on corporate governance and related matters required by laws and regulations are made in the annual report and accounts, and to the regulatory authorities;

(e) ensure prudent policies for carrying on business while promoting fair practices and high standards of business conduct;

(f) assess annually the effectiveness of the Board and the Board Committees, and contributions of each Director;

(g) receive a comprehensive and tailored induction on joining the Board, the coverage of which is supervised by the Board. In addition, Directors with no relevant experience or expertise as a Director of an SGX-ST-listed entity are to be provided with training on the roles and responsibilities of a Director of an SGX-ST-listed entity, as prescribed by the SGX-ST;

(h) monitor and ensure the training and continuous professional development of Directors and senior management. As the Code places on Directors the onus of understanding the business of the Group and their duties, Directors should inform the Joint Company Secretaries or the Board Chairperson of any training or professional development opportunities they wish to pursue at the Group's expense; and

(i) establish an investor relations policy to promote regular, effective and fair communication with the shareholders.

Strategy

(a) set long-term strategy goals, review and assess the strategies from time to time, and monitor the progress towards achieving these goals; and

(b) consider sustainability issues, including issues relating to the environment and social factors, when formulating its strategies.

Finance

(a) review and approve the annual business plan and budget;

(b) monitor the financial performance of the Group;

(c) determine an appropriate capital and debt structure for the Company and the Group to meet the Company's and the Group's overall long-term business objectives;

(d) set the dividend policy and declare dividends (if and where applicable) based on projected working capital requirements and subject to the relevant laws/regulations; and

(e) review and approve significant acquisitions, divestments, transactions and other matters in accordance with the prevailing delegation of authority framework (the "**DOA**").

Risk Management and Internal Controls

(a) oversee the establishment and operation of an enterprise risk management framework to identify, assess, manage, monitor and report the Group's risks;

(b) determine and review the Group's risk profile, risk tolerance level and risk strategy of the Group;

(c) conduct an annual, rigorous assessment of the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls, the effectiveness of its internal audit, risk management and compliance functions, and the adequacy of the resources allocated to these functions;

Human Resources

(a) approve the appointment of the Group's key management personnel ("**KMP**");

(b) approve, in consultation with the Remuneration Committee (the "**RC**"), the compensation packages and incentive payment structure for KMP;

(c) oversee the design and operation of the Group's remuneration policy and compensation framework for KMP; and

(d) develop a succession plan for Directors and the CEO, and oversee, through the Nominating Committee (the "**NC**"), the succession plans for such positions.

Code of Business Conduct and Ethics

All Board members bring their independent judgement, diverse knowledge and experience to bear on matters relating to strategy, performance, resources, and standards of conduct and ethics. The Board upholds ethical values and standards that form the fundamental principles of professional and ethical conduct expected of Directors in the discharge of their duties and responsibilities.

The Company has adopted a Code of Business Conduct and Ethics for Members of the Board of Directors on 16 October 2026 to guide Directors in maintaining high standards of integrity, ethical conduct and accountability in the performance of their duties.

The Company has also established internal advisories setting out the principles of business ethics and expected standards of conduct for employees of the Group. These cover key areas including appropriate business conduct and ethics, safeguarding of confidential information, prohibition on insider trading, whistle-blowing, conflicts of interest and non-competition. All employees of the Group are expected to uphold these principles and conduct themselves with high standards of integrity in compliance with the laws and regulations of the countries in which the Group operates.

Conflicts of Interest

The Board acts in good faith and in the best interests of the Company by exercising due care, skills and diligence, and avoiding conflicts or potential conflict of interest. The Directors are cognisant of their fiduciary duties at law. Pursuant to Section 156 of the Companies Act, each Director is to declare to the Company his or her interests (direct or indirect) in all transactions with the Company and provide details on the nature of such interests as soon as practicable after the relevant facts have come to his or her knowledge. On an annual basis, each Director is also required to submit details of his or her associates for the purpose of monitoring interested persons transactions (each, an "**IPT**" and collectively, the "**IPTs**").

In addition, Directors regularly provide updates to declare his or her directorship or partnership in any company, corporation or partnership as and when such appointment or cessation takes place. In order to address and manage conflicts of interest, Directors are required to declare any actual, potential and perceived conflict of interest in relation to any transactions or proposed transactions at a Board meeting or by written notification to the Joint Company Secretaries. The conflict-related matter will be discussed and the affected Director is to recuse himself or herself from decision(s) on the conflict-related matter. Unless the Board (excluding the Director(s) who is/ are conflicted) is of the opinion that his or her presence and participation is necessary to enhance the efficacy of such discussion, exceptions will be provided only for discussion purposes.

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

Provision 1.2

Director Competencies

All Directors have a good understanding of the Group'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, the board of directors of a listed company will generally have different classes of directors with different roles:

- **Executive Directors** (each, an "**ED**" and collectively, the "**EDs**") are usually members of the management who are involved in the day-to-day running of the business. EDs are expected to:

  (a) provide insights on the Company's day-to-day operations, as appropriate;

  (b) provide Management's views without undermining the Management's accountability to the Board; and

  (c) collaborate closely with Non-Executive Directors (each, a "**NED**" and collectively, the "**NEDs**") and Independent Directors (each, an "**ID**" and collectively, the "**IDs**") for the long-term success of the Group.

- **NEDs** are not part of the management. They are not employees of the Company and do not participate in the Company's day-to-day management. NEDs are expected to:

  (a) be familiar with the business and stay informed of the activities of the Company;

  (b) constructively challenge Management and help develop proposals on strategy;

  (c) review the performance of the Management in meeting agreed goals and objectives; and

  (d) participate in decisions on the appointment and re-appointment, assessment and remuneration of the EDs and KMP.

- IDs are NEDs who are deemed independent by the board of directors. IDs have the same set of duties of the NEDs, and additionally provide independent, and objective advice and insights to the Board and the Management.

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

Appointment Letter

Upon appointment of each Director, the Company shall provide a formal letter of appointment to the Director, setting out the Director's roles, obligations, duties and responsibilities, and the expectations of their contribution to the Company as a member of the Board.

Following the reconstitution of the Board on 30 July 2026, formal letters of appointment have been issued to all Non-Executive Directors. The Executive Director and CEO does not have a letter of appointment, whose roles, duties, obligations and responsibilities are set out in his service and employment agreement with the Company.

Continuous Training and Development of Directors

The Company does not have a formal training program for the Directors but all incoming Directors will undergo a comprehensive and tailored induction on joining the Board. This includes his or her duties as a Director and how to discharge those duties, and an orientation programme to ensure that he or she is familiar with the Group's business, governance practices and processes, internal controls and risk management systems. To get a better understanding of the Group's businesses, the incoming Director(s) will also be given the opportunity to meet with Management and to visit the Group's operations.

The Company will also arrange for first-time Director(s) to attend relevant training in relation to the roles and responsibilities of a Director of a public listed company in Singapore as prescribed by the SGX-ST and in areas such as compliance, regulatory and corporate governance matters and industry-specific knowledge as appropriate. The training of Directors will be arranged and funded by the Company.

The Board values on-going professional development and recognises that it is important that all Directors receive regular training so as to be able to serve effectively on and contribute to the Board. The Board will consider adopting a policy on continuous professional development for Directors.

To keep pace with new laws, regulations, changing commercial risks and financial reporting standards, all Directors are encouraged to be members of the Singapore Institute of Directors (the "**SID**") and attend specifically tailored training conducted by professionals at least annually. Directors are also encouraged to attend, at the Company's expense, relevant and useful seminars for their continuing education and skills improvement courses that are conducted by external organisations. The Joint Company Secretaries will bring to Directors' attention information on seminars that may be of relevance or use to them.

Pursuant to Rule 210(5)(a) and Practice Note 2.3 of the Listing Manual, a first-time director is required to undergo training in the roles and responsibilities of a director of a listed issuer, subject to the applicable requirements and exceptions. In addition, Rule 720(7) of the Listing Manual requires all Directors to undergo training on sustainability matters as prescribed by the SGX-ST, unless the NC is of the view that such training is not required because the Director has expertise in sustainability matters, in which case the basis of its assessment must be disclosed.

Ms. Maio Dangi and Mr. Melvin Tan Wei Yang have completed the BOD Masterclass Programme conducted by ISCA Academy and SAC Capital ("**ISCA-SCA**"), which fulfils the prescribed training requirements on the roles and responsibilities of a director of a listed issuer and sustainability matters.

Mr. Chan Chung Khang was appointed as an Independent Non-Executive Chairperson on 2 December 2023, shortly before the Company was placed under JM. The one-year period for completing the prescribed training on the roles and responsibilities of a director of a listed issuer and sustainability matters expired while the Company was under JM. The Company will arrange for Mr. Chan to attend the prescribed training on the roles and responsibilities of a director of a listed issuer and sustainability matters conducted by the SID or ISCA-SAC.

Mr. Jason Fong Jian Sheng was appointed an Independent Non-Executive Director on 2 December 2023, shortly before the Company was placed under JM. The one-year period for completing the prescribed training expired while the Company was under JM. Mr. Fong has served as a director of companies listed on Bursa Malaysia Securities Berhad since January 2021, including as a Senior Independent Non-Executive Director. Having regard to his prior directorship experience and familiarity with the roles and responsibilities of a director of a listed issuer, the NC, with the concurrence of the Board, is of the view that Mr. Fong possesses relevant experience and that he need not undergo the prescribed training on the roles and responsibilities of a director of a listed issuer. The Company will arrange for Mr. Fong to attend the prescribed sustainability training for directors conducted by SID or ISCA-SAC.

Mr. Toh Hai Joo has previously served as a director of issuers listed on the SGX-ST, namely China Great Land Holdings Ltd and Raffles Infrastructure Holdings Limited. Accordingly, he is not a first-time director for the purposes of Rule 210(5)(a) of the Listing Manual. The Company will arrange for Mr. Toh to attend the prescribed sustainability training for directors conducted by SID or ISCA-SAC within one year from his appointment on 30 July 2026.

All Directors are provided with regular briefings from time to time on changes in the relevant laws, accounting standards, Listing Manual, corporate governance and other regulations or statutory requirements. Briefings, updates and trainings for the Directors as at the date of this Report included the following:

- the External Auditors ("**EA**") had briefed the Audit and Risk Management Committee (the "**ARMC**") and the Board on changes and/or amendments to accounting standards; and

- the Joint Company Secretaries had briefed the Board on the continuing obligations under the Listing Manual as well as periodic updates on the Listing Manual where necessary.

Provision 1.3

Internal Guidelines on Matters Requiring Board Approval

The DOA puts in place a set of internal controls and guidelines that sets out finance authorisation and approval limits for investments, divestments, capital and operating expenditures and expenses, internal delegation of authority matrix governing matters requiring pre-approval from the Board and/or the Board committees, sale matters, operating and capital expenditures and human resource management. The Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to Management to facilitate operational efficiency.

The Board is involved in the supervision of the management of the Group's operations. All Directors shall discharge their fiduciary duties and responsibilities at all meetings in the interests of the Group. Matters which specifically require the Board's decision or approval include:

(a) corporate strategy, business plans and direction of the Group;

(b) material acquisitions and disposals of assets;

(c) corporate and financial restructuring;

(d) share issuance and dividends;

(e) appointment, termination and compensation of ED(s) and KMP;

(f) annual budgets, financial results announcements, annual report and audited financial statements;and

(g) IPTs.

Provision 1.4

Delegation of Authority to Board Committees

The Board objectively takes decisions in the interests of the Group. To assist the Board in the execution of its responsibilities and to provide independent oversight of Management, the Board has established four (4) Board committees, namely the ARMC, NC, RC and AI and Technology Committee (the "**AITC**") (collectively referred to herein as the "**Board Committees**"). These Board Committees function within clearly defined Terms of Reference 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 accepts that while these Board Committees have the authority to examine particular issues and will report to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board. The composition and description of each Board Committees is set out in this Report. Any change to the Terms of Reference for any Board Committees requires the specific written approval of the Board. The responsibilities and authority of the Board Committees set out in their respective Terms of Reference are revised for alignment with the Code as and when necessary.

All the Board Committees are actively engaged and play an important role in ensuring good corporate governance in the Company and the Group. The Board Committees report their activities regularly to the Board. Minutes of the Board Committees are provided to the Board and are available to all Board members. The Board Committees have explicit authority to investigate any matter within their Terms of Reference, have full access to and co-operation of Management, have resources to enable them to discharge their functions properly and full discretion to invite any Director or KMP or the relevant staff to attend their meetings.

AI and Technology Committee

Following the reconstitution of the Board on 30 July 2026, the Board established the AITC on the same date to assist the Board in overseeing the Group's artificial intelligence ("**AI**"), marketing technology ("**MarTech**"), digital and information technology strategy and capabilities.

The AITC provides oversight of the alignment of the Group's technology and AI strategy with its overall business strategy and capital allocation, the adequacy of its technology capabilities, resources and talent, the responsible and ethical development and deployment of AI systems, the performance of material technology investments and partnerships, and relevant data governance and data quality practices.

AITC Composition

The AITC comprises four (4) Directors, one (1) of whom is the ED and CEO, one (1) of whom is the Non-Independent Non-Executive Deputy Chairperson, and two (2) of whom are Independent NEDs. The AITC is chaired by the Non-Independent Non-Executive Deputy Chairperson. As at the date of this Report, the AITC comprises the following:

Ms. Maio Dangi	-	Chairperson
Mr. Melvin Tan Wei Yang	-	Member
Mr. Jason Fong Jian Sheng	-	Member
Mr. Chan Chung Khang	-	Member

The AITC brings together Directors with diverse roles, perspectives and experience, forming a well-balanced team to assess the Group's AI and MarTech initiatives, review its digital and information technology strategies and capabilities, and guide decision-making on matters within the AITC's Terms of Reference.

Roles and Duties of the AITC

On 16 October 2026, the Board adopted the written Terms of Reference for the AITC, which clearly set out its authority, duties and responsibilities.

The AITC reports to the Board directly. The Terms of Reference of the AITC set out its duties and responsibilities. The principal duties and responsibilities of the AITC include:

(a) reviewing the Group's AI, MarTech, digital and information technology strategy and roadmap, including their alignment with the Group's overall business strategy, capital allocation priorities and key performance indicators, and making recommendations to the Board on material technology investments and strategic partnerships;

(b) reviewing the adequacy of the Group's technology architecture, systems, infrastructure, talent and organisational capabilities, including technology-related budgetary requirements and succession or key-person dependencies;

(c) overseeing the development and implementation of the Group's AI governance framework and reviewing relevant data governance, data quality, data protection, intellectual property and regulatory compliance matters relating to the Group's AI and technology initiatives;

(d) monitoring the performance of material technology investments, vendors, distribution platforms and outsourced service providers against approved objectives; and

(e) reviewing the AI and technology-related content of the Company's annual report, results announcements and other public disclosures for accuracy and consistency with the Group's actual position, and performing such other duties as may be delegated by the Board.

The AITC's responsibilities are exercised within the scope of its Terms of Reference and do not supersede the respective responsibilities of the other Board Committees. Matters relating to risk management and internal controls, IPTs, financial reporting and audit, whistleblowing, Board and senior management appointments, succession and independence, and remuneration remain within the respective remits of the ARMC, NC and RC, as applicable. Where matters overlap, the relevant Board Committee Chairpersons will coordinate the handling of such matters and report to the Board where appropriate.

AITC Meetings and Activities

The AITC is required to meet at least once a year to review the Group's AI and MarTech investments and development, with additional meetings convened as necessary, including in relation to significant transactions.

Since its establishment on 30 July 2026, the AITC has held one (1) meeting to consider matters relating to internal AI and MarTech guidelines, information technology strategy reporting and disclosure practices, the development and implementation of the Group's AI and MarTech initiatives, and the governance and oversight of its technology-related activities.

Provision 1.5

Meetings of Board and Board Committees

The schedule of all the Board and Board Committees meetings, as well as the Company's AGM, is planned well in advance, where practicable. Under the Company's usual meeting arrangements, the Board meets at least twice a year, generally to coincide with the announcements of the Group's financial results. Additional *ad hoc* meetings are convened as and when required to consider urgent or significant matters requiring the Board's attention and decision. Directors also maintain regular communication with Management on the Group's business operations and developments.

The Constitution of the Company permits Directors to participate in Board and Board Committees meetings by telephone conference or video conference, provided that all participants are able to communicate with one another. This facilitates Directors' participation in meetings and enables them to contribute their views, expertise and experience to the deliberations of the Board and the relevant Board Committees.

During the period from 11 March 2024 to 18 July 2026, when the Company was under JM, no Board or Board Committees meetings were held. Following the Company's discharge from JM on 18 July 2026 and the reconstitution of the Board and Board Committees on 30 July 2026, the Board and the respective Board Committees commenced their meetings as part of the Company's efforts to restore and strengthen its corporate governance and oversight arrangements.

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

As at the date of this Report, the number of Board and Board Committees meetings held, together with the attendance of the Directors at those meetings, is set out below.

	Board	Audit and Risk Management Committee	Nominating Committee	Remuneration Committee	AI and Technology Committee
No. of meetings held	**3**	**3**	**3**	**3**	**1**
Name of Director	**No. of meetings attended**				
Mr. Chan Chung Khang	3	3	3	3	1
Ms. Maio Dangi	3	3*	3*	3*	1
Mr. Melvin Tan Wei Yang	3	3*	3*	3*	1
Mr. Jason Fong Jian Sheng	3	3	3	3	1
Mr. Toh Hai Joo	3	3	3	3	1*

* *Attended by invitation*

Multiple Board Representations

The NC is of the view that the effectiveness of each of the Directors is best assessed by a qualitative assessment of the Director's contributions, after considering his or her other principal commitments. The NC also believes that it is for each Director to assess his or her own capacity and ability to undertake other obligations or commitments together with serving on the Board effectively. The NC does not wish to omit from consideration outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as members of the Board.

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. When a Director has multiple board representations, and in considering the nomination of Directors for appointment or re-appointment, the NC will evaluate whether or not the Director is able to and has adequately carried out his or her duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments.

As at the date of this Report, the NC has reviewed all the declarations from the Directors and assessed their competing time commitments, including their other principal commitments and directorships. The NC noted that, save for Mr. Jason Fong Jian Sheng, who is a director of two companies listed on Bursa Malaysia Securities Berhad (G Capital Berhad and XL Holdings Berhad), none of the Directors currently serves as a director of another listed company. Having considered the Directors' other principal commitments, the NC is satisfied that each Director is able to devote sufficient time and attention to the affairs of the Company and has adequately discharged his or her duties and responsibilities as a Director.

Following due deliberation, the NC has determined that each Director should generally hold no more than six (6) listed company board representations. Where a Director holds more than six (6) listed company board representations, the NC will assess the Director's ability to devote sufficient time and attention to the affairs of the Company, taking into account the Director's other principal commitments and responsibilities, and make its recommendation to the Board for consideration and approval.

The considerations in assessing the capacity of Directors include the following:

- expected and/or competing time commitment of Directors, including whether such commitment is a full-time or part-time employment capacity;
- size and complexity of the Board;
- nature, size and scope of the Group's operations;
- relevant industry knowledge and experience;
- relevant corporate, professional and management experience; and
- capacity, complexity and expectations of the other listed directorships and principal commitments held.

Provision 1.6

Access to Information

All Directors have unrestricted access to the Company's records and information. Directors are provided with complete, adequate and timely information, on an on-going basis, in order for the Directors to discharge their duties efficiently and effectively.

Detailed Board papers are prepared and circulated to the Directors prior to the Board and Board Committees meetings to provide for sufficient time to enable the Directors to obtain further explanations, where necessary, in order for full deliberation on the issues to be considered at the respective meetings. The Board papers contain sufficient information, including among others, the following documents and details:

(a) minutes of the previous Board and Board Committees meetings;

(b) background or explanations on matters brought before the Board for decision, including issues being dealt with by Management, Management's recommendations with regard to the issues being discussed, relevant budgets, forecasts and projections, as the case may be. In respect of budgets, financial performance including an analysis between comparative periods, with material variances between the projections and actual results are disclosed and explained to the Board and ARMC; and

(c) major operational and financial issues.

However, sensitive matters may be tabled at the meeting itself or discussed without any papers being distributed. Members of Management or staff who can provide additional insight into the matters at hand would be present at the relevant time during the Board and/or the Board Committees meeting.

The Board is also updated on the industry trends and developments surrounding the Group's business segment to enable them to oversee the Group's operational and financial performance as well as risks faced by the Group.

Provision 1.7

Access to Management and Joint Company Secretaries

All Directors have separate and independent access to the advice and services of the Joint Company Secretaries, who are responsible for ensuring that Board and Board Committees procedures are followed and that applicable rules and regulations, including the requirements of the Companies Act and the Listing Manual are complied, at all times through email, telephone, teleconference and face-to-face meetings.

The Directors are also entitled to request for additional information and Management is required to provide them such information on a timely basis. Any additional materials or information requested by the Directors to make informed decisions is promptly furnished.

The Joint Company Secretaries and their representatives attend all regular meetings of the Board and Board Committees. Under the direction of the Chairperson, the Joint Company Secretaries and their representatives are responsible for ensuring good information flows within the Board and its Board Committees and between senior management and IDs, assisting the Chairperson, the Chairperson of each of the Board Committees and Management in the development of the agendas for the various Board and Board Committees meetings; attending and preparing minutes for the Board and Board Committees meetings; and advising the Board on governance matters.

Under the Constitution of the Company, the decision to appoint or remove the Joint Company Secretaries can only be taken by the Board as a whole.

Access to Independent Professional Advice

Should Directors, whether as a group or individually, require external professional advice (where necessary) in furtherance of their duties and responsibilities, as they deem necessary, the cost of such professional advice is borne by the Company.

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

Independence of Directors

Under Rule 210(5)(d) of the Listing Manual, a Director will not be considered independent if he or she falls within any of the circumstances specified in the Rule. These include where the director is or has been employed by the Company or any of its related corporations for the current or any of the past three (3) financial years, or where the Director has an immediate family member who is or has been employed by the Company or any of its related corporations in any of the past three (3) financial years and whose remuneration is determined by the RC. The Rule also addresses Directors who have served on the Board for an aggregate period of more than nine (9) years, subject to the applicable requirements and transitional arrangements.

In addition to the specific circumstances prescribed under the Listing Manual, the Board and the NC consider whether any other relationships or circumstances may interfere, or be reasonably perceived to interfere, with a Director's independent judgement, taking into account the Code and its Practice Guidance.

Each ID is required to disclose to the Board, in a timely manner, any relationship or circumstance that may affect his or her independence. The Board, taking into account the views and recommendations of the NC, reviews the independence of the IDs annually, having regard to their declarations, the relevant requirements of the Listing Manual and the Code, and the Board's observations of their conduct and judgement in discharging their duties.

As at the date of this Report, the Independent Non-Executive Chairperson, Mr. Chan Chung Khang, and the Independent Non-Executive Directors, Mr. Jason Fong Jian Sheng and Mr. Toh Hai Joo, have confirmed that they and their immediate family members have no relationships with the Company, its related corporations, substantial shareholders or officers that could interfere, or be reasonably perceived to interfere, with the exercise of their independent judgement in the best interests of the Company. They have also confirmed that they do not fall within the circumstances specified under Rule 210(5)(d) of the Listing Manual. Based on the declarations received, the NC's review and the Board's assessment of their conduct and participation in Board and Board Committees discussions, the Board is satisfied that these three Directors are independent in character and judgement, and are able to exercise independent judgement in the best interests of the Company in the discharge of their duties.

In its review, the NC considered the following:

(a) Mr. Jason Fong Jian Sheng is also a director of the Company's subsidiaries, Supratechnic (M) Sdn. Bhd. and Supratechnic Properties Sdn. Bhd.; and

(b) Mr. Chan Chung Khang is the Group General Manager of ISOTeam Ltd, a subsidiary of which is exploring a manpower arrangement with the Company's subsidiary, Scientific & Industrial Instrumentation Pte. Ltd. Mr. Chan has declared his interest in the proposed arrangement and will abstain from all deliberations and decisions relating to the arrangement, which will be reviewed by the ARMC.

Having considered the above matters, the NC and the Board are of the view that these matters do not interfere, and would not reasonably be perceived to interfere, Mr. Fong's and Mr. Chan's ability to exercise independent judgement in the discharge of their duties as Directors of the Company.

The Board has not exercised its discretion to consider any Director independent notwithstanding the existence of a relationship or circumstance that would otherwise indicate non-independence under the Code's Practice Guidance.

Duration of IDs' Tenure

As at the date of this Report, none of the IDs have served on the Board beyond nine (9) years since the date of his or her first appointment.

Provision 2.2

Proportion of IDs

As at the date of this Report, the Board consists of five (5) Directors, of whom three (3), namely Mr. Chan Chung Khang, Mr. Jason Fong Jian Sheng and Mr. Toh Hai Joo, are IDs. Accordingly, IDs constitute a majority of the Board.

The Board is able to exercise objective and independent judgement on corporate affairs and constructively challenge Management's decisions, taking into account the long-term interests of the Group and the interests of the Company's shareholders. The Company has also established a DOA setting out matters reserved for the Board's approval. These arrangements support effective Board oversight and help ensure that no individual or small group of individuals dominates the Board's decision-making.

Provision 2.3

Proportion of NEDs

As at the date of this Report, four (4) out of five (5) Directors are NEDs, constituting a majority of the Board. This composition enables the Board to exercise objective judgement on corporate affairs independently of Management and supports constructive challenge and effective oversight of Management.

Provision 2.4

Composition and Size of the Board

As at the date of this Report, the Board comprises one (1) ED, one (1) Non-Independent NED and three (3) Independent NEDs as follows:

Mr. Chan Chung Khang	-	Independent Non-Executive Chairperson
Ms. Maio Dangi*	-	Non-Independent Non-Executive Deputy Chairperson
Mr. Melvin Tan Wei Yang*	-	Executive Director and Chief Executive Officer
Mr. Jason Fong Jian Sheng	-	Independent Non-Executive Director
Mr. Toh Hai Joo*	-	Independent Non-Executive Director

**Appointed on 30 July 2026*

The profiles of the Directors are set out on pages 8 to 10 of this Annual Report.

The NC is responsible for examining the size and composition of the Board and Board Committees. As at the date of this Report, the Board notes that the ARMC, NC and RC each comprise three (3) members and meet the applicable requirements in respect of the composition of IDs.

The NC and the Board review the size and composition of the Board and Board Committees on an annual basis. Having considered the scope and nature of the Group's operations, the requirements of the Group's businesses, the need to avoid undue disruption arising from changes to the composition of the Board and Board Committees, and the balance of skills, experience and knowledge required for the effective discharge of their respective responsibilities, the NC and the Board are of the view that the current size and composition of the Board and Board Committees are appropriate and effectively serve the Group. The presence of IDs comprising a majority of the Board also enables the Board to exercise objective judgement on corporate affairs and provides an appropriate balance to support constructive challenge and effective decision-making. No individual or group is able to dominate the Board's decision-making process.

Board Diversity

With a view to supporting the Group's strategic objectives and sustainable development, the Company recognises Board diversity as an important element of effective governance and is committed to promoting diversity in the composition of the Board. On 16 October 2026, the Company adopted its Board Diversity Policy (the "**Board Diversity Policy**"), which is reviewed by the NC from time to time and updated where necessary, with any proposed revisions submitted to the Board for approval.

The Board Diversity Policy recognises the importance of maintaining an appropriate balance of skills, knowledge, experience, tenure, age, gender and diversity of perspectives to support effective decision-making, mitigate the risk of groupthink and facilitate constructive debate. All Board appointments are made on merit, taking into account the skills, experience, independence and knowledge required for the Board to discharge its responsibilities effectively.

The Board recognises the importance and benefits of diversity in terms of gender, age, skills, experience, professional background and other relevant attributes. The principal objective of the Board Diversity Policy is to maintain an appropriate balance of perspectives, skills and experience on the Board to support the Company's long-term success.

The Board Diversity Policy sets out the Company's diversity objectives, targets and approach to monitoring progress towards achieving those objectives. The Board recognises that an effective diversity policy should include:

(a) the Company's targets for achieving diversity on the Board;

(b) the accompanying plans and timelines for achieving those targets;

(c) the Company's progress towards achieving the targets within the specified timelines; and

(d) an explanation of how the combination of skills, talents, experience and diversity of the Directors serves the needs and plans of the Company.

As at the date of this Report, the Board comprises Directors with different professional backgrounds, qualifications, experience and core competencies. Collectively, the Directors bring a range of skills and experience to support the Board's oversight of the Group's business, strategic direction and governance. Further information on the Directors' qualifications, experience and other relevant particulars is set out on pages 63 to 79 of this Annual Report. The Board also recognises the importance of gender diversity and seeks to maintain an appropriate representation of women on the Board.

Diversity Targets and Progress

The Company's diversity objectives, targets, action plans and progress as at the date of this Report are set out below. The NC will continue to monitor progress towards these objectives and review their continued relevance as part of the Board renewal and succession planning process.

1. Tenure of Independent Directors

   The NC monitors the tenure of IDs as part of the Board renewal and succession planning process. The NC will consider Board renewal in advance of an ID reaching nine (9) years of service, where applicable, to facilitate an orderly transition and maintain an appropriate level of independence on the Board.

2. Age Diversity

   The ages of the current Directors range from 36 to 53. The Company has not set a specific numerical target for age diversity on the Board. Nevertheless, age diversity will be considered as part of the Board's overall composition and succession planning, having regard to the skills, experience and perspectives required by the Group. The Company does not impose a fixed age limit on Directors, as appointments and continued service are assessed having regard to each Director's ability to contribute effectively to the Board.

3. Female Board Representation

   The Company recognises the importance of gender diversity in the composition of the Board. The Board Diversity Policy sets a target of at least one female Director on the Board. On 30 July 2026, the Company appointed a female Director, Ms. Maio Dangi, as the Non-Independent Non-Executive Deputy Chairperson of the Board and Chairperson of the AITC. The Company has therefore achieved its current target for female Board representation. The NC will continue to monitor the Board's composition and consider opportunities to enhance gender diversity, taking into account the Board's overall needs and the suitability of candidates.

4. Board Independence

   The Company seeks to maintain a Board composition that supports independent judgement and effective oversight. As at the date of this Report, the Board comprises five (5) Directors, three (3) of whom are IDs. Accordingly, IDs constitute a majority of the Board and exceed the minimum requirement under Rule 210(5)(c) of the Listing Manual. In addition, four (4) of the five (5) Directors are NEDs, thereby meeting the expectation under Provision 2.3 of the Code that NEDs make up a majority of the Board. The Board will continue to monitor its composition to maintain an appropriate balance of independence, experience and diversity of perspectives.

5. Balance of Skills and Experience

The Company recognises that an appropriate mix of skills and experience is essential to the effective functioning of the Board and its Committees and to meeting the Group's business needs. The Board's collective competencies include industry knowledge, business and related experience, strategic planning, and professional skills such as accounting and finance, and legal and regulatory expertise.

The NC and the Board have reviewed the current Board's collective skills and experience and consider that the Directors, as a group, possess an appropriate range of competencies to oversee the Group's business and support its strategic objectives. In considering future Board appointments, the NC and the Board will seek candidates with complementary skills, core competencies, experience and perspectives, taking into account the Board's existing composition and the Group's evolving needs.

To maintain and enhance the balance and diversity of the Board, the following measures will be undertaken:

(i) the NC will review the Board's composition, attributes and core competencies as part of its ongoing Board renewal and succession planning process; and

(ii) the NC and the Board will consider the skills and experience required by the Board, including any gaps identified through the Board performance evaluation process, when assessing future Board appointments.

The NC reviews the Company's diversity objectives and targets from time to time and may recommend changes or additional targets to the Board, where appropriate. The NC also reviews the Board Diversity Policy to ensure its continued effectiveness and relevance, with any proposed revisions submitted to the Board for approval. The Company remains committed to implementing the Board Diversity Policy and will disclose material progress towards its diversity objectives in subsequent Corporate Governance Reports, as appropriate.

Board Guidance

An effective and robust board of directors, whose members engage in open and constructive debates and challenge the management on its assumptions and proposals, is fundamental to good corporate governance. The Board should also aid in the development of strategic proposals and oversee effective implementation by Management to achieve set objectives.

Management provides the IDs with accurate, complete and timely information. Further, the IDs have unrestricted access to Management, the auditors and the Joint Company Secretaries. The IDs have access to Management to query and request for further information on proposed significant transactions and the development of business strategies. The Board reviews the business performance of the Group on a half year basis prior to the release of the financial results. The IDs also review the performance of Management in meetings, set goals and objectives and monitor their performance. Such review of Management's performance is done annually, and the IDs provide their feedback to the Board in relation to Management's performance. Besides receiving regular Board briefings on latest market developments and trends, and key business initiatives, periodic information papers, industry and market reports, the IDs are regularly briefed by Management on major decisions and prospective business deals.

Provision 2.5

Meetings of IDs in the Absence of Management

Although all the Directors have an equal responsibility for the Group's affairs, the role of the IDs is particularly important in ensuring that the strategies proposed by Management are constructively challenged, fully discussed and examined, and take account of the long-term interests of not only the shareholders but also employees, customers, suppliers and the many communities in which the Group conducts business.

The IDs are encouraged to meet regularly without the presence of Management. As at the date of this Report, the IDs have met informally at least once without the presence of Management to discuss matters relating to the Group's financial performance, corporate governance initiatives, Board processes, leadership development and the remuneration of Directors and KMP. Where appropriate, feedback from these discussions is provided to the Board and/or the Independent Non-Executive Chairperson.

CHAIRPERSON 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

Separate Roles of Chairperson and CEO

The Chairperson of the Board and the CEO should in principle be separate persons to maintain an appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision-making. There is a clear division of responsibilities, as set out in writing and agreed by the Board, between the leadership of the Board and Management, which is responsible for managing the Group's business operations.

The Company has a separate Chairperson and CEO. The Chairperson and the CEO are not related to each other. This ensures that there is an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

The Chairperson leads the Board in providing guidance and oversight, while the CEO leads Management in managing the Group's business and implementing the strategies and policies approved by the Board. Both roles are distinct and complementary, supporting effective oversight and accountability at Board and Management levels.

As at the date of this Report, the Board is of the view that the Company has an appropriate number of Independent NEDs to provide independent judgement, maintain an effective balance within the Board and safeguard the interests of minority shareholders.

Provision 3.2

Roles of Chairperson and CEO

Mr. Chan Chung Khang has been the Independent Non-Executive Chairperson of the Board since 2 December 2023, and continued in that role when the Board was reconstituted on 30 July 2026 following the Company's discharge from JM. He promotes high standards of corporate governance and leads the Board to ensure its effectiveness in discharging all aspects of its role. The principal responsibilities of the Chairperson include leading the Board to ensure it effectively discharges its role and responsibilities, approving the agendas of Board meetings, monitoring the quality and timeliness of the flow of information from Management to the Board and promoting effective communication with shareholders. The Chairperson also facilitates robust discussions and deliberations at Board meetings, encourages constructive relations between Board and Management, and promotes high standards of corporate governance with the full support of the other Directors, the Joint Company Secretaries and Management.

At the AGM and other shareholder meetings, the Chairperson plays a pivotal role in fostering constructive dialogue between shareholders, the Board and Management.

On 30 July 2026, Mr. Melvin Tan Wei Yang was appointed as the ED and CEO. He is responsible for the overall management and business development of the Group, its strategic planning, and ensuring the timely flow of information between Management and the Board.

The CEO manages the Company and oversees the Group's operations and the implementation of the Group's strategies, plans and policies to achieve its planned corporate performance and financial goals. His management of the Group's business, including the implementation of the Board's decisions, is carried out with the assistance of the Group's senior management executives. Collectively, they are responsible for the day-to-day operations and administration of the Company and the Group, ensuring, *inter alia*, operational and organisational efficiency, the profitable performance of the operating units, regulatory compliance, good corporate governance and effective risk management.

Provision 3.3

Lead ID

As at the date of this Report, the Company has not appointed a Lead ID. Under Provision 3.3 of the Code, where the Chairperson is not independent, the Board should appoint a Lead ID who is an ID to provide leadership in situations where the Chairperson is conflicted, and to serve as an alternative channel for shareholders where they have concerns that contact through the normal channels of the Chairperson or Management has failed to resolve, or is inappropriate.

As the Chairperson, Mr. Chan Chung Khang, is an Independent Non-Executive Director, the Company is not required to appoint a Lead ID under Provision 3.3 of the Code. The Board will continue to review the Board's leadership arrangements and the need for a Lead ID in the event that the circumstances warrant such an appointment.

Terms of Reference for the Chairperson, CEO and Lead Independent Director

On 16 October 2026, the Board adopted the Terms of Reference for the Chairperson, CEO and Lead ID to formalise the respective roles and responsibilities and support the effective implementation of Principle 3 of the Code. The Terms of Reference set out in writing the division of responsibilities between the Chairperson and the CEO, as well as the role and responsibilities of a Lead ID, should such an appointment become necessary in the future.

As at the date of this Report, the Company has a separate Independent Non-Executive Chairperson and ED and CEO. The Chairperson leads the Board in providing leadership, guidance and oversight, while the CEO is responsible for the overall management of the Group's business and the implementation of the strategies and policies approved by the Board. This separation of roles supports an appropriate balance of power and authority, enhances accountability and facilitates independent decision-making by the Board.

The Company has not appointed a Lead ID as at the date of this Report, as the Chairperson is independent. The Board will continue to review the effectiveness of its leadership and governance arrangements and consider the need for a Lead ID if circumstances warrant such an appointment.

The Board is of the view that the current separation of the roles of Chairperson and CEO, together with the documented division of responsibilities and the Board's collective oversight, supports the objectives of Principle 3 of the Code, which seeks to ensure that no individual has unfettered powers of decision-making.

BOARD MEMBERSHIP

Principle 4: The Board has a formal and transparent process for the appointment and reappointment of Directors, taking into account the need for progressive renewal of the Board.

Provision 4.1

Roles and Duties of the NC

The NC was reconstituted on 30 July 2026. On 16 October 2026, the Board adopted the written Terms of Reference for the NC, which clearly set out its authority, duties and responsibilities.

The NC reports to the Board directly. The Terms of Reference of the NC set out its duties and responsibilities. The principal duties and responsibilities of the NC include:

(a) regularly and strategically review the structure, size and composition (including the skills, gender, age, qualification, experience and diversity) of the Board and Board Committees (taking in account Rule 210(5)(c) of the Listing Manual and the Provisions 2.1 to 2.4 of the Code). It will then recommend changes, if any, to the Board;

(b) identifying and nominating candidates to fill Board vacancies as they occur;

(c) requesting nominated candidates to disclose any existing or expected future business interests that may lead to a conflict of interest. This disclosure is to be included in any recommendations to the Board;

(d) sending the newly-appointed Director a formal appointment letter which clearly sets out his or her roles and responsibilities, authority, and the Board's expectations in respect of his or her time commitment as a Director of the company;

(e) recommending the membership of the Board Committees to the Board;

(f) reviewing the independent status of NEDs (in accordance with Rules 210(5)(d) of the Listing Manual and the Provision 2.1 of the Code) and that of the alternate Director, if applicable, annually, or when necessary, along with issues of conflict of interest;

(g) developing the performance evaluation framework for the Board, the Board Committees and individual Directors. The NC should also propose objective performance criteria for the Board, the Board Committees and individual Directors. It conducts the evaluations, analyses the findings and reports the results to the Board. The NC will also recommend areas that need improvement. This process can be assisted by independent third-party facilitators;

(h) recommending that the Board removes or reappoints a NED at the end of his or her term. It may also recommend that shareholders re-elect Directors under the provisions of the Company's Constitution on the policy of retirement by rotation. In making these recommendations, the NC should consider the Director's performance, commitment and his or her ability to continue contributing to the Board;

(i) reviewing other directorships held by each Director and decide whether or not a Director is able to carry out, and has been adequately carrying out, his or her duties as a Director;

(j) identifying and developing training programmes/schedules for the Board and assist with similar programmes for the Board Committees and ensuring that all Board appointees undergo appropriate induction programme;

(k) reviewing and ensuring that there is a clear division of responsibilities between the Chairperson and CEO of the Company in place;

(l) reviewing the succession plans for the Board Chairperson, Directors, CEO and KMP of the Company;

(m) keeping up to date with developments in corporate governance initiatives, changes to relevant legislations, strategic issues and commercial changes that may affect the Group and the industry in which it operates; and

(n) undertaking such other functions and duties as may be required by the Board under the Code, statute or the Listing Manual, where applicable.

Provision 4.2

NC Composition

The NC comprises three (3) Directors, all of whom, including its Chairperson, are independent. The NC is chaired by an Independent NED. As at the date of this Report, the NC comprises the following:

Mr. Jason Fong Jian Sheng	-	Chairperson
Mr. Chan Chung Khang	-	Member
Mr. Toh Hai Joo	-	Member

Provision 4.3

Nomination and Selection of Directors

The NC determines the criteria for the appointment of new Directors and oversees the process for their selection and appointment, taking into consideration, amongst other factors, the diversity, composition and progressive renewal of the Board, as well as the skills, knowledge, expertise and experience required by the Group.

Following the reconstitution of the Board on 30 July 2026, the NC oversees the nomination and selection of new Directors, taking into account the Board's existing composition and the Group's evolving needs.

In the search, nomination and selection process for new Directors, the NC identifies the key attributes that an incoming Director should possess, based on an assessment of the existing Board's composition, skills and competencies, and the Group's requirements and strategic direction. The NC identifies potential candidates through the personal and professional networks of the Directors and, where appropriate, the professional contacts of advisers engaged by the Company, before conducting a shortlisting process. If suitable candidates cannot be identified through these channels, the NC may engage executive search or recruitment agencies to assist in the search process. Interviews are arranged with shortlisted candidates to assess their suitability, qualifications, experience, capabilities and ability to contribute effectively to the Board, before the NC makes its recommendations to the Board for consideration and approval.

The NC also oversees the re-election and re-appointment of Directors, as applicable. In assessing Directors for re-election or re-appointment, the NC considers various criteria, including their qualifications, contributions, performance, attendance, preparedness, participation, ability to exercise independent judgement and, where applicable, independence.

In the nomination and selection process, the NC identifies suitable candidates and reviews nominations for appointment based on the following criteria:

(a) the Company aims to maintain an appropriate proportion of IDs on the Board to ensure a strong element of independent judgement and oversight, taking into account the requirements of the Listing Manual, the Code and the Board's overall composition; and

(b) the candidate must be a fit and proper person to hold office and should possess the qualifications, experience, capabilities, integrity and other relevant attributes required to contribute effectively to the Board. In assessing a candidate's suitability, the NC takes into account the candidate's track record, experience, capabilities, potential contributions to the Board and its Committees, ability to devote sufficient time and attention to the Company's affairs, and participation and contributions during and outside Board meetings, where applicable.

Re-election of Directors

Pursuant to the Company's Constitution:

(i) Article 88 – Any person so appointed by the Directors shall hold office only until the next AGM and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting; and

(ii) Article 89 – At each AGM, one-third of the Directors for the time being (or, if their number is not multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation and each Director (including a Director holding office as Managing Director) shall retire at least once every three years.

The appointment dates of the Directors are set out below:

Name of Director	Appointment Date
Mr. Chan Chung Khang	2 December 2023
Ms. Maio Dangi	30 July 2026
Mr. Melvin Tan Wei Yang	30 July 2026
Mr. Jason Fong Jian Sheng	2 December 2023
Mr. Toh Hai Joo	30 July 2026

In view of the Company having entered JM on 11 March 2024 and having remained under JM until 18 July 2026, the Company has not held an AGM since 28 February 2022, being the last AGM held for the financial year ended 31 March 2021. Accordingly, the forthcoming AGM, which will cover the financial years ended 31 March 2022 to 31 March 2026, will be the first AGM held by the Company since entering JM. As none of the Directors has been re-elected at an AGM since their respective appointments, all five (5) Directors will be proposed for re-election pursuant to Article 88 of the Company's Constitution and in accordance with Rule 720(5) of the Listing Manual.

The NC has considered the re-election of the Directors and recommended that all five (5) Directors who have given their consent be put forward for re-election at the forthcoming AGM. The Board has considered and accepted the NC's recommendations.

Mr. Chan Chung Khang will, upon re-election as a Director of the Company, remain as the Chairperson of the RC and a member of the ARMC, NC and AITC of the Company. The Board considers him to be independent for the purposes of Rule 704(8) of the Listing Manual.

Mr. Jason Fong Jian Sheng will, upon re-election as a Director of the Company, remain as the Chairperson of the NC and a member of the ARMC, RC and AITC of the Company. The Board considers him to be independent for the purposes of Rule 704(8) of the Listing Manual.

Mr. Toh Hai Joo will, upon re-election as a Director of the Company, remain as the Chairperson of the ARMC and a member of the NC and RC of the Company. The Board considers him to be independent for the purposes of Rule 704(8) of the Listing Manual.

Mr. Melvin Tan Wei Yang will, upon re-election as a Director of the Company, remain as the ED and CEO and a member of the AITC of the Company.

Ms. Maio Dangi will, upon re-election as a Director of the Company, remain as the Non-Independent Non-Executive Deputy Chairperson and the Chairperson of the AITC of the Company. The Board considers her to be non-independent.

In making its recommendations, the NC considered the Directors' overall contributions and performance, as well as whether they had adequate time and attention to devote to the Company, particularly in the case of Directors with multiple board representations. Each Director abstained from making any recommendation and/or participating in any deliberation of the NC in respect of the assessment of his or her own performance or re-election as a Director.

Pursuant to Rule 720(6) of the Listing Manual, the information required under Appendix 7.4.1 in respect of the Directors proposed for re-election at the forthcoming AGM is set out on pages 63 to 79 of this Annual Report.

Alternate Director

Currently, the NC does not have a practice of appointing alternate Directors. In the event that the need should arise, the NC will review this on a case by case basis. The NC notes that the appointment of an alternate Director is only in exceptional cases and for a limited period. The NC and the Board will review the period for the appointment of the alternate Director where necessary.

As at the date of this Report, there were no alternate Directors on the Board.

Provision 4.4

Continuous Review of Directors' Independence

The Company has established procedures for the continuous monitoring of the independence of its Directors. Directors are required to promptly notify the Board of any changes in their circumstances or external appointments that may affect their independence.

The NC reviews the independence of each ID annually, taking into account the definition of independence under the Code, the Practice Guidance and Rule 210(5)(d) of the Listing Manual. Each ID is required to submit an annual confirmation of his independence for the NC's assessment.

As at the date of this Report, the NC has reviewed and confirmed the independence of the Company's IDs, namely Mr. Chan Chung Khang, Mr. Jason Fong Jian Sheng and Mr. Toh Hai Joo. Having considered the relevant circumstances and confirmations, the Board is of the view that these Directors are independent in accordance with the Code and Rule 210(5)(d) of the Listing Manual.

Provision 4.5

Directors' Time Commitments

Each Director is required to provide an annual confirmation to the NC on whether he or she has any competing time commitments that may affect his or her ability to devote sufficient time and attention to his or her duties as a Director of the Company.

In assessing the time commitments of the Directors, the NC considers their respective listed company directorships and principal commitments, together with their attendance and participation at Board and Board Committees meetings and their contributions to the Company. The NC and the Board are satisfied that the Directors have devoted adequate time and attention to their duties, taking into account their respective appointments and commitments.

The Company has also established a policy requiring Directors to notify the Board of changes in their external appointments. This enables the Board to assess whether any new appointment may affect a Director's ability to discharge his or her duties effectively and, in the case of an ID, whether the appointment may affect his or her independence.

As at the date of this Report, the listed company directorships and principal commitments, where applicable, of the Directors are set out in the "Board of Directors" section on pages 8 to 10 of this Annual 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

The Company recognises the importance of conducting a formal and meaningful evaluation of the effectiveness of the Board as a whole, its Board Committees and individual Directors. In view of the Company's prolonged period under JM, its recent discharge from JM on 18 July 2026 and the reconstitution of the Board following the Company's exit from JM, the Company is in the process of developing and implementing a formal Board performance evaluation framework and process.

The Company considers that the effectiveness of such an evaluation would be better assessed after the new Board and Board Committees have had sufficient time to establish and operate under the Company's post-JM governance framework, understand the Board and Board Committees processes, and work together effectively. Accordingly, in view of the circumstances described above, the Company did not conduct a formal Board, Board Committees or individual Director performance evaluation for FY2022-FY2026.

The Board, with the assistance of the NC, is in the process of developing the relevant performance criteria and evaluation framework, including the methodology and assessment criteria for evaluating the effectiveness of the Board as a whole, its Board Committees and individual Directors. The formal evaluation will be conducted for the financial year ending 31 March 2027 ("**FY2027**"), with the results to be reported in the Company's Annual Report for FY2027.

The Board is committed to implementing the evaluation process in a structured and meaningful manner and will review the framework periodically to ensure that it remains relevant and effective in assessing the performance and effectiveness of the Board, its Board Committees and individual Directors.

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 or her own remuneration.

Provision 6.1

Roles and Duties of the RC

The RC was reconstituted on 30 July 2026. On 16 October 2026, the Board adopted the written Terms of Reference for the RC, which clearly set out its authority, duties and responsibilities.

The RC reports to the Board directly. The Terms of Reference of the RC set out its duties and responsibilities. The principal duties and responsibilities of the RC include:

(a) determining the Group's remuneration policies. In doing so, it should also consider the Group's risk appetite and ensure that the policies are aligned to long-term goals;

(b) ensuring that the level and structure of remuneration of the Board and KMP are appropriate and proportionate to the sustained performance and value creation of the Group, taking into account the strategic objectives of the Group;

(c) setting the remuneration policy for Directors (both ED and NEDs) and KMP;

(d) recommending the proposed NEDs' fees for shareholders' approval;

(e) monitoring the level and structure of remuneration for KMP relative to the internal and external peers and competitors;

(f) ensuring that the remuneration of the NEDs is appropriate to the level of contribution, taking into account factors such as effort, time spent and responsibilities;

(g) reviewing the remuneration of employees related to the Directors, CEO or substantial shareholders, if any, to ensure that their remuneration packages are in line with staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities;

(h) reviewing the ongoing appropriateness and relevance of the Group's remuneration policy (including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards and benefits-in-kind are covered) and other benefit programmes, where appropriate;

(i) obtaining reliable, up-to-date information on the remuneration practices of other companies and the relevant market benchmarks through the appointment of external consultants;

(j) overseeing any major changes in employee benefits or remuneration structures;

(k) reviewing the design of all long-term and short-term incentive schemes for approval by the Board and shareholders, where applicable;

(l) ensuring that the contractual terms and any termination payments are fair to the individual and the Group and that poor performance should not be rewarded;

(m) setting performance measures and determine targets for any performance-related pay schemes operated by the Group;

(n) ensuring that a significant and appropriate proportion of EDs' and KMP's remuneration is structured so as to link rewards to corporate and individual performance;

(o) working and liaising, as necessary, with all other Board Committees on any other matters connected with remuneration matters; and

(p) undertaking such other functions and duties as may be required by the Board under the Code, statute or the Listing Manual, where applicable.

The RC comprises three (3) Directors, all of whom, including its Chairperson, are independent. The RC is chaired by an Independent NED. As at the date of this Report, the RC comprises the following:

Mr. Chan Chung Khang	-	Chairperson
Mr. Jason Fong Jian Sheng	-	Member
Mr. Toh Hai Joo	-	Member

Provision 6.3

Remuneration Packages and Framework

The Company recognises the importance of having a formal and transparent remuneration framework that is appropriate to its business, circumstances and strategic objectives. In view of the Company's prolonged period under JM, its discharge from JM on 18 July 2026 and the reconstitution of the Board following its exit from JM, the Company is in the process of developing and implementing a formal remuneration framework for the Board and KMP.

The Board, with the assistance of the RC, will establish the relevant remuneration policies, procedures and criteria, including the appropriate level and mix of remuneration for Directors and KMP, taking into consideration the Company's post-JM business operations, financial position, performance and strategic objectives.

The Company did not have a formal remuneration framework in place for the assessment and determination of remuneration for the reconstituted Board during FY2022-FY2026. The Board intends to implement the remuneration framework progressively for FY2027, with a view to ensuring that the remuneration arrangements are appropriate and aligned with the Company's business objectives and long-term interests.

Following the reconstitution of the Board on 30 July 2026, Mr. Melvin Tan Wei Yang, the ED and CEO, entered into a service and employment agreement with the Company with effect from 30 July 2026 for an initial fixed term of three (3) years. Thereafter, the agreement will continue automatically unless terminated in accordance with its terms. Either party may terminate the agreement by giving not less than six (6) months' prior written notice, subject to the terms of the agreement, and the Company may elect to make payment of salary in lieu of all or part of the notice period.

No Director is involved in determining his or her own remuneration. The RC reviews and recommends the remuneration packages of Directors and KMP to the Board for consideration and approval, where applicable, taking into account their respective responsibilities, performance and other relevant factors.

The RC also reviews the fairness and reasonableness of the service agreements of ED and KMP before their execution, including the terms and conditions of service and any compensation commitments arising from early termination. In conducting such reviews, the RC considers whether the termination provisions are fair and reasonable and not overly generous, so as to avoid rewarding poor performance.

Provision 6.4

Engagement of Remuneration Consultants

The RC may seek expert advice, whether from within or outside the Company, on remuneration matters where considered necessary.

In view of the Company's prolonged JM and the subsequent reconstitution of the Board and RC on 30 July 2026, the Company is in the process of establishing its post-JM remuneration framework. No external remuneration consultant was engaged by the Company for FY2022-FY2026.

LEVEL AND MIX OF REMUNERATION

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

Provision 7.1

Remuneration and Performance

In determining appropriate remuneration levels and structures for the Board and KMP, the Company will take into consideration their respective roles and responsibilities, the Group's financial position and performance, its business operations and strategic objectives, and the need to align remuneration with the long-term interests of the Company and its shareholders.

Following the Company's discharge from JM on 18 July 2026 and the reconstitution of the Board and RC on 30 July 2026, the Company is reviewing its remuneration arrangements as part of the development of its post-JM remuneration framework. The framework will be implemented progressively for FY2027, taking into account the Company's circumstances and objectives.

Provision 7.2

Appropriate and Proportionate Remuneration

The Company recognises that remuneration should be appropriate and proportionate to the responsibilities, performance and contributions of Directors and KMP, and should support the achievement of the Group's strategic objectives and sustainable long-term value creation.

As the Company establishes its post-JM remuneration framework, the Board, with the assistance of the RC, will consider an appropriate balance between fixed and variable remuneration, where applicable, having regard to the nature of the relevant roles, the Group's financial position and performance, and the need to attract and retain individuals with the appropriate skills and experience.

Provision 7.3

Long-term Incentives

Following the Company's discharge from JM on 18 July 2026 and the reconstitution of the Board and RC on 30 July 2026, the Company is reviewing its remuneration arrangements as part of the development of its post-JM remuneration framework. The Board, with the assistance of the RC, will consider whether any long-term incentive arrangements would be appropriate, having regard to the Company's financial position, business operations, strategic objectives and long-term interests.

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 Disclosure

The remuneration of the Directors and KMP comprises salary, allowances and benefits, bonuses and/or Directors' fees, as applicable. The remuneration payable to each individual reflects the nature of his or her appointment and responsibilities.

Following the Company's discharge from JM on 18 July 2026 and the reconstitution of the Board and the RC on 30 July 2026, the Company is reviewing its remuneration framework to ensure that it is appropriate for the Group's post-JM circumstances, taking into consideration the Group's financial position, business needs and future development.

The remuneration of the Directors for FY2022-FY2026 is set out below:

Name of Director	FY2022 S$'000	FY2023 S$'000	FY2024 S$'000	FY2025 S$'000	FY2026 S$'000
Tanoto Sau Ian[1]	445	491	356	-	-
Shek Chee Seng[2]	-	-	87	159	-
Chan Chung Khang[3]	-	-	-	-	-
Jason Fong Jian Sheng[4]	-	-	-	-	-
Sim Mong Keang[5]	-	-	-	-	-

1. Inclusive of salary, bonus, and Singapore Central Provident Fund ("**CPF**") contributions. Mr. Tanoto Sau Ian was removed as CEO, ED and Managing Director at the extraordinary general meeting ("**EGM**") held on 2 December 2023.

2. Inclusive of salary, bonus, and CPF contributions. Mr. Shek Chee Seng resigned as ED and Group CEO on 20 December 2024.

3. Mr. Chan Chung Khang was appointed as the Independent Non-Executive Chairperson on 2 December 2023. No Directors' fees were paid to him during FY2022-FY2026. Directors' fees of S$11,242 for his services from 2 December 2023 to 10 March 2024 are subject to shareholders' approval at the AGM to be held on 12 November 2026.

4. Mr. Jason Fong Jian Sheng was appointed as an Independent Non-Executive Director on 2 December 2023. No Directors' fees were paid to him during FY2022-FY2026. Directors' fees of S$9,323 for his services from 2 December 2023 to 10 March 2024 are subject to shareholders' approval at the AGM to be held on 12 November 2026.

5. Mr. Sim Mong Keang was appointed as an Independent Non-Executive Director on 2 December 2023 and resigned on 15 June 2026. No Directors' fees were paid to him during FY2022-FY2026. Directors' fees of S$9,597 for his services from 2 December 2023 to 10 March 2024 are subject to shareholders' approval at the AGM to be held on 12 November 2026.

The remuneration of the KMP (who are not Directors or the CEO) for FY2022-FY2026 is set out below:

Name of KMP	FY2022 S$'000	FY2023 S$'000	FY2024 S$'000	FY2025 S$'000	FY2026 S$'000
Ng Kheng Jen[1,4]	20	98	114	10	-
Shek Chee Seng	-	-	87	35	42
Tan See Leng[3,4]	100	158	113	14	-

1. Inclusive of salary, bonus, and Singapore CPF contributions. Mr. Ng Kheng Jen was appointed as Financial Controller in 29 March 2022, promoted to Acting Group Chief Financial Officer on 15 December 2023, and ceased to hold that position on 3 May 2024.

2. Inclusive of salary, bonus, and CPF contributions. Mr. Shek Chee Seng was appointed as CEO for the subsidiary, Scientific, Industrial and Instrumentation Pte Ltd.

3. Inclusive of salary, bonus, and CPF contributions. Mr. Tan See Leng served as Chief Operating Officer from 26 September 2022 to 22 September 2023, and as Group Business Development Head from 15 December 2023 to 21 May 2024.

4. Remuneration is disclosed on the basis recognised in the audited financial statements of the relevant financial year. Salaries and bonuses that remained unpaid as at 11 March 2024 (the ascertainment date) were treated as claims under the Company's scheme of arrangement sanctioned by the High Court on 21 May 2026, and were settled in accordance with its terms.

The remuneration of each KMP does not exceed S$250,000 for FY2022-FY2026. The aggregate remuneration paid to the KMP for each financial year is set out below:

	FY2022 S$'000	FY2023 S$'000	FY2024 S$'000	FY2025 S$'000	FY2026 S$'000
Aggregate Remuneration	120	256	314	59	42

There were no other long-term incentives, termination benefits, retirement benefits or post-employment benefits granted to the Directors and KMP during FY2022-FY2026, save as disclosed above.

For FY2022-FY2026, save for Mr. Tanoto Sau Ian (a substantial shareholder of the Company), whose remuneration as ED and CEO up to 2 December 2023 is disclosed above, the Group did not have any employees who were substantial shareholders of the Company, or immediate family members of a Director, the Group CEO or a substantial shareholder of the Company.

Following the reconstitution of the Board on 30 July 2026, Mr. Melvin Tan Wei Yang, the ED and CEO, commenced receiving remuneration in accordance with the terms of his service and employment agreement with the Company.

For FY2027, the RC has recommended and the Board has approved the proposed aggregate Directors' fees of S$94,086 for the period from 30 July 2026 to 31 March 2027, which are subject to shareholders' approval at the forthcoming AGM to be held on 12 November 2026.

The proposed aggregate Directors' fees will be pro-rated based on the respective Directors' appointment dates, where applicable.

The proposed fees are based on an annual Board fee of S$24,000 for each NEDs, with additional annual fees of S$7,000 for the Board Chairperson, S$6,000 for the Deputy Chairperson, S$7,000 for the ARMC Chairperson, S$4,000 for each ARMC member, S$4,000 each for the NC and RC Chairpersons, and S$2,000 for each NC and RC member. On this basis, the annual fees are S$41,000 for Mr. Chan Chung Khang, S$30,000 for Ms. Maio Dangi, S$35,000 for Mr. Toh Hai Joo and S$34,000 for Mr. Jason Fong Jian Sheng, totalling S$140,000 a year. Pro-rated for the period from 30 July 2026 to 31 March 2027, the fees are S$27,554, S$20,161, S$23,522 and S$22,849 respectively. Mr. Melvin Tan Wei Yang, the ED and CEO, does not receive Directors' fees.

The RC has also recommended, and the Board has approved, the payment of Directors' fees of S$30,162 in aggregate to Mr. Chan Chung Khang, Mr. Jason Fong Jian Sheng and Mr. Sim Mong Keang for their services as IDs from 2 December 2023 to 10 March 2024 (in FY2024), for which no Directors' fees have been paid. Mr. Chan and Mr. Fong abstained from the deliberations and decisions on their own fees. The proposed fees comprise S$11,242 for Mr. Chan Chung Khang, S$9,323 for Mr. Jason Fong Jian Sheng and S$9,597 for Mr. Sim Mong Keang, computed on a monthly basis at annual rates of S$41,000, S$34,000 and S$35,000 respectively, pro-rated for the period, and are subject to shareholders' approval at the AGM to be held on 12 November 2026.

Provision 8.2

Remuneration of Employees Who Are Related to Directors, the CEO or Substantial Shareholders

Save as disclosed above in respect of Mr. Tanoto Sau Ian, there were no employees who were substantial shareholders of the Company, or immediate family members of a Director, the CEO or a substantial shareholder of the Company, whose remuneration exceeded S$100,000 during FY2022-FY2026.

Provision 8.3

All Forms of Remuneration and Other Payments and Benefits

Save as disclosed above, no other remuneration, payments or benefits were paid or payable by the Company or the Group to the Directors or KMP during FY2022-FY2026.

The Company will disclose the applicable forms of remuneration and other payments and benefits paid or payable to the Directors and KMP, including any employee share schemes and relevant remuneration components, where applicable, in accordance with the applicable requirements for FY2027.

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.

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.

Following the Company's discharge from JM on 18 July 2026 and the reconstitution of the Board and establishment of the ARMC on 30 July 2026, the Company is in the process of developing its post-JM risk management and internal controls framework. The ARMC's Terms of Reference have been updated as at 16 October 2026 to include its responsibilities in overseeing the Company's risk management and internal controls framework.

Provision 9.1

Nature and Extent of Risks

The Board recognises its responsibility for overseeing the Company's risk management and internal controls. As part of the development of its post-JM framework, the Company will establish appropriate processes for identifying, assessing, monitoring and managing the significant risks arising from its business operations. The Board, with the assistance of the ARMC, will oversee the development and implementation of the framework, having regard to the Company's business operations, strategic objectives and risk profile.

Provision 9.2

Adequacy and Effectiveness of Internal Controls and Risk Management Systems

Pursuant to Rule 1207(10) of the Listing Manual, the Board, with the concurrence of the ARMC, has assessed the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems for the financial year ended 31 March 2026 ("**FY2026**"). The Board's assessment relates to FY2026, being the latest financial year under review.

The Board has received written assurance from the ED and CEO and the CFO, who were appointed on 30 July 2026 and 3 August 2026 respectively, based on their reviews and enquiries since their appointment and the audit of the FY2026 financial statements, that, as at 31 March 2026, the Group's financial records had been properly maintained, and the financial statements gave a true and fair view of the Group's operations and finances.

The Board has also received written assurance from the ED and CEO and representative of KMP that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective as at 31 March 2026 to address the risks that the Group considers relevant and material to its business operations.

Based on the internal controls established and maintained by the Group, the work performed by the EA, the reviews performed by Management, various Board Committees and the Board, as well as the written assurances referred to above, the Board is satisfied and the ARMC concurs with the Board that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective as at 31 March 2026 to address the risks that the Group considers relevant and material to its business operations. In forming this view, the Board and the ARMC noted that the bases for the auditor's disclaimers of opinion on the financial statements for the financial years ended 31 March 2022 to 31 March 2025 arose largely from the unavailability of records and audit evidence for periods before and during JM. Since the discharge from JM, Management has rebuilt the finance function, restored reconciliations across the operating subsidiaries and adopted the governance policies described in this Report. The Company has not yet appointed an internal auditor (see Provision 10.4) and intends to do so in FY2027.

The Group's internal controls and risk management systems are designed to provide reasonable, but not absolute, assurance that the Group will not be adversely affected by events that could reasonably be foreseen as it strives to achieve its business objectives. The Board recognises that no system of internal controls and risk management can provide absolute assurance against the occurrence of material errors or misstatements, poor judgement in decision-making, human error, losses, fraud or other irregularities.

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

Following the Company's discharge from JM, Management will continue to review and strengthen the Group's control environment and devote appropriate resources and expertise towards developing and implementing the post-JM risk management and internal controls framework, including enhancing the Group's internal policies and procedures.

AUDIT AND RISK MANAGEMENT COMMITTEE

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

Provision 10.1

Roles and Duties of the ARMC

The ARMC was reconstituted on 30 July 2026. On 16 October 2026, the Board adopted the written Terms of Reference for the ARMC, which clearly set out its authority, duties and responsibilities.

The ARMC reports to the Board directly. The Terms of Reference of the ARMC set out its duties and responsibilities. The principal duties and responsibilities of the ARMC include:

(a) reviewing the integrity of the Group's financial statements and financial reporting, including significant financial reporting issues and judgements, and the application and consistency of accounting standards;

(b) overseeing the adequacy and effectiveness of the Group's risk management framework and internal controls, including financial, operational, compliance and information technology controls, and advising the Board on significant risks and risk mitigation measures;

(c) reviewing the adequacy, effectiveness, independence, scope and results of the Group's internal audit function, including the internal audit programme, reports, resources and follow-up on audit findings and recommendations;

(d) reviewing the scope and results of the external audit, assessing the independence, objectivity and effectiveness of the EA, and making recommendations to the Board on the appointment, re-appointment, removal, remuneration and terms of engagement of the EA;

(e) reviewing the effectiveness of the systems for monitoring compliance with laws and regulations, including processes for addressing complaints relating to accounting, internal controls and auditing matters;

(f) overseeing the establishment and operation of appropriate programmes, policies and controls to identify and prevent fraud, and monitoring Management's and the auditors' assessments of internal controls, particularly those relating to financial reporting;

(g) overseeing the establishment and operation of the Group's whistleblowing arrangements, including ensuring that appropriate channels are available for employees and other stakeholders to raise concerns and that such concerns are independently investigated and appropriately followed up;

(h) reviewing IPTs and related party transactions to ensure that they are conducted on normal commercial terms and do not prejudice the interests of the Company or its minority shareholders, and ensuring appropriate disclosure and reporting in accordance with the Listing Manual and applicable accounting standards;

(i) reviewing the assurance provided by the CEO and CFO on the adequacy and effectiveness of the Group's risk management and internal controls, and reporting to the Board on the ARMC's assessment and concurrence with the Board's statement on such matters; and

(j) reviewing and monitoring other matters within the ARMC's Terms of Reference and such other matters as may be delegated or referred to it by the Board, including reviewing the Company's annual report disclosures relating to audit, risk management and internal controls.

Provisions 10.2 and 10.3

ARMC Composition

The ARMC comprises three (3) Directors, all of whom, including its Chairperson, are independent. The ARMC is chaired by an Independent NED. As at the date of this Report, the ARMC comprises the following:

Mr. Toh Hai Joo	-	Chairperson
Mr. Chan Chung Khang	-	Member
Mr. Jason Fong Jian Sheng	-	Member

The Board is satisfied that the ARMC members, collectively, have the relevant accounting and related financial management expertise or experience to discharge their responsibilities. None of the ARMC members is a former partner or director of the Company's existing auditing firm or auditing corporation, and none has any financial interest in the auditing firm or auditing corporation.

Provision 10.4

Internal Audit Function

The Board recognises the importance of maintaining a sound system of internal controls, procedures and processes to safeguard the shareholders' investments and the Group's assets.

Following the Company's discharge from JM on 18 July 2026, the Company has been progressively regularising its compliance and reporting matters, including addressing historical financial reporting matters relating to FY2022-FY2026. In view of these ongoing efforts, the Company has not appointed an internal auditor as at the date of this Report. The Company intends to formally engage an internal auditor in FY2027 as part of its efforts to strengthen the Group's governance, risk management and internal control framework.

Upon appointment, the internal auditor will report directly to the ARMC and assist the Board and the ARMC in assessing and monitoring the adequacy and effectiveness of the Group's risk management and internal control systems.

External Audit Function

The ARMC reviews the scope and results of the audit conducted by the Company's EA, the cost-effectiveness of the audit, and the independence and objectivity of the EA. In doing so, the ARMC seeks to balance the maintenance of the EA's independence and objectivity with the provision of quality and cost-effective professional services.

The ARMC assesses the independence and objectivity of the EA annually, taking into consideration the nature and extent of non-audit services, if any, provided by the EA. For FY2022-FY2026, no non-audit services were provided by the EA and, accordingly, no fees were paid for such services.

The Company has appointed a different auditing firm to audit subsidiaries for statutory reporting purposes. The Board and the ARMC are satisfied that the appointment of a different auditing firm would not compromise the standard and effectiveness of the audit of the Group. Accordingly, the Company complies with Rules 712 and 716 of the Listing Manual.

The details of the audit fees paid or payable to the auditors of the Group for FY2022-FY2026 are set out below:

Audit fees (S$'000)	**FY2022**	**FY2023**	**FY2024**	**FY2025**	**FY2026**
Company's EA	239	205	336	235	253
Other independent auditors of the Group's overseas subsidiaries	44	42	24	33	18
Total audit fees	**283**	**247**	**360**	**268**	**271**

The Company's EA, PKF-CAP LLP, is a firm of Chartered Accountants in Singapore registered with ACRA. The other independent auditors engaged to audit the Group's overseas subsidiaries are registered with the relevant professional or regulatory bodies in their respective jurisdictions, including the Malaysian Institute of Accountants for the Malaysian auditors and the relevant regulatory body in Indonesia for the Indonesian auditors.

The ARMC is satisfied with the independence and objectivity of the EA and has recommended to the Board that PKF-CAP LLP be nominated for re-appointment as the Company's EA at the forthcoming AGM.

The ARMC members keep abreast of changes in accounting standards and other developments that may directly affect the Group's financial statements through training, seminars and updates provided by the EA. The EA also updates the ARMC on relevant changes in accounting standards, regulations and other matters affecting the Group's financial reporting.

Provision 10.5

Meeting with EA without the presence of Management

In performing its functions, the ARMC meets with the EA to discuss the scope and results of the external audit, significant audit findings and matters relating to the Group's internal controls. The ARMC also meets with Management, the CFO and the EA to discuss changes in accounting standards and other matters that may have a direct impact on the Group's financial statements. The ARMC meets with the EA without the presence of Management at least once a year and as and when required, to facilitate open discussion of matters arising from the audit.

As at the date of this Report, the ARMC has met separately with the EA, without the presence of Management, in relation to the Group's financial reporting and external audit matters.

Whistleblowing Policy

The Company has adopted a Whistleblowing Policy which provides well-defined and accessible channels through which employees and other stakeholders may raise concerns in good faith regarding possible misconduct, wrongdoing, improprieties in financial reporting, or other matters relating to the Company and its officers. The Whistleblowing Policy sets out procedures to ensure that:

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

(ii) appropriate action is taken to address weaknesses in internal controls and policies which may have contributed to the perpetration of fraud and/or misconduct and to prevent recurrence; and

(iii) appropriate administrative, disciplinary, civil and/or criminal action is taken, where warranted, following the completion of investigations, while providing assurance that whistleblowers who raise concerns in good faith will be protected from detrimental or unfair treatment.

The Group has also extended the Whistleblowing Policy to members of the public through the Company's corporate website, whereby employees of the Group and external parties may raise their concerns under the Whistleblowing Policy by reporting to the Chairperson of the ARMC via email at whistleblowing@uspgroup.com.sg. The objective of these arrangements is to facilitate the independent investigation of matters raised and ensure that appropriate follow-up actions are taken. Where appropriate, investigations are conducted by an appointed independent function or person who reports directly to the Chairperson of the ARMC.

The identity of the whistleblower is kept confidential at all times, and the Company is committed to protecting whistleblowers against detrimental or unfair treatment for raising concerns in good faith. The ARMC is responsible for the oversight and monitoring of the Whistleblowing Policy and arrangements, including ensuring that concerns raised are independently investigated and appropriately followed up.

The Whistleblowing Policy and procedures are reviewed by the ARMC from time to time to ensure that they remain relevant and effective. The ARMC reports to the Board on matters arising from the whistleblowing arrangements. Where reports involve serious offences and/or criminal activities, the ARMC and the Board may seek appropriate external advice and, where appropriate or required, make a report to the relevant authorities for further investigation or action.

The updated Whistleblowing Policy was adopted by the Board on 16 October 2026 and will be made available on the Company's corporate website. The existence of the Whistleblowing Policy and the procedures for raising concerns are also communicated to employees.

The ARMC did not receive any whistleblowing reports during FY2022-FY2026 and up to 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.

The Company recognises the importance of protecting shareholders' rights and facilitating their effective participation at general meetings. Shareholders are provided with opportunities to seek clarification from the Board and Management on matters affecting the Group and to exercise their voting rights in accordance with the Company's Constitution and applicable laws and regulations.

Following the Company's discharge from JM on 18 July 2026, the Company is holding a combined AGM in respect of FY2022-FY2026 as part of its ongoing regularisation of corporate and reporting matters. The combined AGM is scheduled to be held physically on 12 November 2026 at 10.00 a.m.

Provision 11.1

Shareholders' Participation in General Meetings

The Company provides shareholders with opportunities to participate effectively in and vote at general meetings. In its engagement with shareholders, investors and analysts, the Company recognises the importance of timely, accurate, fair and transparent disclosure of information.

Notices of general meetings, together with the relevant annual reports, circulars and explanatory materials, where applicable, are disseminated to shareholders in accordance with the applicable statutory and regulatory requirements and the Company's Constitution. Notices of general meetings are announced via SGXNet, made available on the Company's corporate website and published in the daily press.

To provide shareholders with sufficient time to review the relevant documents, the notice of AGM, together with the Annual Report, is distributed to shareholders at least fourteen (14) days before the scheduled AGM date. Where special resolutions are to be considered, at least twenty-one (21) days' notice is given, in accordance with the Company's Constitution. Notice of the AGM is also published in the daily press at least fourteen (14) days before the meeting. Shareholders are encouraged to attend general meetings to promote active participation and accountability.

Shareholders are informed of the arrangements for each general meeting, including the procedures for attending the meeting, raising questions and voting on resolutions. Shareholders are encouraged to raise questions or seek clarification from the Board and Management on matters relating to the Group's business, financial performance and other relevant matters.

The Company's combined AGM for FY2022-FY2026 will be held physically on 12 November 2026 at 10.00 a.m. Details of the meeting and the applicable procedures for attendance, questions and voting are set out in the Notice of AGM.

Shareholders who are unable to attend a general meeting in person may appoint not more than two (2) proxies to attend, speak and vote on their behalf, subject to the Company's Constitution and applicable laws and regulations. Members who are relevant intermediaries may appoint more than two (2) proxies in accordance with the applicable statutory provisions. A proxy need not be a member of the Company. The relevant proxy appointment procedures and submission deadlines are set out in the notice of the relevant general meeting.

Provision 11.2

Conduct of Resolutions and Voting

The Company tables separate resolutions at general meetings for each substantially separate issue, unless the issues are interdependent and linked so as to form one significant proposal. Where resolutions are bundled, the reasons for doing so and the material implications are explained in the notice of meeting.

All resolutions at general meetings are voted on by poll. An independent scrutineer is appointed to validate the votes cast and supervise the counting process. The poll results for each resolution, including the number and percentage of votes cast for and against the resolution, are announced at the meeting and released via SGXNet.

Shareholders are informed of the procedures for voting at general meetings to facilitate the exercise of their voting rights.

Provision 11.3

Interaction with Shareholders

The Company recognises the importance of facilitating effective interaction between shareholders, the Board and Management at general meetings.

Shareholders are given the opportunity to raise questions and seek clarification from the Directors and Management on matters relating to the Company's business, financial performance and other relevant matters. The Company's EA will be present at the AGM to address shareholders' queries relating to the conduct of the audit and the preparation and content of the auditor's report.

The Chairperson of the Board and the respective Chairpersons of the Board Committees will be present at general meetings to assist in addressing shareholders' comments and queries. Appropriate senior management personnel will also be present, where necessary, to respond to operational questions from shareholders.

The Board was reconstituted on 30 July 2026 following the Company's discharge from JM. Save for the AGM for the financial year ended 31 March 2021 held on 28 February 2022. No AGMs were held during FY2022 to FY2026. However, two (2) EGMs were held in 2023.

Provision 11.4

Absentia Voting

The Company's Constitution permits the Directors, at their discretion and subject to the provisions of the Constitution and applicable laws and regulations, to approve and implement voting methods to enable Members who are unable to vote in person at a general meeting to vote in absentia. Such methods may include voting by mail, electronic mail and facsimile, subject to such security measures as the Directors may consider necessary or expedient.

The implementation of voting in absentia is subject to the Directors' approval and the establishment of appropriate arrangements and security measures. Accordingly, the inclusion of this provision in the Company's Constitution does not, in itself, mean that voting in absentia will be available at every general meeting.

Provision 11.5

Minutes of General Meetings

The Company prepares minutes of general meetings which record substantial and relevant comments or queries raised by shareholders relating to the agenda of the meeting, together with the responses from the Board and Management.

The minutes of general meetings will be published on the Company's corporate website and announced via SGXNet within one (1) month of the relevant meeting.

Provision 11.6

Dividend Policy

The Company does not currently have a formal dividend policy. Following its discharge from JM on 18 July 2026, the Company is reviewing its financial position, working capital requirements, capital needs, business plans and future growth prospects in determining an appropriate approach to the distribution of dividends.

Any future dividend recommendation or declaration will be subject to the Group's financial performance and position, cash flow, working capital and capital expenditure requirements, borrowing obligations (if any), business plans and other factors that the Board considers relevant, with a view to balancing shareholder returns against the Group's need to maintain sufficient resources for its operations and sustainable growth.

The Company intends to establish and disclose a formal dividend policy in its Annual Report for FY2027.

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 view on various matters affecting the Company.

Provision 12.1

Communication with Shareholders

The Company recognises the importance of regular, effective and fair communication with shareholders and is committed to providing shareholders with timely access to relevant information and opportunities to communicate their views on matters affecting the Company.

General meetings serve as an important platform for the Board and Management to engage with shareholders, address their questions and receive feedback on the Group's business, financial performance and other relevant matters. Shareholders are encouraged to participate actively in general meetings and to raise questions or seek clarification from the Board and Management.

Following the Company's discharge from JM on 18 July 2026, the Board was reconstituted on 30 July 2026. Save for the AGM for the financial year ended 31 March 2021 held on 28 February 2022. No AGMs were held during FY2022 to FY2026. However, two (2) EGMs were held in 2023. The Company's combined AGM for FY2022-FY2026 will be held physically on 12 November 2026, providing shareholders with an opportunity to engage with the Board and Management.

Shareholders may contact the Company through its available corporate communication channels to raise enquiries or seek clarification on matters relating to the Group. The Company seeks to address such enquiries appropriately and facilitate effective communication with shareholders.

Provisions 12.2 and 12.3

Investor Relations Policy

The Company does not currently have a formal investor relations policy or a dedicated investor relations team. The Board considers it important to maintain effective communication with shareholders and to ensure that material information is disseminated fairly and promptly in accordance with applicable regulatory requirements.

Shareholder enquiries and communications are handled through the Company's existing corporate communication channels, with relevant matters referred to the appropriate personnel where necessary. The Board will continue to assess the adequacy of the Company's shareholder communication arrangements and the need for a formal investor relations policy in light of the Group's circumstances and future development. The Company intends to adopt a formal investor relations policy in FY2027, ahead of Rule 710B of the Listing Manual taking effect on 1 January 2027.

Disclosure of Information

The Board recognises its responsibility to provide shareholders with a balanced and understandable assessment of the Group's performance, financial position and prospects. The Company is committed to providing shareholders with timely, accurate and comprehensive information on material developments affecting the Group in accordance with the applicable laws and regulations and the Listing Manual.

The Company's policy is to ensure that material information is disseminated to shareholders and the investing public in a timely, fair and non-selective manner. Material information and developments affecting the Group are disclosed through SGXNet in accordance with the Company's disclosure obligations, with other appropriate channels, including press releases where applicable, used as necessary.

The Company does not practise selective disclosure of material information and seeks to ensure that shareholders and the investing public have fair and equal access to material information.

The Company's corporate website serves as an additional channel for shareholders and other stakeholders to access information about the Group. The Board will continue to oversee the Company's disclosure practices to promote transparency and maintain effective communication with shareholders.

V. MANAGING STAKEHOLDERS' RELATIONSHIPS

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

Provision 13.1

Stakeholders' Engagement

The Board recognises the importance of maintaining effective relationships with the Group's stakeholders and takes into consideration their interests and concerns in overseeing the Group's business and operations.

The Group engages with its stakeholders, which include shareholders, employees, customers, business partners, suppliers, service providers, bankers and other relevant stakeholders, through various channels, including general meetings, corporate communications, business and operational discussions, and other appropriate channels of communication, as applicable.

The Board seeks to ensure that stakeholders are kept appropriately informed of matters relevant to them and that material concerns raised by stakeholders are considered and addressed where appropriate. The Board will continue to review the Group's stakeholder engagement approach in light of the Group's business activities and future development.

Provision 13.2

Strategy and Key Areas of Focus

The Board recognises that effective management of stakeholder relationships is important to the Group's long-term sustainability and considers the interests of its stakeholders in its decision-making and oversight of the Group.

The Company has obtained a waiver from the SGX RegCo in respect of the sustainability reporting requirements for FY2022-FY2026. The Company announced the waiver and the reasons for its inability to produce Sustainability Reports for FY2022-FY2026 via SGXNet on 7 October 2026.

The Company submitted that the preparation and issuance of separate Sustainability Reports for FY2022-FY2026 would not be meaningful or proportionate in the circumstances. During the relevant period, the Company was subject to a prolonged period of JM, and its shares have been suspended from trading since 23 February 2024. The Group's business and operating activities were also significantly curtailed during the relevant period. In addition, the Company has been devoting significant resources and efforts towards the regularisation of its historical financial reporting and related corporate matters, as well as progressing its proposed resumption of trading.

In view of these circumstances, the preparation of separate Sustainability Reports for FY2022-FY2026 at this stage would require significant additional resources and effort, without providing commensurate additional information or benefit to shareholders and the investing public.

Following completion of the Company's regularisation process, the Company intends to comply with the applicable sustainability reporting requirements under the Listing Manual for subsequent financial years, including from FY2027 onwards.

Provision 13.3

Corporate Website

The Company maintains a corporate website at https://www.uspgroup.com.sg/, through which shareholders and other stakeholders may access information about the Group, including corporate information, announcements, annual reports and other relevant information.

The Company's corporate website also provides relevant contact details through which shareholders and other stakeholders may communicate with the Company or raise enquiries. The Company will continue to maintain its corporate website as an additional channel for communicating and engaging with its stakeholders.

VI. DEALINGS IN SECURITIES

The Company has adopted a Code of Best Practices on Securities Transactions by the Company and its Officers to provide guidance on dealings in the Company's securities, in accordance with Rule 1207(19) of the SGX-ST Listing Manual.

The Company has informed its Directors, officers and employees that they must not deal in the Company's securities while in possession of unpublished material price-sensitive information. They are also prohibited from dealing in the Company's securities during the closed periods commencing one (1) month before the announcement of the Group's half-year and full-year results, respectively, and ending on the date of the announcement of the relevant financial results.

Directors are required to notify the Company of their dealings in the Company's securities within two (2) business days of the relevant transaction and to provide an annual confirmation of their compliance with the Code of Best Practices. Directors and officers are also discouraged from dealing in the Company's securities on short-term considerations.

VII. INTERESTED PERSON TRANSACTIONS

The Company has established internal control procedures governing IPTs to ensure that any IPTs are properly documented, reported to the ARMC in a timely manner and conducted on normal commercial terms that are not prejudicial to the interests of the Company and its minority shareholders.

The Company does not have a general mandate from shareholders for IPTs pursuant to Rule 920 of the Listing Manual. Should the need arise, the Company will convene a general meeting to seek the necessary shareholders' approval in accordance with the applicable requirements.

There were no IPTs entered into by the Group during FY2022-FY2026. Subsequent to FY2026, on 12 August 2026, the Company received a letter of financial support from Hinterland Capital Pte. Ltd. (wholly owned by the ED and CEO) and Ascendro Group Limited (wholly owned by the Non-Independent Non-Executive Deputy Chairperson), under which each undertook to provide the Company with unsecured, interest-free loans of up to S$1,000,000. The ARMC reviewed the arrangement, and the interested Directors abstained from the relevant deliberations and decisions. Details were announced on SGXNet on 12 August 2026.

VIII. MATERIAL CONTRACTS

Save as disclosed in this Annual Report in relation to the service agreement entered into between the Company and its ED and CEO on 30 July 2026, and as disclosed in the financial statements, there were no other material contracts of the Company or its subsidiaries involving the interests of the CEO, any Director or controlling shareholder that were subsisting at the end of FY2026 or, if not then subsisting, had been entered into since the end of the previous financial year.

In addition, the Conditional Loan Facility Agreement dated 19 September 2025 between the Company and Ascendro Group Limited, which is wholly owned by Ms. Maio Dangi (appointed as a Non-Independent Non-Executive Deputy Chairperson on 30 July 2026), subsisted at the end of FY2026. Since the end of FY2026, the Company has also entered into the letter of financial support dated 12 August 2026 described under IPTs above. Details of both were announced on SGXNet.

Name of Director	Mr. Melvin Tan Wei Yang	Mr. Chan Chung Khang
Date of Appointment	30 July 2026	2 December 2023
Date of last re-appointment (if applicable)	N.A.	N.A.
Age	41	47
Country of principal residence	Singapore	Singapore
Whether appointment is executive, and if so, the area of responsibility	Executive. Mr. Melvin Tan Wei Yang serves as the Chief Executive Officer of the Group. He is responsible for the overall management, business, operations and strategic direction of the Group, including leading the Group's restructuring and recovery, the pathway to resumption of trading on the SGX-ST, and the oversight of all subsidiaries, of which he also serves as Chief Executive Officer.	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Chief Executive Officer, and a Member of AI and Technology Committee	Independent Non-Executive Chairperson, Chairperson of Remuneration Committee, and a Member of Audit and Risk Management Committee, Nominating Committee and AI and Technology Committee
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr. Melvin Tan Wei Yang as Executive Director and Chief Executive Officer was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, relevant experience and overall contribution.	The re-election of Mr. Chan Chung Khang as the Independent Non-Executive Chairperson was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, relevant experience and overall contribution.
Professional and educational qualifications	Bachelor of Business Administration (BBA), Major in Marketing, Minor in Entrepreneurship, Nanyang Technological University Singapore Diploma in Business Informatics, Nanyang Polytechnic	Bachelor of Economics and Finance (Distinction), Royal Melbourne Institute of Technology University

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

Name of Director	Mr. Melvin Tan Wei Yang	Mr. Chan Chung Khang
Working experience and occupation(s) during the past 10 years	Chief Executive Officer, Supratechnic (M) Sdn. Bhd., June 2025 - Present Executive Director, Supratechnic (M) Sdn. Bhd., September 2024 - June 2025 Chief Executive Officer, Scientific & Industrial Instrumentation Pte. Ltd., June 2026 - Present Senior Advisor, Scientific & Industrial Instrumentation Pte. Ltd., August 2025 - June 2026 Founder & Chief Executive Officer, Hinterland Group of Companies, August 2020 - Present	Managing Director, ISOTeam Renewable Solutions Pte Ltd, October 2021 - Present Group General Manager, ISOTeam Ltd - July 2013 - Present Director, ISOLandscape Pte Ltd, May 2015 - May 2023
Shareholding interest in the listed issuer and its subsidiaries	Yes	No
Shareholding details	10,225,000 ordinary shares	N.A.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments including Directorships		
Past (for the last 5 years)	Director, Hinterland Capital Ltd. Director, New Era Capital Ltd.	Director, ISO Landscape Pte Ltd

Name of Director	Mr. Melvin Tan Wei Yang	Mr. Chan Chung Khang
Present	Singapore Companies: Director, Hinterland Investments Pte. Ltd. Director, Hinterland Capital Pte. Ltd Director, Frac Pte. Ltd. Director, SuprAI Pte. Ltd. Director, SuprAI Capital Pte. Ltd. Director, Supratechnic (S) Pte. Ltd. Director, Scientific & Industrial Instrumentation Pte. Ltd. Malaysia Companies: Director, Frac Sdn. Bhd. Director, Felicity Postpartum Care Sdn. Bhd. Director, Supratechnic (M) Sdn. Bhd. Director, Supratechnic Properties Sdn. Bhd.	Managing Director, ISOTeam Renewable Solutions Pte Ltd Group General Manager, ISOTeam Ltd
Information required pursuant to Listing Manual 704(7) and/or 704(8)		
(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

Name of Director	Mr. Melvin Tan Wei Yang	Mr. Chan Chung Khang
(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 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
(d) Whether there is any unsatisfied judgment against him?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

Name of Director	Mr. Melvin Tan Wei Yang	Mr. Chan Chung Khang
(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

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

Name of Director	Mr. Melvin Tan Wei Yang	Mr. Chan Chung Khang
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:—		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No

Name of Director	Mr. Melvin Tan Wei Yang	Mr. Chan Chung Khang
(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?	Yes. Mr. Melvin Tan Wei Yang was the subject of investigations by Singapore authorities relating to alleged false trading of shares in New Silkroutes Group Ltd in 2018. These authorities subsequently informed him that no further action would be taken in respect of these allegations, and the matter has concluded.	No
If Yes, Please provide full details		
Disclosure applicable to the appointment of Director only.		
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable, as this is a re-election.	Not applicable, as this is a re-election.

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

Name of Director	Ms. Maio Dangi	Mr. Toh Hai Joo
Date of Appointment	30 July 2026	30 July 2026
Date of last re-appointment (if applicable)	N.A.	N.A.
Age	36	53
Country of principal residence	Singapore	Singapore
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Independent Non-Executive Deputy Chairperson, and Chairperson of AI and Technology Committee	Independent Non-Executive Director, Chairperson of Audit and Risk Management Committee, and a Member of Nominating Committee and Remuneration Committee
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Ms. Maio Dangi as Non-Independent Non-Executive Deputy Chairperson was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration her qualifications, expertise, relevant experience and overall contribution.	The re-election of Mr. Toh Hai Joo as the Independent Non-Executive Director was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, relevant experience and overall contribution.
Professional and educational qualifications	Certified Ethical Hacker (CEH), EC-Council Diploma in Network Defence and Forensic Countermeasures, PSB Academy, Singapore	Chartered Accountant
Working experience and occupation(s) during the past 10 years	Director, Ascendro Group, July 2025 - Present Director / Chief Executive Officer, Giga Orca Pte. Ltd., December 2024 - Present Marketing Bridging Specialist / Administrative Executive, Greater Asia Communications Pte. Ltd., November 2020 - December 2024 Business Development Manager, Wechain FinTech, May 2020 - November 2020 Personal Assistant to Chief Executive Officer / Secretary, Dai-ichi Life Holdings, Inc., May 2017 - April 2020	Chief Financial Officer, Otsaw Digital, 2025 Finance Director, TR Asia Investment Holdings Pte Ltd, 2010 - 2025

Name of Director	Ms. Maio Dangi	Mr. Toh Hai Joo
Shareholding interest in the listed issuer and its subsidiaries	No	No
Shareholding details	N.A.	N.A.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No.	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments including Directorships		
Past (for the last 5 years)	Marketing Bridging Specialist / Administrative Executive, Greater Asia Communications Pte. Ltd	Executive Director, TR Asia Executive Director, TR Formac
Present	Director and Chief Executive Director, Giga Orca Pte. Ltd. Director, Ascendro Group Limited	Nil
Information required pursuant to Listing Manual 704(7) and/or 704(8)		
(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

Name of Director	Ms. Maio Dangi	Mr. Toh Hai Joo
(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 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
(d) Whether there is any unsatisfied judgment against him?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

Name of Director	Ms. Maio Dangi	Mr. Toh Hai Joo
(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

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

Name of Director	Ms. Maio Dangi	Mr. Toh Hai Joo
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:—		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No

Name of Director	Ms. Maio Dangi	Mr. Toh Hai Joo
(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
If Yes, Please provide full details		
Disclosure applicable to the appointment of Director only.		
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable, as this is a re-election.	Not applicable, as this is a re-election.

CORPORATE GOVERNANCE REPORT

For the financial years ended 31 March 2022 to 31 March 2026

Name of Director	**Mr. Jason Fong Jian Sheng**
Date of Appointment	2 December 2023
Date of last re-appointment (if applicable)	N.A.
Age	38
Country of principal residence	Malaysia
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Non-Executive Director, Chairperson of Nominating Committee, and a Member of Audit and Risk Management Committee, Remuneration Committee and AI and Technology Committee
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr. Jason Fong Jian Sheng as Independent Non-Executive Director was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, relevant experience and overall contribution.
Professional and educational qualifications	Bachelor of Marketing, HELP University College
Working experience and occupation(s) during the past 10 years	Senior Independent Non-Executive Director, Eduspec Holdings Berhad, October 2022 to October 2024 Independent Non-Executive Director, G Capital Berhad, October 2021 to Present Senior Independent Non-Executive Director, XL Holdings Berhad, January 2021 to Present Executive Director, Aegis Communication Sdn Bhd, April 2018 to Present
Shareholding interest in the listed issuer and its subsidiaries	No
Shareholding details	N.A.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

Name of Director	**Mr. Jason Fong Jian Sheng**
Other Principal Commitments including Directorships	
Past (for the last 5 years)	Senior Independent Non-Executive Director, Eduspec Holdings Berhad
Present	Independent Non-Executive Director, G Capital Berhad Senior Independent Non-Executive Director, XL Holdings Berhad Executive Director, Aegis Communication Sdn Bhd Director, Supratechnic (M) Sdn. Bhd. Director, Supratechnic Properties Sdn. Bhd.
Information required pursuant to Listing Manual 704(7) and/or 704(8)	
(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
(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
(c) 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
(d) Whether there is any unsatisfied judgment against him?	No

Name of Director	Mr. Jason Fong Jian Sheng
(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
(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
(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
(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
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:—	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
(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

Name of Director	**Mr. Jason Fong Jian Sheng**
(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
(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
(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
If Yes, Please provide full details	
Disclosure applicable to the appointment of Director only.	
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable, as this is a re-election.

DIRECTORS' STATEMENT

For the financial year ended 31 March 2026

The directors present their statement to the members together with the audited consolidated financial statements of USP Group Limited (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2026.

During the financial year ended 31 March 2024, the Company was placed under interim judicial management pursuant to an order of the Singapore High Court dated 11 March 2024. Messrs Tan Wei Cheong and Lim Loo Khoon, care of Deloitte & Touche LLP, were appointed as the joint and several interim judicial managers of the Company.

On 11 June 2024, the Singapore High Court granted orders placing the Company under judicial management, and Messrs Tan Wei Cheong and Lim Loo Khoon were appointed as the joint and several judicial managers of the Company with immediate effect. Following their appointment, the Judicial Managers assumed responsibility for managing the affairs, business and property of the Company in accordance with the applicable provisions of the Insolvency, Restructuring and Dissolution Act 2018 ("IRDA").

During the judicial management period, the powers and duties ordinarily exercisable or performed by the directors of the Company were subject to the powers vested in the Judicial Managers under the IRDA, and the affairs and business of the Company were managed by the Judicial Managers. The judicial management period continued while the Company undertook its restructuring and implementation of a scheme of arrangement.

On 14 July 2026, the Singapore High Court ordered that the judicial management of the Company be discharged and that the Judicial Managers be released from liability, save for liabilities specified under section 112(5) of the IRDA, with effect from 18 July 2026. Accordingly, upon the discharge of the Company from judicial management, management and control of the Company reverted to the Board of Directors.

Opinion of the directors

In the opinion of the directors:

(a) the 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 so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2026 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 financial year then ended; and

(b) at the date of this statement, after considering the measures taken by the Group and the Company with respect to their ability to continue as going concerns as described in Note 3.1 to the audited 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' STATEMENT

For the financial year ended 31 March 2026

Directors

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

Melvin Tan Wei Yang	Executive Director and Chief Executive Officer (appointed on 30 July 2026)
Maio Dangi	Non-Independent Non-Executive Deputy Chairperson (appointed on 30 July 2026)
Chan Chung Khang	Independent Non-Executive Chairperson (appointed on 2 December 2023)
Jason Fong Jian Sheng	Independent Non-Executive Director (appointed on 2 December 2023)
Toh Hai Joo	Independent Non-Executive Director (appointed on 30 July 2026)

Arrangements to enable directors to acquire benefits by means of the acquisition of shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose 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, debentures or convertible securities of the Company or any other body corporate.

Directors' interests in shares, convertible securities or debentures

According to the Register of Directors' Shareholdings kept by the Company, the Directors of the Company who held office at the end of the financial year (including those held by their spouses and infant children) had no interests in shares, debentures, warrants and share options in the Company and the related corporations.

The directors' interest as at 21 April 2026 were the same as those at the end of the reporting year.

Except for salaries, bonuses and fees and those benefits that are disclosed in this report and in Notes 8 and 27 to the financial statements, since the end of the last financial period, no Director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the Directors, or with a firm of which he is a member or with a company in which he has substantial financial interest.

Share options

No option to take up unissued shares of the Company or its subsidiary corporations was granted during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations whether granted before or during the financial year.

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

Audit and risk management committee

The audit and risk management committee ("ARMC") comprises three independent non-executive directors. The members of the ARMC at the date of this statement are:

As at the date of the Director's Statement

Toh Hai Joo	Chairperson
Chan Chung Khang	Member
Jason Fong Jian Sheng	Member

The ARMC carries out its functions in accordance with the applicable provisions of the Companies Act 1967, the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Code of Corporate Governance. Its principal functions include reviewing significant financial reporting matters and judgements, accounting policies, the adequacy and effectiveness of the Group's internal controls and risk management systems, internal audit matters and interested person transactions. The ARMC also reviews the scope and results of the external audit and matters relating to the independence and objectivity of the independent auditor.

Other functions performed by the ARMC are described in the report on corporate governance included in the annual report of the Company, including an explanation of how external auditor's objectivity and independence are safeguarded.

The ARMC has full access to and cooperation by management and has full discretion to invite any executive director or executive officer to attend its meetings.

The ARMC is satisfied with the independence and objectivity of the independent auditor and has recommended to the Board that PKF-CAP LLP be nominated for re-appointment as independent auditor of the Company at the forthcoming Annual General Meeting.

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

Independent auditor

PKF-CAP LLP, the independent auditor, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Melvin Tan Wei Yang Executive Director and Chief Executive Officer	Maio Dangi Non-Independent Non-Executive Deputy Chairperson

26 October 2026

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF USP GROUP LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of USP Group Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 March 2026, 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 year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 90 to 171.

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 March 2026 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and 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"), as applicable to audits of financial statements of public interest entities together with the ethical requirements that are relevant to audits of the financial statements of public interest entities in Singapore. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. 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. We have determined the matter described below to be the key audit matter to be communicated in our report.

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

Key Audit Matters (cont'd)

Going concern basis in preparation of the financial statements	How our audit addressed the Key Audit Matter
As disclosed in Note 3.1 to the financial statements, the Company was initially placed under interim judicial management by order of the Singapore High Court dated 11 March 2024, and subsequently, under judicial management by Court order dated 11 June 2024, with Messrs Tan Wei Cheong and Lim Loo Khoon of Deloitte & Touche LLP appointed as the joint and several Judicial Managers. As a result, trading in the Company's shares on the SGX-ST was suspended since 23 February 2024 and remains suspended as at the date of this report. The Judicial Managers' statement of proposals was approved by creditors on 6 September 2024. Scheme creditors approved the Scheme of Arrangement on 9 April 2026 and the High Court sanctioned the Scheme on 21 May 2026. Following implementation of the Scheme, the Court ordered that the judicial management of the Company be discharged with effect from 18 July 2026, upon which management and control of the Company reverted to the Board of Directors. For the financial year ended 31 March 2026, the Group incurred a net loss of $4,946,000 and had net cash outflow of S$1,309,000 from operating activities. As at that date, the Group had net current liabilities of $4,350,000 and the Company had net current liabilities of S$9,299,000. The Group's continued operation as a going concern is dependent on the successful implementation of the restructuring measures and on the realisation of the funding and asset-realisation initiatives set out in Note 3.1.	We evaluated management's and the directors' assessment of the Group's and the Company's ability to continue as going concerns, including their business plans, restructuring measures, cost management initiatives and available financing sources. We obtained the 19-month consolidated cash flow forecast from 1 April 2026 to 31 October 2027 and ensured that it had been approved by the Board of Directors, and checked its mathematical accuracy including assessing whether the forecast has been prepared based on reasonable assumptions and future events that are supportable. We compared forecasted revenue, gross margins, operating and fixed costs and working capital movements against historical results, available budgets and the new distributorship arrangements, and challenged significant changes from historical performance. We independently recalculated and stress-tested management's cash flow forecast using adverse scenarios such as an unsuccessful compliance placement, delayed or non-receipt of the disposal proceeds, lower forecast gross profit, a contingent cash settlement of up to $3.0 million to Ascendro Group Limited, and a plausible combination of these factors. We also evaluated the resulting lowest liquidity position and the funding required to maintain the assessed minimum cash balance.

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

Key Audit Matters (cont'd)

Going concern basis in preparation of the financial statements	**How our audit addressed the Key Audit Matter**
Based on the Group's 19-month consolidated cash flow forecast as drawn up by management up to October 2027, the Board of Directors has concluded that the Group will have sufficient financial resources and there is no material uncertainty regarding the Group's ability to continue as a going concern for at least the next twelve months from the date of authorisation of these financial statements. As the going concern assessment involves significant judgements and consideration of future events, we have identified this to be a key audit matter.	We inspected the conditional loan agreement dated 19 September 2025 with Ascendro Group Limited for a non-interest-bearing facility of up to $3.0 million and vouched amounts received to bank records. We reviewed the sale and purchase agreement for the Shah Alam property, the related SGX-ST waiver announcement dated 3 June 2026 and the intended application of the RM20.0 million proceeds, and vouched the net disposal proceeds received to the bank records of Supratechnic Properties Sdn. Bhd. We inspected the court orders, the Judicial Managers' statement of proposals, the Scheme documents and the relevant SGXNet announcements relating to the sanction of the Scheme and the discharge of the Company from judicial management, and agreed the compromised creditors' claims to the Scheme records. We obtained the letters of continuing financial support from Ascendro Group Limited and Hinterland Investments Pte. Ltd. for an aggregate amount of up to $2.0 million and assessed the ability of the supporting parties to provide that support. We also evaluated the adequacy and appropriateness of the related disclosures made in Note 3.1 to the financial statements.

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

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report 2026 but does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) 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.

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

***Auditor's Responsibilities for the Audit of the Financial Statements* (cont'd)**

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 abilities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

- 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.

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

***Auditor's Responsibilities for the Audit of the Financial Statements* (cont'd)**

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 auditor 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 Lee Eng Kian.

PKF-CAP LLP
Public Accountants and
Chartered Accountants

Singapore

26 October 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 March 2026

	Note	**2026** **$'000**	2025 $'000
Continuing operations			
Revenue	4	**3,888**	7,782
Cost of sales		**(2,610)**	(6,902)
Gross profit		**1,278**	880
Other income			
- Interest income		**12**	68
Other gains and losses			
- Gain on liquidation of subsidiaries		**85**	-
- Others	5	**(773)**	(12,149)
Expenses			
Distribution costs		**(197)**	(139)
Administrative expenses		**(4,578)**	(8,329)
Finance costs	6	**(179)**	(769)
Loss before tax	7	**(4,352)**	(20,438)
Tax expense	9	**(594)**	(32)
Loss from continuing operations		**(4,946)**	(20,470)
Discontinued operation			
Profit/(Loss) from discontinued operation, net of tax	10	**-**	1,742
Loss on deconsolidation of discontinued operation	10	**-**	(372)
Profit from discontinued operation		**-**	1,370
Net loss for the financial year		**(4,946)**	(19,100)
Other comprehensive loss:			
Items that are or may be reclassified subsequently to profit or loss			
Currency translation differences arising on consolidation		**(698)**	928
Total comprehensive loss for the financial year		**(5,644)**	(18,172)

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

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 March 2026

	Note	**2026** **$'000**	2025 $'000
Net loss attributable to:			
Equity holders of the Company		**(4,966)**	(18,926)
Non-controlling interests		**20**	(174)
Loss for the financial year		**(4,946)**	(19,100)
Net loss attributable to equity holders of the Company relates to:			
Loss from continuing operations		**(4,966)**	(20,446)
Gain from discontinued operation		**-**	1,520
		(4,966)	(18,926)
Total comprehensive loss attributable to:			
Equity holders of the Company		**(5,664)**	(17,998)
Non-controlling interests		**20**	(174)
		(5,644)	(18,172)
Loss per share for loss attributable to equity holders of the Company (cents per share)			
Basic and diluted (loss)/earnings per share			
- From continuing operations	11	**(5.50)**	(22.65)
- From discontinued operation	11	**-**	1.68

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

STATEMENTS OF FINANCIAL POSITION

As at 31 March 2026

	Note	Group		Company	
		2026	2025	**2026**	2025
		$'000	$'000	**$'000**	$'000
ASSETS					
Non-current assets					
Property, plant and equipment	12	**4,381**	3,784	**-**	-
Intangible assets	14	**23**	-	**-**	-
Investments in subsidiaries	13	**-**	-	**-**	-
Deferred tax assets	15	**41**	40	**-**	-
		4,445	3,824	**-**	-
Current assets					
Inventories	16	**1,976**	3,016	**-**	-
Trade and other receivables	17	**1,019**	5,786	**276**	41
Cash and bank balances	18	**5,040**	4,266	**3,096**	-*
		8,035	13,068	**3,372**	41
Total assets		**12,480**	16,892	**3,372**	41
LIABILITIES					
Non-current liabilities					
Deferred tax liabilities	15	**-**	-	**-**	-
Borrowings	23	**2,402**	622	**-**	-
Lease liabilities	31	**268**	12	**-**	-
Provisions	24	**-**	-	**-**	-
		2,670	634	**-**	-
Current liabilities					
Trade and other payables	25	**7,511**	9,125	**8,836**	7,630
Borrowings	23	**1,776**	4,069	**834**	834
Lease liabilities	31	**229**	70	**-**	-
Tax payable		**150**	315	**282**	270
Convertible loan	21	**2,719**	-	**2,719**	-
Total current liabilities		**12,385**	13,579	**12,671**	8,734
Total liabilities		**15,055**	14,213	**12,671**	8,734
Net assets/(liabilities)		**(2,575)**	2,679	**(9,299)**	(8,693)
EQUITY					
Share capital	19	**50,913**	50,913	**50,913**	50,913
Treasury Shares	20	**(99)**	(99)	**(99)**	(99)
Other reserves	22	**4,692**	5,390	**(355)**	(355)
Convertible loan	21	**390**	-	**390**	-
Accumulated losses		**(58,471)**	(53,505)	**(60,148)**	(59,152)
Equity attributable to equity holders of the Company		**(2,575)**	2,699	**(9,299)**	(8,693)
Non-controlling interests		**-**	(20)	**-**	-
Total equity		**(2,575)**	2,679	**(9,299)**	(8,693)

** The amount is less than $1,000.*

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2026

	Share capital $'000	Treasury shares $'000	Other reserves $'000	Accumulated losses $'000	Equity component of convertible loan $'000	Equity attributable to equity holders of the Company $'000	Non-controlling interests $'000	Total equity $'000
Group								
Balance at 1 April 2025	50,913	(99)	5,390	(53,505)	-	2,699	(20)	2,679
Loss for the financial year	-	-	-	(4,966)	-	(4,966)	20	(4,946)
Currency translation differences arising from consolidation	-	-	(698)	-	-	(698)	-	(698)
Total comprehensive loss for the financial year	-	-	(698)	(4,966)	-	(5,664)	20	(5,644)
Issue of convertible loan classified as equity	-	-	-	-	390	390	-	390
Balance at 31 March 2026	50,913	(99)	4,692	(58,471)	390	(2,575)	-	(2,575)

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2026

	Share capital $'000	Treasury shares $'000	Other reserves $'000	Accumulated losses $'000	Equity attributable to equity holders of the Company $'000	Non-controlling interests $'000	Total equity $'000
Group							
Balance at 1 April 2024	50,913	(99)	4,462	(34,579)	20,697	(192)	20,505
Loss for the financial year	-	-	-	(18,926)	(18,926)	(174)	(19,100)
Currency translation differences arising from consolidation	-	-	928	-	928	-	928
Total comprehensive loss for the financial year	-	-	928	(18,926)	(17,998)	(174)	(18,172)
Derecognition of non-controlling interest in a subsidiary (Note 10)	-	-	-	-	-	346	346
Balance at 31 March 2025	50,913	(99)	5,390	(53,505)	2,699	(20)	2,679

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2026

	Share capital $'000	Treasury shares $'000	Other reserve $'000	Equity component of convertible loan $'000	Accumulated losses $'000	Total equity $'000
Company						
Balance at 1 April 2024	**50,913**	**(99)**	**(355)**	**-**	**(46,935)**	**3,524**
Total comprehensive loss for the financial year	-	-	-	-	(12,217)	(12,217)
Balance at 31 March 2025	**50,913**	**(99)**	**(355)**	**-**	**(59,152)**	**(8,693)**
Total comprehensive loss for the financial year	-	-	-	-	(996)	(996)
Issue of convertible loan classified as equity	-	-	-	390	-	390
Balance at 31 March 2026	**50,913**	**(99)**	**(355)**	**390**	**(60,148)**	**(9,299)**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2026

	2026 $'000	2025 $'000
Group		
Cash flows from operating activities		
Loss before tax	**(4,352)**	(19,068)
Adjustments for:		
Amortisation of intangible assets	**3**	-
Depreciation of property, plant and equipment	**299**	761
Unrealised exchange (gains)/losses, net	**(916)**	672
Loss/(Gain) on disposal of property, plant and equipment	**-**	(2,602)
Impairment loss on trade and other receivables	**546**	480
Inventories written down	**347**	-
Interest expense	**52**	754
Interest expense on convertible loan	**109**	-
Interest expense on lease liabilities	**17**	197
Interest income	**(12)**	(68)
Goodwill written off	**-**	459
Property, plant and equipment written off	**6**	10,210
Gain on liquidation of subsidiaries	**(85)**	-
Loss on disposal of an investment property	**-**	82
Loss on liquidation of a discontinued operation (Note 10)	**-**	372
Operating cash flows before movement in working capital	**(3,986)**	(7,751)
Changes in working capital:		
Trade and other receivables	**4,216**	3,250
Inventories	**693**	6,548
Trade and other payables	**(1,472)**	(623)
Provisions	**-**	(165)
Cash generated from operations	**(549)**	1,259
Income tax paid	**(760)**	(450)
Net cash (used in)/generated from operating activities	**(1,309)**	809

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2026

	2026 **$'000**	2025 **$'000**
Cash flows from investing activities		
Acquisition of intangible asset	**(26)**	**-**
Purchase of property, plant and equipment	**(243)**	(32)
Proceeds on disposal of property, plant and equipment	**2**	4,725
Proceeds on disposal of investment properties	**-**	3,918
Cash disposed from deconsolidation of subsidiary (Note 10)	**-**	(54)
Cash disposed from deconsolidation of subsidiaries	**(61)**	-
Maturity/(placement) of fixed deposits	**1,684**	(219)
Interest received	**12**	68
Net cash generated from investing activities	**1,368**	8,406
Cash flows from financing activities		
Proceeds from loans and borrowings	**119**	-
Repayment of loans and borrowings	**(399)**	(4,250)
Repayment of lease liabilities	**(19)**	(3,082)
Interest paid	**(52)**	(754)
Interest paid on lease liabilities	**(17)**	(197)
Net cash used in financing activities	**(368)**	(8,283)
Net (decrease)/increase in cash and cash equivalents	**(309)**	932
Cash and cash equivalents at beginning of financial year	**988**	56
Cash and cash equivalents at end of financial year (Note 18)	**679**	988

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2026

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

1. Corporate information

USP Group Limited (the "**Company**") (Co. Reg. No. 200409104W) is incorporated and domiciled in Singapore. The address of its registered office and principal place of business is at 141 Cecil Street, Tung Ann Association Building, Singapore, 069541. The Company is listed on the Main board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 13 to the financial statements.

2. Material accounting policy information

2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company, are presented in Singapore dollar ("**$**") (rounded to the nearest thousand **($'000**) unless indicated otherwise), and have been prepared in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)s").

The financial statements have been prepared under the historical cost convention except as disclosed in the following accounting policies.

The preparation of financial statements in conformity with SFRS(I)s requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates.

Use of estimates and judgements

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 3.

The carrying amounts of cash and cash equivalents, trade and other current receivables and payables (except for lease liabilities) approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

2. Material accounting policy information (cont'd)

a) Basis of preparation (cont'd)

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

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

	Effective for annual periods beginning on or after
Amendments to SFRS(I) 9 and SFRS(I) 7 *Amendments to the Classification and Measurement of Financial Instruments*	1 January 2026
Amendments to SFRS(I) 9 and SFRS(I) 7 *Contracts Referencing Nature-dependent Electricity*	1 January 2026
Annual Improvements to SFRS(I)s – *Volume 11*	1 January 2026
SFRS(I) 18 *Presentation and Disclosure in Financial Statements*	1 January 2027
SFRS(I) 19 *Subsidiaries without Public Accountability: Disclosures*	1 January 2027
Amendments to SFRS(I) 1-21 *Translation to a Hyperinflationary Presentation Currency*	1 January 2027
Amendments to SFRS(I) 1-28 *Amendments to the Fair Value Option for Investments in Associates and Joint Ventures*	1 January 2027

Except for SFRS(I) 18: *Presentation and Disclosure in Financial Statements,* the directors expect that the adoption of the standards will have no material impact on financial statements in the period of initial adoption except for the following:

SFRS(I)18 *Presentation and Disclosure in Financial Statements*

SFRS(I)18 replaces SFRS(I) 1-1, carrying forward many of the requirements in SFRS(I)1-1 unchanged and complementing them with new requirements. In addition, some SFRS(I)1-1 paragraphs have been moved to SFRS(I)1-8 and SFRS(I)1-7. Furthermore, minor amendments to SFRS(I)1-7 and SFRS(I)1-33 *Earnings per Share* have been made.

SFRS(I)18 introduces new requirements to:

i) Present specified categories and defined subtotals in the statement of profit or loss
ii) Provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements
iii) Improve aggregation and disaggregation.

An entity is required to apply SFRS(I)18 for annual reporting periods beginning on or after 1 January 2027, with earlier application permitted. The amendments to SFRS(I)1-7 and SFRS(I)1-33, as well as the revised SFRS(I)1-8 and SFRS(I)7, become effective when an entity applies SFRS(I)18. SFRS(I)18 requires retrospective application with specific transition provisions. The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

2. Material accounting policy information (cont'd)

b) Revenue recognition

The financial reporting standard on revenue from contracts with customers establishes a five-step model to account for revenue arising from contracts with customers. Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer (which excludes estimates of variable consideration that are subject to constraints, such as right of return exists, trade discounts, volume rebates and changes to the transaction price arising from modifications), net of any related sales taxes and excluding any amounts collected on behalf of third parties. An asset (goods or services) is transferred when or as the customer obtains control of that asset. As a practical expedient the effects of any significant financing component is not adjusted if the payment for the good or service will be within one year.

Sales of goods

Revenue from sale of marine equipment and accessories, scientific and precision equipment and recycling of waste oil is recognised at a point in time when the performance obligation is satisfied by transferring promised goods to the customer. Control of the goods is transferred to the customer, generally on delivery of the goods (in this respect, incoterms are considered). For sale of goods where advances are received from customers, the differences between the consideration received in accordance with the payment terms and revenue recognised is classified as contract liabilities.

Rendering of services

Revenue from rendering of marine equipment related services, calibration services and other rental related services is recognised when the Company satisfies the performance obligation at a point in time once the service has been completed.

c) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

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

2. Material accounting policy information (cont'd)

d) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries at the end of reporting period. Subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

Intragroup balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.

Business combinations are accounted for using the acquisition method. The consideration transferred for the acquisition comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are recognised as expenses as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Any excess of the fair value of the consideration transferred in the business combination, the amount of any 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 fair value of the net identifiable assets acquired is recorded as goodwill. Goodwill is accounted for in accordance with the accounting policy for goodwill stated in Note 2(i). In instances where the latter amount exceeds the former and the measurement of all amounts has been reviewed, the excess is recognised as gain from bargain purchase in profit or loss on the date of acquisition.

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

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on an acquisition-by-acquisition basis whether to measure them at fair value, or at the non-controlling interests' proportionate share of the acquiree's net identifiable assets, at the acquisition date. All other non-controlling interests are measured at acquisition-date fair value or, when applicable, on the basis specified in another standard.

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 (ie transactions with owners in their capacity as owners). The carrying amount 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 attributable to owners of the Company.

2. Material accounting policy information (cont'd)

d) Basis of consolidation (cont'd)

When a change in the Company's ownership interest in a subsidiary result in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill, non-controlling interest and other components of equity related to the subsidiary are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to accumulated losses if required by a specific SFRS(I).

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

e) Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the statement of financial position and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

When the grant relates to an expense item, it is recognised in profit or loss over the period necessary to match them on a systematic basis to the costs that it is intended to compensate.

f) Borrowing costs

Borrowing costs, which comprise interest and other costs incurred in connection with the borrowing of funds, are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are recognised in the profit or loss using the effective interest method.

g) Employee benefits

Employee leave entitlement

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long-service leave as a result of services rendered by employees up to the end of the reporting period.

Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund, and will have no legal or constructive obligation to pay further contributions once the contributions have been paid. Contributions to defined contribution plans are recognised as an expense in the period in which the related service is performed.

2. Material accounting policy information (cont'd)

g) Employee benefits (cont'd)

Defined benefit plans

A subsidiary of the Group operating in Indonesia is required to provide minimum post-employment benefits to its eligible employees under Indonesian labour regulations. As the regulations prescribe a formula for determining the minimum amount of benefits, the arrangement is in substance a defined benefit plan.

The defined benefit obligation of the Group as at 31 March 2026 is not material to the financial statements. Accordingly, no separate liability has been recognised and the related disclosures required by SFRS(I) 1-19 Employee Benefits have not been presented.

h) Income taxes

Income tax on the profit or loss for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised outside profit or loss, either in other comprehensive income or directly in equity in which the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity respectively).

Current tax is the expected tax payable or recoverable on the taxable income for the current year, using tax rates enacted or substantively enacted at the end of reporting period, and any adjustment to tax payable or recoverable in respect of previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided using the liability method, on all temporary differences at the end of the reporting period arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference can be controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

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 currently enacted or substantively enacted tax rates at the end of the reporting period.

Deferred income tax is measured based on the tax consequence that will follow the manner in which the Group expects, at the end of reporting period, to recover or settle the carrying amounts of its assets and liabilities except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

2. Material accounting policy information (cont'd)

i) Goodwill

Goodwill is initially measured at cost and is subsequently measured at cost less any accumulated impairment losses.

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

j) Property, plant and equipment

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

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

Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised.

On disposal of a property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss.

Depreciation

No depreciation is provided on freehold land. Leasehold land and buildings are amortised evenly over the term of the lease.

2. Material accounting policy information (cont'd)

Depreciation (cont'd)

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

	Years
Freehold buildings	50
Leasehold land and properties	16 to 41
Leasehold improvement	3 to 10
Plant and machinery	5 to 10
Office equipment	3 to 10
Furniture and fittings	5 to 10
Motor vehicles	4 to 8
Computers	3 to 5

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

Fully depreciated assets are retained in the financial statements until they are no longer in use.

Properties in the course of construction for production, or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss until construction or development is completed. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policies. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

k) Investment properties

Investment properties are properties that are either owned by the Group or right-of-use assets that are held to earn rentals or for capital appreciation, or both, or land held for a currently undetermined future use. Investment properties comprise completed investment properties and properties that are being constructed or developed for future use as investment properties.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by external professional valuers on the highest-and-best-use basis. Changes in fair values are recognised in profit or loss.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised as addition and the carrying amounts of the replaced components are written off to profit or loss. The cost of maintenance, repairs and minor improvement is charged to profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

2. Material accounting policy information (cont'd)

l) Intangible assets

An identifiable non-monetary asset without physical substance is recognised as an intangible asset at acquisition cost if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. After initial recognition, an intangible asset with finite useful life is carried at cost less any accumulated amortisation and any accumulated impairment losses. An intangible asset with an indefinite useful life is not amortised. An intangible asset is regarded as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity.

The amortisable amount of an intangible asset with finite useful life is allocated on a systematic basis over the best estimate of its useful life from the point at which the asset is ready for use. The useful lives of customer relationship is estimated to be 10 years.

m) Impairment of non-financial assets excluding goodwill

At the end of each reporting date, the Group assesses the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A previously recognised impairment loss for an asset other than goodwill is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads based on normal operating capacity but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

2. Material accounting policy information (cont'd)

o) Leases

When a Group entity is the lessee

The Group applies a single recognition and measurement approach for all contracts that are, or contain, a lease, except for short-term leases (i.e. for leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low-value assets. For these exempted leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise fixed lease 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.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability using the effective interest method, and reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever 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.

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). The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, initial direct cost, less any lease incentive received.

2. Material accounting policy information (cont'd)

o) Leases (cont'd)

Right-of-use assets (cont'd)

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37 Provisions, Contingent Liabilities and Contingent Assets. To the extent that the cost relates to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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 depreciation starts at the commencement date of the lease.

The right-of-use assets (except for those which meets the definition of an investment property) are presented within "Property, plant and equipment" in the statements of financial position and disclosed in Note 12. Right-of-use asset which meets the definition of an investment property are presented within "Investment properties" and accounted in accordance with Note 2(k).

The Group applies SFRS(I) 1-36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 2(m).

When a Group entity is the lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

When a contract includes both lease and non-lease components, the Group applies SFRS(I) 15 to allocate the consideration under the contract to each component.

2. Material accounting policy information (cont'd)

p) Financial assets

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date - the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss. Trade receivables without a significant financing component is initially measured at transaction prices.

Classification and measurement

All financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. The Group classifies its financial assets in the following measurement categories:

- Amortised cost; and
- Fair value through profit or loss ("FVTPL").

The classification is based on the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial assets.

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

Subsequent measurement

Debt instruments

Debt instruments include cash and cash equivalents, trade receivables and other receivables (excluding prepayments, tax recoverable, other recoverable and advance payment to supplier). The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income from these financial assets is included in interest income using the EIR method.

Equity instruments

The Group subsequently measures all its equity investments at their fair values. Equity investments are classified as FVTPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in either "other income" or "other expenses".

2. Material accounting policy information (cont'd)

p) Financial assets (cont'd)

Impairment

The Group recognises an allowance for expected credit losses ("**ECLs**") for financial assets carried at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. 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 required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables that do not have a significant financing component, the Group applies a simplified approach to recognise 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 as appropriate for current conditions and forward-looking factors specific to the debtors and the economic environment.

If the Group has measured the loss allowance for a financial asset at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

Offset

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

q) Cash and cash equivalents in the statement of cash flows

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, short-term deposits with financial institutions which are subject to an insignificant risk of change in value, bank overdrafts that form an integral part of the Group's cash management, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and excludes pledged fixed deposits. Bank overdrafts are included in current borrowings on the statements of financial position.

2. Material accounting policy information (cont'd)

r) Financial liabilities

Financial liabilities are recognised on the statements of financial position when, and only when, the Group becomes a party to the contractual provisions of the financial instruments.

Financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities other than derivatives, directly attributable transaction costs.

Subsequent to initial recognition, derivatives are measured at fair value. Other financial liabilities (except for the financial guarantees) are measured at amortised cost using the effective interest method.

For financial liabilities other than derivatives, gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process. Any gains or losses arising from changes in fair value of derivatives are recognised in profit or loss. Net gains or losses on derivatives include exchange differences. A financial liability is derecognised when the obligation under the liability is extinguished.

s) Financial guarantees

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts are initially recognised at their fair values plus transaction costs. Financial guarantees are classified as financial liabilities.

Subsequent to initial measurement, the financial guarantees are stated at the higher of the amount initially recognised less cumulative amount of income recognised in accordance with the principles of SFRS(I) 15 and the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

t) Provisions for other liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, and it is probable that an outflow of economic resources will be required to settle that obligation and the amount can be estimated reliably. Provisions are measured at the management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. Where the effect of the time value of money is material, the amount of the provision shall be discounted to present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and risks specific to the obligation.

When discounting is used, the increase in the provision due to passage time is recognised as a finance cost in profit or loss.

2. Material accounting policy information (cont'd)

u) Derivative financial instruments

Derivative financial instruments are initially measured at fair value on the contract date, and are remeasured to fair value at the subsequent reporting period. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instruments, and if so, the nature of the item being hedged.

Changes in the fair value of derivative financial instruments that are not designated or do not qualify for hedge accounting are recognised in profit or loss as they arise.

v) Share capital

Ordinary shares

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.

Treasury shares

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the consideration paid including any directly attributable incremental cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of the capital of the Company, or against the retained earnings of the Company if the shares are purchased out of earnings of the Company.

When treasury shares are subsequently sold or reissued pursuant to the employee share option scheme, the cost of treasury shares is reversed from the treasury share account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve of the Company.

w) Foreign currencies

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which that entity operates (the "functional currency"). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar, which is the Company's functional and presentation currency.

2. Material accounting policy information (cont'd)

w) Foreign currencies (cont'd)

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except for currency translation differences on net investment in foreign operations and borrowings and other currency instruments qualifying as net investment hedges for foreign operations, which are recognised in other comprehensive income and accumulated in the foreign currency translation reserve within equity in the consolidated financial statements. The foreign currency translation reserve is reclassified from equity to profit or loss on disposal of the foreign operation.

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

Translation of Group entities' financial statements

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

(i) Assets and liabilities are translated at the closing rates at the end of the reporting period;
(ii) Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
(iii) All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve within equity.

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

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

On disposal of a foreign operation/entity, the cumulative amount of the foreign currency translation reserve relating to that particular foreign operation/entity is reclassified from equity and recognised in profit or loss when the gain or loss on disposal is recognised.

x) Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incurs expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker for making decisions about allocating resources and assessing performance of the operating segments.

2. Material accounting policy information (cont'd)

y) Discontinued Operation

A discontinued operation is a component of the Group's business, the operation 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 operation;
- Is part of a single co-ordinated plan to dispose a separate major line of business or geographical area of operation; 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 profit or loss and comprehensive income is represented as if the operation had been discontinued from the start of the comparative year.

z) Convertible Loan

Convertible loan that can be converted into a fixed number of ordinary shares of the Company at the option of the holder, where the number of shares to be issued does not vary with changes in their fair value, are accounted for as compound financial instruments. The liability and equity components are classified separately as a financial liability and an equity instrument respectively, in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument under SFRS(I) 1-32 *Financial Instruments: Presentation*.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for a similar non-convertible instrument. The difference between the proceeds received from the issuance of the convertible loan and the fair value assigned to the liability component, representing the conversion option, is recognised in equity as the "equity component of convertible loan". The equity component is not subsequently remeasured.

Transaction costs that relate to the issuance of the convertible loan are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in its carrying amount and amortised over the term of the convertible loan using the effective interest method.

Subsequent to initial recognition, the liability component is measured at amortised cost using the effective interest method. Interest expense on the liability component is recognised in profit or loss within finance costs. The liability component is presented as a current liability unless the Group has a right at the end of the reporting period to defer settlement of the liability for at least 12 months after the reporting period. A conversion option classified as equity does not affect the current or non-current classification of the liability component.

When the convertible loan is converted, the carrying amounts of the liability component and the equity component are transferred to share capital, and no gain or loss is recognised. When the convertible loan is redeemed or repurchased before maturity, the consideration paid and any related transaction costs are allocated to the liability and equity components at the date of the transaction, and any resulting gain or loss relating to the liability component is recognised in profit or loss. Where the conversion option remains unexercised at maturity, the balance in the equity component is transferred to accumulated losses/retained earnings and no gain or loss is recognised in profit or loss.

3. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of the financial year. 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 the future periods.

3.1 Critical judgements made in applying accounting policies

In the process of applying the Group's summary of material accounting policies which are described in Note 2, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements.

Going concern assumption

For the financial year ended 31 March 2026, the Group incurred a net loss of $4,946,000 and had net cash outflow of S$1,309,000 from operating activities. As at that date, the Group had net current liabilities of $4,350,000 and the Company had net current liabilities of S$9,299,000. In assessing the appropriateness of preparing the financial statements on a going concern basis, the Board of Directors has exercised significant judgement, taking into consideration the financial position of the Group and the Company, the developments arising from the restructuring process and the measures undertaken during and subsequent to the financial year.

Winding-Up application

On 21 November 2023, a creditor filed a winding-up application in the High Court of Singapore against the Company in respect of a claim of approximately $95,488 under a deed of indemnity. Hearings in respect of the application were initially scheduled for December 2023 and January 2024.

The proceedings were subsequently stayed by the statutory moratorium that took effect upon the Company being placed under interim judicial management on 11 March 2024 and remained stayed until the Company was discharged from judicial management on 18 July 2026.

Trading in the shares of the Company on the Singapore Exchange Securities Trading Limited was suspended with effect from 23 February 2024.

Under Judicial Management ("JM")

On 23 February 2024, the Board of Directors announced that, in view of the financial difficulties faced by the Group, an application had been made to the High Court to place the Company under judicial management.

Interim Judicial Managers from Deloitte & Touche LLP were appointed on 11 March 2024. Subsequently, on 11 June 2024, the High Court granted an order placing the Company under judicial management. Upon the order, the appointed Judicial Managers assumed control of the affairs of the Company and a statutory moratorium took effect in respect of proceedings against the Company while the restructuring plan was being pursued.

The Company was subsequently discharged from judicial management on 18 July 2026 following the implementation of the restructuring arrangements described below.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.1 Critical judgements made in applying accounting policies (cont'd)

Going concern assumption (cont'd)

Entry into Implementation Agreement ("IA")

On 24 April 2024, the Company entered into an implementation agreement with Hinterland Investments Pte Ltd (the "Investor") in relation to, amongst others, rescue financing to facilitate its ongoing restructuring process (the "Restructuring").

Subsequently, on 2 May 2024, the Company announced the details of the implementation agreement, which included provisions for new loans, potential equity conversions and security arrangements, subject to various conditions precedent.

The implementation agreement was intended to provide the Company with access to additional funds to support its working capital and restructuring requirements. In this regard, the Investor has provided a written undertaking to provide continuing financial support to the Company and its subsidiaries to enable them to continue as going concerns and to meet their obligations as and when they fall due for at least 12 months from the date of approval of these financial statements by the Board of Directors.

Restructuring plan, creditors' meetings and extension of the JM order

On 6 September 2024, a meeting of creditors of the Company was held to consider the Judicial Managers' Statement of Proposals for the restructuring of the Group. At the meeting, the creditors approved the Judicial Managers' restructuring plan and endorsed an extension of the judicial management order by a further six months.

Pursuant to this approval, the High Court extended the judicial management period to March 2025. Subsequently, on 3 June 2025, the High Court granted a further extension of the judicial management of the Company and the Judicial Managers' term by an additional 180 days, from 8 June 2025 to 5 December 2025, to allow additional time for the implementation of the restructuring plan.

On 28 October 2025, a further meeting of creditors of the Company was held to consider the Judicial Managers' Statement of Proposals for the restructuring of the Group. At the meeting, the creditors approved the Judicial Managers' restructuring plan and endorsed a further extension of the judicial management order.

On 4 December 2025, the High Court granted a further extension of the judicial management of the Company and the Judicial Managers' term by an additional 180 days, from 5 December 2025 to 5 June 2026, to allow additional time for the implementation of the restructuring plan.

Subsequent to the financial year ended 31 March 2026, the Scheme of Arrangement proposed between the Company and its Scheme creditors (the "Scheme") was approved by the requisite majority of Scheme creditors on 9 April 2026.

On 21 May 2026, the High Court sanctioned the Scheme and granted a further extension of the judicial management of the Company to facilitate the completion and implementation of the restructuring. Pursuant to the Scheme, distributions to Scheme creditors were subsequently determined at 43.91274% of their approved claims.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.1 Critical judgements made in applying accounting policies (cont'd)

Going concern assumption (cont'd)

Restructuring plan, creditors' meetings and extension of the JM order (cont'd)

As the approval and sanction of the Scheme occurred after 31 March 2026, the effects of the Scheme have not been recognised as adjustments to the carrying amounts of the relevant liabilities in these financial statements. The Scheme has been accounted for as a non-adjusting event after the reporting period.

Following the implementation of the Scheme, the Company was discharged from judicial management on 18 July 2026.

Disposal of the properties of subsidiaries

On 22 February 2024, a subsidiary completed the disposal of three properties located at 182, 184 and 186 Woodlands Industrial Park E5, Singapore 757515, to Royal Engineering & Trading (S) Pte Ltd for an aggregate consideration of $22,000,000.

Subsequently, on 16 February 2026, the subsidiary entered into settlement agreements with the purchaser to conclude the outstanding matters relating to the transaction. The proceeds from the disposal were applied towards the discharge of the Group's secured obligations and improvement of the Group's liquidity position.

On 18 July 2024, a subsidiary entered into a contract for the disposal of its property located at 51 Bukit Batok Crescent #03-26/27 Unity Centre, Singapore 658077 to B + L Investment Pte Ltd for a sale consideration of $1,650,000, excluding GST.

The net proceeds, after repayment of the outstanding mortgage owing to United Overseas Bank Limited ("UOB") and related expenses, were intended to be used to improve the Group's working capital position. The purchaser also agreed to lease the property back to the Company for up to one year to minimise operational disruption.

The disposal formed part of the Group's restructuring measures to realise asset value, reduce liabilities and strengthen its working capital position. The disposal was subsequently completed on 29 October 2024.

On 16 December 2024, a subsidiary completed the disposal of its investment property located at 2 Tuas South Street 15, Singapore 637079 to Excellence New Energy (S) Pte Ltd for a consideration of $3,920,000. The proceeds from the disposal contributed towards the Group's debt reduction and working capital requirements.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.1 Critical judgements made in applying accounting policies (cont'd)

Going concern assumption (cont'd)

Settlement with UOB

On 25 June 2025, the High Court granted the Judicial Managers liberty to enter into a settlement agreement with UOB on behalf of the Group.

Following negotiations, the Judicial Managers reached a settlement with UOB in July 2025 and, in August 2025, UOB provided executed documents for the release and discharge of its security interests, except for certain corporate guarantees, over the Group's assets.

UOB also obtained leave of court to withdraw its winding-up applications against two subsidiaries of the Company following the settlement.

The settlement reduced the Group's exposure to enforcement actions and formed part of the broader measures undertaken to restructure the Group's financial obligations and stabilise its financial position.

Board of Directors' assessment

In determining whether the going concern basis remains appropriate, the Board of Directors has considered the above developments together with the financial forecast, financing arrangements and operational measures implemented or available to the Group and the Company as summarised below.

1. The Group has prepared a consolidated cash flow forecast for the period from April 2026 to October 2027. Based on the forecast and the assumptions adopted therein, the Group and the Company are expected to generate sufficient cash flows to meet their financial obligations as and when they fall due for at least 12 months from the date of approval of these financial statements.

   In preparing the forecast, management has taken into consideration the following matters:

   (a) the expected positive operating cash flows from the Group's principal operating segments, comprising the distribution of marine engine products and the supply and calibration of scientific and industrial instrumentation, supported by appointments secured subsequent to the reporting date as distributor of IQAir air purification products in Singapore and Indonesia and as authorised dealer and distributor for Honda Marine and Hidea outboard motors;

   (b) the cost management and operational efficiency measures implemented by management to contain the Group's operating expenditure and preserve its operating margins over the forecast period; and

   (c) the compromise and rescheduling of the Group's liabilities pursuant to the scheme of arrangement sanctioned by the High Court on 21 May 2026, under which the claims of scheme creditors are to be settled in accordance with the terms of the scheme rather than on demand, thereby reducing the Group's contractual cash outflows over the forecast period.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.1 Critical judgements made in applying accounting policies (cont'd)

Going concern assumption (cont'd)

Board of Directors' assessment (cont'd)

2. On 19 September 2025, the Company entered into a conditional, non-interest-bearing convertible loan agreement with Ascendro Group Limited for funding of up to $3,000,000, subject to the satisfaction of the conditions stipulated in the financing agreement.

3. On 24 June 2026, the Company's subsidiary, Supratechnic Properties Sdn Bhd, entered into a sale and purchase agreement (the "SPA") to dispose of its property at No. 2 Jalan Tiang U8/91, Bukit Jelutong Industrial Park, Shah Alam, Selangor, Malaysia for a consideration of RM20,000,000 (approximately $6,396,000). The net proceeds from the proposed disposal are intended to be applied towards the settlement of creditors and the working capital requirements of the Group.

4. The Company was discharged from judicial management on 18 July 2026 following the implementation of the scheme of arrangement, enabling the Company to resume the normal conduct of its business.

5. The Company has obtained additional financing support from Ascendro Group Limited and Hinterland Investments Pte Ltd (collectively known as "investors") in an aggregate amount of up to $2,000,000. In addition, the investors have given a written undertaking to provide financial support to the Group and Company to enable the Group and Company to operate as going concerns and to meet their liabilities as and when they fall due within the next 12 months from the date of approval of the financial statements by the Board of Directors.

6. The Company intends to undertake a compliance placement of new shares to new investors as part of its trading resumption proposal to SGX RegCo so as to raise additional working capital and to restore compliance with the shareholding spread requirement under the SGX-ST Listing Manual.

Having considered the above factors, including the restructuring measures completed subsequent to the financial year, the financing arrangements available to the Group and the Company, the Group's forecasted operating cash flows and the assumptions underlying the cash flow forecast, the Board of Directors is of the view that the Group and the Company have adequate resources to continue in operational existence and to meet their financial obligations as and when they fall due for at least 12 months from the date of approval of these financial statements.

Accordingly, the Board of Directors considers that the use of the going concern basis in the preparation of the financial statements is appropriate.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that may be necessary including the provision for further liabilities that might arise if the Group and the Company are unable to continue as going concerns.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.1 Critical judgements made in applying accounting policies (cont'd)

Classification of convertible loan

On 19 September 2025, the Company entered into a conditional loan facility agreement with Ascendro Group Limited for a non-interest-bearing loan of $3,000,000 (Note 21). Under the agreement, the loan is to be capitalised into 270,862,209 new ordinary shares of the Company, representing approximately 75% of the enlarged issued share capital, subject to the requisite shareholders' and regulatory approvals. The agreement also requires repayment of the outstanding loan upon the occurrence of certain termination events.

Management has exercised significant judgement in determining the classification of the convertible loan in accordance with SFRS(I) 1-32 *Financial Instruments: Presentation*, in particular in assessing (i) whether the conversion feature meets the "fixed-for-fixed" condition for equity classification; and (ii) whether the obligation to repay the loan in cash upon the occurrence of a termination event is genuine and outside the control of the Company.

As the loan is to be settled by the issuance of a fixed number of the Company's ordinary shares in exchange for a fixed amount of $3,000,000, management concluded that the conversion feature meets the definition of an equity instrument. However, as the shareholders' and regulatory approvals required for the capitalisation are not wholly within the control of the Company and the termination events are considered to be genuine, the Company does not have an unconditional right to avoid delivering cash. Accordingly, management concluded that the convertible loan is a compound financial instrument comprising a liability component and an equity component. The liability component is classified as a current liability as the Company does not have the right to defer its settlement for at least 12 months after the reporting period.

Accordingly, the liability component was initially recognised at its fair value of $2,610,000, with the residual amount of $390,000 recognised as an equity component. The liability component was subsequently measured at amortised cost using an effective interest rate of 10.05% per annum, resulting in a carrying amount of $2,719,000 as at 31 March 2026. Had the convertible loan been classified entirely as equity, the total equity of the Group and the Company as at 31 March 2026 would have increased by $2,719,000. Further details are disclosed in Note 21.

Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices of their goods and services.

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 financial year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

Calculation of allowance for impairment loss for financial assets at amortised cost

When measuring ECL, the Group and the Company use reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

The Group uses provision matrix to calculate ECL for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Group's historical observed default rates. The Group will adjust historical credit loss experience with current and forward-looking information. As the calculation of impairment loss allowance on trade receivables and other receivables is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of receivables. Details of ECL measurement and carrying value of trade and other receivables at the end of the reporting period are disclosed in Note 17.

Valuation of inventories

A review is made on inventory for obsolete or slow-moving inventory and declines in net realisable value below cost and inventories are written down for any such declines. The review requires management to consider the future demand for the products. In any case, the realisable value represents the best estimate of the recoverable amount and is based on the acceptable evidence available at the end of the reporting year and inherently involves estimates regarding the future expected realisable value. The considerations for estimating the net realisable values and determining the amount of write-down include current economic condition, historical sales record, ageing analysis, technical assessment and subsequent sales. In general, such an evaluation process requires significant judgement and materially affects the carrying amount of inventories at the end of the reporting year. Any significant changes in anticipated future selling prices and saleability may affect the carrying value of the inventories.

The carrying amounts of the Group's inventories at the end of the reporting period and the amount of inventories written down for the financial year are disclosed in Note 16.

3. Critical accounting judgements and key sources of estimation uncertainty (cont'd)

3.2 Key sources of estimation uncertainty (cont'd)

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of property, plant and equipment and intangible assets are disclosed in Notes 12 and 14 to the financial statements respectively.

Impairment of investments in subsidiaries

The Company reviews the investments in subsidiaries at the end of the financial year to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and value in use) of the investment is estimated to determine the impairment loss or reversal of impairment. Where value in use calculations are undertaken, management is required to estimate the expected future cash flows from the investment or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount of the Company's investments in subsidiaries at the end of the reporting period are disclosed in Note 13.

4. Revenue

	Group	
	2026	2025
	$'000	$'000
Sales of marine equipment and accessories	**2,521**	5,282
Sales of scientific and precision equipment	**1,185**	1,249
Rendering of marine equipment related services	**182**	1,251
	3,888	7,782

Disaggregation of revenue

The following table provides a disaggregation disclosure of the Group's revenue by primary geographical markets and timing of revenue recognition:

	2026	2025
	$'000	$'000
Malaysia	**1,964**	4,331
Singapore	**1,389**	2,774
Others	**535**	677
	3,888	7,782
Timing of transfer of goods and services		
At a point in time	**3,888**	7,782

5. Other gains and losses - Others

	Group	
	2026	2025
	$'000	$'000
Foreign exchange (loss)/gain net	**(68)**	134
Loss on disposal of property, plant and equipment	**(2)**	(243)
Government grant	**4**	9
Provision for bad debts	**(546)**	(605)
Inventories written down	**(347)**	(948)
Property, plant and equipment written off	**(6)**	(10,210)
Sublease income	**39**	62
Goodwill written off	**-**	(459)
Others	**153**	111
	(773)	(12,149)

6. Finance costs

	Group	
	2026	2025
	$'000	$'000
Interest expenses:		
- Bank overdraft	**7**	45
- Lease liabilities	**17**	15
- Bank loans	**45**	97
- Trade financing	**1**	612
- Convertible loan	**109**	-
	179	769

7. Loss before tax

In addition to the transactions disclosed elsewhere in the notes to the financial statements, the loss before tax is arrived at after charging/(crediting) the following:

	Group	
	2026	2025
	$'000	$'000
Auditor's remuneration paid/payable to:		
- Auditor of the Company	**253**	235
- Other auditors of the Group	**18**	33
Depreciation of property, plant and equipment	**299**	300
Professional fees	**1,619**	585
Rental expenses (Note 31)	**170**	209
Staff costs (Note 8)	**1,538**	2,955

8. Staff costs

	Group	
	2026	2025
	$'000	$'000
Key management personnel:*		
Wages, salaries and other related costs excluding directors' fees	**40**	207
Employer's contribution to defined contribution plans including Central Provident Fund	**2**	11
	42	218
Other staff:		
Wages, salaries and other related costs	**1,303**	2,455
Employer's contribution to defined contribution plans including Central Provident Fund	**193**	282
	1,538	2,955
* Comprised amounts paid/payable to:		
- Directors of the Company	-	159

9. Tax expense

	Group	
	2026	2025
	$'000	$'000
Tax expense recognised in profit or loss comprises:		
- Current income tax	**590**	60
- Deferred tax	**1**	(19)
	591	41
Over/(under) provision in respect of prior years		
- Current income tax	**3**	(9)
	594	32

The income tax expense on the results of the financial year differs from the amount of income tax determined by applying the Singapore statutory rate of income tax due to the following factors:

	Group	
	2026	2025
	$'000	$'000
Loss before tax from continuing operations	**(4,352)**	(20,438)
Tax calculated at a tax rate of 17% (2025: 17%)	**(740)**	(3,474)
Expenses not deductible for tax purposes	**753**	3,228
Over/(under) provision of current income tax in respect of prior years	**3**	(9)
Deferred tax assets not recognised	**578**	287
	594	32

The deferred tax assets on the following deductible temporary differences have not been recognised in the financial statements at the end of the reporting period due to uncertainty of its recoverability:

	Group	
	2026	2025
	$'000	$'000
Unabsorbed tax losses	**26,709**	23,309
Unabsorbed capital allowances	**3,346**	3,346
Accelerated tax depreciation	**127**	127
Others	**605**	605
	30,787	27,387

As at 31 March 2026, the Group has unutilised tax losses and unabsorbed capital allowances of $26,709,000 and $3,346,000 (2025: $23,309,000 and $3,346,000) respectively that are available for set-off against future taxable profits. The use of these tax losses and capital allowances is subject to the agreement of the tax authority and compliance with certain provisions of the tax legislations of the respective countries in which the Group operates.

9. Tax expense (cont'd)

The unutilised tax losses and unabsorbed capital allowances generally do not expire, except for tax losses arising from subsidiaries in Indonesia and Malaysia, which are subject to the applicable statutory carry-forward periods. Included in the Malaysian tax losses is RM1,363,356, equivalent to approximately $411,000, which expires by year of assessment 2035.

10. Discontinued operation

On 16 December 2024, Biofuel Research Pte. Ltd. ("Biofuel"), a 93%-owned subsidiary of the Group, completed the disposal of its property located at Tuas South Street 15 for a cash consideration of $3,920,000. Biofuel was subsequently liquidated on 15 January 2025.

Biofuel constituted the Group's entire recycling of waste oil operating segment. Accordingly, the results and cash flows attributable to Biofuel have been presented separately as a discontinued operation for the year ended 31 March 2025.

For the purpose of the consolidated statement of cash flows, the profit/(loss) before tax from the discontinued operation comprised the following:

	Group 2025 $'000
Profit/(loss) before tax from the discontinued operation, before liquidation adjustments	1,742
Loss on liquidation of the discontinued operation	(372)
Derecognition of goodwill attributable to the discontinued operation	(459)
	911

The results of the discontinued operation were as follows:

	2025 $'000
Revenue	-
Cost of sales	-
Gross Profit	-
Other gains and losses, net	2,764
Distribution costs	-
Administrative expenses	(840)
Finance costs	(182)
Profit/(loss) from discontinued operation, net of tax	1,742
Loss on liquidation of discontinued operation	(372)
Profit/(loss) for the financial year from discontinued operation	1,370

10. Discontinued operation (cont'd)

The net cash flows attributable to the discontinued operation are as follows:

	2025 $'000
Net cash generated from/(used in) operating activities	(6,333)
Net cash generated from/(used in) investing activities	6,541
Net cash used in financing activities	(182)
Net cash flows from discontinued operation	26

The effect of the liquidation of the discontinued operation on the financial position of the Group is as follows:

	15 January 2025 **$'000**
Assets	
Property, plant and equipment	1
Deferred tax assets	214
Inventories	14
Trade and other receivables	145
Income tax recoverable	10
Cash and cash equivalents	54
Total assets	**438**

The effect of the liquidation of the discontinued operation on the financial position of the Group is as follows (cont'd):

	15 January 2025 $'000
Liabilities	
Trade and other payables	(386)
Provisions	(26)
Total liabilities	**(412)**
Net identifiable assets derecognised	26
Net consolidation adjustments relating to non-controlling interests	346
Loss on liquidation of discontinued operation	**372**

The net cash outflow arising from the liquidation is as follows:

	15 January 2025 **$'000**
Cash and cash equivalents of the discontinued operation derecognised	(54)

11. Loss per share

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

	Group	
	2026	2025
	$'000	**$'000**
Loss for the year attributable to equity holders of the Company		
- from continuing operations	**(4,966)**	(20,446)
- from discontinued operation (Note 10)	**-**	1,520
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	**90,287**	90,287
Basic and diluted loss per share (cents)		
- from continuing operations	**(5.50)**	(22.65)
- from discontinued operation	**-**	1.68

During the financial year, the Company entered into a conditional loan facility agreement dated 19 September 2025 with Ascendro Group Limited for a convertible loan of $3,000,000, which has been accounted for as a compound financial instrument comprising liability and equity components (Note 21). Upon fulfilment of the conditions set out in the agreement, the loan is convertible into 270,862,209 new ordinary shares of the Company, representing approximately 75% of the Company's enlarged issued share capital.

As the conditions for the issuance of the conversion shares had not been satisfied as at 31 March 2026, the conversion shares are contingently issuable and have been excluded from the weighted average number of ordinary shares used in the computation of basic loss per share.

The conversion shares have also been excluded from the computation of diluted loss per share, as their inclusion would be anti-dilutive given the loss incurred for the financial year. Accordingly, basic and diluted loss per share for the financial years ended 31 March 2026 and 31 March 2025 are the same.

12. Property, plant and equipment

	Freehold land and buildings $'000	Leasehold land and properties $'000	Leasehold improvement $'000	Plant and Machinery $'000	Office equipment $'000	Furniture and fittings $'000	Motor vehicles $'000	Computers $'000	Total $'000
Group									
2026									
Cost									
At 1 April 2025	**4,229**	**371**	**274**	**1,171**	**965**	**352**	**777**	**129**	**8,268**
Additions	-	175	68	-	431	12	-	-	686
Disposal	-	-	-	-	(9)	-	-	-	(9)
Written off	-	-	(77)	(259)	(152)	(66)	(134)	(84)	(772)
Translation differences	264	268	12	8	(377)	(7)	90	(6)	252
At 31 March 2026	**4,493**	**814**	**277**	**920**	**858**	**291**	**733**	**39**	**8,425**
Accumulated depreciation and									
At 1 April 2025	**659**	**334**	**271**	**1,159**	**856**	**340**	**748**	**117**	**4,484**
Depreciation charge for the financial year	50	73	10	1	128	7	17	13	299
Disposal					(9)				(9)
Written off			(77)	(259)	(148)	(64)	(134)	(84)	(766)
Translation differences	47	(60)	12	7	(43)	(3)	83	(7)	36
At 31 March 2026	**756**	**347**	**216**	**908**	**784**	**280**	**714**	**39**	**4,044**
Net carrying value									
At 31 March 2026	**3,737**	**467**	**61**	**12**	**74**	**11**	**19**	**-**	**4,381**

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

	Freehold land and buildings $'000	Leasehold land and properties $'000	Leasehold improvement $'000	Plant and Machinery $'000	Office equipment $'000	Furniture and fittings $'000	Motor vehicles $'000	Computers $'000	Construction in progress	Total $'000
Group										
2025										
Cost										
At 1 April 2024	**5,359**	**19,026**	**382**	**7,515**	**1,187**	**734**	**1,584**	**393**	**13**	**36,193**
Additions	-	20	-	-	12	-	-	-	-	32
Disposal	-	(2,062)	(60)	(460)	(95)	(281)	(772)	(231)	-	(3,961)
Written off	(1,123)	(16,377)	(47)	(5,538)	(300)	(127)	(39)	(41)	(13)	(23,605)
Translation differences	(7)	(236)	(1)	(346)	161	26	4	8	-	(391)
At 31 March 2025	**4,229**	**371**	**274**	**1,171**	**965**	**352**	**777**	**129**	**-**	**8,268**
Accumulated depreciation and										
At 1 April 2024	**521**	**9,417**	**371**	**5,530**	**1,183**	**728**	**1,494**	**358**	**-**	**19,602**
Depreciation charge for the financial year	48	66	2	13	81	5	66	480	-	761
Disposal	-	(154)	(60)	(327)	(87)	(279)	(704)	(226)	-	(1,837)
Written off	(89)	(8,786)	(41)	(4,002)	(300)	(127)	(10)	(40)	-	(13,395)
Translation differences	179	(209)	(1)	(55)	(21)	13	(98)	(455)	-	(647)
At 31 March 2025	**659**	**334**	**271**	**1,159**	**856**	**340**	**748**	**117**	**-**	**4,484**
Net carrying value										
At 31 March 2025	**3,570**	**37**	**3**	**12**	**109**	**12**	**29**	**12**	**-**	**3,784**

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

	Office equipment $'000	Computers $'000	Leasehold Building $'000	Total $'000
Company				
2026				
Cost				
At 1 April 2025	**119**	**33**	**363**	**515**
Written off	**(119)**	**(33)**	**(363)**	**(515)**
At 31 March 2026	**-**	**-**	**-**	**-**
Accumulated depreciation				
At 1 April 2025	**119**	**33**	**363**	**515**
Written off	**(119)**	**(33)**	**(363)**	**(515)**
At 31 March 2026	**-**	**-**	**-**	**-**
Net carrying value				
At 31 March 2026	**-**	**-**	**-**	**-**

	Office equipment $'000	Computers $'000	Leasehold Building $'000	Total $'000
Company				
2025				
Cost				
At 1 April 2024 and at 31 March 2025	119	33	363	515
Accumulated depreciation				
At 1 April 2024 and at 31 March 2025	119	33	363	515
Net carrying value				
At 31 March 2025	-	-	-	-

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

a) Purchase of property, plant and equipment in the consolidated cash flows:

	Group	
	2026	2025
	$'000	$'000
Aggregate cost of property, plant and equipment acquired		
- Continuing operations	**686**	32
Less: Additions to right-of-use assets	**(443)**	-
Net cash outflow for purchase of property, plant and equipment	**243**	32

b) Bank loans are secured on properties of the Group with a net carrying value of $3,125,000 (2025: $3,125,000) (Note 23).

c) As at 31 March 2026, the net carrying value of the Group's right-of-use assets under property, plant and equipment was $467,000 (2025: $37,000).

13. Investments in subsidiaries

	Company	
	2026	2025
	$'000	$'000
Unquoted equity shares, at cost	**261**	1,458
Less: Allowance for impairment	**(261)**	(1,458)
Net carrying amounts	**-**	-

Movements in the allowance for impairment are as follows:

Balance at the beginning of the financial year	**1,458**	861
Impairment of investment in subsidiaries	**-**	597
Written off following liquidation of subsidiaries	**(1,197)**	-
Balance at the end of the financial year	**261**	1,458

During the financial year, USP Properties Pte Ltd and Theme A Investment Holdings Pte Ltd, both directly held wholly-owned subsidiaries of the Company, were placed into creditors' voluntary liquidation on 16 December 2025.

Consequently, the Company wrote off its cost of investments in these subsidiaries amounting to $1,197,000, together with the corresponding allowance for impairment previously recognised. As these investments had been fully impaired in prior financial years, the write-off did not result in any additional impairment loss being recognised in profit or loss during the current financial year.

13. Investments in subsidiaries (cont'd)

(a) Details of the subsidiaries as at the end of the financial year are as follows:

Name of subsidiary	Principal activities	Country of incorporation and operations	Effective equity interest held by Group	
			2026	2025
			%	%
Held by the Company				
USP Properties Pte Ltd (4c)	Investment holding and real estate developer.	Singapore	**-**	100
SuprAI Pte Ltd *(f.k.a. Supratechnic SII Pte Ltd.)* (1)	Investment holding, research and development, engineering, manufacturing, and consultancy for biofuel industry.	Singapore	**100**	100
Theme A Investment Holdings Pte Ltd (4c)	Investment holding	Singapore	**-**	100
Held by SuprAI Pte Ltd.:				
BOS Marine Pte Ltd (4b)	Wholesale of marine equipment and accessories	Singapore	**-**	100
SuprAI Capital Pte Ltd *(f.k.a Supratechnic Capital Pte Ltd)* (1)	Investment Holding	Singapore	**100**	100
Scientific & Industrial Instrumentation Pte Ltd (1)	Trading in scientific and industrial instruments	Singapore	**100**	100
Held by Scientific Industrial & Instrumentation Pte Ltd.:				
SII Scientific (S) Pte Ltd (4b)	Wholesale of medical, professional, scientific and precision equipment	Singapore	-	100
Held by BOS Marine Pte Ltd (4b)				
BOS Marine (M) Sdn Bhd (2)	Wholesale of marine equipment and accessories	Malaysia	**-**	100
Held by SuprAI Capital Pte Ltd				
Supratechnic Pte Ltd (1)	Wholesale of industrial machinery and equipment, marine equipment and accessories	Singapore	**100**	100

13. Investments in subsidiaries (cont'd)

(a) Details of the subsidiaries as at the end of the financial year are as follows (cont'd):

Held by Supratechnic Pte Ltd				
Supratechnic (M) Sdn Bhd [2]	Trading in outboard motors and general merchandise	Malaysia	**100**	100
PT Supratechnic Instrumentasi [3]	Trading in outboard motors and general merchandise	Indonesia	**100**	100
Held by Supratechnic (M) Sdn Bhd				
Supratechnic Properties Sdn Bhd *(f.k.a Semangat Hitech Sdn Bhd)* [2]	Letting out properties and general traders	Malaysia	**100**	100
Supratechnic (S) Pte Ltd [5]	Wholesale of machinery and equipment, including marine equipment	Singapore	**100**	-
Held by USP Properties Pte Ltd				
USPP Woodlands Pte Ltd [4c]	Investment holding	Singapore	**-**	100
Theme A Properties Pte Ltd [4b]	Commercial and industrial real estate management	Singapore	**-**	100
Threeone Recruitant Pte Ltd [4b]	Recruitment and deployment of workers and mgmt staff	Singapore	**-**	65
Held by USPP Woodlands Pte Ltd				
Koon Cheng Development Pte Ltd [1]	Letting and operating self-owned properties	Singapore	**-**	100
Held by Theme A Investment Holdings Pte Ltd [4c]				
Darts Engineering Pte Ltd [4a]	Process industrial plant engineering design and consultancy services; building and repair of ships, tankers and other ocean vessels; installation of industrial machinery and equipment, mechanical engineering works and scaffolding works	Singapore	**-**	65

[1] Audited by PKF-CAP LLP, Singapore
[2] Audited by KS Chia & Associates., Malaysia
[3] Audited by PKF Paul Hadiwinata, Hidajat, Arsono, Retno, Palilingan & Rekan, Indonesia
[4] Unaudited, in liquidation*
  [a] 25 April 2025
  [b] 13 October 2025
  [c] 16 December 2025
[5] Newly incorporated on 15 August 2025.

** Balances of liquidated entities are deemed immaterial to the Group as at 31 March 2026.*

13. Investments in subsidiaries (cont'd)

(b) At the end of the reporting period, there are no subsidiaries with non-controlling interests that are material to the Group. Accordingly, the summarised financial information of the subsidiaries is not disclosed.

Liquidation of subsidiaries

During the financial year ended 31 March 2026, eight subsidiaries of the Group were placed into creditors' voluntary liquidation as part of the Group's ongoing restructuring and rationalisation exercise.

On 25 April 2025, Darts Engineering Pte Ltd, an indirect subsidiary of the Company, was placed into creditors' voluntary liquidation.

Subsequently, on 13 October 2025, four subsidiaries, namely BOS Marine Pte Ltd, SII Scientific (S) Pte Ltd, Theme A Properties Pte Ltd and Threeone Recruitant Pte Ltd, were placed into creditors' voluntary liquidation.

On 16 December 2025, three further subsidiaries, namely USP Properties Pte Ltd, USPP Woodlands Pte Ltd and Theme A Investment Holdings Pte Ltd, were placed into creditors' voluntary liquidation.

The above liquidations formed part of the Group's restructuring exercise, involving the rationalisation of its corporate structure and the winding up of certain subsidiaries.

Management has assessed the implications of the liquidation proceedings on the Group's consolidated financial statements, including the assessment of control over the respective subsidiaries in accordance with SFRS(I) 10 *Consolidated Financial Statements*.

Following the loss of control over the respective subsidiaries, their assets, liabilities and related non-controlling interests, where applicable, were derecognised from the consolidated financial statements from the dates control was lost. The net gains arising from the deconsolidation of these subsidiaries following their liquidation amounting to $85,000 have been recognised and presented separately in the consolidated statement of profit or loss and other comprehensive income for the financial year ended 31 March 2026.

At the Company level, the cost of investments in USP Properties Pte Ltd and Theme A Investment Holdings Pte Ltd, amounting to $1,197,000 in aggregate, together with the corresponding accumulated impairment losses, was written off during the financial year.

As these investments were fully impaired in prior financial years, the write-offs did not result in any additional impairment loss in the Company's profit or loss for the financial year ended 31 March 2026.

Impairment review of investment in subsidiaries

Management has also performed impairment assessment on its investment in subsidiary, SuprAI Capital Pte. Ltd. which has indication of impairment. Management has determined the recoverable amount based on the Value in Use ("VIU") of the investment in subsidiary. Based on management's assessment, an impairment loss of $261,000 was recognised for the financial year ended 31 March 2025.

13. Investments in subsidiaries (cont'd)

Impairment review of investment in subsidiaries (cont'd)

The recoverable amounts were determined on a value-in-use basis. The value-in-use calculations used cash flow projections derived from financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rates set out below. The growth rates applied did not exceed the long-term average growth rate for the wholesale and trading of industrial machinery and equipment, scientific and industrial instruments, and marine equipment and accessories industry in which the subsidiaries operate.

Key assumptions used for value-in-use calculations	**2026**	**2025**
Compound annual growth rate	9.0%	8.7%
Long-term growth rate	2%	2%
Discount rate	12.2%	12.0%

Based on management's impairment assessment as at 31 March 2026, no further impairment loss or reversal of impairment loss was recognised for the financial year ended 31 March 2026 (2025: impairment loss of $261,000).

For USP Properties Pte. Ltd., Biofuel Research Pte. Ltd. and Theme A Investment Holdings Pte. Ltd. management has determined the recoverable amount of the subsidiaries to be $nil due to these subsidiaries are in liquidation. As a result, an impairment loss of $336,000 was recognised for the financial year ended 31 March 2025.

14. Intangible assets

	Trademark $'000
Group	
Cost	
At 1 April 2025	**-**
Additions	26
At 31 March 2026	**26**
Accumulated amortisation and impairment	
At 1 April 2025	**-**
Amortisation charged for the financial year	3
At 31 March 2026	**3**
Net carrying amount	
At 31 March 2026	23

During the financial year, a subsidiary of the Group, Supratechnic (M) Sdn Bhd, acquired a trademark for the purpose of protecting its brand in relation to products, goods and services in Malaysia, Singapore and Indonesia. The trademark is stated at cost less accumulated amortisation and any accumulated impairment losses. The trademark has an estimated useful life of 10 years and is amortised on a straight-line basis over its estimated useful life.

15. Deferred tax

	Group	
	2026	2025
	$'000	$'000
At beginning of the financial year	**(40)**	378
Charge to profit or loss (Note 9)	**1**	(19)
Derecognition from discontinued operation	**-**	(214)
Translation difference	**(2)**	(185)
At end of the financial year	**(41)**	(40)
Representing:		
Deferred tax liabilities	**-**	-
Deferred tax assets	**(41)**	(40)
	(41)	(40)

Major deferred tax assets and liabilities recognised by the Group are as follows:

	Accelerated tax depreciation $'000	**Fair value uplift on assets from acquisition of subsidiaries $'000**	**Provision $'000**	**Others $'000**	**Total $'000**
At 1 April 2024	**(268)**	**1,588**	**(32)**	**(910)**	**378**
(Credit)/charged to profit or loss for the financial year	-	-	-	(19)	(19)
Currency translation differences	-	-	-	(185)	(185)
Derecognition from discontinued operation	268	(1,588)	32	1,074	(214)
At 31 March 2025	**-**	**-**	**-**	**(40)**	**(40)**
(Credit)/charged to profit or loss for the financial year	-	-	-	1	1
Currency translation differences	-	-	-	(2)	(2)
At 31 March 2026	**-**	**-**	**-**	**(41)**	**(41)**

Deferred tax assets are presented as negative amounts and deferred tax liabilities as positive amounts in the movement table above.

16. Inventories

	Group	
	2026	2025
	$'000	$'000
Finished goods	**1,946**	2,158
Goods in transit	**30**	858
	1,976	3,016
The following amounts are recognised in profit or loss:		
Inventories recognised as an expense in cost of sales	**2,589**	7,965
Inclusive of the following:		
- Inventories written down (Note 5)	**347**	948

17. Trade and other receivables

	Group		Company	
	2026	2025	**2026**	2025
	$'000	$'000	**$'000**	$'000
Current				
Trade receivables - third parties	**925**	1,450	**-**	-
Less: Allowance for impairment (Note 26)	**(693)**	(946)	**-**	-
	232	504	**-**	-
Other receivables:				
- Third parties	**187**	4,791	**41**	41
- Subsidiaries	-	-	**14,100**	14,100
- Allowance for impairment	**(56)**	(54)	**(14,100)**	(14,100)
	131	4,737	**41**	41
Deposits	**347**	155	**235**	-
Prepayments	**39**	47	**-**	-
Tax recoverable	**270**	343	**-**	-
	656	545	**235**	-
Total	**1,019**	5,786	**276**	41

17. Trade and other receivables (cont'd)

Included in Other receivables due from third parties as at 31 March 2025, was an amount of $4,697,180, representing the remaining proceeds from the disposal of investment properties and fixed assets by Koon Cheng Development Pte. Ltd. ("KCD"), an indirect wholly-owned subsidiary of the Company which was retained by United Overseas Bank Limited ("UOB"). This amount has been classified as other receivables as the funds had not been released by UOB at the reporting date.

Subsequently, on 14 August 2025, $3,000,000 of the retained proceeds were utilised to settle trade financing facilities of Supratechnic Pte. Ltd., a related company of KCD, pursuant to an intercompany loan agreement entered into between the two entities. The remaining balance of $1,697,180 was released by UOB and credited to KCD's bank account on 19 August 2025 following the satisfaction of conditions under the relevant settlement arrangement.

Following the receipt of the above funds, KCD utilised the proceeds to settle certain liabilities that had been recognised as at 31 March 2025, including:

- Refund of security deposits received;
- Settlement of deferred lease income; and
- Settlement of advance rental received.

As the receipt of funds from UOB and the subsequent settlements occurred during the financial year ended 31 March 2026, the related other receivable of $4,697,180 recognised as at 31 March 2025 was fully realised during the current financial year, and the corresponding liabilities were derecognised upon settlement.

Movement in allowance for impairment loss are as follows

	Group		Company	
	2026	2025	**2026**	2025
	$'000	$'000	**$'000**	$'000
Trade receivables				
At 1 April	**946**	1,424	**-**	-
Additions	**546**	642	**-**	-
Impairment loss written off	**(799)**	(1,120)	**-**	-
Currency translation difference	**-**	-	**-**	-
	693	946	**-**	-
Other receivables				
At 1 April	**54**	548	**14,100**	4,932
Additions	**-**	-	**-**	9,168
Impairment loss written off	**-**	(494)	**-**	-
Write back	**-**	-	**-**	-
Currency translation difference	**2**	-	**-**	-
	56	54	**14,100**	14,100

The amounts due from subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand.

18. Cash and bank balances

	Group		Company	
	2026	2025	**2026**	2025
	$'000	$'000	**$'000**	$'000
Cash at bank and in hand	**3,761**	1,303	**3,096**	-*
Fixed deposits (restricted)	**1,279**	2,963	**-**	-
	5,040	4,266	**3,096**	-

* *The rounded amounts of the balances are less than $1,000.*

At the end of the reporting period, restricted cash is represented by fixed deposits pledged to secure certain bank facilities.

Cash and cash equivalents in the consolidated statement of cash flows comprised the following:

	Group	
	2026	2025
	$'000	$'000
Cash at bank and in hand and short-term term deposits	**5,040**	4,266
Less: Bank overdrafts (Note 23)	**(82)**	(315)
Less: Restricted cash-pledged bank deposits (Note 23)	**(1,279)**	(2,963)
Less: Restricted cash	**(3,000)**	-
Cash and cash equivalents	**679**	988

Restricted cash represents monies held in an escrow account maintained by the Judicial Managers as at the end of financial year, set aside for distribution to creditors pursuant to the Scheme of Arrangement. The Group does not have access to or control over the use of these funds.

19. Share capital

	Group and Company			
	2026		**2025**	
	Number of shares	**Issued share capital**	**Number of shares**	**Issued share capital**
	$'000	**$'000**	**$'000**	**$'000**
At 1 April and 31 March	**90,922**	**50,913**	90,922	50,913

The holders of ordinary shares (except for treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

20. Treasury shares

	Group and Company			
	2026		2025	
	Number of shares	$'000	Number of shares	$'000
Balance at beginning and end of financial year	**634,600**	**99**	634,600	99

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

During the financial year ended 31 March 2018, the Company acquired 634,600 shares in the Company through purchases of the Singapore Exchange. Consideration paid to purchase shares amounted to $99,378 which was presented as a component within the equity in the financial statements.

21. Convertible loan

On 19 September 2025, the Company entered into a conditional loan facility agreement with Ascendro Group Limited for a non-interest-bearing loan of $3,000,000 to finance the Group's restructuring exercise and settlement of outstanding creditors.

Under the agreement, the loan shall be capitalised into 270,862,209 new ordinary shares of the Company, representing approximately 75% of the enlarged issued share capital, subject to the requisite regulatory and shareholders' approvals. The agreement also requires the Company to repay the outstanding loan in cash upon the occurrence of certain termination events, including where the requisite approvals are not obtained.

The convertible loan was assessed to comprise both liability and equity components. Upon initial recognition, the liability component was measured at fair value, with the residual amount recognised as a separate component of equity. The liability component is subsequently measured at amortised cost using the effective interest method at an effective interest rate of 10.05% per annum.

The movements in the liability and equity components of the convertible loan during the financial year are as follows:

	Group and Company 2026 $'000
Liability component	
Fair value at initial recognition	2,610
Interest expense recognised using the effective interest method	109
At 31 March 2026	**2,719**
Equity component	
Equity component recognised at initial recognition	390
At 31 March 2026	**390**

21. Convertible loan (cont'd)

The interest expense of $109,000 arising from the unwinding of the discount on the liability component has been recognised in finance costs (Note 6). The equity component of $390,000 is presented separately within equity in the financial statements.

Subsequent to the financial year end, on 14 August 2026, the Company announced that the proposed capitalisation would involve the issuance of 270,862,209 new ordinary shares to Ascendro Group Limited, representing approximately 75% of the enlarged issued share capital. The proposed transaction remains subject to the requisite shareholders' and regulatory approvals.

22. Other reserves

	Group		Company	
	2026	2025	**2026**	2025
	$'000	$'000	**$'000**	$'000
Foreign currency translation reserve	**(252)**	446	**-**	-
Gain or loss on reissuance of treasury shares	**(504)**	(504)	**(504)**	(504)
Capital reserve	**2,941**	2,941	**-**	-
Other	**2,507**	2,507	**149**	149
	4,692	5,390	**(355)**	(355)

a) Foreign currency translation reserve

The foreign currency translation reserve comprises exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies differ from the Group's presentation currency. The reserve reflects cumulative foreign exchange gains and losses recognised in other comprehensive income and is reclassified to profit or loss upon disposal of the relevant foreign operation.

b) Gain or loss on reissuance of treasury shares

The gain or loss on reissuance of treasury shares represents the cumulative difference arising from the purchase, sale, reissuance, transfer or cancellation of treasury shares. In accordance with the relevant statutory and regulatory requirements, the reserve is not available for dividend distribution and may not be distributed, whether in cash or otherwise, to shareholders of the Company.

c) Capital reserve pertains to the followings:

- Revaluation surplus arising from the freehold land and building in May 2011, being transferred to capital reserve for the purpose of issuing bonus shares; and

- The premium received from non-controlling interest for acquisition of a portion of non-controlling interest in subsidiaries, Supratechnic (M) Sdn. Bhd and Scientific & Industrial Instrumentation Pte Ltd on 1 March 2019 amounting to $2,884,000.

22. Other reserves (cont'd)

d) Other - equity consideration

The other reserve represents equity consideration paid or payable to the vendors in connection with the acquisition of Supratechnic Pte. Ltd. during the financial year ended 31 March 2016. The reserve reflects the equity component of the acquisition consideration recognised in accordance with the terms of the acquisition agreement.

Movements in the above other reserves are disclosed in the statements of changes in equity.

23. Borrowings

	Group		Company	
	2026	2025	**2026**	2025
	$'000	$'000	**$'000**	$'000
Non-current				
Bank loans				
Bank loan I	**515**	622	**-**	-
Bank loan II	**1,887**	-	**-**	-
	2,402	622	**-**	-
Current				
Bank loans				
Bank loan I	**189**	170	**-**	-
Bank loan II	**552**	-	**-**	-
	741	170	**-**	-
Bank overdrafts	**82**	315	**-**	-
Loan from shareholder	**386**	386	**386**	386
Loan from related party	**567**	448	**448**	448
Trade financing	**-**	2,750	**-**	-
	1,035	3,899	**834**	834
	4,178	4,691	**834**	834

a) Secured liabilities

Bank loans

Loan I is secured by Supratechnic (M) Sdn Bhd on certain properties of the subsidiaries and a third party, fixed deposits of the subsidiary (Note 18) and corporate guarantee by Supratechnic Pte Ltd. Loan I bears floating interest rate ranging from 1% to 1.25% (2025: 1% to 1.25%) per annum above the bank's prevailing base lending rate and is repayable by monthly instalments over 15 years commenced in 2014. The loan bears interest rate from 4.85% to 6.85% (2025: 4.85% to 6.85%) per annum. The loan is denominated in Malaysia Ringgit.

23. Borrowings (cont'd)

a) Secured liabilities (cont'd)

Bank loans (Continued)

Loan II relates to the restructuring of the outstanding trade financing facilities undertaken by a subsidiary of the Group, Supratechnic (M) Sdn. Bhd. During the financial year, the subsidiary has entered into a Deed of Undertaking with the bank, pursuant to which it undertook to repay the outstanding liabilities of approximately $2.70 million by monthly instalments over five years commencing October 2025. The outstanding loan bears no further interest provided the agreed repayment terms are complied with. The bank has agreed not to enforce its rights under the existing facilities and related corporate guarantees provided that the repayment terms are met.

Bank overdrafts

Bank overdrafts bear interest rates ranging from 6.35% to 7.92% (2025: 6.35% to 7.92%) per annum and are secured by the subsidiary's leasehold properties and joint and several personal guarantees of the former directors of the Company and subsidiaries.

Loans from shareholder and related party

The loans from shareholder and related party are non-trade, interest-free, unsecured and repayable on demand.

b) Fair Values

Current borrowings

The carrying amounts of current borrowings approximate their fair values at the end of the reporting period as they are either repayable on demand or have short remaining maturities.

Non-current borrowings

Based on the discounted cash flow analysis using a discount rate based upon market lending rate for similar borrowings which management expects would be available to the Group at the end of the reporting period, the fair values of the fixed borrowings at the end of the reporting period approximate their carrying values as there are no significant changes in the marketing lending interest rates available to the Group at the end of the reporting period. The floating rates borrowings are instruments that are repriced to market interest rates on or near the end of the reporting period. Accordingly, the fair values of these borrowings, determined from the discounted cash flow analysis using market lending rates for similar borrowings which the management would be available to the Group would approximate their carrying amounts at the end of the reporting period.

23. Borrowings (cont'd)

c) Reconciliation of movements of liabilities to cash flows arising from financing activities

	Bank loans	Lease liabilities	Trade financings	Loan from shareholder	Loan from related party	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Group						
2026						
Balance as at 1 April 2025	**792**	**82**	**2,750**	**386**	**448**	**4,458**
Changes from financing cash flows:						
- Proceeds from borrowings	-	-	-	-	119	119
- Repayments	(399)	(19)	-	-	-	(418)
- Interest paid	(52)	(17)	-	-	-	(69)
Non-cash changes:						
- Interest expense	52	17	-	-	-	69
- Additions to lease liabilities	-	443	-	-	-	443
- Reclassification of trade financings to bank loans	2,750	-	(2,750)	-	-	-
- Foreign exchange translation	-	(9)	-	-	-	(9)
Balance at 31 March 2026	**3,143**	**497**	**-**	**386**	**567**	**4,593**

23. Borrowings (cont'd)

d) Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

	Bank loans	Lease liabilities	Trade financings	Loan from shareholder	Loan from related party	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Group						
2026						
Balance as at 1 April 2024	**1,874**	**3,164**	**5,918**	**386**	**448**	**11,790**
Changes from financing cash flows:						
- Repayments	(1,082)	(57)	(3,168)	-	-	(4,307)
- Interest paid	(142)	(15)	(612)	-	-	(769)
Non-cash changes:						
- Interest expense	142	197	612	-	-	951
Changes from discontinued operation:						
- Discontinuation of lease	-	(3,025)	-	-	-	(3,025)
- Interest paid	-	(182)	-	-	-	(182)
Balance at 31 March 2025	**792**	**82**	**2,750**	**386**	**448**	**4,458**

24. Provision for restoration cost

	Group	
	2026	2025
	$'000	$'000
Balance at 1 April	**-**	191
Discontinued operation	**-**	(26)
Disposal	**-**	(165)
Balance at 31 March	**-**	-

The provision for restoration costs represents the present value of management's best estimate of the future outflow economic benefits that will be required to reinstate the lease property to its original state.

25. Trade and other payables

	Group		Company	
	2026	2025	**2026**	2025
	$'000	$'000	**$'000**	$'000
Trade payables	**1,702**	1,416	**-**	-
Deposit received	**119**	167	**-**	-
Other payables – Third parties	**3,895**	2,661	**3,718**	1,681
Subsidiaries	**-**	-	**3,853**	4,869
Accrued operating expenses	**1,754**	4,840	**1,265**	1,080
Deferred rent payable	**41**	41	**-**	-
	7,511	9,125	**8,836**	7,630

Trade and other payables are non-interest bearing and are generally on 30 to 60 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

26. Financial instruments

a) Categories of financial instruments

Financial instruments at their carrying amounts at the end of the financial year are as follows:

	Group		Company	
	2026	2025	**2026**	2025
	$'000	$'000	**$'000**	$'000
Financial assets at amortised costs	**5,694**	9,662	**3,334**	41
Financial liabilities at amortised cost	**14,399**	13,775	**12,389**	8,464

b) Financial risk management

The Group and Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from these financial risks on the Group's financial performance. The Group does not hold derivative financial instruments for trading purposes. The Board reviews and agrees policies for managing risks and they are summarised below.

There have been no changes to the exposures to risk, the objectives, policies and processes for managing the risk and the methods used to measure the risk.

Foreign currency risk

The Group has currency exposures arising from transactions, assets and liabilities that are denominated in currencies other than the respective functional currencies of entities in the Group. The foreign currencies in which the Group's currency risk arises are mainly Indonesian Rupiah ("IDR") and Malaysian Ringgit ("MYR").

26. Financial instruments (cont'd)

b) Financial risk management (cont'd)

Foreign currency risk (cont'd)

At the end of the reporting period, the Group has the following financial assets and financial liabilities denominated in foreign currencies: -

	USD $'000	IDR $'000	MYR $'000
Group			
2026			
Financial assets			
Cash and cash equivalents and fixed deposits	-	7	1,452
Trade and other receivables	-	38	221
	-	**45**	**1,673**
Financial liabilities			
Trade and other payables	-	497	97
Borrowings	119	-	739
	119	**497**	**836**
Net financial (liabilities)/assets denominated in foreign currency	**(119)**	**(452)**	**837**

	IDR $'000	MYR $'000
Group		
2025		
Financial assets		
Cash and cash equivalents and fixed deposits	10	3,030
Trade and other receivables	406	490
	416	3,520
Financial liabilities		
Trade and other payables	484	103
Borrowings	-	1,107
	484	1,210
Net financial (liabilities)/assets denominated in foreign currency	**(68)**	**2,310**

26. Financial instruments (cont'd)

b) Financial risk management (cont'd)

Foreign currency risk (cont'd)

There is exposure to foreign currency risk as part of its normal business.

Sensitivity analysis:

	2026	2025
A hypothetical 10% (2025: 10%) strengthening in the exchange rate of the functional currency $ against USD with all other variables held constant would have a (unfavourable)/favourable effect on pre-tax profit of	**12**	-
A hypothetical 10% (2025: 10%) strengthening in the exchange rate of the functional currency $ against IDR with all other variables held constant would have a (unfavourable)/favourable effect on pre-tax profit of	**45**	7
A hypothetical 10% (2025: 10%) strengthening in the exchange rate of the functional currency $ against MYR with all other variables held constant would have a (unfavourable)/favourable effect on pre-tax profit of	**(84)**	(231)

The above table shows sensitivity to the hypothetical percentage variations in the functional currency against the relevant non-functional foreign currencies. The sensitivity rate used is the reasonably possible change in foreign exchange rates. For similar rate weakening of the functional currency against the relevant foreign currencies above, there would be comparable impacts in the opposite direction.

In management's opinion, the above sensitivity analysis is unrepresentative of the foreign currency risks as the historical exposure does not reflect the exposure in future.

Interest rate risk

The interest rate risk exposure is from changes in fixed rate and floating interest rates and it mainly concerns borrowings which are both fixed rate and floating rate. The following table analyses the breakdown of the significant financial instruments by type of interest rate:

	2026	2025
Financial Liabilities		
Fixed rates	**497**	82
Floating rates	**716**	4,376

26. Financial instruments (cont'd)

b) Financial risk management (cont'd)

Interest rate risk (cont'd)

Sensitivity analysis:

A hypothetical variation in floating interest rate by 100 basis points with all other variables held constant, would have an increase/decrease in pre-tax loss for the year by	**7**	**44**

The analysis has been performed for floating interest rate over a year for financial instruments. The impact of a change in interest rates on floating interest rate financial instruments has been assessed in term of changing of their cash flows and therefore in terms of the impact on profit or loss. The hypothetical changes in basis points are not based on observable market data (unobservable inputs).

The Company is not exposed to significant interest rate risk as it does not have financial liabilities carry at floating interest rate.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. For receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, and obtaining sufficient collateral where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with credit quality counterparties.

The Group has no significant concentration of credit risk. The Company has no significant concentration of credit risk except for the loans and receivables from subsidiaries as disclosed in Note 17.

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("ECL"):

Description of evaluation of financial assets	**Basis for recognition and measurement of ECL**
Counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
Contractual payments are more than 90 days past due and there is evidence of credit impairment	Lifetime ECL- credit-impaired
There is evidence indicating that the Group has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings	Write-off

26. Financial instruments (cont'd)

b) Financial risk management (cont'd)

Credit risk (cont'd)

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information, such as future economic and industry outlook, that is available without undue cost or effort.

In particular, the Group considers the following information when assessing whether credit risk has increased significantly since initial recognition:

- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

- significant increases in credit risk on other financial instruments of the same debtor; and

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group also assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if it has an internal or external credit rating of "investment grade" as per globally understood definition, or the financial asset has a low risk of default; the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

26. Financial instruments (cont'd)

***b) Financial risk management* (cont'd)**

Credit risk (cont'd)

Definition of Default

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

(i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, 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 a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Estimation techniques and significant assumptions

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowances.

The Company has significant credit risk exposures arising on amounts due from subsidiaries (Note 17).

The maximum exposure to credit risk is represented by the carrying amount of each financial asset presented on the statements of financial position relating to corporate guarantees given by the Company to banks for the subsidiaries' bank borrowings (Note 23).

26. Financial instruments (cont'd)

***b) Financial risk management* (cont'd)**

Credit risk (cont'd)

Estimation techniques and significant assumptions (cont'd)

Movements in credit loss allowance are as follows:

	Trade Receivables $'000	Other Receivables $'000	Total $'000
Group			
Balance as at 1 April 2024	1,424	548	1,972
Loss allowance measured:			
Lifetime ECL			
- simplified approach	642	-	642
- impairment loss written off	(1,120)	(494)	(1,614)
Balance as at 31 March 2025	946	54	1,000
Loss allowance measured:			
Lifetime ECL			
- simplified approach	546	-	546
- impairment loss written off	(799)	-	(799)
- Currency translation difference	-	2	2
Balance as at 31 March 2026	693	56	749

26. Financial instruments (cont'd)

***b) Financial risk management* (cont'd)**

Credit risk (cont'd)

Estimation techniques and significant assumptions (cont'd)

Movements in credit loss allowance are as follows (cont'd):

	Trade Receivables $'000	Other Receivables $'000	Total $'000
Company			
Balance as at 1 April 2024	-	4,932	4,932
Loss allowance measured:			
Lifetime ECL			
- credit-impaired	-	9,168	9,168
- write back	-	-	-
Balance as at 31 March 2025	-	14,100	14,100
Loss allowance measured:			
Lifetime ECL			
- credit-impaired	-	-	-
- write back	-	-	-
Balance as at 31 March 2026	-	14,100	14,100

Trade receivables

The Group has applied the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables. The Group estimates the expected credit loss rates for each category of past due status of the debtors based on historical credit loss experience adjusted as appropriate to reflect current conditions and forecasts of future economic conditions affecting the ability of the customers to settle the receivables.

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

26. Financial instruments (cont'd)

***b) Financial risk management* (cont'd)**

Credit risk (cont'd)

Trade receivables (cont'd)

A trade receivable is written off when there is information indicating that there is no realistic prospect of recovery from the debtor such as when the debtor has been placed under liquidation, has entered into bankruptcy proceedings, cannot be located or are not recoverable despite legal recourse made to recover the debt, including reminders and letters of demand issued for debts due for more than 12 months.

The group's credit risk exposure in relation to trade receivables under SFRS(I) 9 is set out in the provision matrix below:

		Past due				
	Not past due $'000	Within 3 months $'000	3 to 6 months $'000	6 to 12 months $'000	More than 1 year $'000	Total $'000
Group 2026						
Marine distributors and dealerships						
Expected loss rate	0%	0%	100%	100%	100%	
Gross Receivables	110	54	11		524	699
Loss allowance	-	-	(11)	-	(524)	(535)
Calibration of environmental equipment						
Expected loss rate	0%	0%	0%	0%	100%	
Gross Receivables	61				158	219
Loss allowance	-	-	-	-	(158)	(158)
Property investments						
Expected loss rate	0%	0%	0%	0%	0%	0%
Gross Receivables	7	-	-	-	-	7
Loss allowance	-	-	-	-	-	-
Total gross receivables	178	54	11	-	682	925
Total loss allowance	-	-	(11)	-	(682)	(693)
Net carrying amount	**178**	**54**	**-**	**-**	**-**	**232**

26. Financial instruments (cont'd)

***b) Financial risk management* (cont'd)**

Credit risk (cont'd)

Trade receivables (cont'd)

		Past due				
	Not past due $'000	Within 3 months $'000	3 to 6 months $'000	6 to 12 months $'000	More than 1 year $'000	Total $'000
Group 2025						
Marine distributors and dealerships						
Expected loss rate	0%	0%	0%	20%	89%	
Gross Receivables	160	140	5	20	1,015	1,340
Loss allowance	-	-	-	(4)	(905)	(909)
Calibration of environmental equipment						
Expected loss rate	16%	100%	0%	100%	100%	
Gross Receivables	83	16	-	1	7	107
Loss allowance	(13)	(16)	-	(1)	(7)	(37)
Property investments						
Expected loss rate	0%	0%	0%	0%	0%	0%
Gross Receivables	-	-	3	-	-	3
Loss allowance	-	-	-	-	-	-
Total gross receivables	243	156	8	21	1,022	1,450
Total loss allowance	(13)	(16)	-	(5)	(912)	(946)
Net carrying amount	230	140	8	16	110	504

26. Financial instruments (cont'd)

(b) *Financial risk management* (cont'd)

Credit risk (cont'd)

Other financial assets at amortised cost

The table below details the credit quality of the Group's financial assets (other than trade receivables):

Group 2026	12-month or lifetime ECL	Gross carrying amount $'000	Loss allowance $'000	Net carrying amount $'000
Deposits	12-month ECL	347	-	347
Other receivables	Lifetime ECL	187	(56)	131
Cash and cash balances	12-month ECL	5,040	-	5,040
Group 2025	**12-month or lifetime ECL**	**Gross carrying amount $'000**	**Loss allowance $'000**	**Net carrying amount $'000**
Deposits	12-month ECL	155	-	155
Other receivables	Lifetime ECL	4,791	(54)	4,737
Cash and cash balances	12-month ECL	4,266	-	4,266

26. Financial instruments (cont'd)

(b) *Financial risk management* (cont'd)

Credit risk (cont'd)

Other financial assets at amortised cost

The table below details the credit quality of the Company's financial assets (other than trade receivables):

Company 2026	**12-month or lifetime ECL**	**Gross carrying amount $'000**	**Loss allowance $'000**	**Net carrying amount $'000**
Amounts due from subsidiaries	Lifetime ECL	**14,100**	**(14,100)**	**-**
Company 2025	**12-month or lifetime ECL**	**Gross carrying amount $'000**	**Loss allowance $'000**	**Net carrying amount $'000**
Amounts due from subsidiaries	Lifetime ECL	14,100	(14,100)	-

The credit loss exposure for cash and cash equivalents and deposits is considered as insignificant as at 31 March 2026 and 31 March 2025.

Financial guarantee

The Company has issued financial guarantees to banks for borrowings of its subsidiaries. These guarantees are subject to the impairment requirements of SFRS(I) 9. The directors do not expect credit loss exposure arising from these guarantees in view that the borrowings were secured (Note 23).

26. Financial instruments (cont'd)

(b) *Financial risk management* (cont'd)

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's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

In managing its liquidity, Management monitors and reviews the Group's and Company's forecasts of liquid reserves (comprise cash and cash equivalents and undrawn borrowing facilities) on the basis of expected cash flows determined at local level in the respective operating companies of the Group in accordance with limits set by the Group.

The table below summarises the maturity profile of the Group's and the Company's non-derivative financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations, including estimated future interest payments. Accordingly, the amounts presented in the table may differ from the carrying amounts of the respective financial liabilities in the statements of financial position.

	1 year or less $'000	1 to 5 years $'000	Over 5 years $'000	Total $'000
Group 2026				
Trade and other payables	7,511	-	-	7,511
Borrowings	1,886	2,502	-	4,388
Convertible loan	3,000	-	-	3,000
Lease Liabilities	239	288	-	527
Group 2025				
Trade and other payables	9,125	-	-	9,125
Borrowings	4,069	622	-	4,691
Lease Liabilities	70	12	-	82

	1 year or less $'000	1 to 5 years $'000	Over 5 years $'000	Total $'000
Company 2026				
Trade and other payables	8,836	-	-	8,836
Borrowings	834	-	-	834
Convertible loan	3,000	-	-	3,000
Company 2025				
Trade and other payables	7,630	-	-	7,630
Borrowings	834	-	-	834

27. Significant related party transactions

In addition to the information disclosed elsewhere in these financial statements, the following transactions took place between the Company and related parties during the financial year on terms agreed by the parties concerned:

Key management personnel compensation

Total Key management personnel compensation is analysed as follows:

	Group	
	2026	2025
	$'000	$'000
Salaries, director's fee and other short-term employee benefits	**40**	207
Contributions to defined plan	**2**	11

Included in the above amount are the following items:

Directors' remuneration (excluding directors' fees)	**-**	159

Further information about the remuneration of individual directors is provided in the report on corporate governance.

Key management personnel are directors and those persons having authority and responsibility for planning, directing and controlling the activities of the group, directly or indirectly.

28. Fair value of assets and liabilities

(a) Fair value hierarchy

The tables below analyse the fair value measurements by the levels in the fair value hierarchy based on the inputs to the valuation techniques. The different levels are defined as follows:

(i) Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
(ii) Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (i.e. derived from prices); and
(iii) Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

28. Fair value of assets and liabilities (cont'd)

(b) Fair value measurements of assets that are measured at fair value

The following table presents the level of fair value hierarchy for each class of assets measured at fair value at the end of the reporting period.

	Level 1	Level 2	Level 3	Total
	$'000	$'000	$'000	$'000
Recurring fair value measurements				
Group				
2026				
Non-financial assets				
Investment properties	-	-	-	-
2025				
Non-financial assets				
Investment properties	-	-	-	-

(c) Determination of fair values

Investment properties

The basis of determining fair values for disclosure at the end of the reporting period is disclosed in Note 2(k).

The following table shows a reconciliation from the beginning balances to the ending balances for Level 3 fair value measurements:

	Investment properties	
	2026	2025
	$'000	$'000
Group		
Balance at beginning of financial year	-	4,000
Disposal of assets	-	(4,000)
Balance at end of financial year	-	-

(d) Valuation process applied by the Group

The management of the Group oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures. In this regard, management reports to the Group's ARMC.

29. Segment information

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by the financial reporting standard on operating segments. This disclosure standard has no impact on the reported financial performance or financial position of the reporting entity.

For management purposes, the Group is organised into the following major strategic operating segments that offer different products and services: (1) property investments, (2) marine distributors and dealerships, (3) calibration of environmental equipment, (4) recycling of waste oil and (5) others which include investment holding.

Such a structural organisation is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance of each segment. They are managed separately because each business requires different strategies.

The segments and the types of products and services are as follows:

a) The property investments segment is a property developer and property investment.
b) The marine distributors and dealerships is a trader of marine equipment and related products.
c) The calibration of environmental equipment segment is a trader and service provider of mechanical and electronic scientific and industrial instruments as well as air purification products.
d) The recycling of waste oil segment is a research and development, engineering, manufacturing and consultancy for the biofuel industry.
e) The others segment includes investment holding companies.

29. Segment information (cont'd)

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

	Property Investment $'000	Marine distributors and dealerships $'000	Calibration of environmental equipment $'000	Others $'000	Elimination $'000	Total $'000
For the financial year ended 31 March 2026						
Revenue						
Sales	-	2,686	1,202	10	(10)	3,888
Results						
Segment results before interest and income tax	86	(2,642)	(1,095)	(934)	400	(4,185)
Interest income	-	12	-	-	-	12
Interest expense	-	(54)	(13)	(112)	-	(179)
Profit/(Loss) before income tax	86	(2,684)	(1,108)	(1,046)	400	(4,352)
Tax expense	(379)	(210)	(5)	-	-	(594)
(Loss)/Profit for the financial year	**(293)**	**(2,894)**	**(1,113)**	**(1,046)**	**400**	**(4,946)**
Depreciation of property, plant and equipment (Note 12)	(3)	(221)	(75)	-	-	(299)
Gain/(Loss) on disposal of property, plant and equipment (Note 12)	-	(1)	(1)	-	-	(2)
Interest expense	-	(54)	(13)	(112)	-	(179)
Interest income	-	12	-	-	-	12

29. Segment information (cont'd)

Assets FY2026	Property Investment $'000	Marine distributors and dealerships $'000	Calibration of environmental equipment $'000	Others $'000	Elimination $'000	Total $'000
Segment assets	22	11,286	1,048	3,422	(3,298)	12,480
Consolidated total assets						**12,480**
Segment assets include:						
Capital expenditure on plant, property and machinery	-	269	417	-	-	686
Liabilities						
Segment liabilities	1,350	18,274	2,068	88,431	(95,068)	15,055
Consolidated total liabilities						**15,055**

29. Segment information (cont'd)

	Property Investment $'000	Marine distributors and dealerships $'000	Calibration of environmental equipment $'000	Recycling of waste oil (Discontinued operation) (Note 10) $'000	Others $'000	Elimination $'000	Total $'000
For the financial year ended 31 March 2025							
Revenue							
Sales	-	7,002	1,249	-	-	(469)	7,782
Results							
Segment results before interest and income tax	(26,227)	(18,882)	(2,576)	(1,860)	(56,529)	87,889	(18,185)
Interest income	-	68	-	-	-	-	68
Interest expense	-	(710)	(20)	(182)	(39)	-	(951)
Profit/(Loss) before income tax	(26,227)	(19,524)	(2,596)	(2,042)	(56,568)	87,889	(19,068)
Tax expense	-	(114)	82	-	-	-	(32)
(Loss)/Profit for the financial year	**(26,227)**	**(19,638)**	**(2,514)**	**(2,042)**	**(56,568)**	**87,889**	**(19,100)**
Depreciation of property, plant and equipment (Note 12)	(3)	(255)	(41)	(462)	-	-	(761)
Gain/(Loss) on disposal of property, plant and equipment (Note 12)	-	(35)	(209)	2,846	-	-	2,602
Interest expense	-	(710)	(20)	(182)	(39)	-	(951)
Interest income	-	68	-	-	-	-	68

29. Segment information (cont'd)

Assets FY2025	Property Investment $'000	Marine distributors and dealerships $'000	Calibration of environmental equipment $'000	Recycling of waste oil (Discontinued operation) (Note 10) $'000	Others $'000	Elimination $'000	Total $'000
Segment assets	4,717	11,052	1,016	-	107	-	16,892
Consolidated total assets							**16,892**
Segment assets include:							
Capital expenditure on plant, property and machinery	-	30	2	-	-	-	32
Liabilities							
Segment liabilities	2,415	15,501	922	-	84,495	(89,120)	14,213
Consolidated total liabilities							**14,213**

29. Segment information (cont'd)

Segment results

Performance of each segment is evaluated based on segment profit or loss which is measured in a manner that is consistent with loss before tax in the consolidated financial statements. Income tax expense is included in the segment results reviewed by the Group's chief operating decision maker and is allocated to the operating segments based on the tax expense of the subsidiaries comprising each segment.

Segment assets

The amounts provided to the management with respect to total assets are measured in a manner consistent with that of the financial statements. Management monitors the assets attributable to each segment for the purposes of monitoring segment performance and for allocating resources between segments. All assets are allocated to reportable segments other than deferred tax assets and tax recoverable which are classified as unallocated assets.

Segment liabilities

The amounts provided to management with respect total liabilities are measured in a manner consistent with that of the financial statements. All liabilities are allocated to the reportable segments based on the operations of the segments other than deferred tax liabilities and income tax payable. These liabilities are classified as unallocated liabilities.
Geographical information

Geographical information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Sales to external customers		Non-current assets	
	2026	2025	**2026**	2025
	$'000	$'000	**$'000**	$'000
Malaysia	**1,964**	4,331	**3,978**	3,623
Singapore	**1,389**	2,774	**394**	68
Rest of Asia	**535**	677	**32**	93
	3,888	7,782	**4,404**	3,784

Non-current assets information presented above related to non-current assets as presented on the consolidated statement of financial position excluding deferred tax asset.

30. Capital management

The objectives when managing capital are: to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken.

There were no changes in the approach to capital management during the reporting year. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets.

In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt.

In order to maintain its listing on the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Company is required to comply with the applicable shareholding spread requirements under the SGX-ST Listing Manual, including the requirement for at least 10% of its issued shares (excluding treasury shares) to be held by the public. Management monitors the Company's shareholding spread based on information obtained from the share registrar and other available records. As disclosed in Note 3.1, as part of the Company's proposal for the resumption of trading in its shares, the Company intends to undertake a compliance placement of new shares to new investors to, among other things, restore compliance with the applicable shareholding spread requirement and raise additional working capital.

The management monitors the capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital, as shown below. Net debt is calculated as total borrowings less cash and bank balances, excluding restricted cash held in escrow for distribution to Scheme creditors.

	Group	
	2026	2025
	$'000	$'000
Net debt:		
All current and non-current borrowings including leases	**4,675**	4,773
Less: Cash and bank balances, excluding restricted cash (Note 18)	**(2,040)**	(4,266)
Net debt	**2,635**	507
Total (deficit)/equity	**(2,575)**	2,679
Gearing ratio	**N.M.***	19%

**N.M.: not meaningful*.

31. Leases

a) The Group and the Company as a lessee

Nature of the Group and the Company's leasing activities

The Group and the Company's leasing activities comprise the following:

(i) The Group and the Company lease land, office, factories and motor vehicles from non-related parties under non-cancellable lease agreements. The leases have a tenure of 2 to 41 years.

(ii) In addition, the Group leases certain office equipment with contractual terms of 6 months to five years. These leases are short-term and/or low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The Group has options to purchase certain equipment/motor vehicles for a nominal amount at the end of the lease term. The Group's obligations are secured by the lessors' title to the leased assets for such leases. No restrictions are imposed on dividends or further leasing.

The maturity analysis of the lease liabilities is disclosed in Note 26(b).

	Group	
	2026	2025
	$'000	$'000
Lease liabilities - current	**229**	70
Lease liabilities – non-current	**268**	12
	497	82

	Group	
	2026	2025
	$'000	$'000
Amounts recognised in profit or loss		
Depreciation of right-of-use assets	**73**	277
Interest expense on lease liabilities (Note 6)	**17**	197

32. Events occurring after the financial year

Except for the subsequent events disclosed in Note 3.1, which were considered by the Board of Directors in assessing the appropriateness of the going concern basis of preparation, the other significant events occurring after the financial year are set out below.

Change of names of wholly-owned subsidiaries

On 5 June 2026, the Company's wholly owned subsidiaries, Supratechnic SII Pte. Ltd. and Supratechnic Capital Pte. Ltd., changed their names to SuprAI Pte. Ltd. and SuprAI Capital Pte. Ltd., respectively. The changes relate solely to the corporate names of the subsidiaries and did not result in any changes to their principal activities, operations, assets, liabilities, shareholdings or the Group's structure.

Entry into Joint Venture and Letter of Intent

On 26 August 2026, the Company's indirect wholly-owned subsidiary, Scientific & Industrial Instrumentation Pte Ltd ("SII"), entered into an unincorporated joint venture and commercial collaboration agreement with the Kimera Health group of companies for the joint marketing, distribution, registration and servicing of healthcare, laboratory and instrumentation products across Singapore, Malaysia and Indonesia. No capital contribution or consideration is payable by the Group. Concurrently, SII and the Company entered into a non-binding letter of intent in respect of a proposed acquisition of up to 51% of the Kimera Health entities, which remains subject to due diligence, valuation, definitive documentation and requisite approvals.

Collaboration agreement with GreenFish

On 14 October 2026, the Company's indirect wholly-owned subsidiary, Supratechnic (M) Sdn Bhd, entered into a collaboration agreement with GreenFish hf., an Icelandic fisheries technology company, for the exclusive distribution of an artificial intelligence-powered fishing application in Malaysia, Singapore and Indonesia. The collaboration involves the marketing, distribution and development of the application, commencing with a free pilot involving 50 fishermen in Malaysia over four to six months, with the commercial launch subject to the evaluation of the pilot results.

33. Authorisation of financial statements

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2026 were authorised for issue in accordance with a resolution of the Board of Directors on 26 October 2026.

STATISTICS OF SHAREHOLDING
AS AT 15 OCTOBER 2026

Class of equity securities	:	Ordinary Shares
Number of issued shares	:	90,922,003
Number of issued shares excluding treasury shares and subsidiary holdings	:	90,287,403
Issued and Fully Paid-up Capital	:	S$67,241,695.27
Voting rights	:	One vote per share
Number of treasury shares	:	634,600
Number of subsidiary holdings held	:	Nil
Percentage of treasury shares against the total number of issued shares excluding treasury shares and subsidiary holdings	:	0.70%

ANALYSIS OF SHAREHOLDINGS

	Number of Shareholders	%	Number of Shares	%
1 - 99	38	2.01	1,212	0.00
100 - 1,000	526	27.88	334,686	0.37
1,001 - 10,000	1,038	55.01	4,382,940	4.85
10,001 - 1,000,000	278	14.73	15,112,078	16.74
1,000,001 and above	7	0.37	70,456,487	78.04
	1,887	100	90,287,403	100

SUBSTANTIAL SHAREHOLDERS
(As recorded in the Register of Substantial Shareholders)

	Direct Interest[1]		Deemed Interest[1]	
Substantial Shareholders	**No. of Shares**	**%**	**No. of Shares**	**%**
Oon Koon Cheng	26,026,710	28.83	-	-
Tanoto Sau Ian	19,128,000	21.19	-	-
Melvin Tan Wei Yang[2]	10,225,000	11.32	226,800	0.25
Lee King Anne	9,100,817	10.08	-	-

Notes:

(1) The percentages of issued share capital are calculated based on 90,287,403 issued shares (excluding treasury shares) in the capital of the Company as at 15 October 2026.

(2) Mr. Melvin Tan Wei Yang is deemed to be interested in 226,800 shares in the Company held by his father, Mr. Tan Beng Wah.

STATISTICS OF SHAREHOLDING
AS AT 15 OCTOBER 2026

TWENTY LARGEST SHAREHOLDERS

No.	Name of Shareholders	Number of Shares	%
1.	Oon Koon Cheng	26,026,710	28.83
2.	Tanoto Sau Ian	19,128,000	21.19
3.	Tan Wei Yang Melvin (Chen Weiyang)	10,225,000	11.32
4.	Lee King Anne	9,100,817	10.08
5.	Tay Lak Khoon	3,580,200	3.97
6.	Lim Shiwei	1,250,000	1.38
7.	Maybank Securities Pte. Ltd.	1,145,760	1.27
8.	Yu Hea Ryeong	978,140	1.08
9.	Yap Keng Ann (Ye Jingan)	706,382	0.78
10.	Raphael Tham Wai Mun	625,000	0.69
11.	DBS Nominees Pte Ltd	530,389	0.59
12.	Lim Eng Hock	315,480	0.35
13.	Teo Chor Kok	310,000	0.34
14.	Tee Chng Kin @ Teh Chng Kin	301,400	0.33
15.	Wang Junhua	243,750	0.27
16.	Lee Kim Ming	236,300	0.26
17.	Tan Beng Wah	226,800	0.25
18.	Sim Hua Cheng	220,000	0.25
19.	Phillip Securities Pte Ltd	219,345	0.24
20.	OCBC Securities Private Ltd	210,086	0.24
	Total:	75,579,559	83.71

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

Approximately 28.33% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of USP Group Limited (the "**Company**") will be held at Seletar Country Club Seletar Ballroom, 101 Seletar Club Road, Singapore 798273 on Thursday, 12 November 2026, at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company, together with the Independent Auditor's Report thereon, for the following financial years:

   (a) the financial year ended 31 March 2022; **(Resolution 1)**

   (b) the financial year ended 31 March 2023; **(Resolution 2)**

   (c) the financial year ended 31 March 2024; **(Resolution 3)**

   (d) the financial year ended 31 March 2025; and **(Resolution 4)**

   (e) the financial year ended 31 March 2026. **(Resolution 5)**

   [See Explanatory Note (i) for (a), (b), (c), and (d)]

2. To re-elect the following Directors retiring pursuant to Article 88 of the Company's Constitution and Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"):

   (a) Mr. Chan Chung Khang; **(Resolution 6)**
   [See Explanatory Note (ii)]

   (b) Mr. Jason Fong Jian Sheng; **(Resolution 7)**
   [See Explanatory Note (iii)]

   (c) Ms. Maio Dangi; **(Resolution 8)**
   [See Explanatory Note (iv)]

   (d) Mr. Melvin Tan Wei Yang; and **(Resolution 9)**
   [See Explanatory Note (v)]

   (e) Mr. Toh Hai Joo. **(Resolution 10)**
   [See Explanatory Note (vi)]

3. To approve the payment of Directors' fees of S$94,086 for the financial year ending 31 March 2027, payable quarterly in arrears.
   [See Explanatory Note (vii)] **(Resolution 11)**

4. To ratify and approve the payment of Directors' fees of S$30,162 for the financial year ended 31 March 2024.
   [See Explanatory Note (viii)] **(Resolution 12)**

5. To re-appoint PKF-CAP LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.
   (Resolution 13)

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

6. **Authority to allot and issue new shares**

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

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

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

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

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

provided that:

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 shareholders of the Company shall 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 (as calculated in accordance with sub-paragraph (2) below);

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

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

(b) new Shares arising from exercising share options or vesting of share awards; and

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

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

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

[See Explanatory Note (ix)] **(Resolution 14)**

7. To transact any other business which may properly be transacted at an AGM of the Company.

By Order of the Board

Kiar Lee Noi
Joint Company Secretary

Singapore, 28 October 2026

Explanatory Notes:

(i) Shareholders are advised to refer to the audited financial statements of the Company for the financial years ended 31 March 2022, 31 March 2023, 31 March 2024 and 31 March 2025 released on the SGX-ST, as well as the announcements released by the Company on 31 August 2026 relating to (a) the disclaimer of opinion issued by the Independent Auditor on the audited financial statements for the financial years ended 31 March 2022, 31 March 2023 and 31 March 2024; (b) the material variances between the unaudited and audited financial statements for the financial year ended 31 March 2022; and (c) the material variances between the unaudited and audited financial statements for the financial year ended 31 March 2023. Shareholders should also refer to the bases for the disclaimers of opinion set out in the relevant Independent Auditor's Reports for the financial years ended 31 March 2022, 31 March 2023 and 31 March 2024, and to the Independent Auditor's Report dated 30 September 2026 in respect of the disclaimer of opinion on the consolidated financial performance and consolidated cash flows of the Group for the financial year ended 31 March 2025.

(ii) Mr. Chan Chung Khang was appointed to the Board on 2 December 2023. He will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairperson of the Company and Chairperson of the Remuneration Committee, and a member of the Audit and Risk Management, Nominating Committee and AI and Technology Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr. Chan Chung Khang as required under Rule 720(6) of the Listing Manual of the SGX-ST can be found in the "Board of Directors" and "Corporate Governance Report" sections of the Annual Report.

(iii) Mr. Jason Fong Jian Sheng was appointed to the Board on 2 December 2023. He will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Director of the Company and Chairperson of the Nominating Committee, and a member of the Audit and Risk Management, Remuneration Committee and AI and Technology Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr. Jason Fong Jian Sheng as required under Rule 720(6) of the Listing Manual of the SGX-ST can be found in the "Board of Directors" and "Corporate Governance Report" sections of the Annual Report.

(iv) Ms. Maio Dangi was appointed to the Board on 30 July 2026. She will, upon re-election as a Director of the Company, remain as the Non-Independent Non-Executive Deputy Chairperson of the Company and Chairperson of the AI and Technology Committee. She will be considered non-independent. Detailed information on Ms. Maio Dangi as required under Rule 720(6) of the Listing Manual of the SGX-ST can be found in the "Board of Directors" and "Corporate Governance Report" sections of the Annual Report.

(v) Mr. Melvin Tan Wei Yang was appointed to the Board on 30 July 2026. He will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company and a member of the AI and Technology Committee. Detailed information on Mr. Melvin Tan Wei Yang as required under Rule 720(6) of the Listing Manual of the SGX-ST can be found in the "Board of Directors" and "Corporate Governance Report" sections of the Annual Report.

(vi) Mr. Toh Hai Joo was appointed to the Board on 30 July 2026. He will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Director of the Company and Chairperson of the Audit and Risk Management Committee and a member of the Nominating Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr. Toh Hai Joo as required under Rule 720(6) of the Listing Manual of the SGX-ST can be found in the "Board of Directors" and "Corporate Governance Report" sections of the Annual Report.

(vii) The proposed Directors' fees of S$94,086 for the financial year ending 31 March 2027 are calculated on a pro-rated basis for the period from 30 July 2026 to 31 March 2027 and, if approved by shareholders, will be payable quarterly in arrears.

(viii) The Ordinary Resolution 12 in item 4 above, if passed, will ratify and approve the payment of Directors' fees of S$30,162 in aggregate to Mr. Chan Chung Khang (S$11,242), Mr. Jason Fong Jian Sheng (S$9,323) and Mr. Sim Mong Keang (S$9,597) for their services as Independent Directors of the Company for the period from 2 December 2023 to 10 March 2024, in respect of the financial year ended 31 March 2024. The fees are computed on a monthly basis and pro-rated for the period, based on annual rates of S$41,000, S$34,000 and S$35,000 for Mr. Chan Chung Khang, Mr. Jason Fong Jian Sheng and Mr. Sim Mong Keang, respectively. Mr. Sim Mong Keang ceased to be a Director of the Company on 15 June 2026. No Directors' fees have been paid to the three Directors in respect of the period stated above. The fees were recommended by the Remuneration Committee and approved by the Board, with Mr. Chan Chung Khang and Mr. Jason Fong Jian Sheng abstaining from the deliberations and decisions in relation to their respective fees. The breakdown is set out in the Corporate Governance Report on page 50 of the Annual Report. Mr. Chan Chung Khang and Mr. Jason Fong Jian Sheng do not hold any shares in the Company and will not accept appointment as proxies to vote on Ordinary Resolution 12 unless the shareholder appointing them has given specific voting instructions.

(ix) The Ordinary Resolution 14 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, fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro-rata basis to shareholders.

For the purpose of determining the aggregate number of Shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards; and (ii) any subsequent bonus issue, consolidation or subdivision of Shares.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

Format of Meeting

1. The members of the Company are invited to **attend the AGM physically in person**. There will be no option for members to participate in the AGM virtually. Printed copy of this Notice of AGM, Proxy Form and Annual Report for FY2022 to FY2026 will be sent to members by post and is also made available on the Company's corporate website at the URL https://www.uspgroup.com.sg and SGXNet at the URL https://www.sgx.com/securities/company-announcements. The Notice of AGM will also be published in the print edition of the Business Times on 28 October 2026.

Attendance at the AGM

2. Members, including Central Provident Fund Investment Scheme investors ("**CPF Investors**") and Supplementary Retirement Scheme investors ("**SRS Investors**") can attend the AGM in person.

   Please bring along your NRIC/passport to enable the Company to verify your identity at the registration counter(s) outside the AGM venue on the day of the event. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

   For investors who hold shares through relevant intermediaries (including CPF Investors/SRS investors) (as defined in Section 181 of the Companies Act 1967 of Singapore) (the "**Relevant Intermediaries**"), please refer to note (5) for the procedures to vote at the AGM.

Submission of Questions

3. Members (including CPF Investors and SRS Investors) who have questions in relation to any agenda items in this Notice of AGM can ask questions during the AGM physically or can submit their questions to the Company in advance ("**Advanced Questions**"), by 10.00 a.m. on 5 November 2026, through any of the following means:

   (a) by email to enquiries@uspgroup.com.sg; or

   (b) by post, to be deposited with the Company's Share Registrar, B.A.C.S. Private Limited ("**BACS**"), at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

   Members (including CPF Investors and SRS investors) must identify themselves when posting questions through email or mail by providing the following details for verification purposes:

   (i) full name;

   (ii) address;

   (iii) number of shares held; and

   (iv) the manner in which the member holds shares (e.g., via CDP, CPF, SRS and/or scrip).

   To ensure that questions received by the Company within the stipulated deadline, members (including CPF Investors/SRS Investors) are strongly encouraged to submit questions via email.

   The Company will endeavour to address all substantial and relevant Advanced Questions through announcement on the Company's corporate website at the URL https://www.uspgroup.com.sg and on SGXNet at the URL https://www.sgx.com/securities/company-announcements on or before 10.00 a.m. on 8 November 2026. This is to allow members to have sufficient time and opportunity to consider the Company's response before the deadline for the submission of proxy forms.

   Any subsequent clarifications sought, or follow up questions, or substantial and relevant questions received after the cut-off at 10.00 a.m. on 5 November 2026 will be consolidated and addressed either before the AGM via an announcement on SGXNet and the Company's corporate website or at the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the AGM, which will include responses from the Board and Management of the Company on the substantial and relevant questions received from Shareholders and Investors via an announcement on SGXNet and the Company's corporate website within one (1) month after the AGM.

Investors holding shares through Relevant Intermediaries (other than CPF Investors/SRS Investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their Relevant Intermediaries as soon as possible in order for the Relevant Intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.

Voting at the AGM by Members and Proxy(ies)

4. Members will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf.

   Duly completed proxy forms must be submitted to the Company in the following manner:

   (a) if submitted by post, be deposited with the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

   (b) if submitted electronically, be sent via email to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com,

   in either case, must be lodged or received (as the case may be), by 10.00 a.m. on 10 November 2026, being forty-eight (48) hours before the time appointed for holding the AGM.

   Please refer to the detailed instructions for appointment of proxy(ies) set out in the Proxy Form.

   A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the AGM unless his/her/its name appears in the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM.

Voting at the AGM by Relevant Intermediaries (including CPF Investors/SRS Investors)

5. Investors holding shares through Relevant Intermediaries (other than CPF Investors/SRS Investors) who wish to appoint proxy(ies) should approach their Relevant Intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.

   CPF Investors/SRS investors who wish to appoint the Chairperson of the AGM as their proxy to vote at the AGM, they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 30 October 2026, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies) to vote on their behalf. CPF Investors/SRS investors are requested to contact their respective CPF agent banks and/or SRS operators for any queries they may have with regard to the appointment of proxies for the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Personal data privacy:

"Personal data" has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a Member and proxy(ies) and/or representative(s) of a Member.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or submitting any question prior to the AGM in accordance with the Notice of AGM, a Member of the Company (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents, or service providers) for the purposes of (a) processing and administration and analysis by the Company (or its agents, or service providers) of Proxy Forms/instruments appointing proxy(ies) and/or representative(s) for the AGM of the Company (including any adjournment thereof); (b) addressing substantial and relevant questions received from Members relating to the resolutions set out in the Notice of AGM before the AGM and if necessary, following up with the relevant Members in relation to such questions; (c) preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the AGM (including any adjournment thereof); and (d) in order for the Company (or its agents, or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities (collectively, the "**Purposes**"); (ii) warrants that where the Member discloses the personal data of the Member's proxy(ies) and/or representative(s) to the Company (or its agents 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 to indemnify the Company in respect of any penalties, liabilities, claims, losses and damages as a result of the Member's breach of warranty.

Photographic, sound and/or video recordings at the AGM of the Company may be made by the Company for record keeping to ensure the accuracy of the minutes prepared of the AGM of the Company. Accordingly, the personal data of a Member may be recorded by the Company (or its agents or service providers) for such Purposes. In the case of a Member who is a Relevant Intermediary, by submitting the consolidated list of participants, such Member represents and warrants that it has obtained the prior consent of the individuals for the collection, use and disclosure by the Company (or its agents or, service providers) of the personal data of such individuals by the Company (or its agents or, service providers) for any of the Purposes.

USP GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200409104W)

PROXY FORM
Annual General Meeting

IMPORTANT:

1. A relevant intermediary may appoint more than two (2) proxies to attend the annual general meeting ("**AGM**") and vote (please see note 3 for the definition of "relevant intermediary").
2. For investor who holds shares under Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS Investor should contact their respective CPF Agent Banks/SRS Operators to submit their votes by 5.00 p.m. on 30 October 2026, being at least seven (7) working days before the AGM and if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies), the Member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 28 October 2026.
4. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies) at the AGM.

*I/We, _____ (Name) _____ (NRIC/Passport/Company Registration No.)

of _____ (Address)

being a Member/Members of the Company, hereby appoint

Name	**NRIC / Passport No.**	**Proportion of Shareholdings (%)**	
		No. of Shares	**%**
Address			

and/or (delete as appropriate)

Name	**NRIC / Passport No.**	**Proportion of Shareholdings (%)**	
		No. of Shares	**%**
Address			

or failing the person, or either or both of the persons, referred to above, the Chairperson of the AGM as my/our* proxy/proxies* to vote for me/us* on my/our* behalf, at the AGM of the Company to be convened and held at Seletar Country Club Seletar Ballroom, 101 Seletar Club Road, Singapore 798273 on **Thursday, 12 November 2026, at 10.00 a.m.** and at any adjournment thereof.

I/We* direct my/our proxy/proxies* to vote for or against, or abstain from voting on, the Resolutions proposed at the AGM as indicated hereunder by way of poll. 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* will vote for or against or abstain at his/her/their* discretion.

If you wish to exercise all your votes "For", "Against" or "Abstain", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

No.	**Ordinary Resolutions**	**Number of Votes**		
		For	**Against**	**Abstain**
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 together with the Independent Auditor's Report			
2	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2023 together with the Independent Auditor's Report			
3	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2024 together with the Independent Auditor's Report			
4	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2025 together with the Independent Auditor's Report			
5	Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2026 together with the Independent Auditor's Report			
6	Re-election of Mr. Chan Chung Khang as a Director			
7	Re-election of Mr. Jason Fong Jian Sheng as a Director			
8	Re-election of Ms. Maio Dangi as a Director			
9	Re-election of Mr. Melvin Tan Wei Yang as a Director			
10	Re-election of Mr. Toh Hai Joo as a Director			
11	Approval of Directors' fees of S$94,086 for the financial year ending 31 March 2027, payable quarterly in arrears			
12	Ratification and approval of Directors' fees of S$30,162 for the financial year ended 31 March 2024			
13	Re-appointment of PKF-CAP LLP as Auditors			
14	Authority to allot and issue new shares			

Dated this _____ day of _____ 2026

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

_____
Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

**Delete where inapplicable*

IMPORTANT: Please read notes on the reverse

Notes:

1. A Member of the Company should insert the total number of shares held. If the Member has shares entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he/she/it should insert that number of shares. If the Member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the Member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the Member of the Company.

2. A Member who is not a relevant intermediary, is entitled to appoint not more than two (2) proxies. Where such Member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

3. A Member who is a relevant intermediary, is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's instrument appointing a proxy(ies) 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 instrument.

   "Relevant intermediary" means:

   (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

4. A member can appoint the Chairperson of the meeting as his/her/its proxy but this is not mandatory. A proxy need not be a Member of the Company.

5. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

   (a) if submitted by post, be deposited with the Company's Share Registrar, B.A.C.S. Private Limited ("**B.A.C.S.**"), at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

   (b) if submitted electronically, be sent via email to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com,

   in either case, must be lodged or received (as the case may be), by 10.00 a.m. on 10 November 2026, being forty-eight (48) hours before the time appointed for holding the AGM.

   Completion and return of the proxy form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. In such event, the relevant proxy form will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the AGM.

   Members are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing a proxy(ies) must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy(ies) is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which; the instrument may be treated as invalid.

7. The Company shall be entitled to reject the instrument appointing or treated as appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing or treated as appointing a proxy(ies) (including any related attachment). In addition, in the case of Members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing or treated as appointing a proxy(ies) lodged if such Members, being the appointer, are not shown to have shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) to attend and vote at the AGM of the Company and/or any adjournment thereof, the Member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 28 October 2026.

CORPORATE INFORMATION

BOARD OF DIRECTORS

EXECUTIVE:

Melvin Tan Wei Yang[1]
(Executive Director and Chief Executive Officer)

NON-EXECUTIVE:

Chan Chung Khang[2]
(Independent Non-Executive Chairperson)

Maio Dangi[1]
(Non-Independent Non-Executive Deputy Chairperson)

Jason Fong Jian Sheng[2]
(Independent Non-Executive Director)

Toh Hai Joo[1]
(Independent Non-Executive Director)

[1] *Appointed on 30 July 2026*
[2] *Appointed on 2 December 2023*

AUDIT AND RISK MANAGEMENT COMMITTEE[3]

Toh Hai Joo *(Chairperson)*
Chan Chung Khang
Jason Fong Jian Sheng

NOMINATING COMMITTEE[3]

Jason Fong Jian Sheng *(Chairperson)*
Chan Chung Khang
Toh Hai Joo

REMUNERATION COMMITTEE[3]

Chan Chung Khang *(Chairperson)*
Jason Fong Jian Sheng
Toh Hai Joo

[3] *Reconstituted on 30 July 2026*

AI AND TECHNOLOGY COMMITTEE[4]

Maio Dangi *(Chairperson)*
Melvin Tan Wei Yang
Chan Chung Khang
Jason Fong Jian Sheng

[4] *Established on 30 July 2026*

JOINT COMPANY SECRETARIES[5]

Kiar Lee Noi
Leow Yong Kin

[5] *Appointed on 22 July 2026*

REGISTERED OFFICE

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Tel: 68622866
Website: www.uspgroup.com.sg

SHARE REGISTRAR/SHARE TRANSFER AGENT

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77 Robinson Road
#06-03 Robinson 77
Singapore 068896
Website: www.bacs.com.sg

AUDITORS

PKF-CAP LLP
6 Shenton Way
#38-01 OUE Downtown 1
Singapore 068809
Website: www.pkfsingapore.com

AUDIT PARTNER-IN-CHARGE

Lee Eng Kian
(Appointed since financial year ended 2022)

LEGAL ADVISER

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