# NUTRYFARM INTERNATIONAL LIMITED

# ANNUAL REPORT 2024

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## Corporate Profile

NutryFarm International Limited ("the Company") is a Bermuda-incorporated investment holding company listed on the SGX Mainboard. Following a comprehensive restructuring under judicial management, the Group is repositioning as a diversified platform spanning technology infrastructure (AI & data centres) across Southeast Asia and China.

**Corporate Information as of 11 May 2026**

Board of Directors

**Niu Liming** [1]
Executive Director and Chief Executive Officer

**Er Kwong Wah** [2]
Lead Independent Director

**Wan Tai Foong** [3]
Independent Director

**Ng Chern Nee** [4]
Independent Director

**Notes:**
1. Mr. Niu Liming has been appointed as Executive Director and Chief Executive Officer on 19 December 2022 and re-appointed on 31 March 2026. He also sits on the Nominating Committee and Remuneration Committee.

2. Mr. Er Kwong Wah has been appointed as Independent Director on 23 May 2023 and re-appointed on 31 March 2026. He serves as the Chairman of the Nominating Committee and sits on the Audit Committee and Remuneration Committee.

3. Mr. Wan Tai Foong has been appointed as Lead Independent Director on 31 March 2026. He serves as the Chairman of the Audit Committee and sits on the Nominating Committee and Remuneration Committee.

4. Ms. Ng Chern Nee has been appointed as Independent Director on 5 December 2025 and re-appointed on 31 March 2026. She serves as the Chairperson of the Remuneration Committee and sits on the Nominating Committee and Audit Committee.

**Company Secretary**

**Virtus Law LLP**
8 Marina Boulevard #29-01
Marina Bay Financial Centre Tower 1
Singapore 018981

**Registered Office**

Victoria Place
5th Floor
31 Victoria Street Hamilton HM 10 Bermuda

**Principal Share Registrar**

**Ocorian Management (Bermuda) Limited**
Victoria Place
5th Floor
31 Victoria Street Hamilton HM 10 Bermuda

**Share Transfer Office**

**Boardroom Corporate & Advisory Services Pte. Ltd.**
1 Harbourfront Avenue #14-07
Keppel Bay Tower
Singapore 098632

**Auditor**

**Nexia Singapore PAC**
Chartered Accountants of Singapore
36 Robinson Road #11-01
City House
Singapore 068877

Partner-in-charge: Ms. Chan Rouh Ting (Appointment effective from financial year ended 30 September 2022)

**Executive Director and Chief Executive Officer's Message**

**Dear Shareholders**

The past few years have marked one of the most significant and transformative periods in the history of NutryFarm International Limited (the "Company" or together with its subsidiaries, the "Group"). The Group faced considerable financial, operational and governance challenges which culminated in the Company being placed under judicial management. While this period was undoubtedly difficult for all stakeholders, it also provided the necessary framework to stabilise the Group, preserve enterprise value and implement a comprehensive restructuring process.

We are pleased to report that the Company was successfully discharged from judicial management on 2 February 2026. The discharge represents a significant milestone in the Group's recovery journey and reflects the substantial efforts undertaken over the course of the judicial management process to restore stability and position the Group for its next phase of development.

During the judicial management period, extensive measures were implemented to strengthen the Group's operational and financial foundations. These measures included the rationalisation of operating costs, restructuring of liabilities, resolution of legacy matters, enhancement of internal controls, and reinforcement of corporate governance and compliance frameworks. The Group also undertook a review of its business portfolio and strategic direction, with a focus on improving operational efficiency, financial discipline and long-term sustainability.

The Board and Management recognise that the support and cooperation of our stakeholders were instrumental throughout this challenging period. On behalf of the Company, we would like to express our sincere appreciation to the judicial manager and the various professional advisers for their stewardship, guidance and dedication during the restructuring process. We also extend our gratitude to our creditors, shareholders, business partners, customers and employees for their patience, understanding and continued support throughout the judicial management period.

Following the discharge from judicial management, the Group has embarked on a strategic transformation to reposition itself for future growth. Our strategic focus is increasingly directed towards technology infrastructure and digital services through our subsidiary, AI Nova Pte Ltd ("AI Nova").

AI Nova operates in the technology and digital infrastructure sector, with core business activities comprising Cloud GPU services, enterprise connectivity solutions, service-based operations and data centre consultancy services, including AI consulting, Internet Data Centre ("IDC") consulting and managed services. We believe that the accelerating demand for AI computing capabilities, cloud infrastructure and data localisation across the region presents compelling long-term opportunities for growth.

We are encouraged that AI Nova has secured a contract pipeline of approximately US$400 million, which provides a meaningful platform for expansion and future recurring business opportunities. In addition, the Group is pursuing the development and expansion of data centre-related operations and infrastructure projects in Singapore, Malaysia, Indonesia and the People's Republic of China through AI Nova and its regional subsidiaries.

The Group's strategic emphasis moving forward will be centred on technology infrastructure, AI-related services and digital transformation opportunities across the region.

Separately, the Company continues to work towards the resumption of trading of its shares on the Singapore Exchange Securities Trading Limited ("SGX-ST"). On 30 June 2025, the Company, through the judicial manager, re-submitted its Resumption of Trading Proposal ("ROTP") to SGX-ST, which remains under review. In connection with the restructuring efforts, the Company had also entered into an Implementation Agreement with Corpbond IV Ltd on 9 April 2025, together with an addendum dated 10 October 2025, setting out the principal framework for restructuring certain obligations relating to conversion debt, including the proposed issuance of conversion shares, disposal of distressed subsidiaries and assignment of certain rights to use, subject to the relevant regulatory and shareholders' approvals.

Notwithstanding the progress achieved to date, the Board and Management remain mindful that challenges and uncertainties continue to exist in the operating environment. The Group's recovery and transformation will require disciplined execution, prudent capital management and sustained efforts to rebuild stakeholder confidence. Our priorities moving forward will therefore include strengthening operational capabilities, enhancing governance standards, maintaining financial prudence and executing our strategic initiatives responsibly and sustainably.

The Board and Management remain fully committed to acting in the best interests of shareholders and stakeholders, while positioning the Group to capture emerging opportunities in the technology infrastructure and digital economy sectors. We believe the Group is entering a new chapter with renewed focus, stronger foundations and a clearer strategic direction.

On behalf of the Board and Management, I would like to thank all shareholders for their continued trust, patience and support as we work together towards rebuilding and growing NutryFarm International Limited into a stronger and more sustainable organisation.

Niu Liming
Executive Director and Chief Executive Officer
NutryFarm International Limited

**Outlook**

Update on Group Business

I. Resumption of Trading Proposal

Trading of the Company's securities on the Singapore Exchange Securities Trading Limited ("SGX-ST) has been suspended since 11 April 2022. The Company (through the Judicial Manager) had on 30 June 2025 re-submitted its Resumption of Trading Proposal (the "ROTP") to SGX-ST and is currently under review by SGX-ST.

In parallel with the re-submission of the ROTP, the Company executed an Implementation Agreement with Corpbond IV Ltd ("Corpbond") on 9 April 2025, with an addendum on 10 October 2025, setting out the principal framework for restructuring the Company's obligations to its major creditors in respect of the conversion debt. The agreement provides for the issuance of conversion shares, the disposal of distressed subsidiaries, and the assignment of certain rights to use, subject to the fulfilment of various conditions precedent, including approvals from SGX-ST, the Securities Industry Council ("SIC"), and the shareholders.

The Company will continue to provide timely updates via SGXNet as material developments arise.

II. Litigation and Recovery Actions

(A) On 27 June 2025, the Company commenced legal proceedings (the "Claim") in the General Division of the High Court of Singapore against six former directors of the Company and two third-parties. The Claims pleads, inter alia, breach of fiduciary duties, dishonest assistance, knowing receipt, and unjust enrichment in relation to transactions undertaken in 2017 and 2018, including disbursements aggregating HK$91,400,000 connected to the proposed acquisition of First Linkage and related arrangements. The statement of claim further address advances of RMB26,810,000 to Chengdu Melili Tianyuan Agriculture Co. Ltd. ("MLTY"), and alleges that the former directors breached their duty to act in the best interest of the Company by failing to ensure that NutryFarm (Chengdu) Agricultural Technology Co. Ltd. promptly initiated recovery proceedings against MLTY for the outstanding sum of RMB11,052,000 which remained unpaid as at 30 September 2024.

The Company seeks declaratory relief for breaches of fiduciary duties, dishonest assistance, and knowing receipt, restitution of HK$91,400,000 or other sums disbursed, interest pursuant to Section 12 of the Civil Law Act 1909, costs, and such further relief as the Court deems fit.

(B) On 27 May 2022, the Company announced that it had received two Settlement Agreements from the Finance Manager of Global Agricapital Thailand Co Ltd ("GAT") totalling RMB334,000,000, purportedly agreed by Cheng Meng, then Director and CEO of the Company and Director of GAT. The Company and its Board were neither informed nor consulted on these agreements, and no prior notice or indication of such negotiations was given. The original purchase agreements with customers, announced on 29 January 2021 and 21 June 2021, provided only estimated quantities and values with no minimum purchase commitments or compensation clauses. An internal investigation found no additional undisclosed agreements and examined whether the Settlement Agreements had been executed without Board approval.

Subsequently, on 18 February 2026, the Civil Court of Bangkok South, Thailand, awarded damages of THB500,000 in favour of GAT. Based on legal advice received from the GAT's legal advisers in Thailand, GAT intends to appeal the judgment to the Thai Court of Appeal.

For more details on the case, please refer to Note 27 of the Group's Consolidated Financial Statements for the year ended 30 September 2024.

**Financial Highlights**

| Income Statement (HK$'000) | FY2024 | FY2023 |
|---|---|---|
| **Revenue** | - | 4,080 |
| Loss Before Tax | (14,805) | (40,599) |
| Discontinued Operations | - | (28,996) |
| **Total Loss** | (14,805) | (69,595) |
| **Attributable to Owners** | (14,805) | (69,570) |

| Balance Sheet (HK$'000) | FY2024 | FY2023 |
|---|---|---|
| Property, Plant & Equipment | 22 | 25 |
| Trade Receivables | 918 | 824 |
| Other Receivables | 298 | 117 |
| Cash & Bank Balances | 620 | 48 |
| **Total Assets** | **1,858** | **1,014** |
| Trade and Other Payables | 74,690 | 56,603 |
| Borrowings | 159,231 | 148,065 |
| Provision for Employee Benefits | - | 4 |
| **Total Liabilities** | **233,921** | **204,672** |
| **Net (Liabilities)** | **(232,063)** | **(203,658)** |

**Board of Directors**

**Mr. Niu Liming**
(Executive Director and Chief Executive Officer)

Mr. Niu is the Company's Executive Director and Chief Executive Officer of the Company. He was appointed to the Board on 19 December 2022 and re-appointed on 31 March 2026. Mr. Niu sits on the Nominating Committee and Remuneration Committee.

Mr. Niu is also the director of Corpbond Holdings Pte Ltd. He is also the director of Corpbond Investments Pte Ltd which provides M&A, corporate restructuring, and business consultancy services.

Mr. Niu has more than 20 years of management and investment experience, mainly in M&A, corporate restructuring, project financing, pre-IPO investment, private equity investment, technology transfer, R&D areas.

Mr. Niu holds an MBA from Business School of University of Strathclyde UK, Master of Science from the Chinese Academy of Sciences, and Bachelor of Science from Qingdao University.

**Mr. Er Kwong Wah**
(Independent Director)

Mr. Er is the Independent Director of the Company. He was appointed to the Board on 23 May 2023 and re-appointed on 31 March 2026. Mr. Er is the Chairman of the Nominating Committee. He also sits on the Audit Committee and Remuneration Committee.

Mr. Er spent 27 years in the service of the Singapore Government in various ministries including the Ministry of Defence, the Public Service Commission, Ministry of Finance, Ministry of Education, and the Ministry of Community Development. He was Permanent Secretary with Ministry of Education and then with Ministry of Community Development until his retirement in 1998.

Mr. Er held Board Directorship appointments in numerous companies including Sembawang Marine & Logistics Ltd, Sembawang Engineering, Sembcorp Industries, and COSCO Shipping International (Singapore) Co. Ltd. Currently, he is an Independent Director of Luxking Group Holdings Ltd and Metech International Ltd.

Mr. Er holds a Master of Business Administration from Manchester Business School, University of Manchester. He also holds a Bachelor of Applied Science degree with honours in Electrical Engineering from University of Toronto, Canada.

**Mr. Wan Tai Foong**
(Lead Independent Director)

Mr. Wan is the Lead Independent Director of the Company. He was appointed to the Board on 31 March 2026. Mr. Wan is the Chairman of the Audit Committee. He also sits on the Nominating Committee and Remuneration Committee.

Mr. Wan has over 25 years of experience in investment banking. He held senior positions in major financial institutions including Rabobank International, KCB Bank Singapore, Kim Eng Corporate Finance, and N M Rothchild & Sons Singapore. He started his career with Arthur Andersen Singapore.

Mr. Wan is the founder and CEO of Qi Capital Pte Ltd. Qi Capital is a boutique financial advisory firm in Singapore providing corporate and financial consultancy services to companies in Singapore and overseas looking into Asian region. Advisory services include cross-border M&A, pre-IPO services on SGX, HKEX, AIM, TDRs, equity or debt financing.

Mr. Wan holds a Bachelor of Commerce degree from Murdoch University, Perth, Australia. He is a member of CPA Australia.

**Ms. Ng Chern Nee**
(Independent Director)

Ms. Ng is an Independent Director of the Company. She was appointed to the Board on 5 December 2025 and re-appointed on 31 March 2026.

Ms. Ng is a transformational business leader with over 30 years of experience across AI, cloud, cybersecurity, telecommunications, financial services and digital infrastructure in the Asia-Pacific region. She has founded, scaled and governed high-growth ventures, including Singlife Philippines, giving her deep experience in financial governance, regulatory compliance and enterprise risk management.

Ms. Ng has held senior leadership roles including Managing Director (Singapore & Malaysia) at Google Cloud, General Manager (Public Sector) at Microsoft Asia Pacific, and Managing Director roles at NICE Systems. She has also advised governments and enterprises on AI strategy, sovereign cloud, sustainability and national-scale digital transformation.

She currently serves as Chairman of the Point Carbon Zero Forum, Chairman of the Microsoft ASEAN Government Cybersecurity Council, and holds board roles with Singlife Philippines, Twin Matrix and Di-Firm, as well as advisory positions in multiple technology and AI-driven organisations.

Ms. Ng holds a BBA from Nanyang Technological University, and has completed executive programmes at MIT, INSEAD, and Stanford University. She is also a Certified Director with the Institute of Corporate Directors Philippines

NutryFarm International Limited (Under Judicial Management) (the "**Company**") is committed to achieving a high standard of corporate governance within the Company and its subsidiaries (the "**Group**") by conforming to the principles and the provisions set out in the Code of Corporate Governance 2018 of Singapore (the "**Code**").

The Corporate Governance Report (the "**Report**") summarises the Company's practices that were in place during the financial year ended 30 September 2024 ("**FY2024**"), with reference to the principles and provisions set out in the Code, pursuant to Rule 710 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Listing Rules**"). The Company has complied with the principles and the provisions of the Code except otherwise explained. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.

The Company was placed under judicial management on 28 June 2022 on the Judicial Management Order (the "**JMO period**") and Mr Chan Yee Hong, care of CLA Global TS Risk Advisory Pte. Ltd. (formerly Nexia TS Risk Advisory Pte. Ltd.), was appointed as the judicial manager of the Company. On 6 September 2023, Mr Chan Yee Hong (the "**Former JM**") was given leave to resign from office as the judicial manager of the Company, and Ms Ellyn Tan Huixian (the "**Judicial Manager**") care of Forvis Mazars Consulting Pte. Ltd., was appointed as the judicial manager of the Company. Following which, the Judicial Manager had assisted in managing the affairs and business of the Company. Under Section 99 (2) of the Insolvency, Restructuring and Dissolution Act 2018 of Singapore (the "**IRDA**"), all powers conferred and duties imposed on the directors of the Company (the "**Board**" or the "**Directors**") by the IRDA, the Companies Act 1967 of Singapore, or by the constitution of the Company, must be exercised and performed by the Judicial Manager and not by the Directors.

As the Board's powers were suspended during FY2024 pursuant to the Company being placed under judicial management, the Board is unable to express comment on corporate governance practices during the financial year under review.

On 19 January 2026, the Judicial Manager filed an application with the Singapore High Court for the discharge of the Company from judicial management. The Singapore High Court granted the application, and the Company was formally discharged from judicial management on 2 February 2026, upon which management and control of the Company were returned to the Board of Directors.

## A. BOARD MATTERS

**Principles 1, 2, 3, 4, and 5 of the Code**

The following principles were not applicable during the JMO period given there were no board meetings, and all powers conferred and duties imposed on the Directors have been exercised and performed by the Judicial Manager:

- Principle 1: The Board's Conduct of Affairs

Provision 1.5 – Board meetings, attendance and multiple commitments

It is noted that the Board consists of four (4) directors in FY2024 as detailed in the table below:

| **Director** | **Designation(s)** | **Date of Appointment** | **Date of Cessation** |
|---|---|---|---|
| Niu Liming | Executive Director, Chief Executive Officer | 19 December 2022 (Re-appointed on 31 March 2026) | Present |
| Er Kwong Wah | Independent Director | 23 May 2023 (Re-appointed on 31 March 2026) | Present |
| Hwang Kin Soon Ignatius | Independent Director | 23 May 2023 | 10 March 2024 |
| | RC Chairman | 23 May 2023 | 10 March 2024 |
| Seah Chee Wei | Independent Director | 23 May 2023 | 15 January 2024 |
| | AC Chairman | 23 May 2023 | 15 January 2024 |

- Principle 2: Board Composition and Guidance
- Principle 3: Chairman and Chief Executive Officer
- Principle 4: Board Membership
- Principle 5: Board Performance

The Management had reviewed the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 30 September 2024, as well as the Independent Auditor’s Report thereon.

## B. REMUNERATION MATTERS

**Principle 6, 7, and 8 of the Code**

The following principles were not applicable during the JMO period as the Board was suspended, and all powers conferred and duties imposed on the Directors were exercised and performed by the Judicial Manager:

- Principle 6: Procedures for Developing Remuneration Policies
- Principle 7: Level and Mix of Remuneration
- Principle 8: Disclosure on Remuneration

Following the resignation of the former Directors and the placement of the Company under judicial management, the Company did not have a Remuneration Committee. Consequently, there were no Board or committees level reviews of remuneration matters in respect of Directors and Key Management Personnel during the year under review.

## C. ACCOUNTABILITY AND AUDIT

**Principle 9 of the Code**

- Principle 9: Risk Management and Internal Controls

During FY 2024, the Judicial Manager took over and was actively involved in the day-to-day affairs and business of the Company. Accordingly, the Judicial Manager had assessed the Company’s current risk management and internal control systems and had continued the systems set in place in view of its adequacy and effectiveness.

**Principle 10 of the Code**

The following principle was not applicable during the JMO period as the Board was suspended, and all powers conferred and duties imposed on the Directors were exercised and performed by the Judicial Manager:

- Principle 10: Audit Committee

Following the resignation of the former Directors and the placement of the Company under judicial management, the Company did not have an Audit Committee. Consequently, there were no reviews of audit matters by the Board or the Audit Committee during the year under review.

For FY 2024, the Judicial Manager took over and was actively involved in the day-to-day affairs and business of the Company. In this capacity, the Judicial Manager had assessed, amongst others, (i) the adequacy and effectiveness of the Company’s internal audit function, including its risk management and internal control systems, and has continued the systems set in place in view of its adequacy and effectiveness, (ii) the independence and objectivity of the external auditors and is satisfied with their independence and objectivity, and (iii) the Company’s whistleblowing policy and has continued to oversee and monitor the whistleblowing policy.

## D. SHAREHOLDER RIGHTS AND ENGAGEMENT

**Principle 11, 12, and 13 of the Code**

- Principle 11: Shareholder Rights and Conduct of General Meetings
- Principle 12: Engagement with Shareholders

For FY 2024, the Judicial Manager aimed to provide the shareholders with a balanced and understandable assessment of the Company's and the Group's performance, position, and prospects.

All shareholders are treated fairly, and equitably, and the Company facilitates the exercise of ownership rights by all shareholders, by striving to keep shareholders informed, in a timely manner, of changes in the Group or its business which would be likely to materially affect the price or value of the Company's shares.

At general meetings, all shareholders are entitled to attend, participate effectively in and vote at general meetings of shareholders. Where shareholders are unable to attend in person, they can appoint a proxy to attend and vote on their behalf. Shareholders are informed of general meetings through the Annual Reports or circulars sent to them, and/or through notices in the newspapers and via SGXNet. The rules governing such meetings and voting procedures are set out in the notice of general meetings. At the general meetings, the voting procedures are explained to shareholders at the start of each meeting, before the resolutions are read and put to vote.

The Company encourages shareholders to participate and vote at general meetings. Shareholders are informed of the rules, including voting procedures, that govern the general meetings. At the Annual General Meetings ("**AGM**"), all shareholders are given the opportunity to voice their views and to direct queries regarding the Group to the Judicial Manager, who will be present at the AGMs, and is available to address the shareholders' questions.

All shareholders of the Company can download the Annual Report and the notice of AGM from SGXNet. The notice is also advertised in a local newspaper and made available on the SGXNet at http://www.sgx.com/securities/company-announcements.

The Company's Bye-Laws allow the shareholders to appoint proxies to attend and vote in their stead at general meetings. Pursuant to Bye-Laws 84 of the Company's Bye-Laws, the shareholders holding two (2) or more shares may appoint not more than two (2) proxies to attend and vote at the same general meeting. When a shareholder appoints more than one (1) proxy, he or she shall specify the proportion of his or her shareholding to be presented by each proxy.

The Company has not amended its Bye-Laws to provide for absentia voting methods. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of the shareholders' identities through the web are maintained.

The Company ensures that there are separate resolutions at general meetings on each distinct issue, and puts each resolution to vote by poll, with an announcement of the detailed results showing the number of votes cast for and against each resolution and the respective percentages.

Minutes of general meetings of shareholders, which shall include substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Judicial Manager, would be published on SGXNet as soon as practicable.

The Company does not have a dividend policy currently in place. In deciding whether to declare any dividends in a given financial year, the Company takes into account, *inter alia*, maximising shareholder value in the long term, the profits of the Company in a given year, future development and investment plans of the Company, projected capital expenditure, the market outlook for each of the Company's areas of business, and the Company's expected performance in the coming financial year. For FY2024, no dividends will be declared to the shareholders.

Although the Company does not have formal investor relations policy, the Company recognises that effective communication can highlight transparency and enhance accountability to its shareholders and investors. The Company maintains a high standard of disclosure by providing information to its shareholders and investors on a timely basis via SGXNet announcements and press releases. In disclosing information to its shareholders and investors, the Company aims to be as descriptive, detailed, and forthcoming as possible, so as to, *inter alia*, provide sufficient information to all shareholders and investors to keep them abreast of latest developments in relation to the Company and to facilitate the exercise of ownership rights by all shareholders and investors. The Company ensures that it does not practice selective disclosure of material information. If inadvertent disclosure is made to a select group of shareholders and/or investors, the Company will make the same disclosure publicly to all others as promptly as possible. The Company ensures that price-sensitive information is publicly released and announced on an immediate basis where required under the Listing Rules. Such information includes information relating to changes in the Company or its business which would be likely to materially affect the price or value of the Company's shares. Where an immediate announcement is not possible, the announcement is made as soon as possible to ensure that shareholders, investors, and the public have fair access to information. At shareholders' meetings, the Judicial Manager also seeks for the views, comments, and input of the Company's shareholders and investors, to better understand and address their specific concerns.

While the Company does not have a dedicated investor relation team, the Judicial Manager actively undertakes efforts to engage with investors. Such investor relations engagement efforts may include meetings with investors.

## E. MANAGING STAKEHOLDERS RELATIONSHIPS

**Principle 13 of the Code**

- Principle 13: Engagement with Stakeholders

Apart from shareholder engagement, the Company regards fostering relationship with other stakeholders, such as business partners, surrounding communities, customers, employees, and regulators, an important element in achieving long-term sustainable business performance.

## F. MATERIAL CONTRACTS

**Listing Rule 1207(8)**

The Judicial Manager was not aware of any material contracts entered into by the Company or its subsidiaries and in which the CEO or any director or controlling shareholders were interested in subsisting at the end of FY2024.

## G. RISK MANAGEMENT

**Listing Rule 1207(4)(b)(iv)**

The Company does not have a Risk Management Committee. However, the Judicial Manager regularly reviewed the Company's business and operational activities to identify areas of significant business risk as well as appropriate measures to control and mitigate these risks.

For FY 2024, the Judicial Manager took over and had been actively involved in the day-to-day affairs and business of the Company, and had assessed the Company's internal audit function, which includes risk management and internal control systems, had continued the system set in place in view of its adequacy and effectiveness.

## H. INTERESTED PERSON TRANSACTIONS

**Listing Rule 907**

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the Judicial Manager and that the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders. There was no interested person transactions entered into during FY2024.

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The Directors of NutryFarm International Limited (the "Company") present their statement to the members together with the consolidated financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 30 September 2024 ("FY2024") and the statement of financial position of the Company as at 30 September 2024.

The Company was placed under judicial management on 28 June 2022 on the Judicial Management Order (the "JMO period") and Mr Chan Yee Hong, care of CLA Global TS Risk Advisory Pte. Ltd. (formerly Nexia TS Risk Advisory Pte. Ltd.) was appointed as the judicial manager of the Company. On 6 September 2023, Mr Chan Yee Hong (the "Former JM") was given leave to resign from office as the judicial manager of the Company, and Ms Ellyn Tan Huixian (the "Judicial Manager") care of Forvis Mazars Consulting Pte. Ltd. was appointed as the judicial manager of the Company. Following which, the Judicial Manager had assisted to manage the affairs and business of the Company. Under Section 99 (2) of the Insolvency, Restructuring and Dissolution Act 2018 of Singapore (the "IRDA"), all powers conferred and duties imposed on the directors of the Company (the "Board" or the "Directors") by the IRDA, the Companies Act 1967 of Singapore, or by the constitution of the Company, must be exercised and performed by the Judicial Manager and not by the Directors.

On 19 January 2026, the Judicial Manager filed an application with the Singapore High Court for the discharge of the Company from judicial management. The Singapore High Court granted the application, and the Company was formally discharged from judicial management on 2 February 2026, upon which management and control of the Company were returned to the Board of Directors.

**Opinion of the Directors**

In the opinion of the Board of Directors,

(a) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 September 2024 and the financial performance, changes in equity and cash flows of the Group and changes in the statement of equity of the Company for the financial year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due, as set out in Note 3(a)(i) to the financial statements.

**Directors**

The Directors of the Company in office at the date of this report are:

| | |
|---|---|
| Mr Niu Liming | Executive Director and Chief Executive Officer<br>(appointed on 19 December 2022 and re-elected on 31 March 2026) |
| Mr. Wan Tai Foong | Lead Independent Director (appointed on 31 March 2026) |
| Mr Er Kwong Wah | Independent Director (appointed on 23 May 2023 and re-elected on 31 March 2026) |
| Ms Ng Chern Nee | Independent Director (appointed on 5 December 2025 and re-elected on 31 March 2026) |

**Arrangements to enable directors to acquire shares or debentures**

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

**Directors' interests**

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 in the ordinary shares of the Company as at 21 October 2024 were the same as those at 30 September 2024.

**Directors' interests** (continued)

Except as disclosed above and elsewhere in the report, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Except for salaries, bonuses and fees and those benefits that are disclosed in this report and in Notes 7 and 8 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 the end of the financial year.

**Shares granted during the financial year**

No shares were issued during the financial year ended 30 September 2024.

**Warrants**

There were no warrants granted by the Company during the financial year ended 30 September 2024.

**Audit Committee**

There were only 2 directors as at 30 September 2024. Given that the directors were functus officio during the judicial management period, there was no audit committee for the financial year ended 30 September 2024.

At the date of this statement, the Audit Committee comprises the following members, who are all non-Executive and Independent Directors. The members of the Audit Committee at the date of this statement are:

| | |
|---|---|
| Mr. Wan Tai Foong | (Chairman) |
| Mr. Er Kwong Wah | (Member) |
| Ms. Ng Chern Nee | (Member) |

**Independent auditors**

The independent auditors, Nexia Singapore PAC, Public Accountants and Chartered Accountants, have expressed its willingness to accept re-appointment.

On behalf of the Board of Directors,

Mr Niu Liming
Director

Mr Er Kwong Wah
Director

12 May 2026

**Report on the Audit of the Financial Statements**

**Disclaimer of Opinion**

We were engaged to audit the financial statements of NutryFarm International Limited (the "**Company**") and its subsidiaries (the "**Group**"), which comprise the balance sheets of the Group and of the Company as at 30 September 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information.

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

**Basis for Disclaimer of Opinion**

The Company was placed under judicial management order during the financial year ended 30 September 2024.

1. Opening balances

Our independent auditor's report dated 7 January 2026 expressed a disclaimer of opinion on the financial statements for the financial year ended 30 September 2023. An extract of our *Basis for Disclaimer of Opinion* is disclosed in Note 28 to the financial statements.

In view of the matters described in the *Basis for Disclaimer of Opinion* on the financial statements for the financial year ended 30 September 2023, we were unable to determine whether the opening balances as at 1 October 2023 are fairly stated. As these opening balances affect the determination of the financial performance, balance sheet, changes in equity and cash flows of the Group and the Company for the financial year ended 30 September 2024, we were unable to determine whether any adjustments and/or additional disclosures may have been necessary in respect of the financial statements of the Group and the Company for the financial year ended 30 September 2024.

We do not express an opinion on the financial statements for the current financial year because of the possible effects of these matters on the comparability of the current financial year's figures and the corresponding figures.

2. Limitation of scope

We were unable to, and have not, performed an audit in accordance with the Singapore Standards on Auditing on the consolidated financial statements of the Group, and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2024, as the accounting records and supporting documentation necessary for the audit were not made available since the Company was being placed under judicial management order during the audit period and subsequently, as disclosed in Note 1 to the financial statements.

As a result, we were unable to perform audit procedures to determine whether the Group and the Company have rights to, and obligations for, the assets and liabilities; and to verify the occurrences, cut-off, completeness, accuracy, validity, valuation, classification, and disclosure of the transactions and balances presented in the financial statements of the Group and the Company, including the balances and transactions as disclosed in Note 29 to the financial statements. We were also unable to assess whether the carrying amounts of investments in subsidiaries and receivables require any impairment or expected credit loss adjustments. Neither were we able to carry out the necessary audit procedures to assess the impact of any adjusting and non-adjusting events from 30 September 2024 and up to the date of this report. Consequently, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements of the Group and the balance sheet and changes in equity of the Company for the financial year ended 30 September 2024.

**Report on the Audit of the Financial Statements** (continued)

**Basis for Disclaimer of Opinion** (continued)

3. Notice of compliance

As disclosed in Note 26 to the financial statements, pursuant to the requirements of Singapore Exchange Securities Trading Limited, FTI Consulting Pte Ltd was appointed as an independent reviewer to investigate certain matters arising prior to 2019. Following completion of its review, the findings were submitted to Singapore Exchange Regulation, which issued a regulatory announcement on 11 December 2025 and indicated that it will conduct investigations into potential listing rule breaches identified. In relation to these matters, the Company has commenced an originating claim in the High Court of the Republic of Singapore against its former directors and third parties for, among others, alleged breaches of fiduciary duties, as well as claims of dishonest assistance or knowing receipt.

As of the date of this report, the outcome of the investigations by Singapore Exchange Regulation and the legal proceedings commenced by the Company against its former directors and third parties has not been concluded. Consequently, we were unable to determine the potential financial effects, if any, arising from these matters, or whether any adjustments to, or additional disclosures in, the accompanying financial statements of the Group and the Company may be necessary, and accordingly, we do not express an opinion on this matter.

4. Contingent liabilities

As disclosed in Note 27 to the financial statements, the Company received Settlement Agreements in relation to potential customers compensation claims. As of the date of this report, no claims have been filed against the Company and, accordingly, no provision has been recognised in these financial statements.

However, we were unable to obtain sufficient appropriate audit evidence to assess the appropriateness and completeness of these matters, including whether any claims may arise. Consequently, we were unable to determine whether any adjustments or additional disclosures may be necessary in respect of these potential claims, and accordingly, we do not express an opinion on this matter.

5. Appropriateness of the going concern assumption

As disclosed in Note 3 to the financial statements, the Group incurred a net loss of HK$14,805,000 (2023: HK$69,595,000) and recorded net cash used in operating activities amounting to HK$2,181,000 (2023: HK$4,706,000) for the financial year ended 30 September 2024. As at that date, the Group's total liabilities and current liabilities exceeded its total assets and current assets by HK$232,063,000 and HK$232,092,000 respectively (2023: HK$203,658,000 and HK$203,699,000). The Company's total liabilities and current liabilities exceeded its total assets and current assets by HK$281,523,000 and HK$282,129,000 respectively (2023: HK$252,150,000 and HK$252,723,000).

The Group and the Company are currently undergoing restructuring activities, which remain ongoing as at the date of this report. The ability of the Group and the Company to continue as going concerns depends on the successful completion of the restructuring activities (refer to Note 3 to the financial statements), including securing financing from investors and financial institutions to meet their operational and development needs. However, the outcome of the restructuring activities is inherently uncertain, and the actual results of these plans may differ materially from management's assumptions and projections. Due to these material uncertainties and the lack of sufficient appropriate audit evidence to support the feasibility and execution of the restructuring plans, we were unable to conclude on the appropriateness of the use of the going concern basis of accounting.

The financial statements have been prepared on a going concern basis and do not include any adjustments that might be necessary should the Group and the Company be unable to continue as going concerns. If the going concern basis is no longer appropriate, adjustments may be required to reduce the carrying amounts of assets to their recoverable amounts, to provide for further liabilities, and to reclassify non-current assets and liabilities as current. No such adjustments have been made.

**Report on the Audit of the Financial Statements** (continued)

**Other Matters**

In our opinion, in view of the significance of the matters referred to in the *Basis for Disclaimer of Opinion* section of our report, we do not express an opinion on whether the accounting and other records required by the Companies Act 1981 of Bermuda (the "**Act**") to be kept by the Company have been properly kept in accordance with the provisions of the Act.

**Responsibilities of Management and Directors for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

**Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Rouh Ting.

**Nexia Singapore PAC**
Public Accountants and
Chartered Accountants
Singapore

12 May 2026

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024

| | Note | Group 2024 | Group 2023 |
|---|---|---|---|
| | | HK$'000 | HK$'000 |
| **Continuing operations** | | | |
| Revenue | 4 | - | 4,080 |
| Cost of sales | | - | (3,861) |
| **Gross profit** | | - | 219 |
| Other income/(expenses): | | | |
| - Interest income | | - | 1 |
| - Others | 5 | 3,646 | 1,947 |
| - Net impairment losses on financial assets | 22(b) | - | (1,402) |
| Administrative expenses | | (3,219) | (26,397) |
| Finance costs | 6 | (15,232) | (14,967) |
| **Loss before tax** | 7 | (14,805) | (40,599) |
| Tax expenses | 9 | - | - |
| **Loss for the financial year from continuing operations** | | (14,805) | (40,599) |
| **Discontinued operations** | | | |
| Loss from discontinued operations | 11 | - | (28,996) |
| **Loss for the year** | | **(14,805)** | **(69,595)** |
| **Other comprehensive (loss)/income** | | | |
| *Items that are or may be reclassified subsequently to profit or loss:* | | | |
| Currency translation differences arising on consolidation | | (13,595) | (5,007) |
| Reclassification of currency translation differences on discontinued operations | | (5) | 4,422 |
| **Other comprehensive loss for the financial year, net of tax** | | (13,600) | (585) |
| **Total comprehensive loss for the financial year** | | (28,405) | (70,180) |
| **Loss attributable to:** | | | |
| Equity holders of the Company | | (14,805) | (69,570) |
| Non-controlling interests | | - | (25) |
| **Loss for the year** | | (14,805) | (69,595) |
| **Loss attributable to equity holders of the Company relates to:** | | | |
| Loss from continuing operations | | (14,805) | (40,599) |
| Loss from discontinued operations | | - | (28,971) |
| | | (14,805) | (69,570) |
| **Total comprehensive loss attributable to:** | | | |
| Equity holders of the Company | | (28,405) | (70,155) |
| Non-controlling interests | | - | (25) |
| **Total comprehensive loss for the financial year** | | (28,405) | (70,180) |
| **Loss per share for loss attributable to equity holders of the Company (cents per share)** | | | |
| Basic and Diluted – from continuing operations | 10 | (10.77) | (29.54) |
| Basic and Diluted – from discontinued operations | 10 | - | (21.09) |
| Total from continuing and discontinued operations | 10 | (10.77) | (50.63) |

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

**BALANCE SHEETS**
**AS AT 30 SEPTEMBER 2024**

| | Note | Group 2024 HK$'000 | Group 2023 HK$'000 | Company 2024 HK$'000 | Company 2023 HK$'000 |
|---|---|---|---|---|---|
| **Non-current assets** | | | | | |
| Investment in subsidiaries | 11 | - | - | 606 | 573 |
| Property, plant and equipment | 12 | 22 | 25 | - | - |
| Other receivables | 15 | 7 | 20 | - | - |
| | | 29 | 45 | 606 | 573 |
| **Current assets** | | | | | |
| Trade receivables | 14 | 918 | 824 | - | - |
| Other receivables | 15 | 257 | 73 | 257 | 71 |
| Amount due from subsidiaries | 11 | - | - | - | - |
| Tax recoverable | | 34 | 24 | - | - |
| Cash and bank balances | | 620 | 48 | - | 1 |
| | | 1,829 | 969 | 257 | 72 |
| **Current liabilities** | | | | | |
| Trade and other payables | 16 | 74,690 | 56,603 | 72,065 | 54,486 |
| Borrowings | 18 | 159,231 | 148,065 | 139,623 | 131,390 |
| Amounts due to subsidiaries | 11 | - | - | 70,698 | 66,919 |
| | | 233,921 | 204,668 | 282,386 | 252,795 |
| **Net current liabilities** | | (232,092) | (203,699) | (282,129) | (252,723) |
| **Non-current liabilities** | | | | | |
| Provision for employee benefits | | - | 4 | - | - |
| | | - | 4 | - | - |
| **Net liabilities** | | (232,063) | (203,658) | (281,523) | (252,150) |
| **Equity** | | | | | |
| Share capital | 19 | 13,742 | 13,742 | 13,742 | 13,742 |
| Other reserves | 20 | 461,091 | 474,691 | 458,585 | 473,362 |
| Accumulated losses | | (706,896) | (692,091) | (753,850) | (739,254) |
| **Total deficit** | | (232,063) | (203,658) | (281,523) | (252,150) |

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

**NUTRYFARM INTERNATIONAL LIMITED AND ITS SUBSIDIARIES**

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
## FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024

| | Attributable to equity holders of the Company | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Share capital | Share premium | Contributed surplus reserve | Fair value reserve | Currency translation reserve | Accumulated losses | Total | Non-controlling interests | Total (deficit)/ equity |
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 | HK$'000 | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| **Group** | | | | | | | | | |
| Balance at 1 October 2022 | 13,742 | 352,500 | 119,560 | (45,505) | 3,216 | (577,016) | (133,503) | 25 | (133,478) |
| Discontinued operations (Note 11(d)) | - | - | - | 45,505 | - | (45,505) | - | - | - |
| Loss for the financial year | - | - | - | - | - | (69,570) | (69,570) | (25) | (69,595) |
| Other comprehensive income for the financial year, net of tax: | | | | | | | | | |
| - Currency translation differences arising on consolidation | - | - | - | - | (5,007) | - | (5,007) | - | (5,007) |
| -Reclassification of currency translation differences on disposal and loss of control of subsidiaries | - | - | - | - | 4,422 | - | 4,422 | - | 4,422 |
| Total comprehensive loss for the year | - | - | - | - | (585) | (69,570) | (70,155) | (25) | (70,180) |
| Balance at 30 September 2023 | 13,742 | 352,500 | 119,560 | - | 2,631 | (692,091) | (203,658) | - | (203,658) |
| Loss for the financial year | - | - | - | - | - | (14,805) | (14,805) | - | (14,805) |
| Other comprehensive loss for the financial year, net of tax: | | | | | | | | | |
| - Currency translation differences arising on consolidation | - | - | - | - | (13,595) | - | (13,595) | - | (13,595) |
| -Reclassification of currency translation differences on disposal of subsidiary | - | - | - | - | (5) | - | (5) | - | (5) |
| Total comprehensive loss for the year | - | - | - | - | (13,600) | (14,805) | (28,405) | - | (28,405) |
| **Balance at 30 September 2024** | **13,742** | **352,500** | **119,560** | **-** | **(10,969)** | **(706,896)** | **(232,063)** | **-** | **(232,063)** |

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

## STATEMENT OF CHANGES IN EQUITY
## FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024

| | Share capital | Share premium | Contributed surplus reserve | Currency translation reserve | Accumulated losses | Total deficit |
|---|---|---|---|---|---|---|
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| **Company** | | | | | | |
| Balance at 1 October 2022 | 13,742 | 352,500 | 119,560 | 9,889 | (661,692) | (166,001) |
| Loss for the financial year | - | - | - | - | (77,562) | (77,562) |
| Other comprehensive income for the financial year, net of tax | | | | | | |
| - Currency translation differences arising from translation into the presentation currency | - | - | - | (8,587) | - | (8,587) |
| Total comprehensive loss for the year | - | - | - | (8,587) | (77,562) | (86,149) |
| Balance at 30 September 2023 | 13,742 | 352,500 | 119,560 | 1,302 | (739,254) | (252,150) |
| Loss for the financial year | - | - | - | - | (14,596) | (14,596) |
| Other comprehensive loss for the financial year, net of tax: | | | | | | |
| - Currency translation differences arising from translation into the presentation currency | - | - | - | (14,777) | - | (14,777) |
| Total comprehensive loss for the year | - | - | - | (14,777) | (14,596) | (29,373) |
| **Balance at 30 September 2024** | **13,742** | **352,500** | **119,560** | **(13,475)** | **(753,850)** | **(281,523)** |

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

## CONSOLIDATED STATEMENT OF CASH FLOWS
## FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024

| | Group | |
|---|---|---|
| | 2024 | 2023 |
| | HK$'000 | HK$'000 |
| **Cash flows from operating activities** | | |
| Loss after tax from continuing operations | (14,805) | (40,599) |
| Loss after tax from discontinued operations | - | (28,996) |
| Total loss | (14,805) | (69,595) |
| Adjustments for: | | |
| Net impairment losses on financial assets | - | 1,402 |
| Net impairment losses on property, plant and equipment | - | 26 |
| Net impairment losses on inventories | - | 3,785 |
| Loss on discontinued operations (Note 11) | - | 28,996 |
| Interest expense | 15,232 | 14,967 |
| Reversal of provisions for employee benefits | (4) | (16) |
| Foreign exchange gain | (833) | (54) |
| Operating cash flows before changes in working capital | (410) | (20,489) |
| Changes in operating assets and liabilities: | | |
| Trade and other receivables | (351) | 13,101 |
| Trade, other payables and contract liabilities | (1,420) | 2,682 |
| Cash used in operations | (2,181) | (4,706) |
| Tax paid | - | - |
| **Net cash used in operating activities** | (2,181) | (4,706) |
| **Cash flows from investing activities** | | |
| Purchase of property, plant and equipment | - | (11) |
| Net cash outflow on discontinued operations (Note 11) | - | (33,728) |
| **Net cash used in investing activities** | - | (33,739) |
| **Cash flows from financing activities** | | |
| Proceeds from loans from third parties | 2,180 | 4,174 |
| Proceeds from amount due to a director | 211 | - |
| Proceeds / (Repayment) from loans from related parties | 362 | (104) |
| **Net cash generated from financing activities** | 2,753 | 4,070 |
| **Net increase/ (decrease) in cash and cash equivalents** | 572 | (34,375) |
| Cash and cash equivalents at beginning of financial year | 48 | 34,423 |
| **Cash and cash equivalents at end of financial year** | 620 | 48 |

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

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

## 1. Corporate information

NutryFarm International Limited (the "**Company**") is a company incorporated in Bermuda with limited liability under the Bermuda Companies Act 1981 and has its registered office at Victoria Place, 5th floor, 31 Victoria Street, Hamilton HM 10, Bermuda. The Company's principal office in Singapore is located at 8 Marina Boulevard, #29-01 Marina Bay Financial Centre Tower 1, Singapore 018981.

The principal activity of the Company is that of investment holding. The principal activities of its subsidiaries are disclosed in Note 11.

*Judicial management*

On 19 May 2022 the Company was served with an originating summons by one of its major creditors, Corpbond IV Ltd ("**Corpbond**") in the High Court of Singapore, which sought for the Company to be placed under judicial management. The High Court of Singapore granted an interim judicial management order on 10 June 2022, followed by a formal judicial management order on 28 June 2022.

Subsequently extensions of the judicial management order were granted as follows:

- First extension: until 24 June 2023
- Second extension: until 10 August 2023
- Third extension: until 10 November 2023
- Fourth extension: until 10 March 2024
- Fifth extension: until 10 September 2024
- Sixth extension: interim extensions of till 21 October 2024, till 22 October 2024, 28 October 2024, 25 November 2024, 20 January 2025, 3 March 2025, 17 March 2025, 1 April 2025, 2 April 2025 and until 2 July 2025.
- Seventh extension: until 2 November 2025
- Eighth extension: until 2 February 2026

During the period of the Company under Judicial Management, all powers conferred and duties imposed on the directors of the Company by the Insolvency, Restructuring and Dissolution Act 2018 or the Companies Act 1967 or by the constitution of the Company, must be exercised and performed by the Judicial Manager and not by the directors of the Company, but nothing requires the Judicial Manager to call any meetings of the Company.

On 19 January 2026, the Judicial Manager filed an application with the Singapore High Court for the discharge of the Company from judicial management. The Singapore High Court granted the application, and the Company was formally discharged from management on 2 February 2026, upon which management and control of the Company were returned to the Board of Directors.

## 2. Material accounting policies

### 2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are presented in Hong Kong Dollar ("**HK$**") and all financial information presented in Hong Kong Dollar are rounded to the nearest thousand (HK$'000) except when otherwise indicated. The financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**"). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

## 2. Material accounting policies (continued)

### 2.1 Basis of preparation (continued)

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent 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 these 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.

### 2.2 Adoption of new and revised International Financial Reporting Standards and interpretations of the International Financial Reporting Standards Interpretations Committee

#### (a) New and amended standards adopted by the Group

In the current financial year, the Group has adopted all the new and revised IFRS issued by the IASB and interpretations of the International Financial Reporting Standards Interpretations Committee ("**IFRIC Interpretations**") that are relevant to its operations and effective for the current financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective IFRS and IFRIC Interpretations.

The adoption of these new and revised IFRS and IFRIC Interpretations did not have any material effect on the financial results or position of the Group and the Company.

#### (b) New standards, amendments and interpretations to existing standards that are issued, revised or amended but are not yet effective

New standards, amendments to standards and interpretations that have been issued at the date of the authorisation of this financial statements but are not yet effective for the financial year ended 30 September 2024 have not been applied in preparing these financial statements.

| Description | Effective for annual periods beginning on or after |
|---|---|
| Amendments to IAS 1: Presentation of Financial Statements: Classification of Liabilities as Current or Non-current | 1 January 2024 |
| Amendments to IFRS 116: Leases: Lease Liability in a Sale and Leaseback | 1 January 2024 |
| Amendments to IAS 7: Presentation of Financial Statements: Non-current Liabilities with Covenants | 1 January 2024 |
| Amendments to IAS 7, IFRS 7: Statement of Cash Flows and Financial Instruments: Disclosures: Supplier Finance Arrangements | 1 January 2024 |
| Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability | 1 January 2025 |
| Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments | 1 January 2026 |
| Amendments to IFRS 9 and IFRS 7: Contracts Referencing Nature-dependent Electricity | 1 January 2026 |
| Annual improvements to IFRS – Volume 11 | 1 January 2026 |
| IFRS 18: Presentation and Disclosure in Financial Statements | 1 January 2027 |

## 2. Material accounting policies (continued)

### 2.2 Adoption of new and revised International Financial Reporting Standards and interpretations of the International Financial Reporting Standards Interpretations Committee (continued)

**(b) New standards, amendments and interpretations to existing standards that are issued, revised or amended but are not yet effective** (continued)

| Description | Effective for annual periods beginning on or after |
|---|---|
| IFRS 19: Subsidiaries without Public Accountability: Disclosures | 1 January 2027 |
| Amendments to IFRS 19: Subsidiaries without Public Accountability: Disclosures | 1 January 2027 |
| Amendments to IAS21: Translation to a Hyperinflationary Presentation Currency | 1 January 2027 |
| Amendments to IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures*: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture | Date to be determined |

The Group is in the process to assess the impact on the financial performance or financial position of the Group in the period of initial application.

IFRS 18: Presentation and Disclosure in Financial Statements

IFRS 18 sets out requirements on presentation and disclosures in financial statements and will replace IAS 1 “Presentation of Financial Statements”. IFRS 18 introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. Minor amendments to IAS 7 “Statement of Cash Flows” and IAS 33 “Earnings per Share” are also made.

IFRS 18, and the consequential amendments to other IFRS Accounting Standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted.

### 2.3 Revenue recognition

*Sale of goods*

The Group transfers control and recognises a sale when goods are delivered to their customers. Revenue from these sales is recognised based on the price specified in the contract. No element of financing is deemed present as the sales are made with a credit term of 30 to 90 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. A contract liability is recognised when there is advance consideration from customers. For protective reasons, a portion of the contract consideration is received upfront, and the remaining consideration is received from customers when goods are delivered to the customers. As such, no financing component has been recognised as the payment terms are for reasons other than financing.

*Interest income*

Interest income is recognised using the effective interest method.

## 2. Material accounting policies (continued)

### 2.4 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 balance sheet, investment in subsidiaries is accounted for at cost less accumulated impairment losses, if any. On disposal of the investment, the difference between disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

### 2.5 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the balance sheet date. 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 2.6(a). In instances where the latter amount exceeds the former and the measurement of all amounts has been reviewed, the excess is recognised as gain on 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, consolidated statement of changes in equity and consolidated balance sheet. 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.

In business combinations achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

**2. Material accounting policies** (continued)

**2.5 Basis of consolidation** (continued)

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 (i.e. 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 interests is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributable to equity holders of the Company.

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 interests 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 profits if required by a specific IFRS.

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.

The Group derecognises a subsidiary when it loses control, defined as the power to govern the financial and operating policies of the subsidiary to obtain benefits from its activities. Upon loss of control, the Group removes the subsidiary's assets, liabilities and non-controlling interests from the consolidated balance sheet, recognises any retained investment at its fair value, and recognises any resulting gain or loss in profit or loss. Any amounts previously recognised in other comprehensive income relating to the subsidiary are reclassified to profit or loss or transferred directly to retained earnings, as appropriate.

**2.6 Property, plant and equipment**

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

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 assets.

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.

Construction in progress is stated at cost less impairment losses. The cost comprises direct costs of materials and the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use. No depreciation is provided in respect of construction in progress until it is completed and ready for its intended use.

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

| | |
|---|---|
| Furniture, fixtures and office equipment | 5 years |

## 2. Material accounting policies (continued)

### 2.6 Property, plant and equipment (continued)

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. 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.

### 2.7 Impairment of non-financial assets excluding goodwill

At 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 cost 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. A reversal of an impairment loss is recognised immediately in profit or loss.

### 2.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis. The cost of finished goods and work in progress 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.

### 2.9 Leases

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

*When a Group entity is the lessee*

The Group applies a single recognition and measurement approach for all leases, 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 (e.g. leases of tablet and personal computers, small items of office equipment and telephones). For these exempted leases, the Group recognised 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.

**2. Material accounting policies** (continued)

**2.9 Leases** (continued)

*When a Group entity is the lessee* (continued)

Lease liabilities

The lease liabilities are 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 liabilities 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 liabilities are presented within “borrowings” in the balance sheets.

The lease liabilities are subsequently measured by increasing the carrying amount to reflect interest on the lease liabilities 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 assets is available for use). The right-of-use assets comprise the initial measurement of the corresponding lease liabilities, lease payments made at or before the commencement date, initial direct cost, less any lease incentives received.

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 IAS 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 assets, 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. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented within “property, plant and equipment” in the balance sheets.

The Group applies IAS 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 2.7.

## 2. Material accounting policies (continued)

### 2.10 Income taxes

Income tax on the profit or loss for the financial 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 financial year, using tax rates enacted or substantively enacted at the balance sheet date, 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 tax is provided using the liability method, on all temporary differences at the balance sheet date arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except where the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination, and at the time of the transaction, affects neither the accounting nor taxable profit or loss.

Deferred tax liability is provided on all taxable 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 financial year when the asset is recognised or the liability is settled, based on currently enacted or substantively enacted tax rates at the balance sheet date.

### 2.11 Financial assets

(i) 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.

(ii) 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 other comprehensive income ("**FVOCI**").

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

**2. Material accounting policies** (continued)

**2.11 Financial assets** (continued)

(ii) Classification and measurement (continued)

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

Subsequent measurement

*a. Debt instruments*

Debt instruments include cash and bank balances, trade receivables, other receivables (excluding prepayments and advances to suppliers) and amounts due from subsidiaries. The subsequent measurement category depends on the Group's business model for managing the asset and cash flow characteristics of the asset.

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.

*b. Equity investments*

The Group subsequently measures all its equity instruments at their fair values.

The Group has designated all of its equity investments that are not held for trading as FVOCI at initial recognition. Gains and losses arising from changes in fair value of these equity investments classified as FVOCI are presented as "fair value gains/losses" in other comprehensive income and accumulated in fair value reserve and will never be reclassified to profit or loss. On disposal of an equity investment, the difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income. Fair value reserve relating to the disposed asset would be transferred to accumulated losses upon disposal. Dividends from equity investments are recognised in profit or loss and presented in "other income". Equity investments classified as FVOCI are not subject to impairment assessment.

(iii) 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).

**2. Material accounting policies** (continued)

**2.11 Financial assets** (continued)

(iii) Impairment (continued)

For trade receivables and contract assets 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 balance sheet 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.

(iv) Offset

Financial assets and liabilities are offset and the net amount presented on the balance sheet when, and only when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**2.12 Cash and cash equivalents**

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

**2.13 Financial liabilities**

Financial liabilities include “trade and other payables”, “borrowings” and “amounts due to subsidiaries”. Financial liabilities are recognised on the balance sheet when, and only when, the Group becomes a party to the contractual provisions of the financial instruments.

Financial liabilities are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

A financial liability is derecognised when the obligation under the liability is extinguished. Gains and losses are recognised in profit or loss when the liabilities are derecognised and through the amortisation process.

**2.14 Share capital**

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

**2.15 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 balance sheet date. 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 of time is recognised as a finance cost in profit or loss.

## 2. Material accounting policies (continued)

### 2.16 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 asset is substantially completed for its intended use or sale. All other borrowing costs are recognised in the profit or loss using the effective interest method.

### 2.17 Employee benefits

*Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions to national pension schemes are recognised as an expense in the period in which the related service is performed.

Such state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

### 2.18 Foreign currencies

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The Company's functional currency is Singapore Dollars ("SGD") due to the primary economic environment including reliance on the financial arrangements which are predominantly denominated in SGD.

(b) Transactions and balances

Transactions in a currency other than the functional currency (the "**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 included in the currency translation reserve within equity in the consolidated financial statements. The currency translation reserve is reclassified from equity to profit or loss of the Group 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.

(c) 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 balance sheet date;
ii. Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
iii. All resulting exchange differences are recognised in the currency translation reserve within equity.

## 2. Material accounting policies (continued)

### 2.18 Foreign currencies (continued)

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

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 taken to the currency translation reserve.

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

### 2.19 Dividends

Interim dividends are recorded during the financial year in which they are declared payable.

Final dividends are recorded in the financial statements in the period in which they are approved by the Company's shareholders.

### 2.20 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 balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Where 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.

### 2.21 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur 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.

### 2.22 Discontinued operations

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held-for-sale and: (a) represents a separate major line of business or geographical area of operations; or (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or (c) is a subsidiary acquired exclusively with a view to resale.

## 2. Material accounting policies (continued)

### 2.23 Related party transactions

A party is related to an entity if:

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

i. Has control or joint control over the Company;
ii. Has significant influence over the Company; or
iii. Is a member of the key management personnel of the Company or of parent of the Company.

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

i. The entity and the Company are members of the same Company (which means that each parent, subsidiary and fellow subsidiary is related to the others).
ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Company of which the other entity is a member).
iii. Both entities are joint ventures of the same third party.
iv. One entity is a joint venture of a third party and the other entity is an associate of the third entity.
v. The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
vi. The entity is controlled or jointly controlled by a person identified in (a).
vii. A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
viii. The entity, or any member of a Company of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

## 3. Critical accounting judgements and key sources of estimation uncertainty

(a) Critical judgements in applying the Group's accounting policies

The preparation of the Group's 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 balance sheet date.

In the process of applying the Group's 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.

(i) Going concern assumption

For the financial year ended 30 September 2024, the Group incurred a net loss of HK$14,805,000 (2023: HK$69,595,000) and net cash outflow from operating activities amounting to HK$2,181,000 (2023: HK$4,706,000). As at 30 September 2024, the Group's total liabilities and current liabilities exceeded the total assets and current assets by HK$232,063,000 and HK$232,092,000 (2023: HK$203,658,000 and HK$203,699,000) and the Company's total liabilities and current liabilities exceeded the total assets and current assets by HK$281,523,000 and HK$282,129,000 (2023: HK$252,150,000 and HK$252,723,000) respectively.

**3. Critical accounting judgements and key sources of estimation uncertainty** (continued)

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

Judicial management - 28 June 2022 to 2 February 2026 ("judicial management period")

On 28 June 2022, the Company was placed under judicial management.

The objectives of the judicial management order were to achieve one or more of the following purposes:

(a) survival of the Company, or the whole or part of its undertaking as a going concern;

(b) the approval under Section 210 of the Companies Act 1967 or Section 71 of the Insolvency, Restructuring and Dissolution Act 2018 of a compromise or arrangement between the Company and any such persons as mentioned in those sections; and/or

(c) a more advantageous realisation of the Company's assets than on winding up.

During the judicial management period, there was a stay on all suits, proceedings, claims etc. against the Company, except with the consent of the Judicial Manager or with the leave of the Court. The unsecured debts and liabilities owing to the principal lender and unsecured claims from creditors (collectively, the "**Creditors**") prior to 28 June 2022 would be addressed/restructured as part of the judicial management process.

On 30 January 2023, Corpbond had entered into a loan agreement with the Company and extended a loan of up to a principal amount of S$1,000,000 to the Company for the purposes of asset recovery. Corpbond is the single largest creditor of the Company (Note 18).

On 14 November 2023, a revised Statement of Proposal ("**Revised SOP**") was unanimously approved by the creditors present and voting. Upon successful implementation of the Revised SOP, it is contemplated that the Company's debts (excluding Corpbond's debt) will be restructured. The completion of the restructuring exercise is subject to a number of conditions precedent to be fulfilled, including relevant regulatory and shareholders' approval.

On 15 July 2024, the Company and the Judicial Manager entered into a restructuring agreement with Corpbond, which outlines the terms for restructuring the claims of the Company's creditors (referred to as the "**Restructuring Agreement**"). Under the terms of the Restructuring Agreement, each creditor will receive a lump sum payment of 20% of its Approved Claim (as defined in the Restructuring Agreement), to be paid in cash by Corpbond. Thereafter, each creditor shall assign, novate and/or otherwise transfer its claim in full and unconditionally to Corpbond, and shall have no further claims against the Company. On 29 August 2024, payments were made to the participating creditors.

During the judicial management period, the Judicial Manager worked alongside the Company to rehabilitate its operations by exploring new business ventures through the Company's wholly-owned subsidiary, AI Nova Pte. Ltd. ("**AI Nova**"). As part of this effort, AI Nova changed its principal operations to include high performance cloud computing service and technical testing and analysis services.

The Company submitted a proposal for the resumption of trading (the "**ROTP**") and the Forecast Memorandum (the "**Forecast Memorandum**") to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 30 June 2025. On 7 October 2025, an updated Forecast Memorandum was submitted to the SGX-ST pursuant to changes to AI Nova's business model.

**3. Critical accounting judgements and key sources of estimation uncertainty** (continued)

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

*Judicial management - 28 June 2022 to 2 February 2026 ("judicial management period") (continued)*

On 10 October 2024, the Company entered into an interest-free loan agreement with Alpha Hill Pte. Ltd. (the "Investor") for an amount of S$5,000,000. The loan is repayable on the date falling five (5) years from the date of disbursement, and may be extended for a further period as mutually agreed by both parties in writing. The loan may be settled, at the Company's election, either in cash or through the issuance and allotment of Loan Conversion Shares at an issue price of S$0.015 per Loan Conversion Share, subject to the requisite approvals being obtained. On 14 October 2024, the Company, Corpbond, the Investor and the Judicial Manager entered into a supplementary deed, under which Corpbond consented to the Company's entry into the loan arrangement, agreed to bear the costs associated with the resumption of trading of the Company's shares on the Mainboard of the SGX-ST up to an aggregate sum of S$1,000,000, and set out the agreed utilisation of the loan proceeds.

The loan proceeds are to be applied as follows: S$1,500,000 for capital injection into AI Nova for working capital purposes, S$300,000 for expenses relating to the resumption of trading of the Company's shares on the Mainboard of the SGX-ST, and the remaining S$3,200,000 for general working capital. On 25 October 2024, AI Nova received S$1,500,000 through the issuance and allotment of 1,500,000 ordinary shares in AI Nova at S$1.00 per share. As at the date of authorisation of the financial statements, the loan has been fully drawn down.

On 9 April 2025, the Judicial Manager and the Company entered into an implementation agreement (the "**Implementation Agreement**") with Corpbond to restructure the debts owing by the Company to Corpbond which includes *inter alia*, the issue and allotment of Conversion Shares to Corpbond. Upon completion of the Implementation Agreement, Corpbond shall forever discharge the Company any and all obligations in respect of the amounts owed by the Company to Corpbond prior to the judicial management of the Company. The allotment of shares to Corpbond is subject to shareholders' approval at an extraordinary general meeting which has yet to be convened.

On 31 July 2025, AI Nova entered into a loan agreement with a third party for a sum of United States dollar ("**US$**") 500,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date, with an option to extend by mutual agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the due date; or (b) full repayment of the loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent. At the authorisation of the financial statement, the loan has been fully drawn down.

On 8 August 2025, AI Nova entered into a loan agreement with a third party for a sum of US$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date, with an option to extend by mutual agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfillment of certain conditions precedent. At the authorisation of the financial statement, the loan has been fully drawn down.

**3. Critical accounting judgements and key sources of estimation uncertainty** (continued)

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

*Judicial management - 28 June 2022 to 2 February 2026 ("judicial management period") (continued)*

On 1 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling one (1) year from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent. At the authorisation of the financial statement, the loan has been fully drawn down.

On 3 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling three (3) years from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfillment of certain conditions precedent. At the authorisation of the financial statement, the loan has been fully drawn down.

On 28 October 2025, the Judicial Manager and the Company entered into a share conversion agreement ("**SCA**") with the Investor, pursuant to which the Company shall issue and allot new ordinary shares ("**Conversion Shares**") to the Investor in full and final settlement of all outstanding obligations owed to the Investor ("**Conversion Debt**"). The Conversion Debt represents the aggregate of: (a) S$766,830, relating to claims acquired by the investor through the full and unconditional assignment, novation and/or transfer of approved claims from minority creditors, in consideration for payments made by the investor to these creditors in accordance with the Restructuring Agreement; and (b) S$33,505,089.80, comprising the total principal and accrued interest up to 30 June 2025 owed by the Company to the Investor under a loan agreement dated 30 October 2017 and its subsequent extension, which had been fully disbursed prior to the date of the SCA. The Conversion Debt is to be restructured and capitalised in two tranches as follows: (a) Partial capitalisation of S$27,370,956 ("**Conversion Debt – Tranche 1**") through the issuance of up to 1,236,798,927 ordinary shares ("**Pre-Resumption Conversion Shares**") at an issue price of S$0.022 per share ("**Pre-Resumption Conversion Price**");and (b) Capitalisation of the remaining S$6,900,963.80 ("**Conversion Debt – Tranche 2**") through the issuance of a corresponding number of ordinary shares ("**Post-Resumption Conversion Shares**") at an issue price determined at not more than a 10% discount to the weighted average price of trades on the SGX-ST for the full market day immediately preceding the execution of a subscription agreement, the terms of which are to be finalised between the parties ("**Post-Resumption Conversion Price**").

On 30 October 2025, AI Nova entered into a loan agreement with three (3) third parties for a sum of US$1,000,000 each for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of S$0.045 per Loan Conversion Share, subject to the fulfillment of certain conditions precedent. At the authorisation of the financial statement, a total of US$2,000,000 of the loan proceeds have been drawn down.

**3. Critical accounting judgements and key sources of estimation uncertainty** (continued)

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

*Judicial management - 28 June 2022 to 2 February 2026 ("judicial management period") (continued)*

On 5 November 2025, AI Nova entered into a loan agreement with a third party for a sum of US$10,000,000 for the purpose of working capital, bearing interest at 10% per annum, repayable on the date falling one (1) year from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment period and may be repaid by AI Nova in either of the following manner: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share. This loan is subject to a charge over 15% of shareholdings in AI Nova. At the authorisation of the financial statement, the loan has been fully drawn down.

On 22 December 2025, the Company (as the chargor), the Judicial Manager and Alpha Hill Pte. Ltd. ("Alpha Hill") (as the chargee) entered into a Share Charge Deed with, pursuant to which the Company granted a first fixed charge over 85% of its issued shares in AI Nova as security for all present and future liabilities arising under a US$5,000,000 loan agreement. The remaining 15% of the shares are subject to an existing first fixed charge in favour of another third party lender. Prior to the occurrence of an enforcement event, voting and dividend rights attached to the charged shares remain with the Company; however, upon default, Alpha Hill is entitled to exercise voting rights, receive dividends, and enforce the security, including through the sale of the shares or the appointment of a receiver. The Judicial Manager executed the deed solely in her capacity as judicial manager and disclaimed any personal liability.

*Subsequent to 2 February 2026*

On 19 March 2026, AI Nova entered into a loan agreement with a third party for a principal sum of S$640,000 for working capital purposes, bearing interest at 7% per annum. The loan is repayable on the date falling two (2) years from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the due date; or (b) full repayment of the loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent. At the authorisation of the financial statements, the loan has been fully drawn down.

*Conditions for conversion of loan facilities*

The various loans agreements with conversion terms are subject always to, amongst other things: (i) the resumption of trading of the Shares on the Mainboard of the SGX-ST and trading of such Shares not being halted or suspended on or before the respective repayment dates, the approval in principle from the SGX-ST, independent shareholders and the Securities Industry Council of Singapore and/or any other approval from all relevant governmental authorities being obtained for the listing and quotation of the Loan Conversion Shares on or before the expiry of the repayment date; and (ii) the parties entering and executing a subscription agreement setting out the definitive terms for the issuance and allotment of the Loan Conversion Shares to the Investor or Lender and/or the Investor's or Lender's nominee.

**3. Critical accounting judgements and key sources of estimation uncertainty** (continued)

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

*Going concern assumptions*

At the date of authorisation of these financial statements, the directors have assessed that the use of the going concern basis of accounting is appropriate in the preparation of the financial statements. In forming this assessment, the directors have considered a cash flow forecast covering a period of 12 months from the date of authorisation, and that the Group and the Company are dependent on the successful completion of ongoing restructuring activities, including securing financing from investors and financial institutions to support their operational and development requirements. The outcome of these restructuring activities is inherently uncertain, and the actual results of these plans may differ materially from management's assumptions and projections.

The financial statements have been prepared on a going concern basis, which assumes that the Group and the Company will be able to meet their obligations as and when they fall due in the next twelve (12) months from the date of authorisation of these financial statements.

The financial statements do not include any adjustments that might be necessary should the Group and the Company be unable to continue as going concerns. If the going concern basis is no longer appropriate, adjustments may be required to reduce the carrying amounts of assets to their recoverable amounts, to provide for further liabilities, and to reclassify non-current assets and liabilities as current. No such adjustments have been made.

(ii) 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 by management to determine the primary economic environment in which the entities operate, the entities' process of determining sales prices and the currency of the country whose competitive forces and regulations mainly influences the prices of its goods and services. Management has assessed that the Company's primary economic environment including reliance on the financial arrangements which are predominantly denominated in Singapore Dollar ("**SGD**" or "**S$**"). Accordingly, management concluded that the functional currency of the Company is SGD.

**3. Critical accounting judgements and key sources of estimation uncertainty** (continued)

(b) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

(i) Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each balance sheet date. Goodwill and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist. Other 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.

The net carrying values of the Group's property, plant and equipment and intangible assets are disclosed in Note 12 and Note 13 respectively.

(ii) Calculation of loss allowance

When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions and how these conditions will affect the Group's ECL assessment. 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.

As the calculation of loss allowance on trade receivables, other receivables and amounts due from subsidiaries are subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade receivables, other receivables and amounts due from subsidiaries.

Details of ECL measurement and the carrying amounts of trade receivables, other receivables and amounts due from subsidiaries at balance sheet date are disclosed in Notes 14, 15, 11 and 22(b) respectively.

(iii) Investment in subsidiaries

Determining whether investment in subsidiaries are impaired requires an estimation of the value-in-use of those investments. The value-in-use calculation requires the Company to estimate the future cash flows expected from these investments and an appropriate discount rate in order to calculate the present value of the future cash flows. The value-in-use calculation requires the use of considerable judgments, estimates and assumptions. Changes in these assumptions and estimates could have a material effect on the determination of the recoverable amount of investment in subsidiaries.

The net carrying amount of the Company's investment in subsidiaries at the balance sheet date is disclosed in Note 11.

## 4. Revenue and segment reporting

| | Group 2024 HK$'000 | 2023 HK$'000 |
|---|---|---|
| Sale of fruits and related products | - | 4,080 |
| | - | 4,080 |

All sales are recognised at a point in time.

(a) Segment results, assets and liabilities

The Group manages its business-by-business lines. In a manner consistent with the way in which information is reported internally to the chief operating decision maker for the purposes of resource allocation and performance assessment.

For the financial year ended 30 September 2024, the Group has determined that it operates in two (2) reportable segments. The reportable segments for the current financial year are as follows:

| | |
|---|---|
| i. Investment holding: | The management of the Group's investments, financial instruments and other treasury operations. |
| ii. Fruits and related products: | Trading of fruits and related products |

In the prior financial year ended 30 September 2023, the Group presented four (4) reportable segments, which, in addition to the above, included:

| | |
|---|---|
| iii. Internet management: | The provision of technical support services relating to internet and web-TV business. |
| iv. Nutrition, health food and related health products: | Manufacturing and trading of nutrition, health food and related health products. |

As disclosed in Note 11(c), following the loss of control of certain subsidiaries in 2023, the "Internet management" and "Nutrition, health food and related health products" segments are no longer presented as reportable segments in the financial year ended 30 September 2024. These 2 segments were presented as "Discontinuing operation" in 2023.

For the purposes of assessing segment performance and allocating resources between segments, the chief operating decision maker monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

- Segment assets include all current and non-current assets except for deferred tax assets and tax recoverable. Segment liabilities include all liabilities with the exception of corporate liabilities which consists of borrowings and tax payable.

- Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

- The chief operating decision maker assesses the performance of the operating segments based on a measure of earnings before interest and income tax.

There were no inter-segments trade transactions during the financial years ended 30 September 2024 and 30 September 2023.

**4. Revenue and segment reporting** (continued)

(a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance for the financial year ended 30 September 2024 is set out below:

| | | | **Group** |
|---|---|---|---|
| | **Investment holding** | **Fruits and related products** | **Total** |
| | **HK$'000** | **HK$'000** | **HK$'000** |
| **2024** | | | |
| Reportable segment revenue from external customers | - | - | - |
| Segment results (unallocated) | | | 427 |
| Finance costs | | | (15,232) |
| Loss before tax | | | (14,805) |
| Tax expense | | | - |
| Loss for the financial year | | | (14,805) |
| Assets | | | |
| Segment assets | 257 | 1,601 | 1,858 |
| Liabilities | | | |
| Segment liabilities | - | 22,233 | 22,233 |
| Unallocated liabilities | | | 211,688 |
| | | | 233,921 |
| Other segment information | - | - | - |

**4. Revenue and segment reporting** (continued)

(a) Segment results, assets and liabilities (continued)

| | Internet management | Investment holding | Nutrition, health food and related health products | Fruits and related products | Total |
|---|---|---|---|---|---|
| | | | | | **Group** |
| | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** |
| **2023** | | | | | |
| Reportable segment revenue from external customers | - | - | - | 4,080 | 4,080 |
| Segment results (unallocated) | | | - | (25,633) | (25,633) |
| Interest income | | | - | 1 | 1 |
| Finance costs | | | - | (14,967) | (14,967) |
| Loss on disposal and loss of control of subsidiaries | | | (28,996) | - | (28,996) |
| Loss before tax | | | (28,996) | (40,599) | (69,595) |
| Tax expense | | | - | - | - |
| Loss for the financial year | | | (28,996) | (40,599) | (69,595) |
| Assets | | | | | |
| Segment assets | - | 72 | - | 942 | 1,014 |
| Liabilities | | | | | |
| Segment liabilities | - | - | - | 18,796 | 18,796 |
| Unallocated liabilities | | | | | 185,876 |
| | | | | | 204,672 |

| | Internet managemen t | Investment holding | Nutrition, health food and related health products | Fruits and related products | Total |
|---|---|---|---|---|---|
| | | | | | **Group** |
| | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** |
| **2023** | | | | | |
| Other segment information | | | | | |
| Net impairment losses on financial assets | - | - | - | 1,402 | 1,402 |
| Net impairment losses on property, plant and equipment | - | - | - | 26 | 26 |
| Net impairment losses on inventories | - | - | - | 3,785 | 3,785 |

**4. Revenue and segment reporting** (continued)

(b) Geographic information

Revenue and non-current assets information based on the geographic location of customers and assets respectively are as follows:

| | Group | | | |
|---|---|---|---|---|
| | Sales to external customers | | Non-current assets | |
| | 2024 | 2023 | 2024 | 2023 |
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| Thailand - continuing operations | - | 4,080 | 22 | 25 |
| | - | 4,080 | 22 | 25 |

Non-current assets information presented above are non-current assets as presented on the consolidated balance sheet excluding other receivables.

(c) Information about major customers

There was no information made available to the Group regarding its major customers and the related sales for the financial year ended 30 September 2024 and 30 September 2023 for disclosure in the financial statements.

**5. Other income**

| | Group | |
|---|---|---|
| | 2024 | 2023 |
| | HK$'000 | HK$'000 |
| Foreign exchange gain, net | 3,642 | 1,919 |
| Government subsidies | 4 | - |
| Others | - | 28 |
| | 3,646 | 1,947 |

**6. Finance costs**

| | Group | |
|---|---|---|
| | 2024 | 2023 |
| | HK$'000 | HK$'000 |
| Interest expense | 15,232 | 14,967 |

During the financial years ended 30 September 2024 and 30 September 2023, interest expense was related to loans from third parties.

## 7. Loss before tax

Loss before tax is arrived at after charging:

| | Group 2024 HK$'000 |
|---|---|
| Auditors' remuneration paid/payable to: | |
| - Auditor of the Company – Current year | 318 |
| Legal and professional fees | 2,181 |

| | Group 2023 HK$'000 |
|---|---|
| From continuing operations | |
| Auditors' remuneration paid/payable to: | |
| - Auditor of the Company – Current year | 300 |
| - Other auditors [1] – Under provision in prior year | 1,113 |
| Impairment losses on trade and other receivables | 1,402 |
| Impairment losses on property, plant and equipment | 26 |
| Impairment losses on inventories | 3,785 |
| Legal and professional fees | 3,384 |

[1] Includes independent member firms of the Baker Tilly International network

There are no non-audit fees paid to auditor of the Company and other auditors.

## 8. Staff costs

| | 2024 HK$'000 | Group 2023 HK$'000 |
|---|---|---|
| Staff salary | 68 | 206 |

## 9. Tax expenses

There are no tax expenses recognised for the financial years ended 30 September 2024 and 30 September 2023 attributable to profit or loss.

Pursuant to the rules and regulations of Bermuda and British Virgin Islands ("**BVI**"), the companies incorporated in Bermuda and BVI are not subject to any income tax in Bermuda and BVI.

The statutory income tax rate applicable to Thailand subsidiary is 20% (2023: 20%) and Singapore subsidiaries is 17% (2023: 17%).

**9. Tax expenses** (continued)

(b) The tax expense on the results of the financial year differs from the amount of income tax determined by applying the domestic rates applicable to loss in the countries where the Group entities operate due to the following factors:

| | Group | |
|---|---|---|
| | **2024** | **2023** |
| | **HK$'000** | **HK$'000** |
| Loss before tax from | | |
| - Continuing operations | (14,805) | (40,599) |
| - Discontinued operations | - | (28,996) |
| Loss before income tax | (14,805) | (69,595) |
| Notional tax expense on loss before tax, calculated at the rates applicable in the tax jurisdictions concerned | (2,522) | (11,831) |
| Expenses not deductible for tax purpose | 2,522 | 11,831 |
| | - | - |

As at 30 September 2024, the Group has not recognised deferred tax assets in respect of tax losses of HK$1,782,181 (2023: HK$1,585,051) as it is uncertain that future taxable profits will be available against which the Group can utilise the benefits. The tax losses can be carried forward up to five (5) years from the year of loss against future taxable profits in which the tax losses arose, subject to the agreement of the tax authority and provisions of relevant tax legislation in the jurisdiction.

**10. Loss per share**

(a) Basic loss per share

The calculation of the basic loss per share attributable to equity holders of the Company is based on the following data:

| | Group | |
|---|---|---|
| | **2024** | **2023** |
| Loss for the financial year attributable to equity holders of the Company (HK$'000) | | |
| - Continuing operations | (14,805) | (40,599) |
| - Discontinued operations | - | (28,996) |
| Weighted average number of ordinary shares outstanding for basic loss per share ('000) | 137,422 | 137,422 |
| Basic loss per share (cents per share) | | |
| - Continuing operations | (10.77) | (29.54) |
| - Discontinued operations | - | (21.09) |
| -Total | (10.77) | (50.63) |

(b) Diluted loss per share

Diluted loss per share is same as basic loss per share as there were no potential dilutive ordinary shares for the financial years ended 30 September 2024 and 30 September 2023.

## 11. Investment in subsidiaries

| | Company 2024 | 2023 |
|---|---|---|
| | HK$'000 | HK$'000 |
| Investment in subsidiaries | | |
| Unquoted equity shares, at cost | 82,291 | 77,893 |
| Less: Allowance for impairment losses | (81,685) | (77,320) |
| At end of the financial year | 606 | 573 |

Movement in allowance for impairment losses during the financial year:

| | Company 2024 | 2023 |
|---|---|---|
| | HK$'000 | HK$'000 |
| At beginning of the financial year | 77,320 | 69,252 |
| Additions | - | 4,118 |
| Currency translation differences | 4,365 | 3,950 |
| At end of the financial year | 81,685 | 77,320 |

| | Company 2024 | 2023 |
|---|---|---|
| | HK$'000 | HK$'000 |
| Amounts due from subsidiaries | | |
| Gross amounts | 489,341 | 471,790 |
| Less: Allowance for impairment losses | (489,341) | (471,790) |
| Net carrying amount | - | - |

Movement in allowance for impairment losses during the financial year is disclosed in Note 22(b).

| | Company 2024 | 2023 |
|---|---|---|
| | HK$'000 | HK$'000 |
| Amounts due to subsidiaries | 70,698 | 66,919 |

The amounts due from/to subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand.

During the financial year, a dormant subsidiary Kong Jun Global Pte Ltd was struck off. The impact on the Group's financial statements was not material.

On 12 September 2024, the Company's wholly owned subsidiary, Global Agricapital (Singapore) Pte. Ltd. changed its name to AI Nova Pte. Ltd ("AI Nova") and changed its principal activities to technical testing and analysis services (including certification of products and services) and wholesale trade of a variety of goods without a dominant product.

Subsequent to the financial year ended 30 September 2024:

(a) On 13 January 2025, the Company, through its wholly-owned subsidiary, AI Nova Pte. Ltd., incorporated a wholly-owned subsidiary Xiong'an AI Nova Technology Co. Ltd (雄安艾诺瓦科技有限公司), in the PRC. The principal activity of the subsidiary is to provide information system integration services.

(b) On 30 June 2025, the Company incorporated a wholly-owned subsidiary, AI Nova Sdn. Bhd., in Malaysia. The principal activity of the subsidiary is to support potential investments in the technology, media, and telecom sector in Malaysia or Peninsular Malaysia.

**11. Investment in subsidiaries** (continued)

(c) On 22 April 2026, the Company incorporated a wholly-owned subsidiary, DC Green Development Pte Ltd. in Singapore. The principal activity of the subsidiary is that of an investment holding.

(d) Details of subsidiaries held by the Company are as follows:

| Name of subsidiary | Country of incorporation | Issued and paid-up capital | Principal activities | Effective equity interest held | |
|---|---|---|---|---|---|
| | | | | 2024 % | 2023 % |
| ***Held by the Company*** | | | | | |
| Nutryfarm Biomedicine International Limited [1] | BVI | US$10,000 | Investment holding | 100 | 100 |
| Global Agricapital Holdings Pte. Ltd. | Singapore | S$450,000 | Wholesale trade of a variety of goods | 100 | 100 |
| AI Nova Pte. Ltd. (formerly known as Global Agricapital (Singapore) Pte. Ltd.) | Singapore | S$100,000 | High performance cloud computing service, and technical testing and analysis services | 100 | 100 |
| ***Held by subsidiaries*** | | | | | |
| Global Agricapital (Thailand) Co., Ltd [3] | Thailand | THB5,000,000 | Wholesale of fruits, vegetables and durian | 99.99 | 99.99 |
| Kong Jun Global Pte. Ltd. [2] | Singapore | S$10,000 | Wholesale of fruits, vegetables and durian | - | 51 |

[1] Subsidiary struck off and dissolved on 1 May 2025.
[2] Subsidiary struck off and dissolved on 4 June 2024.
[3] Audited by Bericht Consulting Company Limited

These subsidiaries are audited or reviewed by Nexia Singapore PAC for the purpose of consolidation.

(e) Discontinued operations in 2023

Disposal and Loss of control of subsidiaries

(i) In 2023, significant judgement has been applied in assessing whether the Group retained control over certain subsidiaries. Following the dissolution of LottVision Holdings Limited on 4 May 2023, it was concluded that the Group no longer had the ability to direct the relevant activities of the subsidiaries held by this entity as at the reporting date. These included 100% owned subsidiaries:

- LottVision Gtech Management Limited
- LottVision (Hong Kong) Limited.
- LottVision Investments Holdings Limited
- LottVision Internet Management Limited
- WiVision Network Digital Video Technology (Beijing) Co., Limited

As disclosed in Mr Niu Liming's 5th affidavit affirmed on 7 July 2023 in the matter of HC/OA 118/2022, Nutryfarm (Chengdu) Biomedicine Limited ("NFC") has been transferred to AGS Foods Canada Limited ("AGS") by Mr Chen Yao Ming, a former director, without due authorisation by the Company on 26 April 2023.

**11. Investment in subsidiaries** (continued)

(e) Discontinued operations in 2023 (continued)

Disposal and Loss of control of subsidiaries (continued)

(i) Accordingly, significant judgement has been exercised in determining that the Group had lost control of Nutryfarm (Chengdu) Biomedicine Limited after ownership of this entity was transferred to a third party during a period when the Company was under a Judicial Management Order. Based on the facts and circumstances available, it wast concluded that it no longer had power over, nor the ability to obtain benefits from, this entity from the date of the transfer.

(ii) The net assets disposed of and loss of control were:

| | **Total** |
|---|---|
| | **HK$'000** |
| **Group** | |
| Carrying amounts of assets and liabilities on disposal / loss of control of subsidiaries | |
| Property, plant and equipment [(1)] | 14,400 |
| Inventories | 12,134 |
| Trade and other receivables | 15,492 |
| Cash and cash equivalents | 33,728 |
| Total assets | 75,754 |
| | |
| Trade and other payables | 31,548 |
| Borrowings | 14,709 |
| Lease liabilities | 406 |
| Tax payable | 4,517 |
| Total liabilities | 51,180 |
| Net assets disposed of or loss of control | 24,574 |

[(1)] Included land use rights of the Group of HK$5,004,496 which are secured for short-term bank loans. The land use rights represented the rights to use a piece of land which is located in the PRC, and was valid for a period of 50 years from respective dates of grant and will be expiring in 2060.

The aggregate cash outflows arising from the disposal and loss of control of subsidiaries were:

| | **Total** |
|---|---|
| | **HK$'000** |
| **Group** | |
| Net assets disposed of and loss of control | 24,574 |
| Less: Loss on disposal and control of subsidiaries | (28,996) |
| Less: Cash and cash equivalents in subsidiaries disposed | (33,728) |
| Add: Currency translation reserve reclassified to profit or loss | 4,422 |
| Net cash outflow on disposal and loss of control of subsidiaries | (33,728) |

**11. Investment in subsidiaries** (continued)

(e) Discontinued operations in 2023 (continued)

(ii) The net assets disposed of and loss of control were: (continued)

The results of the discontinued entities for the financial year ended 30 September 2023 to respective dates of disposal are as follows:

| | **2023** |
|---|---|
| | **HK$'000** |
| **Discontinued operations** | |
| Administrative expenses | (28,996) |
| Loss for the year from discontinued operations, net of tax | (28,996) |
| **Cash flows from discontinued operations** | |
| Net cash outflow in operating activities | (28,996) |

There was no information made available to the Group regarding segmental assets and liabilities for financial year 30 September 2023 to segregate the cash flows relating to discontinued operations prior to the disposal and loss of control of subsidiaries.

Following the disposal of the revalued equity instruments, the entire balance of the revaluation reserve was transferred to retained earnings.

**12. Property, plant and equipment**

| | **Total** |
|---|---|
| | **HK$'000** |
| **Group** | |
| Net carrying value | |
| At 1 October 2022 | 13,986 |
| Add: Additions | 11 |
| Less: Allowance for impairment loss | (26) |
| Less: Disposal and loss of control of subsidiaries | (14,400) |
| Add: Currency translation differences | 454 |
| At 30 September 2023 | 25 |
| Less: Currency translation differences | (3) |
| At 30 September 2024 | 22 |

At reporting date, the net carrying value of furniture, fixtures and office equipment amounted to HK$22,000 (2023: HK$25,000).

## 13. Intangible assets

| | Patent | Customer relationship | Total |
|---|---|---|---|
| | HK$'000 | HK$'000 | HK$'000 |
| **Group** | | | |
| Cost | | | |
| At 1 October 2022 | 2,418 | 16,756 | 19,174 |
| Less: Write off on disposal and loss of control of subsidiaries | (2,418) | (16,756) | (19,174) |
| At 30 September 2023 and 30 September 2024 | - | - | - |
| | | | |
| Less: Accumulated amortisation and impairment losses | | | |
| At 1 October 2022 | 2,418 | 16,756 | 19,174 |
| Less: Write off on disposal and loss of control of subsidiaries | (2,418) | (16,756) | (19,174) |
| At 30 September 2023 and 30 September 2024 | - | - | - |
| | | | |
| Net carrying value | | | |
| At 30 September 2024 | - | - | - |
| At 30 September 2023 | - | - | - |

Intangible assets with a finite useful life are amortised on a straight-line basis over their estimated useful lives. The amortisation period and amortisation method for an intangible asset with a finite useful life is reviewed at least at each balance sheet date. Intangible assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. The estimated useful lives of patent is 10 years and the estimate useful lives of customer relationship is 5 years.

## 14. Trade receivables

| | | Group |
|---|---|---|
| | 2024 | 2023 |
| | HK$'000 | HK$'000 |
| Trade receivables | | |
| - Third parties | 2,268 | 2,102 |
| | 2,268 | 2,102 |
| Less: | | |
| Allowance for impairment losses | (1,350) | (1,278) |
| | 918 | 824 |

Movement in allowance for impairment losses on trade receivables:

| | | Group |
|---|---|---|
| | 2024 | 2023 |
| | HK$'000 | HK$'000 |
| At beginning of the financial year | 1,278 | 14,198 |
| Allowance made | - | 1,292 |
| Reversal of impairment loss upon disposal and loss of control of subsidiaries | - | (14,198) |
| Currency translation differences | 72 | (14) |
| At end of the financial year | 1,350 | 1,278 |

## 15. Other receivables

| | Group | | Company | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| *Non-current* | | | | |
| Prepayment to third party vendors | 7 | 20 | - | - |
| *Current* | | | | |
| Deposits | 247 | 62 | 247 | 62 |
| Prepayments | - | 2 | - | - |
| Other receivables | 124 | 119 | 10 | 9 |
| | 371 | 183 | 257 | 71 |
| Less: Allowance for Impairment losses | (114) | (110) | - | - |
| | 257 | 73 | 257 | 71 |

Movement in allowance for impairment losses on other receivables (excluding advances to suppliers) during the financial year:

| | Group | |
|---|---|---|
| | 2024 | 2023 |
| | HK$'000 | HK$'000 |
| At beginning of the financial year | 110 | 153,458 |
| Allowance made | - | 110 |
| Reversal of impairment loss upon disposal and loss of control of subsidiaries | - | (153,458) |
| Currency translation differences | 4 | - |
| At end of the financial year | 114 | 110 |

Movement in allowance for impairment losses on advances to suppliers in 2023:

| | Group |
|---|---|
| | 2023 |
| | HK$'000 |
| At beginning of the financial year | 19,900 |
| Reversal of impairment loss upon disposal and loss of control of subsidiaries | (19,900) |
| At end of the financial year | - |

The advances to third parties and a related party were unsecured, interest-free and repayable on demand.

## 16. Trade and other payables

| | Group 2024 | Group 2023 | Company 2024 | Company 2023 |
|---|---|---|---|---|
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| Other payables and accruals | 10,292 | 11,853 | 9,542 | 11,472 |
| Accrued interest expense [1] | 58,540 | 39,244 | 58,540 | 39,244 |
| Directors' fees payable | 2,662 | 2,520 | 2,662 | 2,520 |
| Amount due to a director | 211 | - | - | - |
| Amount due to former director | 2,985 | 2,985 | 1,321 | 1,250 |
| Withholding tax payable | - | 1 | - | - |
| | 74,690 | 56,603 | 72,065 | 54,486 |

[1] Includes default interest relating to Loans from third parties (Note 18).

The amount due to director and former director of the Company and advances received from a third party are unsecured, interest-free and repayable on demand.

Reconciliation of movements of liabilities to cash flows arising from financing activities:

| | Accrued interest expense | Amount due to a director | Amount due to former director | Total |
|---|---|---|---|---|
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| Balance at 1 October 2022 | 24,277 | - | 2,985 | 27,262 |
| Non-cash changes: | | | | |
| - Interest expense | 14,967 | - | - | 14,967 |
| Balance at 30 September 2023 and 1 October 2023 | 39,244 | - | 2,985 | 42,229 |
| -Addition | - | 211 | - | 211 |
| Non-cash changes: | | | | |
| - Interest expense | 15,232 | - | - | 15,232 |
| - Effect of changes in foreign exchange rates | 4,064 | - | - | 4,064 |
| Balance at 30 September 2024 | 58,540 | 211 | 2,985 | 61,736 |

## 17. Contract liabilities

Contract liabilities relate to advance consideration received from customers. Contract liabilities are recognised as revenue as (or when) the Group satisfies the performance obligations under its contracts.

The following table provides information about contract balances from contracts with customers:

| | 2024 | 2023 | Group 1 October 2022 |
|---|---|---|---|
| | HK$'000 | HK$'000 | HK$'000 |
| Trade receivables from contracts with customers | 918 | 824 | 15,210 |

## 18. Borrowings

| | Group | | Company | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| *Current* | | | | |
| Loans from third parties | 139,623 | 131,390 | 139,623 | 131,390 |
| Loans from related parties | 19,608 | 16,675 | - | - |
| | 159,231 | 148,065 | 139,623 | 131,390 |
| Total borrowings | 159,231 | 148,065 | 139,623 | 131,390 |

(a) Loans from third parties

(ii) Loans from third parties (i.e. New Star Education Limited ("**NS**") and Corpbond) are unsecured, bear interests ranging from 3.70% to 12% per annum and are repayable on fixed maturity dates.

On 29 January 2021, the Company has entered into two (2) agreements with NS and Corpbond ("**Loan Transfer Agreements**") whereas NS has transferred an aggregated third-party loans of S$7,400,000 (HK$42,450,000) to Corpbond. Accordingly, NS has waived the Company from all liabilities in relation to the subject loans and the Company shall become liable to repay principal and interests of the subject loans to Corpbond. As stated in the Loan Transfer Agreements, Corpbond has agreed to extend the respective maturity dates of these loans by 1 to 2 years and as such the renewed maturity dates of all these loans will only fall due on or after 19 April 2022. In addition, the Company has entered another agreement with Corpbond on 1 February 2021 ("**Loan Extension Agreement**") whereas Corpbond has agreed to extend the maturity dates of a loan amounting to S$2,000,000 (HK$11,474,000) from 7 November 2021 to 7 November 2022.

On 10 May 2022, Corpbond filed an Originating Application in the General Division of the High Court of Singapore, seeking inter alia, an order to place the Company under judicial management of a judicial manager pursuant to the provisions of Part 7 of the Insolvency, Restructuring and Dissolution Act 2018.

(iii) On 30 January 2023, the Company entered into a loan agreement with Corpbond, Corpbond will extend a loan of up to a principal amount of S$1,000,000 (approximately HK$5,733,270) to the Company for the purposes of asset recovery. As at 30 September 2024, an amount of HK$2,887,000 has been utilised.

(b) Loans from related parties are due on demand. The loans are denominated in Thai Baht.

**18. Borrowings** (continued)

(c) Reconciliation of movements of liabilities to cash flows arising from financing activities:

| | Loans from third parties | Bank loans | Lease liabilities | Loans from related parties | Total |
|---|---|---|---|---|---|
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| **Group** | | | | | |
| Balance at 1 October 2022 | 121,704 | 14,218 | 405 | 16,779 | 153,106 |
| Changes from financing cash flows: | | | | | |
| -Proceeds | 4,174 | - | - | - | 4,174 |
| -Repayments | | | | (104) | (104) |
| Disposal and loss control in subsidiary | - | (14,709) | (406) | - | (15,115) |
| Effect of changes in foreign exchange rates | 5,512 | 491 | 1 | - | 6,004 |
| Balance at 30 September 2023 and 1 October 2023 | 131,390 | - | - | 16,675 | 148,065 |
| Changes from financing cash flows: | | | | | |
| -Proceeds | 2,180 | - | - | 362 | 2,542 |
| Effect of changes in foreign exchange rates | 6,053 | - | - | 2,571 | 8,624 |
| Balance at 30 September 2024 | 139,623 | - | - | 19,608 | 159,231 |

(d) Convertible bond agreements

Subsequent to 30 September 2024, the Company issued convertible bonds as disclosed in Note 29. As these instruments were not outstanding during the financial year ended 30 September 2024, they were not included in the diluted earnings per share computation for that period. Had these instruments been converted, the diluted earnings per share for future periods would be affected.

(e) Fair value hierarchy

The carrying amounts of the current borrowings approximate their fair values at the end of the reporting period.

Based on discounted cash flows using market lending rate for similar borrowings which the management expects would be available to the Group at the balance sheet date, the fair values of the non-current loans from third parties at the balance sheet date approximate their carrying value as there are no significant changes in the interest rates available to the Group at the balance sheet date. This fair value measurement for disclosure purposes is categorised in Level 3 of the fair value hierarchy.

## 19. Share capital

| | Group and Company | | | |
|---|---|---|---|---|
| | 2024 | | 2023 | |
| | Number of shares '000 | Par value HK$'000 | Number of shares '000 | Par value HK$'000 |
| Authorised: | | | | |
| Ordinary shares of HK$0.10 | | | | |
| At beginning and end of the financial year | 1,750,000 | 175,000 | 1,750,000 | 175,000 |
| Issued: | | | | |
| At beginning and end of the financial year | 137,422 | 13,742 | 137,422 | 13,742 |

The holders of ordinary shares are entitled to receive dividends as and when declared by Company. All ordinary shares carry one vote per share without restriction.

## 20. Other reserves

| | Group | | Company | |
|---|---|---|---|---|
| | 2024 | 2023 | 2024 | 2023 |
| | HK$'000 | HK$'000 | HK$'000 | HK$'000 |
| Other reserves comprise: | | | | |
| Share premium | 352,500 | 352,500 | 352,500 | 352,500 |
| Contributed surplus reserve | 119,560 | 119,560 | 119,560 | 119,560 |
| Currency translation reserve | (10,969) | 2,631 | (13,475) | 1,302 |
| | 461,091 | 474,691 | 458,585 | 473,362 |

(i) Share premium

The application of the share premium is governed by Section 40 of the Bermuda Companies Act 1981.

(ii) Contributed surplus reserve

On 17 June 2015, the reduction in par value of the issued consolidated shares from HK$2.80 each to HK$0.10 each did not result in any return of capital to shareholders. The credit amount arising from the issued share capital reduction was transferred to contributed surplus reserve.

(iii) Currency translation reserve

The currency translation reserve comprises all foreign exchange differences arising from the translation of financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 2.18.

(iv) Distributability of reserve

As at 30 September 2024 and 30 September 2023, the Company does not have reserves available for distribution to equity holders of the Company, except for contributed surplus reserve. The Group may apply any credit balance in the contributed surplus reserve of the Company in accordance with the Bye-Laws and the Bermuda Companies Act for future distributions and other usage, as permitted by the relevant Bermuda laws and regulations at the time the contributed surplus reserve is used and also subject to, amongst others, the availability of sufficient cash flow.

## 21. Related party transactions

(a) Other than as disclosed elsewhere in the financial statements, no transactions took place between the Group and related parties, who are not members of the Group during the financial year on terms agreed by the parties concerned for the financial years ended 30 September 2024 and 30 September 2023.

(b) Key management personnel remuneration

Key management personnel are Directors and those person having authorities and responsibilities for planning, directing and controlling the activities of the Group, directly or indirectly. There are no compensation paid to key management personnel and Directors during the financial years ended 30 September 2024 and 30 September 2023.

## 22. Financial instruments

(a) Categories of financial instruments

Financial instruments at their carrying amounts at the balance sheet date are as follows:

| | Group | | Company | |
|---|---|---|---|---|
| | **2024** | **2023** | **2024** | **2023** |
| | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** |
| Financial assets | | | | |
| Financial assets at amortised cost | 1,795 | 943 | 257 | 72 |
| Financial liabilities | | | | |
| Financial liabilities at amortised cost | 233,921 | 204,668 | 282,386 | 252,795 |

(b) Financial risk management

The Group's financial assets comprised mainly trade receivables, other receivables and cash and bank balances. The Group's financial liabilities comprised trade and other payables and borrowings.

The Group is exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group's overall risk management strategy seeks to minimise adverse effects from these financial risks on the Group's financial performance as described below.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's and the Company's credit risk is primarily attributable to trade receivables, other receivables and deposits with banks.

Management has a credit policy in place over trade receivables and other receivables and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount and advance to business partners. Trade receivables are due on the date of billing. With respect to advances to third parties, the repayment terms are set out in each fund advance agreement and normally are repayable within one year. The Group does not obtain collaterals from both customers and business partners.

**22. Financial instruments** (continued)

(b) Financial risk management (continued)

Credit risk (continued)

*Significant increase in credit risk* (continued)

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("**ECLs**"):

| **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 or 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 |

*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:

- an actual or expected significant deterioration in the operating results/key financial performance ratios of the 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 the financial asset has a low risk of default and the borrower has a strong capacity to meet its contractual cash flow obligations in the near term.

**22. Financial instruments** (continued)

(b) Financial risk management (continued)

Credit risk (continued)

*Definition of default*

The Group considers information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group as constituting an event of default for internal credit risk management purposes. Based on historical experience, it indicates that receivables that meet the criteria are generally not recoverable.

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.

*Maximum exposure and concentration assumptions*

At the balance sheet date, the Group's trade receivables were due mainly due from customers located in Thailand. It represents 100% of the Group's trade receivables due from customers as at 30 September 2024 and 30 September 2023.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk is the carrying amount of each class of financial instruments presented on the balance sheets.

Movements in credit loss allowance are as follows:

| | **Trade receivables** | **Other receivables** | **Total** |
|---|---|---|---|
| | **HK$'000** | **HK$'000** | **HK$'000** |
| **Group** | | | |
| Balance at 1 October 2022 | 14,198 | 153,458 | 167,656 |
| Loss allowance measured: | 1,292 | 110 | 1,402 |
| Reversal of impairment loss upon disposal and loss of control of subsidiaries | (14,198) | (153,458) | (167,656) |
| Currency translation differences | (14) | - | (14) |
| Balance at 30 September 2023 | 1,278 | 110 | 1,388 |
| Currency translation differences | 72 | 4 | 76 |
| Balance at 30 September 2024 | 1,350 | 114 | 1,464 |

**22. Financial instruments** (continued)

(b) Financial risk management (continued)

Credit risk (continued)

Movements in credit loss allowance are as follows:

| | Amounts due from subsidiaries |
|---|---|
| | **HK$'000** |
| **Company** | |
| Balance at 1 October 2022 | 480,359 |
| Currency translation differences | (8,569) |
| Balance at 30 September 2023 | 471,790 |
| Currency translation differences | 17,551 |
| Balance at 30 September 2024 | 489,341 |

Credit risk exposure in relation to financial assets at amortised cost (other than trade receivables and other receivables) as at 30 September 2024 and 30 September 2023 is insignificant, and accordingly no credit loss allowance is recognised as at 30 September 2024 and 30 September 2023.

*Trade receivables*

The Group's credit risk exposure in relation to trade receivables using simplified approach under IFRS 9 as at 30 September 2024 and 30 September 2023 is set out in the provision matrix below:

| | Past due | | | | | |
|---|---|---|---|---|---|---|
| | **0 to 6 months** | **6 to 12 months** | **12 to 24 months** | **More than 24 months** | **Credit-impaired** | **Total** |
| | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** |
| **Group** | | | | | | |
| **2024** | | | | | | |
| Expected loss rate | - | - | - | 100% | - | |
| Gross receivables | - | - | 918 | 1,350 | - | 2,268 |
| Loss allowance | - | - | - | (1,350) | - | (1,350) |
| Net carrying amount | - | - | 918 | - | | 918 |
| **2023** | | | | | | |
| Expected loss rate | - | - | - | 100% | - | |
| Gross receivables | 824 | - | - | 1,278 | - | 2,102 |
| Loss allowance | - | - | - | (1,278) | - | (1,278) |
| Net carrying amount | 824 | - | - | - | - | 824 |

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 categorises its trade receivables by its past due status and segregates debtors regarded as credit-impaired where one or more credit impairment events have occurred. 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 on the ability of the customers to settle the receivables.

In addition, the Group reviews each debtor for evidence of credit impairment. For those credit-impaired debtors, the Group has recognised 100% loss allowance on those outstanding balances not collected as of the date of authorisation of these financial statements.

**22. Financial instruments** (continued)

(b) Financial risk management (continued)

Credit risk (continued)

*Trade receivables (continued)*

A trade receivable is written off when there is information indicating that there is no realistic prospect of recovery from the debtor.

*Other financial assets at amortised cost*

Other financial assets at amortised cost include cash and bank balances, other receivables (excluding prepayments and advances to suppliers) and amounts due from subsidiaries.

The table below details the credit quality of the Group's financial assets (other than trade receivables):

| | 12-month or lifetime ECL | Gross carrying amount | Loss allowance | Net carrying amount |
|---|---|---|---|---|
| **Group** | | **HK$'000** | **HK$'000** | **HK$'000** |
| **2024** | | | | |
| Other receivables (excluding prepayments) | Lifetime ECL | 371 | (114) | 257 |
| Cash and bank balances | Exposure Limited | 620 | - | 620 |
| **2023** | | | | |
| Other receivables (excluding prepayments) | Lifetime ECL | 181 | (110) | 71 |
| Cash and bank balances | Exposure Limited | 48 | - | 48 |

The table below details the credit quality of the Company's financial assets:

| | 12-month or lifetime ECL | Gross carrying amount | Loss allowance | Net carrying amount |
|---|---|---|---|---|
| **Company** | | **HK$'000** | **HK$'000** | **HK$'000** |
| **2024** | | | | |
| Amounts due from subsidiaries | Lifetime ECL | 489,341 | (489,341) | - |
| Other receivables (excluding prepayments) | Exposure Limited | 257 | - | 257 |
| **2023** | | | | |
| Amounts due from subsidiaries | Lifetime ECL | 471,790 | (471,790) | - |
| Other receivables (excluding prepayments) | Exposure Limited | 71 | - | 71 |

Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's Board of Directors when the borrowings exceed certain predetermined levels of authority.

**22. Financial instruments** (continued)

(b) Financial risk management (continued)

Liquidity risk (continued)

The following table details the remaining contractual maturities at the balance sheet date of the Group's and the Company's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company are required to pay:

| | | | **2024** | | | **2023** |
|---|---|---|---|---|---|---|
| | **Carrying amount** | **Total contractual undiscounted cash flow** | **Within 1 year or on demand** | **Carrying amount** | **Total contractual undiscounted cash flow** | **Within 1 year or on demand** |
| | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** | **HK$'000** |
| **Group** | | | | | | |
| Trade and other payables | 74,690 | 74,690 | 74,690 | 56,603 | 56,603 | 56,603 |
| Loans from third parties | 139,623 | 139,623 | 139,623 | 131,390 | 131,390 | 131,390 |
| Loans from related parties | 19,608 | 19,608 | 19,608 | 16,675 | 16,675 | 16,675 |
| | 233,921 | 233,921 | 233,921 | 204,668 | 204,668 | 204,668 |
| **Company** | | | | | | |
| Trade and other payables | 72,065 | 72,065 | 72,065 | 54,486 | 54,486 | 54,486 |
| Amounts due to subsidiaries | 70,698 | 70,698 | 70,698 | 66,919 | 66,919 | 66,919 |
| Loans from third parties | 139,623 | 139,623 | 139,623 | 131,390 | 131,390 | 131,390 |
| | 282,386 | 282,386 | 282,386 | 252,795 | 252,795 | 252,795 |

Foreign currency risk

During the financial year ended 30 September 2024, the Group operates in Singapore and Thailand. Prior to that, the Group operates in PRC, Hong Kong and Thailand.

Currency risk arises within entities in the Group when transactions are denominated in foreign currencies such as Hong Kong dollar ("**HKD**"), Singapore dollar ("**SGD**"), United States dollar ("**USD**") and Thai Baht (**"THB"**).

Currency risk arises when transactions are denominated in foreign currencies. This risk is mitigated to certain extent by the natural hedge between sales receipts and purchases, and operating expenses disbursement.

**22. Financial instruments** (continued)

(b) Financial risk management (continued)

Foreign currency risk (continued)

The Group's and the Company's currency exposure is as follows:

| | HKD HK$'000 | USD HK$'000 | THB HK$'000 |
|---|---|---|---|
| **Group** | | | |
| **2024** | | | |
| Cash and bank balances | - | - | 620 |
| Trade receivables | - | - | 918 |
| Trade and other payables | (6,505) | (9,305) | (460) |
| Borrowings | - | (15,531) | (19,608) |
| **Net financial liabilities denominated in foreign currencies** | (6,505) | (24,836) | (18,530) |

*Balances less than HK$1,000.

| | HKD HK$'000 | USD HK$'000 | THB HK$'000 |
|---|---|---|---|
| **2023** | | | |
| Cash and bank balances | - | * | 45 |
| Other receivables | - | - | 2 |
| Trade and other payables | (6,505) | (7,074) | (92) |
| Borrowings | - | (15,660) | - |
| **Net financial liabilities denominated in foreign currencies** | (6,505) | (22,734) | (45) |

*Balances less than HK$1,000.

| | HKD HK$'000 | USD HK$'000 |
|---|---|---|
| **Company** | | |
| **2024** | | |
| Other payables | (6,505) | (9,305) |
| Borrowings | - | (15,531) |
| **Net financial liabilities denominated in foreign currencies** | (6,505) | (24,836) |
| **2023** | | |
| Other payables | (6,505) | (7,074) |
| Borrowings | - | (15,660) |
| **Net financial liabilities denominated in foreign currencies** | (6,505) | (22,734) |

**22. Financial instruments** (continued)

(b) Financial risk management (continued)

Foreign currency risk (continued)

If foreign currencies change against the respective functional currencies of the Group's entities by 5% (2023: 5%) with all other variables including tax rate being held constant, the effect arising from the net monetary assets/(liabilities) position will be as follows:

| | Increase/(decrease) in loss after tax | |
|---|---|---|
| | **2024** | **2023** |
| | **HK$'000** | **HK$'000** |
| **Group** | | |
| HKD against SGD | | |
| - strengthened | 325 | 325 |
| - weakened | (325) | (325) |
| USD against SGD | | |
| - strengthened | 1,242 | 1,137 |
| - weakened | (1,242) | (1,137) |
| THB against SGD | | |
| - strengthened | 927 | 2 |
| - weakened | (927) | (2) |

| | Increase/(decrease) in loss after tax | |
|---|---|---|
| | **2024** | **2023** |
| | **HK$'000** | **HK$'000** |
| **Company** | | |
| HKD against SGD/RMB | | |
| - strengthened | 325 | 325 |
| - weakened | (325) | (325) |
| USD against SGD/RMB | | |
| - strengthened | 1,242 | 1,137 |
| - weakened | (1,242) | (1,137) |

Interest rate risk

The Group's and the Company's exposure to the risk of changes in interest rates arises mainly from their bank loans and loans from third parties. Borrowings at fixed rates expose the Group and the Company to fair value interest rate risk (ie. the risk that the value of a financial instrument will fluctuate due to changes in market rates). The Group's and the Company's policy is to obtain most favourable interest rate available in the market. The Group and the Company do not utilise derivative to mitigate its interest rate risk.

If the interest rates increase/decrease by 50 (2023: 50) basis points with all other variables including tax rate being held constant, the loss after tax of the Group and the Company will be higher/lower by approximately HK$796,000 (2023: HK$740,000) and HK$698,000 (2023: HK$657,000) respectively as a result of higher/lower interest expenses on borrowings.

## 23. Fair values of assets and liabilities

(a) Fair value hierarchy

The table 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 (ie derived from prices); and
(iii) Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(b) Fair value of the current financial assets and liabilities

The current financial assets and financial liabilities whose carrying amounts measured on the amortised cost basis approximate their fair values due to their short-term nature and where the effect of discounting is immaterial.

## 24. Capital commitments

As at reporting date, there are no capital expenditures contracted for at the balance sheet date but not recognised in the consolidated financial statements.

## 25. Capital management

It is the policy of the Board of Directors to maintain an appropriate capital base to support the Group's business and maximise shareholders' value through the optimisation of debt and equity balance. It is also the policy of the Board of Directors to monitor the return on capital (comprising share capital and reserves and the level of dividends to ordinary shareholders). However, the Company's ability to manage its capital has, however, been constrained by the current difficult operating conditions as the Company was placed under judicial management during the financial year as disclosed in Note 1 to the financial statements. At the date of authorisation of this financial statement, the Company is no longer under judicial management orders. The directors will monitor its capital structure through regular review of its gearing ratio and may make adjustments including issuing new shares and varying borrowings.

## 26. Notice of compliance

The Company received a notice of compliance from Singapore Exchange Securities Trading Limited pursuant to Rule 1405 of the Listing Manual as announced on 8 September 2021 to appoint a suitable independent reviewer to conduct an investigation on the below events which began prior to 2019.

The Company has appointed an independent reviewer, FTI Consulting Pte Ltd ("FTI"), to conduct the investigation. FTI reported the findings directly to Singapore Exchange Regulations Pte. Ltd ("SGX RegCo").

The investigation focused on:

(a) the facts and circumstances surrounding the proposed acquisition of 45% of the issued and paid-up shares of First Linkage Inc. ("**First Linkage**") (the "**Proposed Acquisition of First Linkage**") for the purchase consideration of RMB90,000,000. This should include an assessment into the:- (i) payment of the refundable deposit by LottVision Internet Management Limited amounting to HK$91.4 million to Mr. Wang Xiaoxin in connection with the Proposed Acquisition of First Linkage; and (ii) recovery of the refundable deposit from Mr. Wang Xiaoxin;

(b) the facts and circumstances surrounding the proposed acquisition of Xinjiang Zhongtong Internet Science and Technology Development Co., Ltd.; and

**26. Notice of compliance** (continued)

(c) the facts and circumstances surrounding the advance payments of RMB26,810,000 to Chengdu Meili Tianyuan Agriculture Co. Ltd.

On 11 December 2025, the Company announced that the FTI has completed the independent review and submitted the full report on its findings to SGX RegCo.

**Background**

*Proposed acquisition of First Linkage*

On 15 March 2018, the Company announced that an indirectly wholly-owned subsidiary of the Company, LottVision Internet Management Limited ("**LottVision Internet Management**") had entered into a deed of sale and purchase and a shareholders' agreement with Mr. Wang Xiaoxin in connection with the proposed acquisition of 45% of the issued and paid-up shares of First Linkage Inc. for the purchase consideration of RMB90,000,000.

*Proposed acquisition of Xinjiang Zhongtong Internet Science and Technology Development Co., Ltd. ("**XJZT**")*

On 21 June 2019, the Company announced that it has entered through LottVision Internet Management, into a sale and purchase agreement with First Linkage in connection with the acquisition of 100% of the equity interests of XJZT for the aggregate consideration of RMB50,000,000 (the "**Proposed Acquisition of XJZT**").

*Set-off of consideration for the Proposed Acquisition of XJZT, against the remaining deposit for the Proposed Acquisition of First Linkage which was terminated*

On 3 December 2019, in relation to the Proposed Acquisition of XJZT, the Company announced that LottVision Internet Management, First Linkage and Mr. Wang Xiaoxin, the sole shareholder of First Linkage have entered into a deed of amendment and set-off (the "**Deed**") to further set out the parties' intentions in respect of, inter alia, the payment of the purchase consideration for XJZT of RMB50,000,000.

In connection with the Proposed Acquisition of First Linkage, the parties thereto had agreed for LottVision Internet Management, to provide a refundable deposit of an aggregate amount of HK$91.4 million to Mr. Wang Xiaoxin.

On 3 December 2019, the parties terminated the Proposed Acquisition of First Linkage and thereby agreed that Mr. Wang Xiaoxin shall refund the deposit in full to LottVision Internet Management, without any interest thereon. The balance of the deposit then to date which remained to be refunded by Mr. Wang Xiaoxin was HK$66.8 million. Pursuant to the Deed, the remaining deposit shall be applied towards the payment of the purchase consideration for XJZT. However, it is noted that the Proposed Acquisition of XJZT was subsequently terminated.

*Proposed settlement with Mr. Wang Xiaoxin*

On 9 March 2021, in response to queries from Singapore Exchange Regulation ("**SGX RegCo**"), the Company said it had reached an in-principle agreement with Mr. Wang Xiaoxin whereby he will repay the outstanding refundable deposit over four (4) years ("**Proposed Settlement**"). On 3 August 2021, in response to follow-up queries from SGX RegCo, the Company said that it targets to execute a definitive agreement relating to the Proposed Settlement before the end of the financial year ended 30 September 2021.

**26. Notice of compliance** (continued)

**Background** (continued)

*Proposed settlement with Mr. Wang Xiaoxin (continued)*

On 4 October 2021, the Company announced that (i) LottVision Internet Management has on 30 September 2021 entered into a repayment agreement with Mr. Wang Xiaoxin ("**Repayment Agreement**"); and (ii) WiVision Network Digital Video Technology (Beijing) Co, Ltd. ("**WiVision**"), an indirectly wholly-owned subsidiary of the Company, has on 30 September 2021 entered into an equipment refund agreement with Beijing Zhonglian Shengtong Internet Technology Co, Ltd. ("**ZLST**") ("**Equipment Refund Agreement**", and collectively with the Repayment Agreement, the "**Agreements**").

Under the Repayment Agreement, the parties noted that as at 30 June 2021, the outstanding due from Mr. Wang Xiaoxin for the refundable deposit paid to Mr. Wang Xiaoxin and his affiliated persons in connection with the terminated acquisition of First Linkage was HK$59.2 million. The parties agreed that Mr. Wang Xiaoxin shall refund the sum of RMB60.0 million to LottVision Internet Management over a 3.5-year period running from 1 October 2021 as full and final settlement of the outstanding amounts. The first payment of RMB7.5 million will be made within thirty (30) days from the date of Repayment Agreement. Mr. Wang Xiaoxin will then pay to LottVision Internet Management a sum of RMB7.5 million on or before 31 March 2022 and every six (6) months henceforth until the final payment on 31 March 2025. Under the Equipment Refund Agreement, the parties agreed that ZLST shall refund to Wivision the total sum of RMB33,500,000 over a 3.5-year period running from 1 October 2021 for the return of the internet hardware and software equipment acquired from ZLST in April 2019. ZLST shall pay to WiVision (i) the sum of RMB1.5 million within five (5) working days from the date of the Equipment Refund Agreement; and (ii) the sum of RMB8 million on 31 March 2022. ZLST will then pay a sum of RMB8 million on 31 March of each year until the final payment on 31 March 2025.

*The advance payments of RMB26,810,000 to Chengdu Meili Tianyuan Agriculture Co. Ltd. ("**MLTY**")*

On 11 August 2021 in response to SGX RegCo's queries, the Company submitted that the HK$31,961,000 advances to third parties and suppliers mainly represented RMB26,810,000 advances to MLTY since 2018. MLTY is an associate of the customers of NutryFarm (Chengdu) Biomedicine Ltd and maintains influence over the two (2) customers.

**Regulatory Announcement on 11 December 2025**

On 11 December 2025, the Company announced that FTI has completed the independent review and submitted the full report on its findings to SGX RegCo. On the same day, SGX RegCo issued a Regulatory Announcement on "Corporate governance practices within the Company fall short of standards expected." The summary of the findings and SGX RegCo's concerns are summarised below:

*Proposed acquisition of First Linkage Inc. and XJZT*

- On 15 March 2018, the Company announced the proposed acquisition of First Linkage Inc. from Mr. Wang for an aggregate consideration of RMB 90 million. Under the terms of the acquisition, a purchase consideration of RMB 67.5 million was to be paid on completion and the remaining RMB 22.5 would be payable upon the target company achieving the pre-agreed profit targets post-acquisition.

**26. Notice of compliance** (continued)

**Regulatory Announcement on 11 December 2025** (continued)

*Proposed acquisition of First Linkage Inc. and XJZT* (continued)

- Notwithstanding that the parties had agreed to pay the purchase consideration in accordance with the above timelines, FTI noted that the Company had (a) prepaid Mr. Wang as early as April 2017 and (b) entered into a loan agreement with Mr. Wang in June 2017 to provide an interest-free working capital loan of up to RMB 77 million, both in contemplation of the proposed acquisition of First Linkage Inc.. As of the 15 March 2018 announcement, HKD 53.4 million (which accounted for more than 60% of the purchase consideration required to be paid on completion) had been disbursed to Mr. Wang and his nominated parties. The prepayments and loan agreement were neither disclosed during the material times nor in the 15 March 2018 announcement even though the amount disbursed was significant.

- FTI further reported that professional advisors were only appointed to perform due diligence and independent valuation for the acquisition of First Linkage Inc. in November / December 2017. At the time when the prepayments were made or when the loan agreement was signed, the due diligence and valuation had either not commenced or were still ongoing. FTI also did not find any documentary evidence of internal evaluation performed by the board or management.

- The Company continued to provide such prepayments or loan to Mr. Wang after 15 March 2018. The outstanding amount due from Mr. Wang accumulated to HKD 91.4 million3 as of July 2018, which exceeded the loan amount and the purchase consideration required to be paid on completion. These prepayments and loan, which were extended interest-free to Mr. Wang, were partially funded by the Company undertaking interest-bearing loans ranging from 3.5% - 7.4%, resulting in the Company bearing the borrowing costs. There was no board resolution in connection with the loan agreement or the amounts disbursed to Mr. Wang. It was only in August 2018, upon the advice of the Company's lawyers, that the board passed a resolution for the monies disbursed to Mr. Wang as the amount had snowballed significantly.

- FTI reported that the disbursements to Mr. Wang went through Mr. Paul Gao Xiangnong (former Chief Executive Officer and Executive Director of NutryFarm), with the bank transfers were approved by Mr. Paul Gao and Mr. Andy Xu Peng (former Chief Financial Officer of NutryFarm). Mr. Paul Gao only provided verbal, ad-hoc notifications to the remaining directors of the disbursements. The directors interviewed by FTI confirmed that they were privy to the loan agreement with Mr. Wang, but were unaware that monies had been disbursed before the loan agreement was signed. On 3 December 2019, the Company announced the termination of the proposed acquisition of First Linkage Inc., and that the prepayments or working capital loan given to Mr. Wang in connection with the proposed acquisition of First Linkage Inc. would be set off against the purchase consideration for the proposed acquisition of XJZT announced in June 2019. XJZT was indirectly owned by First Linkage Inc.. However, the acquisition of XJZT did not materialise either.

- As of 31 March 2022, Mr. Wang still owed the Company a sum of HKD 59.8 million. The last repayment by Mr. Wang was in April 2021.

**26. Notice of compliance** (continued)

**Regulatory Announcement on 11 December 2025** (continued)

*Advances to an unrelated party, MLTY*

- The advances to MLTY were disbursed from NutryFarm's principal subsidiary, Nutryfarm (Chengdu) Biomedicine (NFC). MLTY was an associate of NFC's customers. The provision of such financial assistance to MLTY was a long-standing practice, which started before NFC was acquired by NutryFarm in 2012.

- FTI reported that RMB 26.81 million due from MLTY to NFC as of 31 March 2021 arose from two loan agreements entered into between NFC and MLTY on 31 March 2019. Under the loan agreements, NFC would provide MLTY with (a) an interest-free working capital loan of RMB 7 million for a one-year period and (b) an interest-free working capital loan of RMB 30 million for a two-year period. The reason for extending these loans to MLTY was to, among others, maintain a positive relationship with two major customers of NFC whom MLTY had influence over.

- However, FTI did not find any commercial justification for these two loan agreements. FTI noted that (a) the interest-free loans extended to MLTY was partially funded by a RMB 13 million interest-bearing loan taken by NFC from Agricultural Bank of China, (b) there were no trades between MLTY and NFC subsequent to October 2018, (c) there was no affiliation between MLTY and the two major customers after 2014, and (d) the annual combined revenue contribution to NFC from the two major customers was only RMB 5.1 million for the financial year ended 31 March 2019 and RMB 6.2 million for the financial year ended 30 September 2020, which did not commensurate with the aggregate loan amount of RMB 37 million extended to MLTY.

- The loans to MLTY were unsecured and MLTY last made repayments for these loans in September 2021. The outstanding amount due from MLTY as of 30 September 2021 was RMB 18.1 million.

- FTI further understood from Mr. Andy Xu Peng (former Chief Financial Officer of NutryFarm) that NFC's extension of loans to MLTY did not require the Company's board approval as "NFC runs their business independently". Mr. Paul Gao confirmed that he was privy to these loans as the assistant general manager of NFC had kept him informed. The other directors interviewed by FTI represented that they only became aware of the loans to MLTY when the outstanding balance started to appear significant in the financial statements.

- In April 2023, the Company disposed of NFC. FTI reported that the disposal was not authorised by the judicial manager even though it took place during the period when the Company was under judicial management.

<u>SGX RegCo's Concerns</u>

FTI reported potential late disclosures and control lapses surrounding the advances and loans extended to third parties. Of great concern was a fundamental failure of corporate governance within the Company marked by poor and ineffective board oversight over corporate transactions, and the lack of transparency and disclosure. Advances appeared to be freely made to third parties with no apparent commercial reason. Decisions appeared to be made without due diligence. The Company eventually failed to meet repayment obligations and was placed under the judicial management. Such conduct undermines accountability, transparency, and the principles of sound governance expected of a listed issuer. SGX RegCo will investigate the potential listing rule breaches highlighted in the report.

## 26. Notice of compliance (continued)

**Regulatory Announcement on 11 December 2025** (continued)

Actions by the Company

As announced by the judicial manager on behalf of the Company on 9 July 2025, the Company had commenced an originating claim against its former directors and third parties in the High Court of Republic of Singapore, for, among others, breaches of fiduciary duties owed to the Company as well as claims for dishonest assistance or knowing receipt.

## 27. Contingent liabilities

*Background*

On 27 May 2022, the Company announced that the Company received two (2) Settlement Agreements from the Finance Manager of Global Agricapital Thailand Co Ltd ("**GAT**") to compensate the customers amounting to RMB334,000,000. The Settlement Agreements were agreed on behalf of GAT by Cheng Meng ex-director and Chief Executive Officer of the Company. Cheng Meng was also the ex-director of GAT. Prior to the receipt of the Settlement Agreements by the Company from the Finance Manager of GAT, the Company including its management and Board of Directors, were never informed nor consulted of such negotiations or discussions with the customers, and there were neither any information, notifications nor indications that the Settlement Agreements including the terms therein, were contemplated and agreed. As far as the Board of Directors was aware, based on the purchase agreements provide for an estimated quantity in terms of number of containers that the customers are expected to procure together with an estimated value for the purchase agreements which was only determined and agreed at the time when the customers places their orders in batches. Whilst the purchase agreements provided for GAT to ensure the quantity of shipments from the delivery origin (including quality at delivery origin and during transportation), there were no commitments or requirements on minimum quantity and/or delivery by GAT and no compensation clauses. The Company had conducted an investigation to determine if there were any other purchase agreements that the Company was not aware of, as well as the veracity and authenticity of the Settlement Agreements, including whether Cheng Meng had willfully withheld such information from the Board of Directors and executed such agreements without the Board of Directors' approval. No other such agreements were identified during the investigation.

Status

This is referred to as Civil Case No. พ.1870/2025, between GAT represented by Mr. Phaisit Munischanont, duly authorized representative, as the Plaintiff, and Mr. Cheng Meng, as the Defendant, in connection with a breach of contract claim under civil proceedings for damages in the amount of THB 74,966,467.60.

On 19 September 2025, the Plaintiff filed the said civil action with the Civil Court of Bangkok South, Laws of the Kingdom of Thailand. Following the filing, the Plaintiff has taken steps to identify the domicile or residence of the Defendant in order to facilitate the Court's service of official documents upon the Defendant.

At the date of the authorisation of the financial statement, judgement has been reached. The Court awarded damages to GAT in the amount of THB 500,000 (approximately HKD121,300), with interest of 5% per annum from the day after the filing date until payment is made in full. GAT intends to appeal the judgment to the Thai Court of Appeal.

As at the date of the authorisation of the financial statements, no compensation claims have been filed against the Company. Therefore, no provision for any liability has been made in these financial statements.

**28. Basis for disclaimer of opinion on the financial statements for the financial year ended 30 September 2023**

Our independent auditor's report dated 7 January 2026 expressed a qualified opinion on the financial statements for the financial year ended 30 September 2023. The extract of the basis of the disclaimer of opinion is set out as follows:

Basis for Disclaimer of Opinion

1. Opening balances

Our independent auditor's report dated 27 October 2025 expressed a disclaimer of opinion on the financial statements for the financial year ended 30 September 2022. An extract of our basis for disclaimer of opinion is disclosed in Note 32 to the financial statements.

In view of the matters described in the Basis for Disclaimer of Opinion on the financial statements for the financial year ended 30 September 2022, we were unable to determine whether the opening balances as at 1 October 2022 are fairly stated. As these opening balances as at 1 October 2022 affect the determination of the financial performance, balance sheet, changes in equity and cash flows of the Group and the Company for the financial year ended 30 September 2023, we were unable to determine whether any adjustments and/or disclosures might have been necessary in respect to the financial performance, balance sheet, changes in equity and cash flows of the Group and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2023.

We also do not express an opinion on the current financial year's financial statements because of the possible effects of these matters on the comparability of the current financial year's figures and the corresponding figures.

2. Limitation of scope

We were unable to, and have not, performed an audit in accordance with the Singapore Standards on Auditing on the consolidated financial statements of the Group, and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2023, as the accounting records and supporting documentation necessary for the audit were not made available since the Company was placed under judicial management order from 28 June 2022, as disclosed in Note 1 to the financial statements.

As a result, we were unable to perform audit procedures to determine whether the Group and the Company have rights to, and obligations for, the assets and liabilities; and to verify the occurrences, cut-off, completeness, accuracy, validity, valuation, classification, and disclosure of the transactions and balances presented in the financial statements of the Group and the Company, including the balances and transactions as disclosed in Note 30 to the financial statements. We were also unable to carry out the necessary audit procedures to verify the completeness of the review of subsequent events from 30 September 2023 up to the date of this audit report. Consequently, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements of the Group and the balance sheet and changes in equity of the Company for the financial year ended 30 September 2023.

**28. Basis for disclaimer of opinion on the financial statements for the financial year ended 30 September 2023** (continued)

3. Notice of compliance

As disclosed in Note 29 to the financial statements, as required by Singapore Exchange Securities Trading Limited, FTI Consulting Pte Ltd was appointed as an independent reviewer to conduct an investigation on events which began prior to year 2019. The investigation report was issued on 11 December 2025. As further disclosed in Note 29, SGX RegCo will investigate the potential listing rule breaches identified in the report. The Company has commenced an originating claim against its former directors and third parties in the High Court of the Republic of Singapore, for among others, breaches of fiduciary duties owed to the Company as well as claims for dishonest assistance or knowing receipt.

As of the date of this report, the outcome of SGX RegCo investigations and legal proceedings by the company against the former directors and third parties have not been concluded. Consequently, we were unable to determine whether any adjustments to, or additional disclosures in, the accompanying financial statements of the Group and the Company might be necessary in respect of the findings of the investigation and proceedings, and we do not express an opinion on this matter in the financial statements.

4. Contingent liabilities

As disclosed in Note 31 to the financial statements, the Company received Settlement Agreements relating to potential customers compensation. As of the date of this report, no compensation claims have been filed against the Company, and no provision for any liability has been made in these financial statements.

We were unable to obtain sufficient appropriate audit evidence regarding the status and outcome of these potential claims. Consequently, we were unable to determine whether any adjustments might be necessary in respect of these claims, and we do not express an opinion on this matter in the financial statements.

5. Appropriateness of the going concern assumption

As disclosed in Note 3 to the financial statements, the Group incurred a net loss of HK$69,595,000 (2022: HK$81,454,000) and recorded net cash used in operating activities amounting to HK$4,706,000 (2022: HK$27,340,000) for the financial year ended 30 September 2023. As at that date, the Group's total liabilities and current liabilities exceeded its total assets and current assets by HK$203,658,000 and HK$203,699,000 respectively (2022: HK$133,478,000 and HK$148,536,000). The Company's total liabilities and current liabilities exceeded its total assets and current assets by HK$252,150,000 and HK$252,723,000 respectively (2022: HK$166,001,000 and HK$226,847,000).

As disclosed in Note 1, the High Court of Singapore granted an order placing the Company under judicial management on 28 June 2022. The Judicial Manager is not in a position to, and does not opine on, the Group's and the Company's ability to continue as going concerns. As further disclosed in Note 3, the Group and the Company are currently undergoing restructuring activities, which remain ongoing as at the date of this report. The ability of the Group and the Company to continue as going concerns depends on the successful completion of the restructuring activities (refer to Note 3 to the financial statements), including securing financing from investors and financial institutions to meet their operational and development needs. However, the outcome of the restructuring activities is inherently uncertain, and the actual results of these plans may differ materially from management's assumptions and projections. Due to these material uncertainties and the lack of sufficient appropriate audit evidence to support the feasibility and execution of the restructuring plans, we were unable to conclude on the appropriateness of the use of the going concern basis of accounting.

The financial statements have been prepared on a going concern basis and do not include any adjustments that might be necessary should the Group and the Company be unable to continue as going concerns. If the going concern basis is no longer appropriate, adjustments may be required to reduce the carrying amounts of assets to their recoverable amounts, to provide for further liabilities, and to reclassify non-current assets and liabilities as current. No such adjustments have been made.

**29. Events after the reporting period**

(a) On 10 October 2024, the Company entered into a loan agreement with the Investor for the provision of an interest-free loan of S$5,000,000, repayable on the date falling five (5) years from the disbursement date and may be extended for a further period, if both parties mutually agreed to such extensions in writing.

In connection with the loan agreement with the Investor, the Company entered into a Supplementary Deed (the "**Supplementary Deed**") with Corpbond on 14 October 2024 to record Corpbond's consent and waiver to the Company's entry into the loan agreement and to obtain the loan from the Investor, with the resumption of trading of the Company's shares on the Mainboard of the SGX-ST up to an aggregate sum of S$1,000,000 and provide for the agreed use of proceeds of the loan from the Investor. Pursuant to the terms of the Supplementary Deed, it was agreed that the loan of S$5,000,000 would be allocated as follows:

(i) S$1,500,000 will be allocated for capital injection into AI Nova for working capital purposes;
(ii) S$300,000 will be allocated for expenses related to the Company's resumption of trading of its shares on the Mainboard of the SGX-ST; and
(iii) the remaining balance will be used for the Company's general working capital needs.

(b) On 25 October 2024, AI Nova received an amount of S$1,500,000 from the Company for capital injection through the issuance and allotment of 1,500,000 ordinary shares in AI Nova at an issue price of S$1.00 per ordinary share.

(c) On 20 December 2024, AI Nova entered a memorandum of understanding ("**MOU**") with IJM RE Sdn Bhd ("**IJM RE**"), a subsidiary of IJM Corporation Berhad, to jointly explore the setting up of a green data centre and AI computing services centre in Malaysia. The MOU was non-binding and did not create any obligation on either party to proceed with the proposed arrangement. The MOU expired on 20 June 2025. This MOU was subsequently superseded by a MOU entered into between AI Nova Sdn Bhd and ASAS Panorama Sdn Bhd dated 17 September 2025, as disclosed in Note 29(m) to the financial statements.

(d) On 13 January 2025, the Company, through its wholly-owned subsidiary, AI Nova Pte. Ltd., incorporated a wholly-owned subsidiary Xiong'an AI Nova Technology Co. Ltd (雄安艾诺瓦科技有限公司), in the PRC. The principal activity of the subsidiary is to provide information system integration services.

(e) On 9 April 2025, the Company and the Judicial Manager entered into an Implementation Agreement (the "**Implementation Agreement**") with Corpbond, pursuant to which parties have agreed on the salient features required to restructure the Company's obligations to Corpbond in the following manner (a) Conversion Debt (b) Distressed Companies Disposal (c) Right to Sue Assignment, outlining the broad steps needed to progress the restructuring of the Company.

(f) On 30 June 2025, the Company incorporated a wholly-owned subsidiary, AI Nova Sdn. Bhd., in Malaysia. The principal activity of the subsidiary is to support potential investments in the technology, media, and telecom sector in Malaysia or Peninsular Malaysia.

(g) On 30 June 2025, the Company submitted the ROTP, and on 3 July 2025, the professional opinion of the Auditor on the cashflow forecasts of the Company for FY2025 and FY2026 (the "**Forecast Memorandum**") as well as on 7 July 2025, the valuation report from TC3 Advisory LLC to SGX-ST. Following which, on 13 August 2025, SGX-ST returned with queries in respect of the ROTP and the submitted Forecast Memorandum. On 7 October 2025, an updated Forecast Memorandum was submitted to SGX-ST pursuant to changes to AI Nova's business model.

**29. Events after the reporting period** (continued)

(h) On 31 July 2025, AI Nova entered into a loan agreement with a third party for a sum of United States dollar ("US$") 500,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the due date; or (b) full repayment of the loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent.

(i) On 8 August 2025, AI Nova entered into a loan agreement with a third party for a sum of US$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent.

(j) On 1 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling one (1) year from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent.

(k) On 3 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling three (3) years from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent.

(l) On 11 September 2025, the Company (as the Vendor), the Judicial Manager and Corpbond (as the Purchaser) entered into a Distressed Company Disposal agreement (the "**Sales and Purchase Agreement**"), where in connection with and notwithstanding the Implementation Agreement, the Company agreed to dispose of its subsidiaries (i) Nutryfarm Biomedicine International Limited and (ii) LottVision Holdings Limited, to Corpbond at a consideration of US$1.00.

(m) On 17 September 2025, AI Nova Sdn. Bhd. entered into a Memorandum of Understanding ("MOU") with Asas Panorama Sdn Bhd ("APSB"), a joint venture company in which IJM Land Berhad holds a majority interest and a master developer of the Malaysia-China Kuantan Industrial Park. AI Nova and APSB expressed their intention to jointly explore the planning and construction of a next-generation AI computing power center at the industrial park. The MOU was non-binding and did not create any obligation on either party to proceed with the proposed arrangement. The MOU was effective for a period of six months from the date of execution and has expired as at the date of authorisation of the financial statements.

(n) On 10 October 2025, the Company, the Judicial Manager and Corpbond entered into an Addendum to Implementation Agreement for a further extension of the Long-stop Date as defined in the Implementation Agreement from 30 September 2025 to 31 December 2025, with extension discussion ongoing.

**29. Events after the reporting period** (continued)

(o) On 13 October 2025, the Company and the Judicial Manager entered into a Right to Sue Assignment (the "**Assignment Agreement**") with Corpbond, where in connection and notwithstanding with the Implementation Agreement, in consideration of the sum of S$1.00 payable to Corpbond, the Company assigns absolutely in favour of Corpbond all of the Company's present and future rights, title and interest in and to, and all benefit accrued and to accrue to the Company in the Assigned Causes of Action (which for the avoidance of doubt, be subject to the Existing Equities), including without limitation, the sole and exclusive right for Corpbond to commence, prosecute, compromise, settle, and enforce, in its own name, any legal proceedings, arbitration, or other dispute resolution mechanism in respect of the Assigned Causes of Action, as Corpbond in its absolute discretion deems fit.

(p) On 28 October 2025, the Company, the Judicial Manager and Corpbond entered into a Share Conversion Agreement (the "**Conversion Agreement**") where in connection and notwithstanding with the Implementation Agreement, the Parties had inter alia agreed that as part of the restructuring of the Company, the Company shall issue and allot Conversion Shares to Corpbond in consideration for the absolute and full discharge of the Conversion Debt.

(q) On 30 October 2025, AI Nova entered into a loan agreement with three (3) third parties for a sum of US$1,000,000 each for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent.

(r) On 5 November 2025, AI Nova entered into a loan agreement with a third party for a sum of US$10,000,000 for the purpose of working capital, bearing interest at 10% per annum, repayable on the date falling one (1) year from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent. This loan is subject to a charge over 15% of shareholdings in AI Nova.

(s) On 5 November 2025, the Company, the Judicial Manager and Skybeam Investment Limited entered into a Share Charge, where the Company, as legal and beneficial owner of the Shares and Dividends, and as a continuing security for the due and punctual payment and discharge of the Secured Indebtedness and for the observance and performance by the Borrower of its obligations under the Loan, hereby charges in favour of Skybeam Investment Limited by way of first fixed charge, and assigns and agrees to assign absolutely to the Chargee, free from all Security, all its rights, title and interest in and to, all present and future Shares and Dividends.

(t) On 22 December 2025, the Company (as the chargor), the Judicial Manager and Alpha Hill Pte. Ltd. ("Alpha Hill") (as the chargee) entered into a Share Charge Deed with, pursuant to which the Company granted a first fixed charge over 85% of its issued shares in AI Nova as security for all present and future liabilities arising under a US$5,000,000 loan agreement. The remaining 15% of the shares are subject to an existing first fixed charge in favour of another third party lender. Prior to the occurrence of an enforcement event, voting and dividend rights attached to the charged shares remain with the Company; however, upon default, Alpha Hill is entitled to exercise voting rights, receive dividends, and enforce the security, including through the sale of the shares or the appointment of a receiver. The Judicial Manager executed the deed solely in her capacity as judicial manager and disclaimed any personal liability.

(u) On 2 February 2026, the Court granted the discharge application and ordered that the judicial manager's term of office, pursuant to the judicial management order dated 28 June 2022, be allowed to expire. Accordingly, the Company was discharged from judicial management and the Board resumed its functions on the same date.

## 29. Events after the reporting period (continued)

(v) On 19 March 2026, AI Nova entered into a loan agreement with a third party for a principal sum of S$640,000 for working capital purposes, bearing interest at 7% per annum. The loan is repayable on the date falling two (2) years from the disbursement date, with an option to extend by mutual written agreement. The loan shall be immediately due and payable by AI Nova on the expiry of the repayment date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the due date; or (b) full repayment of the loan by way of the issue and allotment of Loan Conversion Shares at an interim issue price of S$0.045 per Loan Conversion Share, subject to the fulfilment of certain conditions precedent.

(w) On 22 April 2026, the Company incorporated a wholly-owned subsidiary, DC Green Development Pte Ltd. in Singapore. The principal activity of the subsidiary is that of an investment holding.

## 30. Authorisation of financial statements

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2024 have been approved by the Board of Directors and authorised for issue via a resolution dated 12 May 2026.

**STATISTICS OF SHAREHOLDINGS**
**AS AT 11 MAY 2026**

## DISTRIBUTION OF SHAREHOLDINGS

| SIZE OF SHAREHOLDERS | NO. OF SHAREHOLDERS | % | NO. OF SHARES | % |
|---|---|---|---|---|
| 1 - 99 | 308 | 6.67 | 14,831 | 0.01 |
| 100 - 1,000 | 2,487 | 53.87 | 1,079,913 | 0.78 |
| 1,001 - 10,000 | 1,288 | 27.90 | 4,532,399 | 3.30 |
| 10,001 - 1,000,000 | 516 | 11.17 | 42,169,741 | 30.69 |
| 1,000,001 AND ABOVE | 18 | 0.39 | 89,625,219 | 65.22 |
| **TOTAL** | **4,617** | **100.00** | **137,422,103** | **100.00** |

## TWENTY LARGEST SHAREHOLDERS

| NO. | NAME | NO. OF SHARES | % |
|---|---|---|---|
| 1 | JIA LIJIE | 21,687,500 | 15.78 |
| 2 | CHENG MENG | 13,300,000 | 9.68 |
| 3 | TIANCI INTERNATIONAL PRIVATE LIMITED | 10,000,000 | 7.28 |
| 4 | PHILLIP SECURITIES PTE LTD | 6,570,424 | 4.78 |
| 5 | DBS VICKERS SECURITIES (SINGAPORE) PTE LTD | 5,447,752 | 3.96 |
| 6 | MAZ (WU YONGQIANG - B1536/2023) | 5,230,000 | 3.81 |
| 7 | DBS NOMINEES (PRIVATE) LIMITED | 4,234,300 | 3.08 |
| 8 | CITIBANK NOMINEES SINGAPORE PTE LTD | 3,583,743 | 2.61 |
| 9 | IFAST FINANCIAL PTE. LTD. | 2,844,700 | 2.07 |
| 10 | LIM BEE LI (LIN MEILI) | 2,798,100 | 2.04 |
| 11 | DAVID WU DEWEI | 2,671,400 | 1.94 |
| 12 | LIM HEAN NERNG | 2,522,700 | 1.84 |
| 13 | GAO HUAZHU | 2,216,600 | 1.61 |
| 14 | MOOMOO FINANCIAL SINGAPORE PTE. LTD. | 1,722,500 | 1.25 |
| 15 | LIAO XIAOYAN | 1,465,400 | 1.07 |
| 16 | LIM CHIN HOE | 1,168,200 | 0.85 |
| 17 | LIM BOK HOO | 1,102,000 | 0.80 |
| 18 | TIGER BROKERS (SINGAPORE) PTE. LTD. | 1,059,900 | 0.77 |
| 19 | ANG POH GUAN | 972,200 | 0.71 |
| 20 | WU JIANSHENG | 856,300 | 0.62 |
| | **TOTAL** | **91,453,719** | **66.55** |

Substantial Shareholders (as recorded in the Register of Substantial Shareholders) as at 4 March 2026.

| | Direct interest number of shares | % | Deemed interest number of shares | % | Total number of shares | % |
|---|---|---|---|---|---|---|
| Niu Liming | 360,000 | 0.26 | 34,987,500 [1] | 25.46 | 35,347,500 | 25.72 |

As at 11 May 2026, approximately 74.28% of the shareholding in the Company was held in the hands of the public (on the basis of the information available to the Company).

Accordingly, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

[1] Pursuant to Section 7 of the Companies Act 1967, Mr. Niu Liming is deemed to have an interest in 21,687,500 shares held by Ms. Jia Lijie and 13,300,000 shares held by Mr. Cheng Meng by virtue of the share pledge arrangement.

## NOTICE OF ANNUAL GENERAL MEETING
## AS AT 11 MAY 2026

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting of NUTRYFARM INTERNATIONAL LIMITED (the "**Company**") will be held at Function Room 3-2, 60 Cecil Street, ISCA House, Singapore 049709 on Friday, 5 June 2026 at 10.30 a.m. (Singapore time) and any adjournment thereof (the "**Annual General Meeting**") for the following purposes:

**AS ORDINARY BUSINESS**
To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. To receive and adopt the Judicial Manager's Statement and audited financial statements of the Company for the financial period ended 30 September 2024 together with the auditor's report thereon.
**(Resolution 1)**

2. To re-elect the following Directors of the Company, who will be retiring by rotation pursuant to Article 104 of the constitution of the company (the "**Constitution**"), and who, being eligible, offer themselves for re-election:

   (a) Mr Niu Liming *[see Explanatory Note (1)]* **(Resolution 2)**
   (b) Mr Er Kwong Wah *[see Explanatory Note (2)]* **(Resolution 3)**
   (c) Mr Ng Chern Nee *[see Explanatory Note (3)]* **(Resolution 4)**

3. To re-elect Mr Wan Tai Foong, a Director of the Company, who will cease to hold office pursuant to Article 107A of the Constitution, and who, being eligible, offer himself for re-election.
*[see Explanatory Note (4)]* **(Resolution 5)**

4. To re-appoint Nexia Singapore PAC ("**Nexia**"), Public Accountants and Chartered Accountants, as the Company's auditor, to hold office until the close of the next annual general meeting of the Company, at a fee to be agreed between the Company and Nexia. **(Resolution 6)**

5. To transact any other ordinary business which may properly be transacted at an annual general meeting.

**BY ORDER OF THE BOARD**

**Niu Liming**
Chief Executive Officer and Executive Director
15 May 2026

**Explanatory Notes:**

1. Ordinary Resolution 2 is to re-elect Mr Niu Liming, who will be retiring by rotation pursuant to Article 104 of the Constitution. Mr Niu will, upon re-election, remain as Chief Executive Officer and Executive, Non-Independent Director of the Company and a member of the Nominating Committee and Remuneration Committee of the Company.

2. Ordinary Resolution 3 is to re-elect Mr Er Kwong Wah, who will be retiring by rotation pursuant to Article 104 of the Constitution. Mr Er will, upon re-election, remain as Non-Executive, Independent Director of the Company, the Charman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee of the Company.

3. Ordinary Resolution 4 is to re-elect Ms Ng Chern Nee, will be retiring by rotation pursuant to Article 104 of the Constitution. Mr Ng will, upon re-election, remain Non-Executive, Independent Director of the Company, the Chairman of the Remuneration Committee and a member of the Nominating Committee and Remuneration Committee of the Company.

4. Ordinary Resolution 5 is to re-elect Mr Wan Tai Foong, who will cease to hold office pursuant to Article 107A of the Constitution. Mr Wan will, upon re-election, remain as Non-Executive, Independent Director of the Company, the Chairmen of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

**Important Notes:**

1. The 2024 Annual General Meeting will be held in a wholly physical format at Function Room 3-2, 60 Cecil Street, ISCA House, Singapore 049709 on Friday, 5 June 2026 at 10.30 a.m. (Singapore time). **There will be no option for the members to participate virtually**. Shareholders, including CPFIS and SRS investors who hold SGX shares through CPF Agent Banks or SRS Operators, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the 2024 Annual General Meeting by attending the physical meeting.

   Printed copies of this notice and the accompanying proxy form will be sent by post to members. These documents have also been made available on SGX website at the URL https://www.sgx.com/securities/company-announcements ("**SGXNet**").

2. Submission of Questions: Members who have any substantial and relevant questions in relation to any agenda item of this notice must submit their questions in writing to the Company in advance in the following manner:

   a) If submitted by post, be lodged at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

   b) if submitted electronically, be submitted via email to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.proxy@boardroomlimited.com

   in either case, in advance of the AGM, no later than 22 May 2026 at 5.00 p.m.