



OIO Holdings Limited

NAVIGATING THE LANDSCAPE OF DIGITAL ASSETS

ANNUAL REPORT 2024

CONTENTS

Corporate Information	02
Chairman's Statement	03
Operation and Financial Review	04
Financial Highlights	06
Directors and Key Executive	07
Sustainability Report	09
Corporate Governance Report	30
Directors' Statement	51
Independent Auditor's Report	55
Statements of Financial Position	60
Consolidated Statement of Profit or Loss and Other Comprehensive Income	61
Consolidated Statement of Changes in Equity	62
Consolidated Statement of Cash Flows	63
Notes to the Financial Statements	65
Statistics of Shareholdings	127
Disclosure of Information on Directors Seeking Re-Election	129
Notice of Annual General Meeting	136

Proxy Form

This annual report has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Lim Hui Ling, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

CORPORATE INFORMATION

Company Registration Number:	201726076W
Registered Office:	14 Arumugam Road #02-06 LTC Building C Singapore 409959
Company Website:	https://oio.holdings
Investor Relations Contact:	investor.relations@oio.sg
Board Of Directors:	Yusaku Mishima (Executive Chairman) Foo Kia Juah (Lead Independent Non-Executive Director) Goh Li-Lin, Gillian (Independent Non-Executive Director) Tee Hian Chong (Independent Non-Executive Director)
Audit Committee:	Goh Li-Lin, Gillian (Chairman) Foo Kia Juah Tee Hian Chong
Nominating Committee:	Foo Kia Juah (Chairman) Goh Li-Lin, Gillian Tee Hian Chong
Remuneration Committee:	Foo Kia Juah (Chairman) Goh Li-Lin, Gillian Tee Hian Chong
Company Secretary:	Lim Mei Hua Lotus Isabella
Share Registrar and Share Transfer Office:	Tricor Barbinder Share Registration Services 9 Raffles Place #26-01 Republic Plaza Tower 1 Singapore 048619
Independent Auditors:	Foo Kon Tan LLP Public Accountants and Chartered Accountants 1 Raffles Place #04-61/62 One Raffles Place Tower 2 Singapore 048616 Partner-in-charge: Ong Soo Ann (since the financial year ended 31 December 2021)
Sponsor:	PrimePartners Corporate Finance Pte Ltd 16 Collyer Quay #10-00 Collyer Quay Centre Singapore 049318
Listing Information:	Listed on Catalist of the Singapore Exchange Securities Trading Limited since 25 July 2018 Stock code: KUX

CHAIRMAN'S STATEMENT

On behalf of the Board of Directors (the “Board”) of OIO Holdings Limited (“OIO” or the “Company”) and together with its subsidiaries, the “Group”, I wish to present the Group’s annual report for the financial year ended 31 December 2024 (“FY2024”).

Since May 2021, the Group has been operating in the blockchain industry following the acquisition of Moonstake Pte Ltd and its subsidiary, Moonstake Limited (collectively, “Moonstake”). Moonstake provides staking-related wallet services for digital assets to retail customers and offers research and software development services related to blockchain-based finance for enterprise clients.

In FY2024, the Group remained focused on blockchain technology solutions despite industry-wide headwinds affecting revenue from staking services. As part of our annual review of intangible assets, an impairment charge of approximately S\$2.8 million for goodwill and software development in relation to Moonstake was recognised. This decision reflects our commitment to aligning asset valuations with current market conditions.

BUSINESS REVIEW

FY2024 continued to prove challenging for the Group, with market volatility and shifting regulations making the blockchain industry an unpredictable space. Against this backdrop, the Group experienced a decline in revenue of 56.7% from approximately S\$1.4 million in FY2023 to approximately S\$0.6 million in FY2024. This was largely due to lower contributions from the blockchain technology services segment, particularly in staking-related services. The slowdown in agency services and the absence of research and development revenue, which had contributed to previous years, further added to the impact.

Our financial performance was further impacted by a non-cash impairment loss on goodwill amounting to approximately S\$1.8 million, as a result of the annual impairment assessment of Moonstake. Additionally, the Group recognised an impairment loss of approximately S\$1.0 million related to software development costs, reflecting the reassessment of the carrying value of our intangible assets. These impairments were major contributors to our net loss of approximately S\$4.3 million in FY2024.

Despite these financial headwinds, the Group remained committed to managing our costs and increasing efficiency where possible. Our ongoing cost-saving initiatives have reduced administrative expenses by 17.9% in FY2024, demonstrating the Group’s intentions to further streamline operations. While the road has been challenging, our focus remains on positioning the company for future opportunities in an evolving blockchain landscape.

DIVIDENDS

In view of the Group’s financial performance for the year and to ensure prudent cash management for future strategic growth, the Board has decided not to recommend a dividend for FY2024.

OUTLOOK FOR 2025

The blockchain and cryptocurrency sector is entering a transformative phase in 2025, driven by regulatory clarity, increased institutional involvement, and expanding real-world use cases. The U.S. administration has taken a proactive stance in supporting the industry, with the American President openly advocating for crypto and calling himself the “first crypto president.” A newly formed cryptocurrency working group signals a more structured regulatory approach, paving the way for broader adoption¹. In February 2025, JPMorgan reported an 8% increase in the total cryptocurrency capitalisation, reaching approximately \$3.4 trillion².

Meanwhile, the confidence in blockchain applications beyond trading continues to grow. Mastercard has highlighted the increasing role of tokenisation and enhanced security measures in integrating blockchain technology into financial services and commerce. The use of blockchain to tokenise real-world assets, streamline payments, and modernise financial infrastructure is steadily integrating the technology into traditional industries³. With regulatory clarity improving and institutional adoption gaining momentum, the demand for blockchain infrastructure, advisory services, and staking solutions is set to accelerate.

While the Group acknowledges the financial challenges faced in the past year, the continued financial support from a controlling shareholder will ensure that the Group’s business operations remain well-positioned to meet its financial obligations. Looking ahead, the Group aims to adapt and expand its service offerings to align with evolving market demands while continuing to explore new business opportunities and strategic partnerships to drive growth.

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to our management and staff for their unwavering dedication and hard work during the year. I also extend my appreciation to our shareholders, clients, and business partners for their continued trust and support.

We would like to express our appreciation to Mr Chong Kah Nam who has served as an Independent Non-Executive Director until his resignation in May 2024.

We would also like to welcome Ms Lim Mei Hua Lotus Isabella as the new Company Secretary. We wish to thank Ms Pan and Ms Wong for their contributions in the role of joint Company Secretary until their resignation in February 2025.

While we faced challenges this year, we remain steadfast in our commitment to strengthening our position in the blockchain industry and building a sustainable future for the Group.


Yusaku Mishima
Executive Chairman
OIO Holdings Limited

¹ <https://www.reuters.com/business/finance/trump-signs-order-create-cryptocurrency-working-group-2025-01-23/>

² <https://www.binance.com/en/square/post/02-11-2025-cryptocurrency-market-cap-rises-despite-slowed-growth-20170579239153>

³ <https://www.mastercard.com/news/perspectives/2025/what-to-expect-in-crypto-in-2025/>

OPERATION AND FINANCIAL REVIEW

 OIO Holdings Limited (the “Company” and together with its subsidiaries, the “Group”), is a Singapore-based blockchain solutions provider, operating in the provision of (1) blockchain agency and consulting services and (2) staking services.

The Group operates as a provider of blockchain agency and consulting services and it relates to sales agency services to blockchain companies in respect of their blockchain-related products and services, software development outsource agency services to blockchain companies for their software development projects, consultancy services to blockchain companies in respect of the strategy, sales and marketing, technology and operation of their blockchain-related products, and commercialisation of blockchain-related products.

In addition to blockchain agency and consulting services, the Group also provides staking services which relate to provision of digital wallets and staking services to retail customers, as well as research and development services to enterprise customers in relation to their staking and decentralised finance businesses. The staking services are provided by our wholly-owned subsidiaries Moonstake Pte Ltd and Moonstake Limited (collectively, “Moonstake”), which was acquired by the Company on 31 May 2021.

Revenue and Expenses

Total revenue for the financial year ended 31 December 2024 (“FY2024”) was approximately S\$0.6 million, reflecting a 56.7 % decrease compared to S\$1.4 million for the financial year ended 31 December 2023 (“FY2023”). The decline was a result of lower digital wallets and staking services by approximately S\$0.1 million, absence of research and development services for FY2024 as compared to approximately S\$0.4 million in FY2023, and lower revenue agency service fee of approximately S\$0.3 million.

The Group’s cost of sales mainly comprised of commission expenses and costs of outsourcing services from the blockchain business. For FY2024, the cost of sales was approximately S\$0.2 million or 33.7 % of our total revenue. Cost of sales decreased by 11.2 % as compared to FY2023, mainly due to lower cost of outsourcing services.

The Group’s gross profit declined to approximately S\$0.4 million in FY2024, down from S\$1.1 million in FY2023, with the gross profit margin narrowing to 66.3 % for FY2024 compared to 83.6 % for FY2023, in line with lower revenue recognition across key revenue streams.

Other operating income decreased by approximately S\$0.2 million or 18.7 % to approximately S\$0.8 million for FY2024, compared to approximately S\$1.0 million for FY2023. This was mainly attributable to a lower reversal of impairment

loss on crypto assets of approximately S\$0.3 million and the absence of reversal of tax liability for FY2024 as compared to approximately S\$0.1 million in FY2023, offset by a gain on the disposal of crypto assets of S\$0.2 million in FY2024.

Administrative expenses reduced 17.9 % year-on-year to approximately S\$2.5 million in FY2024, compared to S\$3.0 million in FY2023. The decrease in administrative expenses was mainly attributable to lower staff-related costs of approximately S\$0.3 million, lower professional fees of approximately S\$0.1 million, and lower software development expenses of approximately S\$0.1 million, offset by higher amortisation of software development costs and recruitment expenses of approximately S\$0.1 million.

The Group’s other operating expenses increased by approximately S\$2.9 million to approximately S\$3.0 million for FY2024. The increase in operating expenses was due to the impairment loss on goodwill of approximately S\$1.8 million and impairment loss on software development of approximately S\$1.0 million, in relation to Moonstake. A net loss on foreign exchange of approximately S\$0.1 million was also recorded in the current financial year. Finance costs was relatively unchanged at approximately S\$73,000 for FY2024 and FY2023, for interest expense on lease liabilities and convertible notes.

The Group’s net loss widened to approximately S\$4.3 million in FY2024 compared to S\$1.0 million in FY2023, largely attributed to impairment losses and the lower revenue base.

Balance Sheet

Non-current assets decreased by approximately S\$3.6 million to S\$1.4 million as at 31 December 2024 from S\$5.0 million as at 31 December 2023. This decrease was primarily due to a decrease in intangible assets and right-of-use assets aggregating approximately S\$3.6 million. The decrease in intangible assets was due to impairment loss on goodwill of approximately S\$1.8 million, amortisation charges and impairment loss on software development of approximately S\$0.5 million and approximately S\$1.0 million respectively, decrease in crypto assets of approximately S\$0.2 million resulting mainly from the conversion of crypto assets to fiat currency and decrease in right-of-use assets of approximately S\$0.03 million due to impairment loss recognised in the current financial year.

Current assets decreased by approximately S\$0.55 million to approximately S\$0.08 million as at 31 December 2024 compared to approximately S\$0.63 million as at 31 December 2023. The decrease was due to a reduction in cash and bank balances of approximately S\$0.53 million and reduction in other receivables of approximately S\$0.02 million mainly due to lower deposits and prepayments.

OPERATION AND FINANCIAL REVIEW

Non-current liabilities increased by approximately S\$0.1 million to approximately S\$6.4 million as at 31 December 2024 from approximately S\$6.3 million as at 31 December 2023. The increase was mainly due to increase in loans from shareholders resulting from foreign currency translation of approximately S\$83,000, increase in trade and other payables of approximately S\$61,000 in relation to foreign currency translation difference on the advances in crypto assets and increase in lease liabilities of approximately S\$9,000 mainly due to addition of a new office premises lease entered in February 2024, offset by decrease in provision for contingent liability of approximately S\$5,000 mainly due to amount being paid down.

Current liabilities decreased by approximately S\$2.1 million to approximately S\$1.0 million as at 31 December 2024 from approximately S\$3.1 million as at 31 December 2023. The decrease was mainly due to maturity of convertible notes on 29 December 2024 and converted into ordinary share capital of the Company on 30 December 2024, reduction in trade and other payables by approximately S\$0.1 million mainly due to repayment, and decrease in contract liabilities of approximately S\$0.04 million due to fulfilment of contract obligation, offset by an increase in lease liabilities by approximately S\$5,000 due to addition of a new office premises lease entered in February 2024.

The negative shareholders' equity increased by approximately S\$2.2 million from a deficit of approximately S\$3.7 million as at 31 December 2023 to a deficit of approximately S\$5.9 million as at 31 December 2024, mainly attributable to losses recorded for the current financial year of approximately S\$4.3 million, offset by the maturity conversion of convertible notes into ordinary share capital of approximately S\$2.1 million and increase in share-based payment reserve and foreign currency reserve of approximately S\$0.1 million.

The Board of Directors confirms that the Group will be able to meet its short-term debt obligations when they fall due and continue to operate as a going concern and confirmed that all material disclosures have been provided.

FINANCIAL HIGHLIGHTS

Financial Year Ended 31 December In SGD	2024 S\$000	2023 S\$000	2022 S\$000
<u>Financial Performance</u>			
Revenue	592	1,368	3,576
Gross Profit	392	1,143	2,835
Net Loss	(4,310)	(1,032)	(12,556)
<u>Financial Position</u>			
Total Assets	1,512	5,639	7,539
Non-Current Liabilities	(6,423)	(6,274)	(7,354)
Current Liabilities	(941)	(3,070)	(2,885)
Total Equity Attributable to Owners of the Company	(5,852)	(3,650)	(2,645)
<u>Financial Ratios</u>			
Net Liabilities Per Share (in SGD cents) ⁽¹⁾	(3.11)	(1.98)	(1.44)
Basic and Diluted Loss Per Share (in SGD cents) ⁽²⁾	(2.29)	(0.55)	(6.71)

(1) Net liabilities per share is calculated by dividing the net liabilities of the Group by the weighted average number of ordinary share during the financial year.

(2) Basic and diluted earnings per share are calculated by dividing the net loss attributable to owners of the Company by the weighted average number of ordinary shares during the financial year.

DIRECTORS AND KEY EXECUTIVE



Mr Yusaku Mishima Executive Chairman

Mr Yusaku Mishima is the Executive Chairman of our Group. He was appointed as the Non-Executive Director on 12 December 2019 and was redesignated as the Executive Director on 7 April 2021 and subsequently as Executive Chairman since 8 August 2023. Mr Mishima is responsible for monitoring and expanding the blockchain agency, consulting services and staking business.

Prior to joining the Group, Mr Mishima was working in the Embassy of Japan in Kingdom of Bahrain as an Administrative Officer, Daiichi Seiko Co., Ltd. as a Marketing Officer, Backoffice Co., Ltd. as a Senior Consultant and several Infinity Blockchain Group of companies as a Chief Executive Officer.

Mr Mishima graduated with a Bachelor of Science in Biochemistry with minor in Economics from McGill University.



Mr Foo Kia Juah Lead Independent Non-Executive Director

Mr Foo Kia Juah is the Lead Independent Non-Executive Director of our Group and he was appointed to our Company since 12 December 2019. He is the Chairman of both the Remuneration Committee and Nominating Committee and is a member of the Audit Committee.

Mr Foo is a retired senior police officer, who had contributed three decades of service to the Singapore Police Force. During his stint with the Singapore Police Force, he had served as Chief Investigating Officer in the Commercial Crime Division, CID and various other command positions, which included Commander of Jurong Police Division and Central Police Division. He also held the positions of Director Training, Director Police Academy and Director of Public Affairs Department. One of the accolades he received was the Public Service Star for his role in the successful rescue of all the passengers and crew of a Singapore Airline plane hijacked in 1991.

Mr Foo graduated from Nanyang University with an Honours degree in Government & Public Administration.



Mr Tee Hian Chong Independent Non-Executive Director

Mr Tee Hian Chong is an Independent Non-Executive Director of our Group and he was appointed to our Company since 12 December 2019. He is a member of the Remuneration Committee, Nominating Committee and Audit Committee.

Mr Tee is currently the Managing Director of Eightyeight Solutions Pte Ltd and he is responsible to overseeing the operations and financial management of the company who is a provider of technical IT services for Small and Medium Enterprises. Mr Tee was previously working in Singapore Workforce Development Agency (WDA) as a Senior Manager. Mr Tee has valuable blend of experiences and knowledge – from old school banking sector to technologies like blockchain and artificial intelligence. In addition, Mr Tee has also previously been in the Singapore public sector (with the Singapore Workforce Development Agency).

Mr Tee holds a Bachelor of Business Administration from Monash University (Australia).

DIRECTORS AND KEY EXECUTIVE



Ms Goh Li-Lin, Gillian Independent Non-Executive Director

Ms Goh Li-Lin, Gillian is an Independent Non-Executive Director of our Group and she was appointed to our Company since 10 June 2024. She is the Chairman of the Audit Committee and is a member of the Remuneration Committee and Nominating Committee.

Ms Goh has more than 20 years of equity capital markets experience and regulatory compliance expertise, which were largely attained through her 16-year stint at PrimePartners Corporate Finance Pte. Ltd. (PPCF) and work at Ernst & Young Corporate Finance Pte Ltd and UOB Asia Limited. As Director and Head of Continuing Sponsorship at PPCF, she built and led a team of professionals which has regulatory oversight of companies listed on the Catalist board of the Singapore Exchange. She also has transactional experience in mergers and acquisitions, privatisations, initial public offerings, capital raising and fairness opinions.

Ms. Goh graduated from Nanyang Technological University, Singapore with a Master of Business Administration (Banking and Finance) and Monash University, Australia with a Bachelor of Business (Banking and Finance) degree. She is an Associate Chartered Valuer and Appraiser, Singapore and an Accredited Director with the Singapore Institute of Directors.



Mr Ho Chor Yau Group Financial Controller

Mr Ho Chor Yau joined our Group as the Group Financial Controller in April 2024 and was appointed as a key executive officer since 2 May 2024. He is responsible for our Group's financial and accounting matters and its compliance with financial reporting and regulatory requirements. He also handles other general affairs and administrative matters of the Company.

Mr Ho has more than 20 years of broad-based financial management and internal audit experience. Prior to joining our Group, he had held managerial positions in several privately-held and public-listed companies, where he handled financial, taxation, corporate secretarial, mergers and acquisitions, initial public offerings and SGX-ST reporting matters.

Mr Ho holds a Bachelor of Arts in Accountancy Studies from the University of Portsmouth and a Master of Business Administration from the University of Adelaide. He is a Fellow of the Association of Chartered Certified Accountants (UK) and the Institute of Singapore Chartered Accountants. He is also a member of the Chartered Governance Institute (UK) and the Chartered Secretaries Institute of Singapore.

SUSTAINABILITY REPORT

BOARD STATEMENT

The Board of Directors (the “**Board**”) of OIO Holdings Limited (“**OIO**” or the “**Company**” and together with its subsidiaries, the “**Group**”) is pleased to present its sustainability report (the “**Report**”) for the financial year ended 31 December 2024 (“**FY2024**” or the “**Reporting Year**”).

This Report provides an overview of the Group’s approach and commitment towards the management of environmental, social and governance (“**ESG**”) risks and opportunities. The Board believes this Report is an important avenue to engage with its stakeholders to understand their needs and concerns, and ensure continuous improvement in different ESG aspects.

In FY2024, the Group was dedicated to further enhancing its capabilities and accelerating its growth, particularly, the area of staking services. Since the acquisition of Moonstake Pte Ltd and Moonstake Limited (collectively referred to as “**MS Group**”) in May 2021, the Group has been providing business-to-consumer crypto wallet to users and staking¹ services, which utilise the Proof of Stake (“**PoS**”) mechanism to validate blockchain transactions. Avoiding the power consumption and computing power cost used in mining, the PoS is a more environmental-friendly method as compared to other validation methods such as Proof of Work (“**PoW**”), which is used for other cryptocurrencies.

The Group is committed to incorporating corporate social responsibilities into its business operations by enhancing its sustainability management and performance, as well as contributing back to the environment and the community. The Board accepts full responsibility for the sustainability of the Group, including formulating strategies, overseeing the Group’s ESG performance and relevant risks, and approving the sustainability report. The Board also regularly reviews the effectiveness of the risk management systems and internal control mechanisms, ensures that the Group remains compliant with regulatory requirements, operates on a sustainable basis in the long term, and continuously strives to enhance its economic, environmental, social and community commitments. The Group has also assigned personnel from the business and functional departments to support the Board

to fulfil its responsibilities, which demonstrates the Group’s commitment to its sustainability with transparency and accountability.

Note:

1. Staking is a technical feature of blockchain technologies which utilises PoS as a validation mechanism by rewarding token holders who had staked their tokens for the validation process. A staking pool aggregates digital assets from multiple token holders to increase the token holders’ likelihood of receiving the blockchain validation rewards under the PoS system. The MS Group provides a proprietary software platform, including a user-friendly web wallet and mobile wallet services, in order to provide a full range of staking functions, and to serve a larger pool of tokens for holders to stake the cryptocurrencies they hold.

PoS produces and validates new blocks in blockchains through the process of staking, allowing new blocks to be produced without relying on specialised mining hardware. While mining requires a significant investment in hardware, under staking, holders participate in generating a block by delegating the cryptocurrencies they already hold.

In FY2024, the Group conducted the materiality assessment, which helps the Group to not only identify material ESG issues that may be relevant and impactful to its business and its stakeholders, but also integrate ESG into its business strategy and improve its reporting. Based on the result of the assessment, compliance with laws and regulations, anti-corruption, as well as economic performance are the material ESG issues that have high level of influence on both stakeholders’ assessment and decisions as well as the sustainable development of the Group. To better manage the Group’s ESG performance and align with the market trend, the Group has set environmental and social targets according to its own business operations and its peer performance.

The Board would like to express its sincere appreciation to its employees, customers and business partners for their continuous support. Moving forward, the Group will continue to work towards a more sustainable future through active collaboration with its stakeholders.

SUSTAINABILITY REPORT

ABOUT OIO HOLDINGS LIMITED

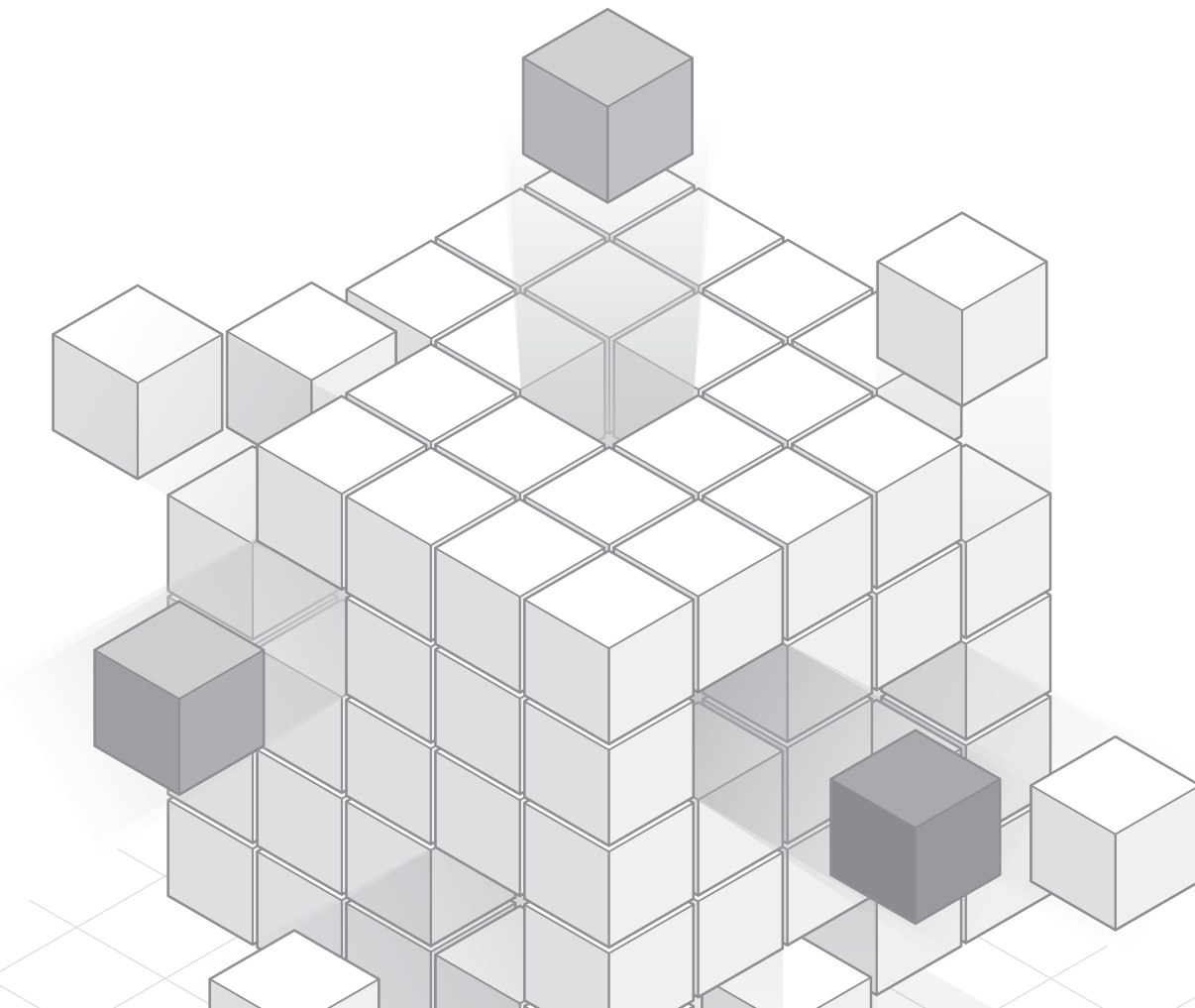


Listed on Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), the Group is a Singapore-based company that specialises in the provision of staking services and blockchain agency and consulting services.

The principal activities of the Group are:

1. **Staking services** segment relates to provision of digital wallets and staking services to retail customers as well as research and development services to enterprise customers in relation to their staking and decentralized finance businesses; and
2. **Blockchain agency and consulting services** segment relates to sales agency services to blockchain companies in respect of their blockchain-related products and services, software development outsource agency services to blockchain companies in respect of their software development projects, consultancy services to blockchain companies in respect of the strategy, sales and marketing, technology and operation of their blockchain-related businesses, products and services and commercialisation of blockchain-related products.

The Group focuses on enhancing its staking services, which utilise the PoS mechanism to validate blockchain transactions.



SUSTAINABILITY REPORT

ABOUT THIS REPORT

REPORTING SCOPE

This Report presents the Group's sustainability performance for FY2024. Unless otherwise specified, the scope of this Report covers the activities and projects that the Group has direct operational control in all of the Group's segments in Singapore, where its headquarters is situated in. The reporting scope of this Report is consistent with the reporting scope of the sustainability report for the financial year ended 31 December 2023 ("FY2023"). This Report covers the Group's principal activities, including staking services, as well as blockchain agency and consulting services.

The reporting scope reflects the scale of the Group's operations and the significance of the Group's economic, governance, environmental and social impacts. This Report also presents and summarises the Group's policies, practices, performance, and initiatives relating to the ESG aspects, as well as its ESG strategies. The Group will continue to strengthen its sustainability works in the future and to improve its scope of disclosure subject to the materiality assessment outcome and necessity.

REPORTING FRAMEWORK

This Report has been prepared with reference to the Global Reporting Initiative Standards ("GRI Standards"). Similar to the Group's previous sustainability reports, the Group continues to choose the GRI Standards for its longstanding universal application and robust guidance, which allows for comparability of the Group's performance against its peers.

The Group attaches great importance to accuracy, balance, clarity, comparability, reliability and timeliness during the preparation for this Report, the Group has applied these GRI's reporting principles as the following:

Accuracy: The Group confirms that the information contained in this Report is accurate and complete in all material respects and not misleading or deceptive. The Board has reviewed and approved this Report.

Balance: This Report aims to present a holistic and fair view of the sustainability performances of the Group. On this account, the Board and the designated personnel of various departments/business units were involved in the reporting process.

Clarity: The methodologies and applicable assumptions used in the calculation of the materiality topics' key performance and relevant data in this Report were supplemented by explanatory notes to establish benchmarks where feasible. Graphics, tables and charts are used for clearer and understandable presentation of the information in this Report to all the stakeholders.

Comparability: The statistical methodologies applied to this Report were substantially consistent with the previous year, and explanations were provided regarding data with changes in the scope of disclosure and calculation methodologies. If there are any changes that may affect comparison with previous reports, the Group will add explanatory notes to the corresponding content of this Report.

Reliability: This Report has undergone the Group's internal assurance process, and approved by the Board, which further enhanced the quality and reliability of the Group's sustainability performances and information.

Timeliness: This Report is issued within four (4) months of the end of the Group's financial year, following a regular schedule, and made available in time for users to make informed decisions.

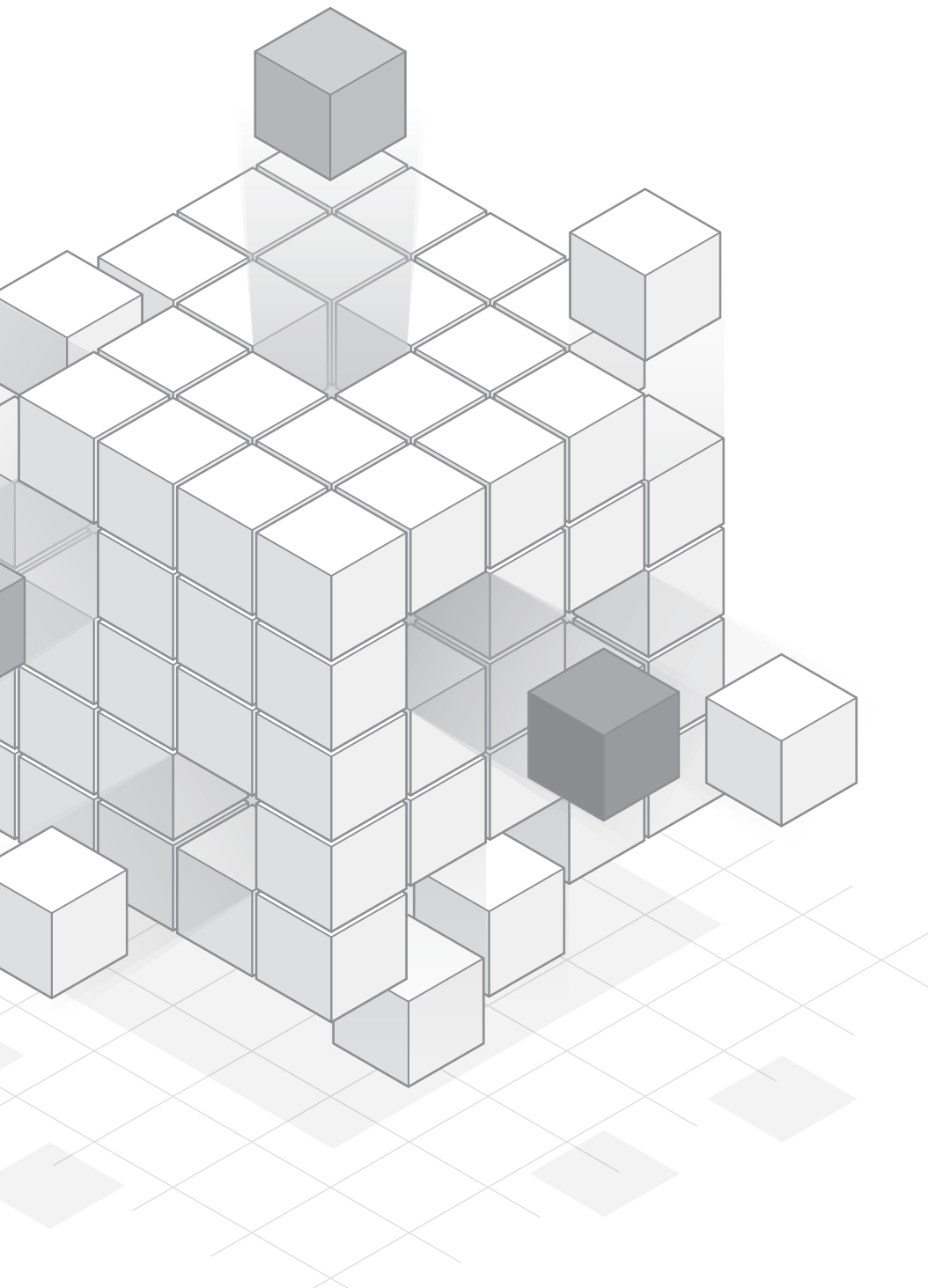
This Report also involves climate-related disclosures based on the TCFD recommendations, and complies with the Practice Note 7F Sustainability Reporting Guide in the Catalyst Rules issued by the SGX-ST.

SUSTAINABILITY REPORT

CONTACT US



The Group welcomes feedback to continuously improve its sustainability reporting and practices. If you wish to provide comments or feedback, please send your feedback to investor.relations@oio.sg.



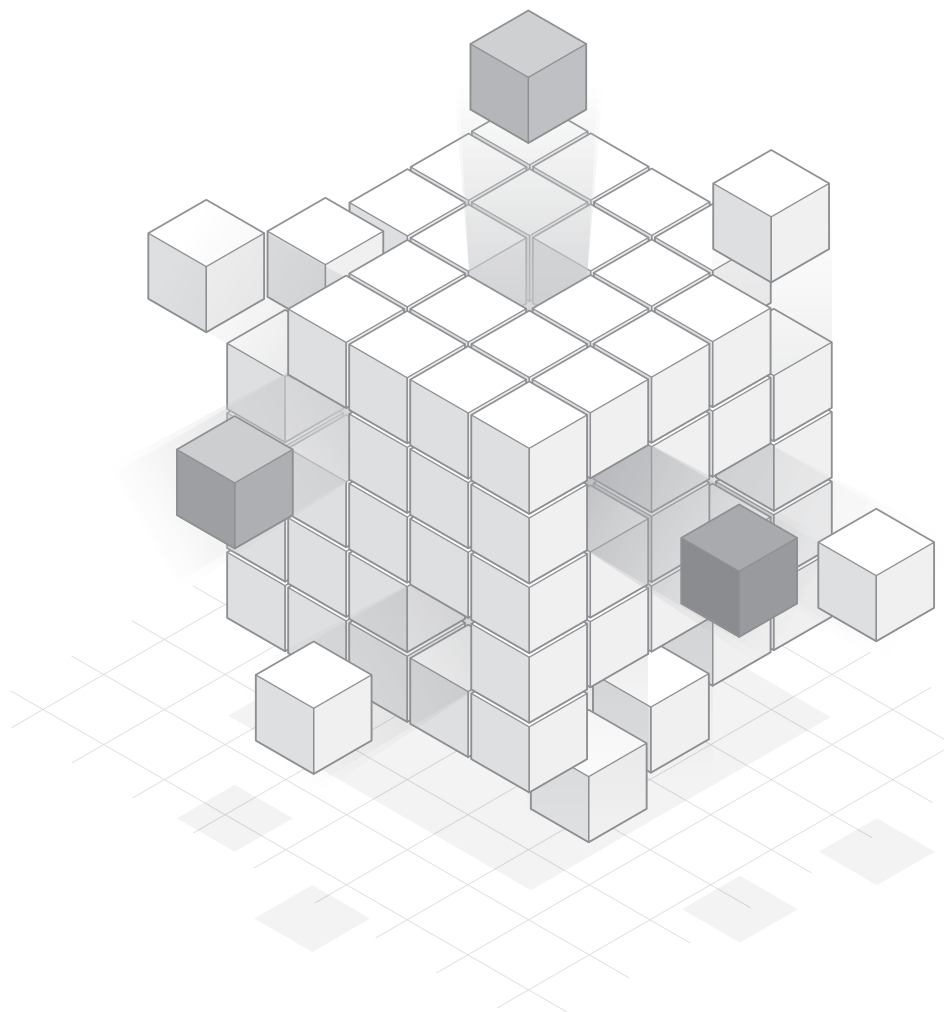
SUSTAINABILITY REPORT

SUSTAINABILITY GOVERNANCE

■ The Board has overall responsibility for the sustainability strategy, management, performance and reporting of the Group. The Board is responsible for overseeing all ESG-related matters, including identification, evaluation and management of the ESG factors, sustainability risks and related opportunities. The Board is also responsible for setting targets and goals and ensuring effective risk management and internal controls.

Furthermore, the Board has delegated the responsibility of overseeing the management and monitoring of the material ESG issues to the designated personnel from the business and functional departments of the Group. Designated personnel work closely with the Board to establish the Group's sustainability objectives and strategies, monitor the Group's ESG performance, prioritise material ESG issues and review ESG policies. Designated personnel are also responsible for collecting and analysing relevant ESG data. In addition, the designated personnel reports periodically to the Board for the assessment and identification of ESG risks and the subsequent implementation or revision of the Group's ESG strategies.

In addition, with the aim to demonstrate the Group's commitment to sustainable development, the Group has adopted the Board Diversity Policy as described in the Annual Report since FY2022.









SUSTAINABILITY REPORT

STAKEHOLDER ENGAGEMENT

To better understand sustainability issues faced by all the stakeholders, the Group values their opinions and feedback, as well as their expectations and concerns on economic, governance, social, and environmental issues, by building a strong relationship and communication channels with its stakeholders. These help the Group to identify the material impact to the stakeholders, so as to formulate strategies and sustainability measures accordingly and appropriately. The Group maintains close communication with its stakeholders that have significant impacts on the Group's business and also those who are affected by the Group's operations.

Stakeholders' expectations have been taken into consideration by utilising diversified engagement methods and communication channels as shown below:

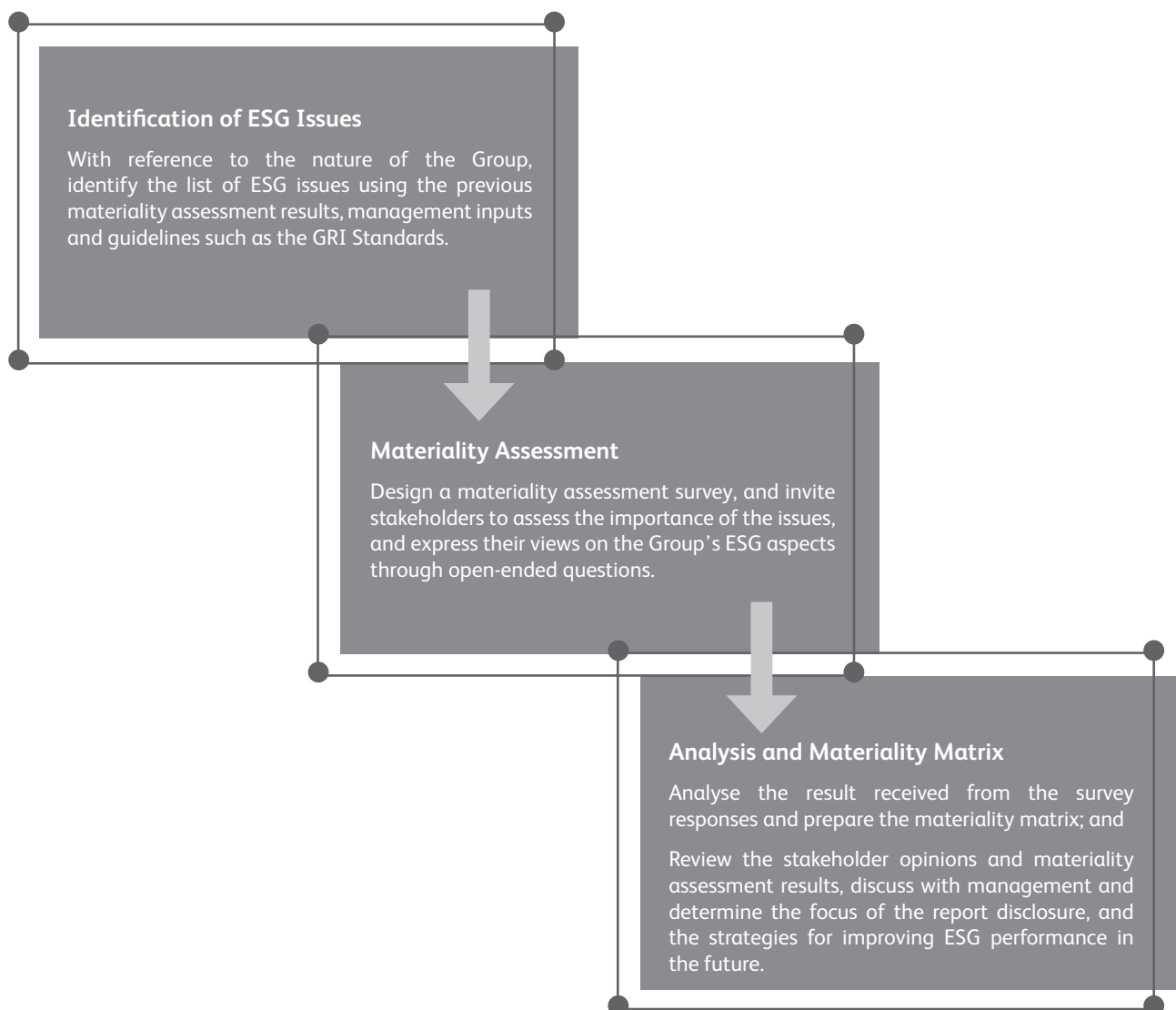
Stakeholders	Expectations and Concerns	Engagement Methods	Frequency
Government and regulatory authorities 	<ul style="list-style-type: none"> Compliance with laws and regulations Compliance with industry standards and guidelines Privacy and data security Business ethics 	On-site visits Written and/or electronic correspondences	Year-round
Investors and shareholders 	<ul style="list-style-type: none"> Economic performance Transparent disclosure Sound corporate governance practices Long-term growth of the business Privacy and data security 	Updates of financial results and announcements, business developments, press releases, sustainability reports and other relevant disclosures via SGXNet and the Group's website Annual/Extraordinary General Meetings	Year-round Annually/as and when
Customers 	<ul style="list-style-type: none"> High-quality products and services 	On-site visits Email	Year-round
Employees 	<ul style="list-style-type: none"> Attractive remuneration package Good employment practices Safe and healthy work environment Human capital development 	Training and development programmes Regular meetings Performance appraisals	Year-round Annually
Contractors and suppliers 	<ul style="list-style-type: none"> Equitable treatment Good supply chain management Fair and open selection Business ethics 	Established channels of communication Site visits	Year-round
Society, non-governmental organisations and media 	<ul style="list-style-type: none"> Compliance with laws and regulations Privacy and data security Business ethics 	Updates of financial results and announcements, business developments, press releases, sustainability reports, and other relevant disclosures via SGXNet and the Group's website	Year-round

SUSTAINABILITY REPORT

MATERIALITY ASSESSMENT

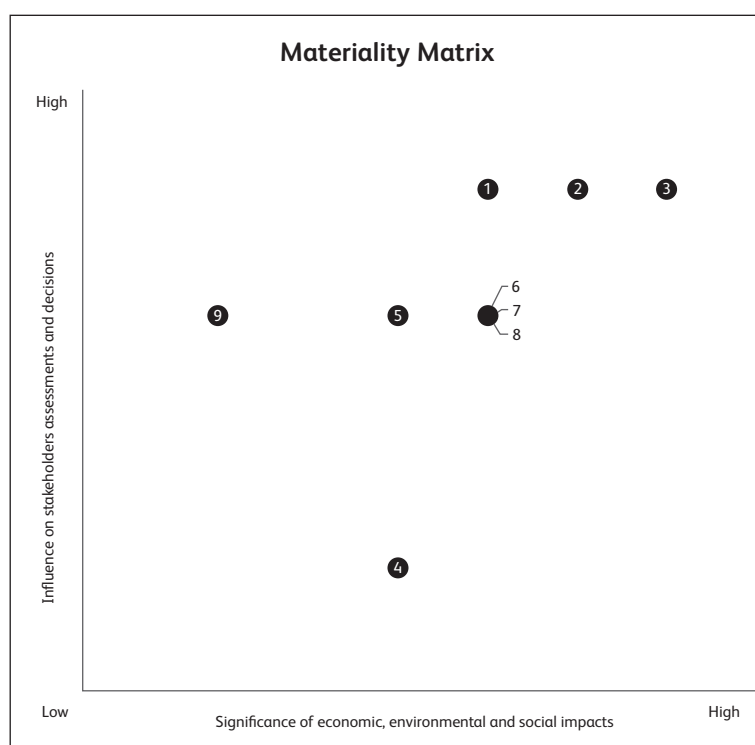
To identify and prioritise the Group's material ESG topics to its business operation, materiality assessment was conducted via distributing a materiality assessment survey, which was designed with the consideration of industry best practices, global and local emerging sustainability trends and sustainability reporting frameworks. The survey was distributed to the Group's relevant stakeholders, including government and regulatory authorities, investors and shareholders, customers, employees, and contractors and suppliers.

In FY2024, the Group conducted a materiality assessment to identify the material ESG issues that are relevant and impactful to its business and its stakeholders. The specific steps that the Group has taken are as follows:



SUSTAINABILITY REPORT

The Group will continue to monitor its business operations and ESG performances regularly in order to address and manage the ESG issues that are important to the business and the stakeholders. The Group's materiality matrix for FY2024 is presented as follows:



Categories	Label	Material Topics	Impacts and Boundaries
Economic	1	Economic Performance	Group Level
Governance	2	Anti-corruption	Group Level
	3	Compliance with laws and regulations	Group Level
Environment	4	Environmental Performance	Group Level
Social	5	Employment Practices	Group Level
	6	Human Capital Development	Group Level
	7	Occupational Health and Safety	Group Level
	8	Privacy and Data Security	Staking Service
	9	Procurement	Group Level

The result of the materiality assessment survey was reviewed and material ESG issues were approved by the Board. Performance measurements of the identified material ESG issues will be shared in detail in the following sections of this Report. The Group makes use of the collected ESG data and performances over the years, as well as peer benchmarks, to establish sustainability targets and management measures in pursuit of the sustainability.

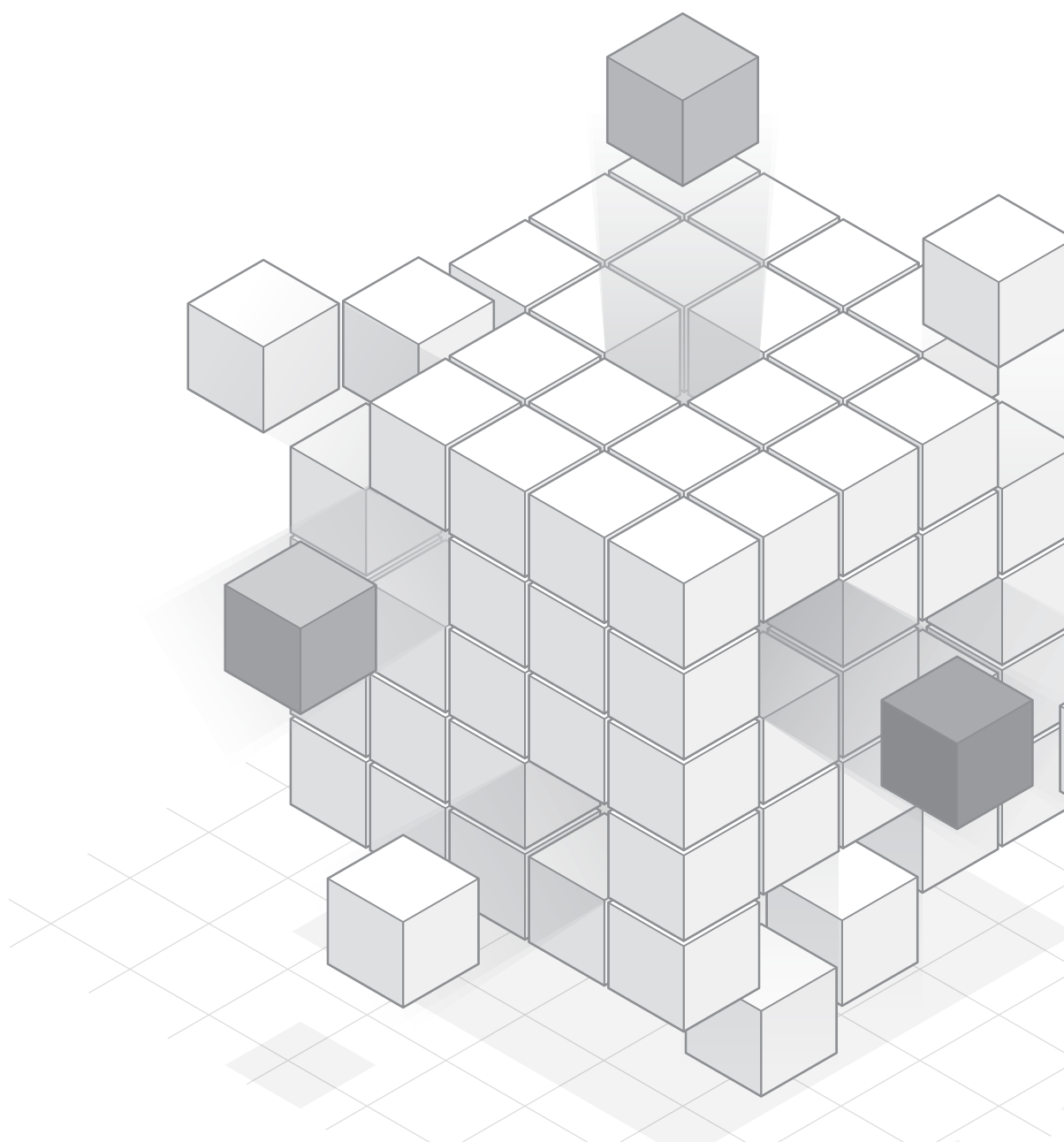
The Group confirmed that appropriate and effective management policies and internal control policies for the material ESG issues are in place.

SUSTAINABILITY REPORT

ECONOMIC

ECONOMIC PERFORMANCE

The Group sees economic performance as a material issue to the Group as business economic viability is important not only to the Group but also its stakeholders. The Group aims to deliver sustainable economic performance coupled with good corporate governance practices and high ethical standards. The Group's financial performance for FY2024 can be found in the sections headed "Financial Highlights" on page 6 and "Financial Statements" on pages 60 to 126 of this Annual Report.



SUSTAINABILITY REPORT

GOVERNANCE

To achieve high standards in corporate governance and gain trust from all the stakeholders, the Group has established a sound system for risk management and internal control to ensure both its tangible and intangible assets are protected, as well as ensuring that operation controls are adequate to minimise its business risk. The audit committee has the formal responsibility for and oversight of the implementation and monitoring of such system.

ANTI-CORRUPTION

The Group understands that integrity, honesty and fairness are fundamental to their business operation and emphatically affirms its zero-tolerance policy regarding any forms of corrupted activities. The Group has established the Anti-bribery and Corruption Policy which sets out its zero-tolerance approach to bribery and corruption. All employees, the Board, the Group's suppliers, contractors or other business partners are required to comply with this policy, and not engage in any form of bribery or corruption.

The policy provides guidelines which include basic principles such as compliance with anti-bribery and corruptions laws, rules and regulations of Singapore and other jurisdictions where it conducts its business, avoid conflicts of interest and report any illegal and unethical behaviour. A violation of the policy will lead to disciplinary action and may include dismissal, and reporting to the relevant authorities, if necessary.

The Group has ensured that the Anti-bribery and Corruption Policy is communicated clearly to both its management and employees. A copy of the policy is available on the Company's website at the URL <https://oio.holdings>.

WHISTLE-BLOWING POLICY

The Group has established a Whistle-blowing Policy which sets out a detailed reporting and investigative procedure to encourage and provide a confidential platform for employees to raise serious concerns as well as report fraudulent activities internally so the Group may address and investigate potential inappropriate conduct and actions. Any concerns on violations of the Group's ethics and code of conduct, or suspected violation of law or regulations that govern the Group's operations can be reported if done in good faith.

Employees may also report work-related hazards and/or hazardous situations. All concerns will be treated with strict confidentiality. The Group is committed to protecting the whistle-blower from common concerns such as victimisation, harassment or discrimination. Therefore, any employee reporting a genuine concern in good faith under the policy shall be assured of the protection against unfair reprisal, even if the reports are subsequently proved to be frivolous. In FY2024, the Group did not receive any whistleblowing reports. A copy of the policy is available on the Company's website at the URL <https://oio.holdings>.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group acknowledges the correlation between good corporate citizenship and sustainable development. Therefore, the Group strives to be a role model for not just its employees, but also the community, by strictly complying with all relevant local environmental and social-related laws and regulations to demonstrate the Group's commitment to corporate social responsibility as well as to allow the Group's stakeholders to build trust with the Group.

In FY2024, there were neither confirmed incidents of corruption nor public legal cases regarding corruption brought against the Group, nor any termination of contracts with business partners due to violations related to corruption. The Group did not identify any non-compliance with relevant anti-corruption laws and regulations, hence, achieving the target for FY2024 set out in FY2023. Moreover, there were no confirmed incidents where contracts with business partners were terminated or not renewed due to violations related to corruption and no public legal cases regarding corruption brought against the Group or its employees during FY2024. The Group aims to maintain this goal for the forthcoming year.

More details of the Group's compliance with environmental and social-related laws and regulations can be found in the sections headed "Environmental" and "Social" of this Report. Moreover, details of the Group's corporate governance practices can be found in the section headed "Corporate Governance Report" on pages 30 to 50 of this Annual Report.

SUSTAINABILITY REPORT

ENVIRONMENTAL

In FY2024, the Group continued its commitment to prevent the exploitation of natural resources whenever possible in its daily operations and improve their energy efficiency. To minimise the environmental impact arising from the business operation, the Group has formulated green practices which are formally documented in the Safety and Green Management Assessment System Manual. Green practices adopted by the Group are described in the relevant sub-header such as greenhouse gas (“GHG”), energy management and water management within this environmental aspect. Looking forward, the Group aims to expand the scope of environmental disclosure when the data collection system becomes more mature.

In FY2024, the Group did not identify any non-compliance with relevant environmental laws and regulations that would have a material impact on the Group, hence, achieving the target set out in FY2023. The Group aims to maintain this record of zero incidents of non-compliance for the forthcoming year.

The Group also recognises the importance of environmental sustainability. The Group provides staking services which relate to provision of digital wallet and staking services to retail customers, as well as research and development services to enterprise customers in relation to their staking and decentralized finance businesses. Staking is a technical feature of blockchain technologies which utilises PoS mechanism to validate blockchain transactions in the staking services, and is a more environmentally friendly method as compared to other validation methods such as PoW, as the amount of energy used for computing is lesser.

CLIMATE CHANGE MITIGATION AND ADAPTATION

Extreme weather events are becoming more frequent and severe and tackling climate change has become a global consensus over recent years. The Group also realised that many countries including Singapore have begun to commit to reducing its carbon emission footprint over the past year by setting a clear timeline to achieve net zero emissions. Acknowledging this global trend, the Group is committed to gradually implementing the recommendations of the TCFD, by aiming to build long-term resilience and to do its part to support the transition towards a low-carbon economy.

Governance and Risk Management

The review of climate-related risks is part of the Group’s enterprise risk management framework, which is overseen by the Board. More details of the Group’s established risk governance and reporting structure can be found in the section headed “Corporate Governance Report” on pages 30 to 50 of this annual report. The Group works with its business partners and stakeholders to keep abreast of the latest trends in climate adaptation and mitigation such as policy changes and technological developments. In addition, the Group engages with its key stakeholders to understand their expectations so as to ensure the Group’s material climate-related risks are identified and managed through the forementioned practices.

Physical Risks

Increased frequency and severity of extreme weather events locally such as extreme heat and flash floods can disrupt business operations by damaging the power grid and communication infrastructures, hampering and injuring the Group’s employees on the way to work or during their work. These events could disrupt supply chains, interrupt business operations, and damage the Group’s assets. For instance, there is shortage in supply of semiconductors and electronic parts required for equipment, power outage affecting the operation of data centre, damage of computers and appliances in data centre due to extreme weather events, etc. As a countermeasure, the Group identified these risks and prioritised those with severe impact to take precautionary and contingency measures, such as purchasing insurance for the Group’s employees, while concurrently exploring ways in which a change in business model is possible to mitigate or avoid this severe impact on business operations.

Transition Risks

Building on Singapore’s 2030 Nationally Determined Contribution (“NDC”), the government has committed to further its carbon emissions as part of its 2035 NDC. The 2035 NDC is an ambitious signal to businesses the government’s commitment to decarbonisation. Thus, there have been and are going to be more stringent climate legislations and regulations to support global vision for decarbonisation. For example, the SGX-ST has required listed companies to enhance climate-related disclosures in their sustainability reports, and the climate reporting is becoming gradually mandated by industries. Stricter environmental laws and regulations may expose enterprises to higher risks of claims and lawsuits. Corporate reputation may also be damaged due to failure to meet the compliance requirements for climate change. The Group’s related capital investment and compliance costs thus increase. In response to the policy and legal risks as well as the reputation risks, the Group regularly monitors existing and emerging trends, policies and regulations relevant to climate and prepares to alert the top management where necessary to avoid cost increments, non-compliance fines or reputational risks due to delayed response.

Opportunities

Climate change also creates business opportunities for the Group, which may incorporate environmental considerations into its business strategy. With increasing awareness of climate-related risks, both customers and investors are concerned over the creation of a sustainable future as well as sustainability efforts adopted by the Group. For this, the Group has chosen to adopt staking services that utilise PoS mechanism instead of the PoW method. By utilising PoS mechanism to validate blockchain transactions, the Group takes the business opportunities in developing a more environmentally friendly method for validation of blockchain transaction, with a lower electricity consumption due to the unnecessary of complicated

SUSTAINABILITY REPORT

computing. With a more environmentally friendly business model, the Group is able to attract more environmentally conscious consumers and investors by implementing different carbon reduction initiatives and measures in the operations and along the supply chain.

ENVIRONMENTAL PERFORMANCE

Energy Consumption and GHG Emissions

Energy consumption and GHG emissions are some of the major environmental footprints resulted from the Group's business operation. Thus, the Group strives to enhance its energy use efficiency and reduce its GHG emissions where possible.

As the Group conducts its business in an office setting, electricity constitutes the primary source of energy consumption. During the Reporting Year, the office relocated to its current premises in March 2024, and electricity consumption data has been available since then. A total of 7,654 kWh of electricity was consumed for the nine months ended 31 December 2024.

Based on our electricity consumption, the GHG emissions are predominantly categorized as energy indirect (Scope 2) GHG emissions. For FY2024, the total GHG emissions was approximately 3.15 tCO₂e².

Note:

2. GHG emission data is presented in terms of carbon dioxide equivalent and is based on the latest released emission factors of Singapore's power grid published by the Energy Market Authority.

By managing our electricity usage effectively, we can demonstrate our commitment to reducing both the energy consumption and GHG emissions. Although our energy consumption is insignificant due to current office-based operations, we have adopted the following energy-saving measures to better govern the use of energy within our operations, these include:

- Switch off all idle appliances and unnecessary lightings upon leaving the Group's premise;
- Purchase equipment with high energy efficiency on the replacement of old equipment;
- Explore energy-efficient technologies (such as using LED lights instead of fluorescent lighting fixtures) to implement in operations; and
- Where possible, track energy consumption on-site, this will enable strategies on reducing energy consumption to be set.

Apart from internal operations, the Group promotes energy conservation externally by providing staking services using PoS. PoS tackles the issues of power consumption and computing power cost by avoiding mining, which is computational work required to verify blocks and transactions under PoW mechanism. Instead, cryptocurrency owners can stake their own crypto coins to gain staking rewards. Therefore, huge amount of electricity for computing is prevented. This helps to promote the sustainable development of the cryptocurrency industry.

Water Management

The principal usage of water resources is mainly based on general use by employees in the offices and for sanitary purposes. The Group relies on the fresh municipal water supply, so the Group does not encounter water stress issues such as sourcing water. Similarly, used water is discharged through the municipal sewage network. As the Group's expenses related to water consumption have been included as part of the rental expenses, it is not feasible to collect the water consumption data.

Although the Group's water consumption is insignificant due to the Group's office-based operations, the Group is determined to enhance water conservation. The Group has strengthened its employees' awareness of water conservation by posting reminders around the offices, reminding employees to minimise the use of water. The Group also reminds its employees to report leakage from water taps within the building premises should they encounter such incidents.

Waste Management

Given the Group's business nature, wastes generated in operation are primarily non-hazardous, consisting mainly of paper and domestic waste. The limited number of employees results in an insignificant amount and impact of waste disposal. Nevertheless, the Group has taken measures including replacing hard copies with electronic communication to reduce paper waste. Although waste disposal data is not currently available, it will be disclosed once data collection methods are improved in the future.

SUSTAINABILITY REPORT

SOCIAL

The Group has long maintained a conscious effort in ensuring compliance on socioeconomic aspects, which is crucial to being successful. Apart from setting up clear policies and procedures in advance to prevent potential infringement of related laws and regulations, the management of the Group also conducts regular reviews of these policies to revise and update them where necessary. Employees are encouraged to report any suspected cases of violation in laws and regulations. In FY2024, the Group did not identify any non-compliance with relevant material socio-economic laws and regulations, hence, achieving the target for FY2024 set out in FY2023. The Group aims to maintain this target for the forthcoming year.

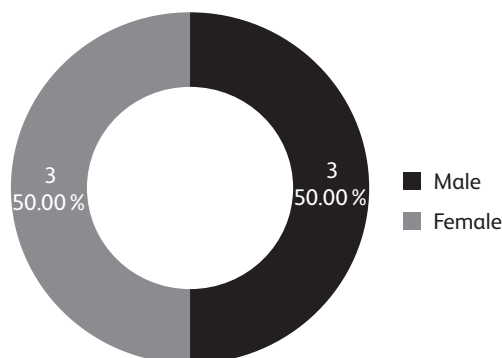
EMPLOYMENT PRACTICES

The Group acknowledges that the human resources is fundamental to its continuous development and therefore recognises the contribution and dedication of its employees. Employment policies are formally detailed in the Human Resources Policy Manual such that their rights are respected and protected. The Group also periodically reviews these policies and employment practices to ensure compliance with statutory standards and continuous improvement of its employment standards, practices and competitiveness against companies within industry.

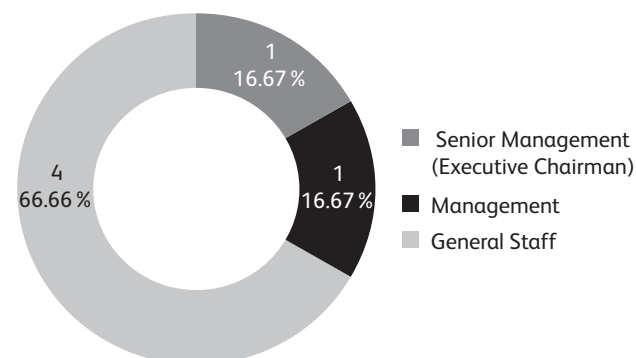
As at 31 December 2024, the Group employed a total of 6 full-time employees, including 5 based in Singapore and 1 based in Japan. These employees were permanent and fell within the age range of 30 to 50. In addition to its full-time employees, the Group engages blockchain information technology ("IT") engineers as independent contractors in FY2024. The contracted blockchain IT engineers were primarily tasked with operating the staking pools to support the Group's provision of staking services. Their work included managing the technical aspects of the staking infrastructure, ensuring its smooth operation and providing technical support as necessary.

The following graphs show the breakdown of the Group's employees by gender, employment category and geographical region as at 31 December 2024:

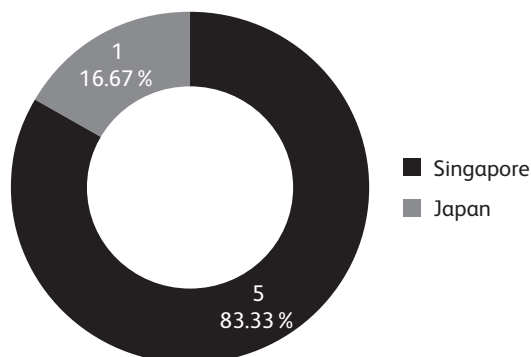
Employees by Gender



Employees by Employment Category



By Geographical Region



SUSTAINABILITY REPORT

In FY2024, there was 1 new hire and 1 resignation of employees, resulting in an overall rate of 16.67 % for both. The following table shows the breakdown of new employee hires and employee turnover by categories in FY2024:

Categories	New employee hires		Employee turnover	
	Number	Rate ³ (%)	Number	Rate ⁴ (%)
By Gender				
Male	1	33.33 %	1	33.33 %
Female	–	–	–	–
By Age Group				
Less than 30	–	–	–	–
30 – 50	1	16.67 %	1	16.67 %
Above 50	–	–	–	–
By Region				
Singapore	1	20.00 %	1	20.00 %
Japan	–	–	–	–

Notes:

3. The rate of new employee hires is calculated by the number of new employee hires in the category during the Reporting Year divided by the total number of employees in the category at the end of the Reporting Year.
4. The rate of employee turnover is calculated by the number of employees who left in the category during the Reporting Year divided by the total number of employees in the category at the end of the Reporting Year.

Recruitment and Remuneration

Employees are recruited based on their merits and potential under a robust and transparent recruitment system. Recruitment and promotional decisions are made independent of race, national origin, marital status, religion, political affiliation, age, sexual orientation, and disability. The Group has set a series of terms and conditions, regarding to rights and obligations imposed on its employees as specified in the letter of employment, including salary increments, working hours and rest days, etc. Currently, the Company's Remuneration Committee ("RC") does not practice linking of executive compensation to sustainability performance. But the RC will evaluate tying executive compensation to some form of ESG performance by 2026. All personal data of the employees and job applicants are safeguarded under the Group's Data Protection Policy. Unauthorised access, collection, use, disclosure, copying, modification, disposal or similar process are prohibited.

In addition to the leave entitlement stipulated in the Employment Act of Singapore, the Group is flexible in granting of leave to cater the needs of its employees. This includes marriage leave, examination leave, compassionate leave, etc. Employees are also entitled to other non-occupational medical and healthcare benefits such as outpatient medical and dental benefits. For employees who fall sick or require medical attention during working hours, employees are entitled to

medical attention at the Group's appointed clinic. Outside of working hours, the employee shall consult a doctor at a government out-patient dispensary or any registered medical practitioner nearest to his residential address. Such medical certificate shall be recognised, and the related medical fee shall be reimbursed upon production of the medical receipt. Employee benefits are clearly stated in the Human Resources Policy Manual.

Diversity and Equal Opportunity

The Group commits its focus on equality, inclusion, and diversity through maintaining a discrimination-free talent pool and work environment, where all employees are treated with the same degree of respect. The Group endeavours to instil a cooperative and collaborative workplace culture into all aspects of employment, including selection, job assignment, compensation, discipline, termination, and access to benefits and training. Employees are strongly encouraged to report any suspected cases to protect the rights and interests of each employee. Any forms of sexual harassment or abuse in the workplace will not be tolerated.

In FY2024, there were no incidents of non-compliance relating to discrimination, forced labour, child labour or freedom of association. The Group aims to maintain its current good practices of having zero related breach or incidents to continuing attracting high calibre employees in the forthcoming year.

SUSTAINABILITY REPORT

HUMAN CAPITAL DEVELOPMENT

The Group believes that well-trained employees are the foundation of the Group's professional service. In providing consultancy and solutions to clients in blockchain services and staking services, employees are taught the fundamental skills of the industry and the latest industry practices to provide customised and professional services to the client. For the staking service, all workers are not only trained with the technical skills, but also fully equipped with the responsibility for risk and compliance in the cryptocurrency transaction, in particular anti-money laundering, tax treatment and wallet operation. The Group has provided training and professional development programmes to all its employees, either internal on-job trainings or external trainings conducted by accredited institutions or organization, where applicable. Currently, training is conducted in-house or on an as-needed basis. Depending on business requirements, the Group aims to set a suitable minimum average training hours for its employees in the future.

OCCUPATIONAL HEALTH AND SAFETY

Employees are considered one of the most precious resources to us. The Group attaches great importance to providing a safe and secure workplace for its employees, customers and visitors. In FY2024, the Group did not record any workplace fatalities nor any high-consequence work-related injuries, achieving the target for FY2024 set out in FY2023. The Group aims to maintain the same record of zero workplace fatalities or high-consequence work-related injuries for the forthcoming year.

PRIVACY AND DATA SECURITY

Due to the Group's business nature includes the provision of staking service, it inevitably involves interaction in relation to personal information and data. Therefore, the Group attaches great importance to the privacy protection and data security to maintain its sustainable business operation and sound reputation. To prevent any cyber breach and adherence to local requirements and best practices, the Group reviews cybersecurity risk and control measures, related policies and procedures periodically. In FY2024, the Group did not receive any complaints concerning cyber breach nor identified incident relating to cybersecurity of the Group. The Group aims to maintain the record of zero cyber breach or related incident for the forthcoming year.

Furthermore, the Group has distributed related content pieces to its employees to ensure and maintain their awareness relating to cybersecurity, achieving the target for FY2024 set out in FY2023. The Group aims to also distribute related content pieces to its employees in the forthcoming year to ensure its employees stay abreast of the latest cybersecurity trend.

Customer Privacy

The Group endeavours to protect all sensitive information pertaining to its customers and to take reasonable measures to preserve the integrity of customers' data and prevent any loss of customers' data. The Group ensures that its employees have proper knowledge and support with regards to handling sensitive information.

The Group has also established and implemented internal control policies and procedures for access and handling of sensitive information. Data access is regularly monitored within the Group. Any internal access privileges to user data must be approved by authorised officer and the Group does not share user data nor is the platform used for advertising.

To further safeguard the customers' personal data privacy and the Group's confidential information, employees of the Group are required to sign a Non-Disclosure Agreement. All sensitive information pertaining to customers is protected by taking reasonable measures to preserve the integrity of customers' data and prevent any loss of it or corruption. The Group ensures that its employees have proper knowledge and support, regarding to handling sensitive information.

The Group has also implemented and routinely upgrades its firewall, anti-virus, and anti-spam solutions, include virus scanning software, web filtering appliances and email filtering services on each of the Group's computers to prevent leakage of confidential information. Status of network and backups are reviewed regularly to maintain the secure Internet traffic. All data and documents are encrypted in transit and at rest in the Group's databases. All electronic communication between users and the Group's system occurs through high-grade encryption.

During FY2024, the Group did not receive any complaints concerning breaches of customer privacy nor any identified leaks, thefts, or losses of customer data, achieving the target for FY2024 set out in FY2023. The Group aims to maintain the record of zero received complaint for the forthcoming year.

SUSTAINABILITY REPORT

PROCUREMENT

The Group has included the procedures of its procurement process for products and services into its delegation of authority to ensure that the Group's requirement is met. Apart from reviewing suppliers' basic information, the Group also considers the price offered, production and quality management system, possession of certifications, and compliance with relevant laws, regulations and standards during the supplier selection process. The Group evaluates and monitors the performance of its suppliers annually via published information, employee feedbacks and industry contacts to ensure their compliance with quality and service standards. Suppliers who fail to demonstrate good standards or fail to meet the Group's supplier selection criteria will be excluded from the list of suppliers for future engagements.

During the procurement process, the Group also factors in the environmental and social impact of its suppliers in the decision-making process. Where feasible, the Group will prioritise the selection of suppliers who give due consideration to managing and reducing its negative environmental and social impacts. The Group aims to maintain its robust procurement process to ensure product quality, while ensuring that the idea of sustainability is promoted further along its supply chain. The suppliers of the Group provide, but are not limited to, blockchain consulting projects, and staking services. In FY2024, all suppliers engaged by the Group have been reviewed through the said process.

To support the economy in Singapore where the Group mainly operates, suppliers based locally were given priority, accounting for over 98 % of the annual procurement budget. Due to the Group's business nature, procurement made was mainly related to IT or professional services. Local sourcing is one of the Group's strategies to help ensure stable supply and reduce communication costs.

SUSTAINABILITY REPORT

ESTABLISHED TARGETS

Targets for FY2024	Result
Zero incidents of non-compliance with relevant anti-corruption laws and regulations	✓
Zero incidents of non-compliance with relevant environmental laws and regulations that would have a material impact on the Group	✓
Zero incidents of non-compliance with relevant material socio-economic laws and regulations	✓
Zero incidents of non-compliance relating to discrimination, forced labour, child labour or freedom of association	✓
Zero workplace fatalities nor any high-consequence work-related injuries	✓
Zero complaints concerning cyber breach nor identified incident relating to cybersecurity of the Group	✓
Distribute related content pieces to its employees to ensure and maintain their awareness relating to cybersecurity	✓
Zero complaints concerning breaches of customer privacy nor any identified leaks, thefts, or losses of customer data	✓

Key:



Met target

The Group's initiatives, linked to sustainable development, have been effective in achieving the established targets, potentially enhancing our long-term financial performance. To strengthen our commitments, targets for future years have been set for each identified material topic, aiming to improve sustainability performance which is increasingly important for stakeholders and can influence investment decisions. The time horizons of the targets are defined as follows:

Short-term: 1 year (target year: 2025)

Medium-term: 2-5 years (target year: 2026-2029)

Long-term: >5 years (target year: beyond 2029)

Aspect	Target	Time Horizon
Economic		
Economic performance	Maintain zero incidents of non-compliance with relevant material socio-economic laws and regulations during the year.	Short-term
Governance		
Anti-corruption	Maintain zero incidents of non-compliance with relevant material anti-corruption laws and regulations during the year.	Short-term
	Provide annual training sessions on anti-corruption to directors and employees.	Long-term
	Review the Anti-bribery and Corruption Policy and Whistle-blowing Policy.	Medium-term

SUSTAINABILITY REPORT

Aspect	Target	Time Horizon
Environmental		
Environment	Maintain zero incidents of non-compliance with relevant environmental laws and regulations that would have a material impact on the Group during the year.	Short-term
	Track energy consumption on-site to enable strategies on reducing energy consumption to be set.	Medium-term
	Explore energy-efficient technologies to implement in operations.	Long-term
Climate	Report on scope 3 GHG emissions.	Medium-term
	Explore a more environmentally friendly business model.	Long-term
Social		
Employment practices	Maintain zero incidents of non-compliance relating to discrimination, forced labour, child labour or freedom of association during the year.	Short-term
	Maintain or lower the annual turnover rate comparing with FY2024 as the baseline year.	Medium-term
Human capital development	Develop a systematic training plan for employees.	Short-term
	Provide an average of 12 training hours per employee.	Medium-term
	Increase to an average of 20 training hours per employee.	Long-term
Occupational health and safety	Maintain zero workplace fatalities or any high-consequence work-related injuries during the year.	Short-term
	Implement an occupational health and safety management system.	Medium-term
	Facilitate employees' access to non-occupational medical and healthcare services to promote their health.	Long-term
Privacy and data security	Distribute related content pieces to its employees to ensure and maintain their awareness relating to cybersecurity.	Short-term
	Maintain zero complaints concerning cyber breach nor customer privacy	Medium-term
	Review cybersecurity risk and control measures, related policies and procedures.	Long-term
Procurement	Ensure that none of our key service providers were identified as having significant actual and potential negative environmental and social impacts.	Short-term

SUSTAINABILITY REPORT

SGX CONTENT INDEX

Primary Component	Section Reference
Material ESG factors	Materiality Assessment
Climate-related disclosures consistent with the recommendations of the Task Force on Climate-related Financial Disclosures	Climate Change Mitigation and Adaptation
Policies, practices and performance	<ul style="list-style-type: none"> • Economic; • Governance; • Environmental; and • Social
Targets	Established Targets
Sustainability reporting framework	About this Report – Reporting Framework
Board statement and associated governance structure for sustainability practices	<ul style="list-style-type: none"> • Board Statement; and • Sustainability Governance

SUSTAINABILITY REPORT

GRI CONTENT INDEX

Statement of Use	The Group has reported the information cited in this GRI content index for the period 1 January 2024 to 31 December 2024 with reference to the GRI Standards.
GRI 1 Used	GRI 1: Foundation 2021

GRI Standard	GRI Disclosure	Section/Explanation
GRI 2: General Disclosures 2021		
2-1	Organizational details	Corporate Information Sustainability Report – About OIO Holdings Limited
2-2	Entities included in the organization's sustainability reporting	Sustainability Report – About this Report
2-3	Reporting period, frequency and contact point	Sustainability Report – About this Report Sustainability Report – Contact Us
2-4	Restatements of information	None
2-5	External assurance	This Report has not been externally assured.
2-6	Activities, value chain and other business relationships	Annual Report – Operation and Financial Review
2-7	Employees	Sustainability Report – Employment Practices
2-8	Workers who are not employees	Sustainability Report – Employment Practices
2-9	Governance structure and composition	Annual Report – Corporate Governance Report Sustainability Report – Sustainability Governance
2-10	Nomination and selection of the highest governance body	Annual Report – Corporate Governance Report
2-11	Chair of the highest governance body	Annual Report – Corporate Governance Report
2-12	Role of the highest governance body in overseeing the management of impacts	Annual Report – Corporate Governance Report
2-13	Delegation of responsibility for managing impacts	Annual Report – Corporate Governance Report
2-14	Role of the highest governance body in sustainability reporting	Sustainability Report – Sustainability Governance
2-17	Collective knowledge of the highest governance body	Annual Report – Corporate Governance Report
2-19	Remuneration policies	Annual Report – Corporate Governance Report
2-20	Process to determine remuneration	Annual Report – Corporate Governance Report
2-27	Compliance with laws and regulations	Sustainability Report – Governance Sustainability Report – Environmental Sustainability Report – Social
2-29	Approach to stakeholder engagement	Sustainability Report – Stakeholder Engagement

SUSTAINABILITY REPORT

GRI Standard	GRI Disclosure	Section/Explanation
GRI 3: Material Topics 2021		
3-1	3-1 Process to determine material topics	Sustainability Report – Materiality Assessment
3-2	3-2 List of material topics	Sustainability Report – Materiality Assessment
3-3	3-3 Management of material topics	Sustainability Report – Materiality Assessment
GRI 201: Economic Performance 2016		
201-1	Direct economic value generated and distributed	Statements of Financial Position
GRI 204: Procurement Practices 2016		
204-1	Proportion of spending on local suppliers	Sustainability Report – Procurement
GRI 205: Anti-corruption 2016		
205-3	Confirmed incidents of corruption and actions taken	Sustainability Report – Anti-corruption
GRI 302: Energy 2016		
302-1	Energy consumption within the organization	Sustainability Report – Energy Consumption and GHG Emissions
GRI 303: Water and Effluents 2018		
303-1	Interactions with water as a shared resource	Sustainability Report – Water Management
GRI 305: Emissions 2016		
305-1	Direct (Scope 1) GHG emissions	Due to the Group's business nature, no fuel is consumed during operation, hence disclosure of direct (Scope 1) GHG emissions is not applicable.
305-2	Energy indirect (Scope 2) GHG emissions	Sustainability Report – Energy Consumption and GHG Emissions
GRI 401: Employment 2016		
401-1	New employee hires and employee turnover	Sustainability Report – Employment Practices
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	Sustainability Report – Employment Practices
GRI 403: Occupational Health and Safety 2018		
403-9	Work-related injuries	Sustainability Report – Occupational Health and Safety
GRI 418: Customer Privacy 2016		
418-1	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Sustainability Report – Customer Privacy

CORPORATE GOVERNANCE REPORT

The board of directors (the “**Board**” or “**Directors**”) of OIO Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) are strongly committed to high standards of corporate governance which are essential to the stability and sustainability of the performance of the Company and its subsidiaries, promotion of corporate transparency, accountability and integrity of the Group, protection of the interests of the Company’s shareholders (“**Shareholders**”) and maximisation of long-term shareholder value.

The Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) requires all listed companies to describe in their annual reports, their corporate governance practices, with specific reference to the principles and/or provisions as set out in the Code of Corporate Governance 2018 (the “**Code 2018**”).

The Company is pleased to report on its corporate governance processes and activities as required by the Code 2018 (“**Report**”). For ease of reference, sections of the Code 2018 under discussion in this Report are specifically identified. However, this Report should be read as a whole as other sections of this Report may also have an impact on the specific disclosures.

The Board confirmed that for the financial year ended 31 December 2024 (“**FY2024**”), the Company has generally adhered to the principles and provisions as set out in the Code 2018, save as otherwise explained below. The Company is also guided by the Practice Guidance which was issued to complement the Code 2018 and which sets out best practice standards for companies.

BOARD MATTERS

THE BOARD’S CONDUCT OF AFFAIRS

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

Our Policy and Practices:

The principal functions of the Board, apart from its statutory responsibilities, are:

- Reviewing and approving the corporate policies, strategies, budgets and financial plans of the Company;
- Monitoring financial performance, including approval of the full year and interim financial reports of the Company;
- Approving major investment and funding decisions;
- Reviewing the evaluation process on the adequacy of internal controls, risk management, financial reporting and compliance;
- Overseeing the business and affairs of the Company, establishing the strategies and financial objectives to be implemented by the Management and monitoring the performance of the Management;
- Identifying the key stakeholder groups whose perceptions affect the Company’s reputation;
- Setting the Company’s values and standards, and ensuring that obligations to shareholders and other stakeholders are understood and met;
- Considering sustainability issues such as environmental and social factors, as part of its strategic formulation;
- Provide entrepreneurial leadership, set strategic aims and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- Establish a framework of prudent and effective controls which enables the identification, assessment and management of risks, including safeguarding of Shareholders’ interests and the Group’s assets; and
- Provide oversight of the proper conduct of the Group’s business and assume responsibility for corporate governance.

CORPORATE GOVERNANCE REPORT

Majority of the Board is made up of Independent Directors who are independent of the Management and substantial shareholders.

The Board recognises the importance of appropriate orientation training and continuing education for its Directors. Every Executive Director receives appropriate training to develop individual skills in order to discharge his duties. The Group also provides information about its history, mission and values to the Directors. The Directors may, at any time, be briefed on the blockchain business in order to gain a better understanding of the business operations. There are also update sessions to inform the Directors on new legislations and/or regulations which are relevant to the Group's business activities and operations. Changes to regulations and accounting standards are monitored closely by the Management. To keep pace with regulatory changes, where these changes have an important bearing on the Company's or Directors' disclosure obligations, Directors are to be briefed at the Board meetings.

All the Directors are informed and encouraged to attend seminars, courses and other programmes, particularly on relevant new laws, regulations and changing commercial risks, from time to time, in order to discharge their duties as directors. The training programmes are conducted by the SID, the SGX-ST, business and financial institutions and consultants in areas such as accounting, legal and industry specific knowledge, where appropriate, in connection with their duties. They also attended briefings on the roles and responsibilities as directors of a listed company in Singapore. All the costs are borne by the Company.

Newly-appointed Directors will be briefed on the business and organisation structure of the Group and its strategic plans and objectives. Directors may, at any time, request for further explanations, briefings or informal discussions on any aspect of the Group's operations or business issues from the Management. The Company will also provide training within one year from the date of appointment for any Director who has no prior experience as a director of a Singapore public listed company as prescribed by the SGX-ST under Rule 406(3)(a) and Practice Note 4D of the Catalist Rules.

With effect from 1 February 2024, a first-time director with no prior experience as a director of a listed company will be required to attend one of the mandatory training programmes specified under Practice Note 4D of the Catalist rules within one year from the date of appointment to the board.

All the Board members directors have completed the mandated sustainability training course as required by the enhanced SGX sustainability reporting rules in FY2022.

As at the date of this Report, the Board comprises the following members, all of whom have the appropriate core competencies and diversity of experience needed to enable them to effectively contribute to the Group.

Yusaku Mishima	–	Executive Chairman
Foo Kia Juah	–	Lead Independent Non-Executive Director
Goh Li-Lin, Gillian	–	Independent Non-Executive Director (appointed on 10 June 2024)
Tee Hian Chong	–	Independent Non-Executive Director
Chong Kah Nam	–	Independent Non-Executive Director (resigned on 31 May 2024)

Every company should be headed by an effective Board to lead and control the company. The Board understands the Group's business as well as its duties and is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board. The Board oversees the Management of the Company. It focuses on strategies and policies, with particular attention paid to growth and financial performance. It delegates the formulation of business policies and day-to-day management to the Executive Chairman.

Every Director is expected, while carrying out his duties, to act in good faith to provide insights and objectively take decisions in the interest of the Company. Any Director facing a conflict of interests will recuse himself from discussions and decisions involving the issue of conflict.

To assist the Board in the execution of its responsibilities, various Board committees, namely, the Audit Committee ("AC"), Nominating Committee ("NC") and Remuneration Committee ("RC") that are headed by Independent Directors, have been established and delegated with certain functions. The chairman of the respective committees will report to the Board on the outcome of the committee meetings and their recommendations on the specific agendas mandated to the committees by the Board. Further details of the scope and functions of the various committees are provided below in this Report.

CORPORATE GOVERNANCE REPORT

The Board holds at least four scheduled meetings each year to review and deliberate on the key activities and business strategies of the Group, including significant acquisitions and disposals, annual budget, financial performance and to endorse the release of the quarterly and annual financial results. Where necessary, additional meetings are held to address significant transactions or issues arising from the business operations of the Group.

The Constitution of the Company provides for Directors to conduct meetings by teleconferencing, videoconferencing, audio-visual or other electronic means of communication. When a physical meeting is not possible, timely communication with members of the Board can be achieved through electronic means. The Board and Board Committees may also make decisions through circulating resolutions.

The attendance of the Directors at meetings of the Board and the Board committees during FY2024 is tabulated below:–

	Board	Audit Committee	Nominating Committee	Remuneration Committee
Total number of meetings held	4	4	1	1
Number of meetings attended by respective directors				
Executive Director				
Mr Yusaku Mishima	4	4*	1*	1*
Independent Directors				
Mr Foo Kia Juah	4	4	1	1
Mr Tee Hian Chong	4	4	1	1
Ms Goh Li-Lin, Gillian	2	2	0	0
Mr Chong Kah Nam	2	2	1	1

* By Invitation

(1) Mr. Chong Kah Nam ceased to be Independent Non-Executive Director with effect from 31 May 2024.

(2) Ms Goh Li-Lin Gillian was appointed as the Independent Non-Executive Director of the Company on 10 June 2024

When a Director has multiple board representations, the NC also considers whether or not the Director is able to and has adequately carried out his duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. In support of their candidature for directorship or re-election, Directors are to provide the NC with details of their other commitments and an indication of the time involved. In addition, Directors should consult the NC before accepting any new appointments as directors. The NC has addressed the competing time commitments faced by Directors serving on multiple boards and is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations. The Board has determined that a Director may hold up to 5 listed company board representations. None of the Directors of the Company sits on the boards of any other listed companies.

The profile of each Director and other relevant information as at the date of this Report are set out on pages 7 to 8 of the Annual Report. All Directors objectively always discharge their duties and responsibilities as fiduciaries in the interest of the Company.

Material matters which specifically require the Board's decision or approval are clearly communicated with the Management in writing which include the following corporate matters:

- (i) Announcement of financial statements;
- (ii) Interested persons transactions;
- (iii) Declaration of interim dividends and proposal of final dividends;
- (iv) Convening of shareholders' meetings;
- (v) Change in business direction;

CORPORATE GOVERNANCE REPORT

- (vi) Share issuance and corporate or financial re-structuring;
- (vii) Authorisation of merger and acquisition transactions; and
- (viii) Authorisation of major transactions.

The Board is provided with adequate and timely information prior to Board meetings and on an on-going basis and Board papers are distributed in advance of each meeting to enable the Directors to make informed decisions and discharge their duties and responsibilities. The Company circulates copies of the minutes of the meetings of all board committees to all members of the Board to keep them informed of on-going developments within the Group.

The Directors have separate and independent access to the Company's Senior Management, the Company Secretary, and external advisers (where necessary) at the Company's expense. Should the Directors, whether as a group or individually, require independent professional advices, such professionals (who will be selected with the approval of the Board Chairman or the Chairman of the Committees requiring such advice) will be appointed at the Company's expenses.

The Company Secretary attends the Company's Board, AC, RC and NC meetings and is responsible for ensuring that Board procedures are followed. The Company Secretary's role is also to advise the Board on governance matters and to assist the Board in ensuring that the Company complies with rules and regulations which are applicable to the Company. The appointment and removal of the Company Secretary are subject to the approval of the Board as a whole.

BOARD COMPOSITION AND GUIDANCE

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

The Board currently has four (4) Directors comprises one (1) Executive Chairman and three (3) Independent Non-Executive Directors.

The Board is supported by various board committees, namely, the NC, AC and RC whose functions are described below. The non-executive directors have been able to exercise objective judgement independently from Management and substantial shareholders and no individual or small group of individuals dominate the decisions of the Board.

The Board has adopted the Code 2018's criteria of an independent director in its review. An "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the directors' independent business judgment in the best interests of the Company.

As such, the Board has a strong and independent element with majority of the Board being made up of independent and non-executive Directors.

As the Chairman of the Board is not independent, the Company fulfils the Code 2018's requirements with a majority of the Board being made up of Independent Non-executive Directors. The Company also believes that the Independent Directors should be selected for their diverse expertise so that they can provide a balance of views.

The Group recognises and embraces the importance and benefits of having a diverse Board to enhance the quality of its performance. The Board believes that board diversity is more than just about gender diversity and embraces other factors such as a need for individuals from all backgrounds, skill-sets, life experiences, abilities and beliefs for a better Board performance. As required under the Catalist Rule 710A and the Code 2018, the Company has adopted a board diversity policy (the "**Board Diversity Policy**") that addresses the balance of gender, skills and experience, and any other relevant aspects of diversity, to enhance and strengthen the quality of the Board's composition, and to enable balanced and well-considered decisions to be made in the interest of the Group.

CORPORATE GOVERNANCE REPORT

In reviewing the Board's composition, Board diversity has been considered from a number of aspects included: gender, age, background, experience, skills, knowledge, independence, and length of service. The Board's current composition are as follows:

Diversity of Board	Number of Directors
<u>Board Independence:</u>	
Independent Directors	3
Non-independent Director	1
<u>Age Group:</u>	
30-39 years old	1
40-49 years old	1
50-59 years old	1
60-69 years old	0
70-79 years old	1
<u>Gender:</u>	
Male	3
Female	1
<u>Length of Service:</u>	
Less than 9 years	4
More than 9 years	0

The current Board comprises of members with the following core competences:

- Accounting and corporate finance
- Business development and management
- Sales and strategic planning
- Risk management
- Relevant industry knowledge or experience

The Board considers that the present composition of the Board and of each Board Committee provides an appropriate balance and mix of skills, knowledge, experience and other aspect of diversity such as age, taking into account the nature and scope of the Group's operations, requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees. The Board also considers the current size of the Board and of each Board Committee ideal for effective debate and decision making.

There is currently one (1) female director on the Board, who is a member of the NC and RC as well as the Chairman of the AC. The Group has achieved its target, as stated in the Group's Annual Report for the financial year ended 31 December 2023 ("FY2023") of having at least one (1) female director on the Board by 2026 to ensure the diversity would enhance the long-term success of the Group. The objective of the policy is to avoid groupthink and foster constructive debate and ensure that composition is optimal to support the Group's needs in the short and long term.

CORPORATE GOVERNANCE REPORT

The NC will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval.

The independence of each Independent Director will be reviewed annually by the NC and the Board. Each independent director is required to complete a checklist annually to confirm his independence based on the provisions as set out in the Code 2018. The independence of any director who has served on the Board beyond nine years from the date of his first appointment will be subject to more rigorous review. The NC and the Board are of the view that all its Independent Non-Executive Directors have satisfied the criteria of independence as a result of its review.

On 11 January 2023, Singapore Exchange Regulation (SGX RegCo) announced the change of Listing Rules to limit to nine years the tenure of independent directors (IDs) serving on the boards of listed companies and to remove with immediate effect the two-tier vote mechanism for listed companies to retain long-serving IDs who have served for more than nine years.

There is no Independent Director who has served on the Board beyond nine (9) years from the date of his first appointment.

The Board of the Company comprises the following Directors: –

Name of Director	Current Position held on the Board	Date of first appointment to the Board	Date of last re-election as Director	Nature of appointment
Yusaku Mishima	Executive Chairman	12.12.2019	26.04.2024	Executive/Non-Independent
Foo Kia Juah	Lead Independent Director	12.12.2019	27.04.2023	Non-Executive/Independent
Goh Li-Lin, Gillian	Director	10.06.2024	NA	Non-Executive/Independent
Tee Hian Chong	Director	12.12.2019	26.04.2024	Non-Executive/Independent

The NC is of the view that the Board has the requisite blend of expertise, skills and attributes to oversee the Group's business. Collectively, they have competencies in areas which are relevant and valuable to the Group, such as accounting, corporate finance, business development, management, sales and strategic planning. In particular, the Executive Chairman has extensive and in-depth knowledge of the Blockchain industry. Some Directors have relevant financial management experiences while other Directors have experiences and knowledge in business development and strategic planning. The NC considers that the Board's present size is adequate for effective debate, strategic decision-making and in exercising accountability to Shareholders and delegating authority to the Management, considering the nature and scope of the Group's operations. As the Group's activities continue to grow, the NC will continuously review the composition of the Board so that it will have the necessary competencies to be effective in relation to its business plans/strategies.

The profiles of each of the Directors are provided on pages 7 to 8 of this Annual Report. Accordingly, the current Board comprises persons who as a group, have core competencies necessary to lead and oversee the Company.

The Non-Executive Directors are also involved in reviewing the corporate strategies, business operations and practices of the Group, as well as reviewing and monitoring the performance of Management in achieving agreed goals and objectives. The Non-Executive Directors do confer with the external and internal auditors at least once a year and whenever necessary to discuss issues without the presence of Management.

The Independent Directors will meet or communicate amongst themselves without the presence of the Management and provide feedback to the Management following the meeting. The current Independent Directors have met up with the external and internal auditors once without the presence of Management during FY2024.

CORPORATE GOVERNANCE REPORT

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

Mr Yusaku Mishima, the Executive Chairman of the Company is responsible for formulating corporate strategies, oversee the overall management of the Group, leading the Group's marketing and business development activities as well as ensuring the smooth operation of the Group. There is no chief executive officer being appointed currently.

The Board is of the view that as all major decisions are made in consultation with the Board and with the establishment of the three Board Committees, there are adequate safeguards in place to ensure accountability and unfettered decision-making, as well as to prevent an uneven concentration of power and authority in a single individual.

The Chairman, in consultation with the Board, ensures:

- (i) leading the Board to ensure its effectiveness on all aspects of its role;
- (ii) setting the agenda and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- (iii) promoting a culture of openness and debate at the Board;
- (iv) ensuring that the Directors receive complete, adequate and timely information;
- (v) ensuring effective communication with Shareholders;
- (vi) encouraging constructive relations within the Board and between the Board and the Management;
- (vii) facilitating the effective contribution of Non-Executive Directors;
- (viii) encouraging constructive relations between Executive Chairman and Non-Executive Directors; and
- (ix) promoting high standards of corporate governance.

In view that the Executive Chairman is not being regarded as independent, Mr Foo Kia Juah as Lead Independent Non-Executive Director will be available to Shareholders where they have concerns for which contact through normal channels of communication with the Executive Chairman or Management are inappropriate or inadequate. In addition to the above, when it is necessary, the Independent Directors shall meet without the presence of the Executive Chairman and the Lead Independent Non-Executive Director shall provide feedback to the Executive Chairman after such meetings. Shareholders can send their enquiries through email at fookj@oio.sg.

To enhance and encourage communication, Shareholders and investors can send their enquiries through email at investor.relations@oio.sg.

BOARD MEMBERSHIP

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

The NC comprises the following members, all of whom are Non-Executive and Independent.

Mr Foo Kia Juah	(Chairman of NC and Lead Independent Non-Executive Director)
Mr Tee Hian Chong	(Member and Independent Non-Executive Director)
Ms Goh Li-Lin, Gillian	(Member and Independent Non-Executive Director)

CORPORATE GOVERNANCE REPORT

The NC's key terms of reference, describing its responsibilities, include:-

- (a) Reviewing and recommending the appointment and re-appointment of the Directors having regard to the Director's contribution and performance, including attendance, preparedness and participation;
- (b) Determining on an annual basis whether or not a Director is independent in accordance to the Code 2018;
- (c) Reviewing the training and professional development programs for the Board;
- (d) Reviewing a Director's multiple board representations on various companies and deciding whether or not such Director is able to and has been adequately carrying out his duties as director;
- (e) Deciding on how the Board's performance is to be evaluated and proposing objective performance criteria subject to the approval by the Board; and
- (f) The review of succession plans for the Company's Directors, in particular, the appointment and/or replacement of the Executive Chairman and key management personnel.

The NC leads the process and makes recommendations to the Board for the selection and approval of appointment of new Directors as follows:

- (i) reviewing and approving key executive employment of related persons and proposed terms of their employment;
- (ii) evaluates the balance of skills, knowledge and experience on the Board and, in the light of such evaluation and in consultation with the Management, prepares a description of the role and the essential and desirable competencies for a particular appointment;
- (iii) while existing Directors and the Management may make suggestions, seeks external help where necessary to source for potential candidates;
- (iv) meets with short-listed candidates to assess their suitability and to ensure that the candidate(s) are aware of the expectations and the level of commitment required; and
- (v) makes recommendations to the Board for approval.

At present, no alternate Director has been appointed to the Board.

The NC's assessment of the independence of a Director is guided by the Code 2018 and takes into account factors such as relationship with the Company, its related corporations, its substantial shareholders or its officers and whether these relationships interfere with his business judgements. The NC has reviewed the independence of Mr Foo Kia Juah, Mr Tee Hian Chong and Ms Goh Li-lin, Gillian and is satisfied that there are no relationships which would deem any of them not to be independent.

Regulations 104 and 106(1) of the Constitution of the Company provide that one-third of the Directors (or, if their number is not three or a multiple of three, the number nearest one-third) shall retire from office by rotation and are eligible for re-election at each annual general meeting ("AGM"). All Directors are required to retire from office at least once in every three (3) years. Newly appointed Directors shall hold office only until the next AGM and are eligible for re-election at the AGM pursuant to Regulation 114 of the Constitution of the Company. Shareholders approve the election and re-election of Board members at the AGM.

The NC also determines whether a Director with multiple board representations is able to and has been adequately carrying out his duties as a Director of the Company. The NC takes into account the results of the assessment undertaken in relation to the effectiveness of the individual Director and the respective Director's actual conduct on the Board. The NC is satisfied that all the Directors have been able to and have adequately carried out their duties as Director notwithstanding their multiple board representations. NC also noted that none of the Directors hold board representations in other listed companies.

CORPORATE GOVERNANCE REPORT

The NC and the Board are of the view that a Director may hold up to 5 listed company board representations. The NC and the Board are of the view that multiple board representations may be beneficial as these widen the experience of the Directors and broaden the perspective of the Directors and the Board.

The NC assesses and recommends to the Board the retiring directors to be re-elected at the forthcoming AGM, having regard to their contribution and performance.

The NC has recommended and the Board has agreed for the following directors to retire and seek for re-election at the forthcoming AGM:

- a) Mr Foo Kia Juah (retiring under Regulation 104 of the Constitution of the Company); and
- b) Ms Goh Li-Lin, Gillian (retiring under Regulation 114 of the Constitution of the Company).

Mr Foo Kia Juah will, upon re-election as the Lead Independent Non-Executive Director of the Company, continue to serve as the Chairman for the Nominating Committee and the Remuneration Committee as well as a member of the Audit Committee and he will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

Ms Goh Li-Lin, Gillian, will, upon re-election as the Independent Non-Executive Director of the Company, continue to serve as the Chairman for the Audit Committee as well as a member of the Nominating Committee and Remuneration Committee and she will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

Each member of the Nominating Committee will not participate and shall abstain from voting on any resolutions in respect of the assessment of his performance or re-nomination as director of the Company. In the event that any member of the Nominating Committee has an interest in a matter being deliberated upon by the Nominating Committee, he will abstain from participating in the review and approval process relating to that matter.

Particulars of Directors pursuant to the Code 2018:

Name of Director	Professional Membership/Qualifications	Board Appointment Executive/Non-Executive	Board Committees as Chairman or Member	Directorship/Chairmanship in other listed companies in Singapore	Other Principal Commitments
Yusaku Mishima	International Baccalaureate and Bachelor of Science in Biochemistry with minor in Economics	Chairman and Executive	–	–	–
Foo Kia Juah	Honours degree in Government & Public Administration	Independent Non-Executive	Chairman: Remuneration Committee and Nominating Committee Member: Audit Committee	–	– Bin Keow Brickworks Pte. Ltd. – Bin Keow Industrial Pte. Ltd.
Goh Li-Lin, Gillian	Master of Business Administration (Banking and Finance) and Bachelor of Business (Banking and Finance)	Independent Non-Executive	Chairman: Audit Committee Member: Remuneration Committee and Nominating Committee	–	– CGS International Securities Singapore Pte. Ltd.

CORPORATE GOVERNANCE REPORT

Name of Director	Professional Membership/ Qualifications	Board Appointment Executive/ Non-Executive	Board Committees as Chairman or Member	Directorship/ Chairmanship in other listed companies in Singapore	Other Principal Commitments
Tee Hian Chong	Bachelor of Business Administration	Independent Non-Executive	Member: Audit Committee as well as Remuneration Committee and Nominating Committee	–	– Eightyeight Solutions Pte. Ltd. – The Balance Coq Pte. Ltd.

BOARD PERFORMANCE

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

The NC is responsible for assessing the effectiveness of the Board as a whole and its Board Committees, as well as the contribution of each individual Director to the effectiveness of the Board and has adopted the guidelines for formal annual assessment of such. The NC has performed this formal annual assessment for FY2024. All NC members have abstained from the voting or review process of any matters in connection with the assessment of his performance.

The NC has also established a review process and proposed performance criteria set out in assessment checklists which are approved by the Board. These performance criteria will not be changed from year to year and where circumstances deem it necessary for any of the criteria to be changed, the onus will be on the Board to justify such changes.

The NC takes into consideration the following measures and evaluation tools in its assessment of competing time commitments of Directors:

- Declarations by individual Directors of their other listed company board directorships and principal commitments;
- Annual confirmations by each Director on his/her ability to devote sufficient time and attention to the Company's affairs, having regard to his/her other principal commitments; and
- Periodic assessment of the individual Directors' performance based on the criteria set out in assessment checklists for the Board evaluation.

The NC has reviewed the overall performance of the Board in terms of its role and responsibilities and the conduct of its affairs as a whole and the individual Directors' performance, for FY2024 and is of the view that the performance of the Board as a whole, the Board Committees and each individual Director, have been satisfactory and the Board has met its performance objectives.

The NC has full authority to engage external facilitator to assist the NC to carry out the evaluation process, if the need arises. The NC has not appointed any external facilitator for the evaluation process in FY2024.

CORPORATE GOVERNANCE REPORT

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

The RC comprises entirely of non-executive Directors, all of whom, including the Chairman, are independent:–

Mr Foo Kia Juah	(Chairman of RC and Lead Independent Non-Executive Director)
Mr Tee Hian Chong	(Member and Independent Non-Executive Director)
Ms Goh Li-Lin, Gillian	(Member and Independent Non-Executive Director)

The principal functions of the RC, regulated by written terms of reference and undertaken by the RC during FY2024, include the following:

- (a) To recommend to the Board all matters relating to the specific remuneration packages, including but not limited to directors' fees, salaries, allowances, bonuses and benefits-in-kind, of the Directors and key management personnel as well as to ensure the termination terms are fair;
- (b) To review and ensure that the remuneration framework of the Directors and key management personnel should be aligned with the long-term interest and risk policies of the Company;
- (c) To structure a significant and appropriate proportion of Executive Chairman's and key management personnel's remuneration to link rewards to corporate and individual performances. Such remuneration should also be aligned with the interests of shareholders and promote the long-term success of the Company; and
- (d) To review and ensure that the remuneration of Non-Executive Directors should be appropriate to the level of contribution, taking into account factors such as effort and time spent and responsibilities of the directors and they should not be over-compensated to the extent that their independence may be compromised.

The RC is responsible for ensuring a formal and transparent procedure for developing an appropriate executive remuneration policy and a competitive framework. The RC has recommended to the Board a framework of remuneration which covers various aspects of remuneration, including but not limited to, directors' fees, salaries, allowances, bonuses, and benefits-in-kind, and the specific remuneration packages for the Executive Chairman and key management personnel in order to retain and motivate each of them to run the business and operations successfully.

The RC's recommendations are submitted for endorsement by the entire Board. No Director is involved in deciding his own remuneration. The Company has not engaged any remuneration consultants to seek advice on matters during FY2024. External remuneration consultant's advice will be sought, where necessary, when a major remuneration review is conducted.

Each member of the RC will abstain from voting on any resolutions in respect of his remuneration package.

LEVEL AND MIX OF REMUNERATION

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

In recommending a remuneration framework, the RC considers the performance of the Group as well as the Directors and key management personnel, aligning their interests with those of Shareholders and linking rewards to corporate and individual performance as well as industry benchmarks.

The remunerations of the Non-Executive Directors and Independent Directors are set out in accordance with a framework comprising basic directors fees and Board Committees' fees. In determining the quantum of such fees, factors such as frequency of meetings, time spent, and responsibilities of Directors are taken into account. Directors' fees are paid subject to approval of Shareholders at each Annual General Meeting.

CORPORATE GOVERNANCE REPORT

There are no contractual provisions to allow the Company to reclaim incentive components of remunerations from the Executive Chairman and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss. The Executive Chairman owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Chairman in the event of such breach of fiduciary duties.

The Company had also entered into separate service agreement with the Executive Chairman, Mr. Yusaku Mishima in which the terms of his employment are stipulated. His initial term of employment is for a period of three (3) years from the date of his appointment, being 7 April 2021, and thereafter, his employment is renewed annually subject to termination clauses in the service agreement. The service agreement may be terminated by either party by giving not less than six (6) months' prior written notice.

The Non-Executive Directors (including the Independent Directors) are paid a base fee. An additional fee can be paid to Non-Executive Directors for serving on any of the board committees. Such fees are pro-rated if a Director serves for less than one (1) year. The Directors' fees are subject to approval by Shareholders at the AGM.

The Company has adopted the Employee Share Option Scheme (the "**ESOS**") on 19 June 2018 prior to its listing on the Catalist board of the SGX-ST. The ESOS shall be administered by the RC. The purpose of the ESOS is to provide an opportunity for full-time employees of the Group (including Executive Directors) and Non-Executive Directors (including Independent Directors), including those who may be controlling shareholders, who have met performance targets (the "**Selected Person**") to participate in the equity of the Company (in addition to cash bonuses) to motivate them towards greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services. The ESOS, which forms an integral and important component of a compensation plan, is designed to primarily reward and retain employees whose services are vital to the success of the Group. Provided always that the aggregate number of the shares arising from ESOS (including PSP and other share option schemes of the Company) shall not exceed 15% of the total number of issued Shares of the Company from time to time, the Selected Person would receive the same benefit from a contingent award under the scheme ("**Award**") in respect of fewer shares as they would receive if share options were granted instead of a larger number of shares. The ESOS would therefore allow the Company to provide the incentive to employees while reducing the dilutive effect on shareholders.

Under the rules of the ESOS, the options that are granted may have exercise prices that are, at the RC's discretion, set at the price ("**Market Price**") equal to the average of the last dealt prices for the Company's ordinary shares ("**Shares**") on the Catalist for the five consecutive trading days immediately preceding the relevant date of grant of the relevant option, or (provided that Shareholders' approval is obtained in a separate resolution) at a discount to the Market Price (subject to a maximum discount of 20% or such other percentage or amount as may be determined by the RC and as permitted by the SGX-ST). Options granted under the ESOS which are fixed at the Market Price may be exercisable at any time by the participant after the first anniversary of the date of grant of that option while options granted at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the ESOS will have a life span of ten (10) years. The options may be exercisable in whole or in part, on payment of the exercise price. Since its adoption till the date of this report, no option has been granted under the ESOS.

In addition to the ESOS, the Company has adopted the Performance Share Plan (the "**PSP**") on 19 June 2018 prior to its listing on the Catalist board of the SGX-ST. The PSP was implemented to complement the ESOS and to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to promote higher performance, goals and recognise exceptional performance. The purpose of adopting the PSP is to give the Company greater flexibility to align the interests of employees, especially key executives, with the interests of Shareholders. The PSP is managed by the RC, being Foo Kia Juah, Tee Hian Chong and Goh Li-Lin, Gillian. The awards granted under the PSP allow a participant to receive fully-paid Shares free of consideration upon achieving the performance target(s) prescribed by the RC at its absolute discretion. The selection of a participant and the number of Shares which are the subject of each award granted to a participant in accordance with the PSP shall be determined at the absolute discretion of the RC. RC plans to exercise this discretion judiciously, taking into account criteria such as his rank, job performance, years of service and potential for further development, his contribution to the success and development of the Company and the extent of effort required to achieve the performance target within the performance period.

CORPORATE GOVERNANCE REPORT

As at 31 December 2024, details of the performance shares granted under the PSP to the following employees of the Company are as below: –

Participant	Awards granted during the financial year	Awards released/ (forfeited) during the financial year	Aggregate awards granted since commencement to end of financial year	Aggregate awards released since commencement to end of financial year	Aggregate awards not released as at end of financial year
Taku Edatsune (Former employee – Head of Finance and Administration)	–	–	186,415	186,415	–
Yusaku Mishima ⁽¹⁾ (Executive Chairman)	1,000,000	600,000	1,924,687	924,687	1,000,000
Total	1,000,000	600,000	2,111,102	1,111,102	1,000,000

Note:

(1) On 30 May 2024, the Company announced total awards of 1,000,000 shares to Mr Yusaku Mishima (Executive Chairman) under the performance share plan, to be vested on 30 May 2025. The Company also allotted and issued 600,000 new ordinary shares on 23 May 2024 to Mr Yusaku Mishima.

None of the PSP participants are controlling shareholders and their associates or receive 5 % or more of the total number of performance shares available under the PSP. No PSP were granted to directors and employees of the parent company and its subsidiaries or granted at a discount during FY2024.

In setting remuneration packages, the Company keeps in mind the pay and employment conditions within the industry and in peer companies. The level and structure of remuneration should be aligned with the Company's long-term interest and risk policies and appropriate to attract, retain and motivate the Directors and the key management personnel to respectively provide good stewardship of the Company and manage the Company effectively. If required, the Company will engage professional advice to provide guidance on remuneration matters.

DISCLOSURE ON REMUNERATION

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

Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.

A breakdown showing the level and mix of the remuneration of the Directors paid or payable by the Group, in respect of FY2024 is as follows:

Name	Base/Fixed Salary S\$ (%)	Performance Related Income (Performance Shares) S\$ (%)	Directors' Fees 2024 ⁽¹⁾ S\$ (%)	Benefit-in-kind S\$ (%)	Total S\$ (%)
Mr Yusaku Mishima	130,000 (78.8)	35,000 (21.2)	–	–	165,000 (100.0)
Mr Foo Kia Juah	–	–	51,600 (100.0)	–	51,600 (100.0)
Mr Chong Kah Nam ⁽²⁾	–	–	22,500 (100.0)	–	22,500 (100.0)
Mr Tee Hian Chong	–	–	48,000 (100.0)	–	48,000 (100.0)
Ms Goh Li-Lin, Gillian ⁽³⁾	–	–	33,750 (100.0)	–	33,750 (100.0)

CORPORATE GOVERNANCE REPORT

Note:

- (1) In respect of FY2025, the amount of Directors' Fees proposed to be payable to the Independent Non-Executive Directors are subject to the approval of Shareholders at the forthcoming AGM.
- (2) Mr. Chong Kah Nam ceased to be Independent Non-Executive Director with effect from 31 May 2024.
- (3) Ms. Goh Li-Lin, Gillian was appointed as the Independent Non-Executive Director of the Company on 10 June 2024.

The remuneration of the Key Management Personnel for the financial year 31 December 2024 is as follows:

Name of Key Executive	Remuneration band	Salary	Performance-related income (Performance Shares)	Others ⁽¹⁾
Mr Wong Han Siang ⁽²⁾	Below S\$250,000	82.2 %	–	17.8 %
Mr Ho Chor Yau ⁽³⁾	Below S\$250,000	100.0 %	–	–

Notes:

- (1) Encashment of unutilised annual leave.
- (2) Mr Wong Han Siang ceased to be Group Financial Controller with effect from 1 May 2024.
- (3) Mr Ho Chor Yau was appointed as the Group Financial Controller with effect from 2 May 2024.

The aggregate remuneration paid to the above Key Management Personnel of the Group (excluding the Directors) in FY2024 amounted to S\$223,251.

The Executive Chairman and key management personnel are not entitled to any benefits upon termination, retirement or post-employment.

There are no employees who are substantial shareholders of the Company or are immediate family members of a Director or a substantial shareholder and whose remuneration exceeds S\$100,000 during FY2024.

No options or shares have been issued under the ESOS.

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

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

The Company does not have a separate risk management committee. The Board acknowledges that it is responsible for the overall internal control framework, but recognises that no cost-effective control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Group has implemented a system of internal controls designed to provide reasonable but not absolute assurance that assets are safeguarded, proper accounting records are maintained, operational controls are adequate and business risks are suitably managed. The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Board oversees the management in the design, implementation and monitoring of the risk management and internal control systems, and reviews the adequacy and effectiveness of such systems at least annually.

The internal auditors conduct annual reviews of the effectiveness of the Group's key internal controls, including financial, operational, compliance and information technology controls, and risk management. Any material non-compliance or lapses in internal controls, together with recommendations for improvement, are reported to the AC and the Board. The timely and proper implementation of all required corrective, preventive or improvement measures are closely monitored.

The Company has appointed the internal auditor, Wensen Consulting Asia (S) Pte. Ltd., to conduct internal audit review based on an agreed scope of review for FY2024.

CORPORATE GOVERNANCE REPORT

The Board has received assurance from the Executive Chairman and the Group Financial Controller (a) that the financial records have been properly maintained and the financial statements for the financial year ended 31 December 2024 give a true and fair view of the Company's operations and finances, and (b) regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

Based on the assurance from the Executive Chairman and the Group Financial Controller referred to in the preceding paragraph, the various internal controls put in place by the Group, the work performed and reports submitted by the external and internal auditors of the Group and the reviews carried out by the Board and the AC, the Board, with the concurrence of the AC, is satisfied with the adequacy and effectiveness of the Group's risk management and internal control systems (including financial, operational, compliance and information technology controls and risk management systems) as at 31 December 2024.

AUDIT COMMITTEE

Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.

The AC comprises three members, all of whom are Non-Executive Directors:-

Ms Goh Li-Lin, Gillian	(Chairman of AC and Independent Non-Executive Director)
Mr Foo Kia Juah	(Member and Lead Independent Non-Executive Director)
Mr Tee Hian Chong	(Member and Independent Non-Executive Director)

All of the AC, including the chairman of the AC, is independent. No former partner or director of the Company's existing audit firm or auditing corporation is a member of the AC. Most of the members of the AC have sufficient accounting or financial management expertise, as interpreted by the Board in its business judgment, to discharge the AC's functions. The AC holds at least four meetings in each financial year.

The written terms of reference of the AC have been approved and adopted, and they include the following:-

- (a) reviewing the audit plans and scope of work of the external auditors and the internal auditors, including the results of the external and internal auditors' review and evaluation of the Group's system of internal controls, the management letters on the internal controls and the Management's response, and monitoring the implementation of the internal control recommendations made by the external and internal auditors;
- (b) reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls and risk management systems, prior to the incorporation of such results in the Company's Annual Report;
- (c) reviewing the interim financial results and annual consolidated financial statements and sustainability report as well as the external auditors' report on the annual consolidated financial statements, and discussing any significant adjustments, major risk areas, changes in accounting policies and practices, significant financial reporting issues and judgements, compliance with Singapore financial reporting standards (international) as well as compliance with the Catalist Rules and other statutory or regulatory requirements, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of Management to ensure the integrity of the financial statements of the Group and any announcements relating to the Company's financial performance, where necessary, before submission to the Board for approval;
- (d) reviewing and discussing with the external and internal auditors, any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Management's response;
- (e) reviewing and ensuring the co-ordination between internal auditors, external auditors and the Management, including the assistance given by the Management to the auditors;
- (f) reviewing the audit plan of the external auditor and the result of the external auditor's review and evaluation of the Group's system of internal accounting controls that are relevant to the statutory audit;

CORPORATE GOVERNANCE REPORT

- (g) making recommendations to the Board on the proposals to the Shareholders with regard to the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- (h) reviewing the audit plan of the internal auditor, including the results of the internal auditor's review and evaluation of the Group's system of internal controls;
- (i) reviewing any interested person transactions falling within the scope of Chapter 9 of the Catalist Rules, and approving interested person transactions where the value thereof amount to 3 % or more of the latest audited NTA of the Group, where the NTA is positive, or based on the Company's latest market capitalization, where the NTA is negative, or whichever is the appropriate benchmark, (either individually or as part of a series or are aggregated with other transactions involving the same interested person during the same financial year), or any agreement or arrangement with an interested person that is not in the ordinary course of business of the Group, prior to the Group's entry into the transaction, agreement or arrangement;
- (j) reviewing potential conflicts of interests (if any);
- (k) reviewing the policy and arrangements by which employees of the Group and any other persons may, in confidence, report to the Chairman of the AC, concerns about possible improprieties in financial reporting or other matters and ensuring that there are arrangements in place for such concerns to be safely raised and independently investigated, and for appropriate follow-up action to be taken;
- (l) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;
- (m) recommending to the Board on the proposals to shareholders on the appointment and removal of external auditor and reviewing the scope and results of the external audit and its cost effectiveness as well as the independence and objectivity of the external auditor, and where the external auditor also provides a substantial volume of non-audit services to the Company, keeping the nature and extent of such services under review as well as seeking to maintain objectivity;
- (n) reviewing the assurance from the Executive Chairman and the Group Financial Controller on the financial records and financial statements; and
- (o) undertaking such other reviews and projects as may be requested by the Board and reporting to the Board its findings from time to time on matters arising and requiring the attention of the AC.

The AC has full authority to investigate any matter within its terms of reference, full access to and cooperation from the Management, and full discretion to invite any Director, executive officer or other employee of the Group to attend its meetings, and is given reasonable resources to enable it to discharge its functions properly and effectively.

The Group has in place a whistle-blowing policy which allows employees to raise concerns about possible improprieties in matters of financial reporting or other matters. The Board, with the support of the AC, maintain oversight of any major issue arising from the policy and/or other enquiries into the conduct of the whistle-blowing process. The Group will be making efforts to align its policies pursuant to the amended 1204(18A) and 1204(18B) of the SGX Catalist Rules as a stringent guide. As such, the Company have made the following efforts towards displaying compliance with the Catalist Rules:

- a) The issuer has designated an independent function to investigate whistleblowing reports made in good faith.

To ensure independent investigation of such matters and for appropriate follow-up action, all whistle-blowing reports will be addressed to the AC members. All employees and others are required to report any ongoing or suspected wrongful activities or wrongdoings at the earliest possible stage through an independent committee comprising of members of the AC so that immediate action can be taken. If the follow up actions are deemed inadequate, the whistleblower can also directly write to the Board.

CORPORATE GOVERNANCE REPORT

In any case, the Company have provided for all employees and others an avenue for any possible violation to reach out to the following AC Chairman:

To: Audit Committee Chairman (main contact person)
Email: gillian@oio.sg
Mobile: +65 9450 8668

Equally, in the efforts of the Company taking a serious and proactive approach to whistleblowing, the Company have provided an alternate reporting line should the AC Chairman is not available, as per the below:

To: Audit Committee Member (alternate contact person)
Email: t@oio.sg
Mobile: +65 9048 6883

- b) The issuer ensures that the identity of the whistleblower is kept confidential.

The whistle-blowing policy provides a structured and systematic reporting mechanism to safeguard the information and the identity of the whistleblower. All reports of violation or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct adequate investigation, unless otherwise required by law. Every effort will be made to protect the whistleblower's identity.

- c) The issuer discloses its commitment to ensure protection of the whistleblower against detrimental or unfair treatment.

The Group commits that the whistleblowers are protected from harassment or victimisation within the Company as well as dismissal, disciplinary procedures or any other form of retaliatory action, that may arise as a result of their act of reporting in good faith.

Any employee who shows the act of retaliation against the whistleblower who has reported a violation in good faith will be subjected to disciplinary action by the Group in accordance with the Code of Ethics and Conduct of the Group which includes termination of employment.

- d) The Audit Committee is responsible for oversight and monitoring of whistleblowing.

The main roles and responsibilities of the AC includes the following:

- Reviews preliminary reports provided by the whistleblower, establish whether there are any grounds for further action and provide recommendation of matters to be investigated when required;
- For issues that require immediate attention, the AC make decision on the corrective or remedial actions, or (as the case may be) disciplinary actions or to pursue any legal actions, to be taken; when required; and
- Review and report to the Board the results of the investigations and recommendations for corrective or remedial actions, or (as the case may be) disciplinary actions or to pursue any legal actions, to be taken.

On an ongoing basis, the AC will assist the Board to review the whistle-blowing policy and update the necessary, so as to be consistent with the Catalist Rules requirement. Aligning to best practices, the Group is also taking steps to publish the whistle-blowing policy on the Company's website so it is made available to the public. No whistle-blowing concerns were reported for FY2024.

The AC has met with the external auditors and internal auditors without the presence of the Company's management to review any matter that might be raised.

The external auditors to update the AC on any changes in accounting standards impacting the financial statements of the Group before an audit commences. Significant matters that were discussed with the Management and the external auditors have been included as key audit matters in the Auditors' Report for FY2024 on pages 55 to 59 of this Annual Report.

CORPORATE GOVERNANCE REPORT

The AC undertook a review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees paid to them. The annual audit fees of S\$160,638 were incurred during FY2024, which included non-audit-related services fees of S\$32,000 or 19.9% of annual audit fees, for review of the quarterly results announcement in FY2024.

AC has reviewed the objectivity and independence of the external auditors and recommended to the Board that Foo Kon Tan LLP be nominated for re-appointment as external auditors at the forthcoming AGM.

The Company has complied with Rules 712 and 715 of the Catalist Rules in relation to its external auditors.

The Company outsources the internal audit function to an external professional firm, Wensen Consulting Asia (S) Pte. Ltd. to perform the review and test of controls of the Group's processes. With effect from 1 January 2022, SGX RegCo has expanded the listing rules and requires Issuers to conduct an internal review of their sustainability reporting process by the internal audit function to increase stakeholder confidence in the accuracy and reliability of the sustainability information disclosed. Accordingly, the Company has reviewed the processes in relation to its sustainability reporting and the internal audit plan for FY2024 covers the key aspects of the sustainability report.

The AC approves the appointment of the internal auditors, with the primary reporting line of the internal audit function to the AC. The internal auditors have full access to the Company's documents, records, properties and personnel. The AC is satisfied that the internal audit firm is staffed by suitably qualified and experienced persons.

The internal auditors plan its internal audit schedules in consultation with, but independent of, the Management. The internal audit plan is submitted to the AC for approval prior to the commencement of the internal audit. The AC will review the activities of the internal auditors, including overseeing and monitoring of the implementation of improvements required on internal control weaknesses identified. The internal auditors carry out their work in accordance with International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors.

The AC has reviewed and is satisfied with the independence, adequacy and effectiveness of the Company's internal audit function and is satisfied that the internal auditor has the relevant qualifications and experience and has met the standards established by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors. The internal auditor reports directly to the AC on audit matters and the AC approves the hiring, removal, evaluation and fees of the internal auditor. The AC is of the view that the internal auditor has adequate resources to perform its functions effectively and has to the best of its ability, maintained its independence from the activities that it audits.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

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

Shareholder Rights

Shareholders are treated fairly and equitably to facilitate their ownership rights. In line with the Company's continuous disclosure obligations pursuant to the Listing Manual and the Companies Act, the Board's policy is that Shareholders should be informed in a comprehensive manner and on a timely basis of all material developments of the Group that would be likely to materially affect the price or value of the Company's Shares.

Shareholders have the opportunity to participate effectively in and vote at general meetings of Shareholders. They will be informed of the rules, including voting procedures that govern the general meetings.

The Company allows corporations that provide nominees or custodial services to appoint more than two proxies so that Shareholders who hold Shares through such corporations can attend and participate in general meetings as proxies.

CORPORATE GOVERNANCE REPORT

Conduct of General Meetings

The Board supports the Code's principle to encourage Shareholders' participation at general meetings.

The Board encourages Shareholders to attend general meetings to ensure a greater level of Shareholder participation and to meet with the Board and the key management personnel so as to stay informed of the Group's developments and to raise issues and ask the Directors or the Management questions regarding the Group's business and operations. The Directors, the Management, and external auditors will be present at general meetings to address Shareholders' queries.

Currently, the Constitution of the Company allows a member to appoint up to two proxies to attend and vote at general meetings. Pursuant to Section 181 of the Companies Act, a member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote in his stead. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

The Company practices having separate resolutions at general meetings on each substantially separate issue. Where the resolutions are "bundled," the Company will explain the reasons and material implications in the notice of the meeting.

Under Provision 11.5 of the Code, the Company should publish the minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes of the last AGM held on 26 April 2024 were published by the Company on SGXNet and its corporate website on 17 May 2024. The Company will also publish the minutes of the forthcoming AGM on SGXNet and on its corporate website within a month of the date of the AGM.

The Board is of the view that its position is consistent with the intent of Principle 11 of the Code as shareholders have a right to attend general meetings either in person or by proxy, where they may exercise their right to speak and vote and have the opportunity to communicate their views on various matters affecting the Company. Further, Shareholders, including those who did not attend the relevant general meeting, have a statutory right to be furnished copies of minutes of general meetings in accordance with Section 189 of the Companies Act. The Board is therefore of the view that consistent with the intent of Principle 11 of the Code, as between themselves, Shareholders are treated fairly and equitably by the Company.

Pursuant to Rule 730A(2) of the Catalist Rules, all resolutions proposed at the AGMs and at any adjournment thereof shall be put to the vote by way of poll. All Shareholders are entitled to vote in accordance with the established voting rules and procedures at the AGM. Each share is entitled to one vote. A party is appointed as scrutineers for the AGM voting process, which is independent of the party appointed to undertake the polling process. The detailed results set out the number of votes cast for and against each resolution, and the respective percentages are announced via SGXNet after the AGM.

The Company's Constitution permits voting in absentia only by appointment of proxy. However, as the authentication of Shareholders' identity information and other related integrity issues remain a concern, the Company has decided not to implement voting in absentia by mail or electronic means for the time being.

The Company does not have a formal dividend policy. The form, frequency and amount of dividends will depend on the Group's earnings, financial position, results of operations, capital needs, plans for expansion, and other factors as the Board may deem appropriate. There was no dividend declared for FY2024, in view of the loss incurred during the financial year and to conserve cash for the Group's business operations and growth.

CORPORATE GOVERNANCE REPORT

ENGAGEMENT WITH SHAREHOLDERS

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

The Company strives for timeliness and consistency in its disclosures to Shareholders. The Company has an external investor relations function to facilitate communications with all stakeholders and to keep stakeholders informed of developments or changes that will have a material impact on the Company's share price, through announcements via SGXNet. Such announcements are communicated on an immediate basis, or as soon as possible where immediate disclosure is not practicable. Shareholders are provided with an update on the Group's performance, position and prospects through the Company's Annual Report.

To enable the stakeholders to contact the Company easily, the contact details of the investor relations function have been set out in page 2 of this Annual Report as well as on the Company's website. The Company has put in place procedures to respond to investors' queries.

Shareholders are given the opportunity to pose questions to the Board or the Management at the general meetings. The members of the AC, NC and RC will be present at the AGM to answer questions relating to matters overseen by the respective committees.

The Company currently does not have a formal investor relations policy but considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to Shareholders via SGXNet. The Company will utilise the services of the professional investor relations agency to manage the function as and when the need arises.

MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

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

The Company has identified stakeholders as those who are impacted by the Group's business and operations as well as those who have a material impact on the Group's business and operations. Such stakeholders include employees, contractors and suppliers, government and regulators, community, and shareholders and investors. The Company engages its stakeholders through various channels to ensure that the business interests of the Group are balanced against the needs and interests of its stakeholders.

The Company maintains a website at <https://oio.holdings> to communicate and engage with stakeholders.

The Group recognises the importance of sustainability that creates long-term value to our stakeholders by embracing opportunities and managing risks derived from social developments and governance. The Group is committed towards implementing sustainable practices in order to achieve the right balance between the needs of the wider community and the requirements of stakeholders and business growth. The Company's Sustainability Report FY2024 has been prepared in accordance with the Global Reporting Initiative Standards and in line with the requirements of the Catalist Rules on sustainability reporting. Further details on the Group's sustainability efforts and performance in this regard will be set out in the Sustainability Report FY2024 on pages 9 to 29 of this Annual Report.

CORPORATE GOVERNANCE REPORT

DEALINGS IN SECURITIES

The Group has implemented appropriate guidelines on dealings in the Company's securities in compliance with the best practices as set out in Rule 1204(19) of the Catalist Rules. All Directors and staff of the Group are not allowed to trade in the Company's securities during the periods commencing two weeks before the announcement of the Group's financial results for each of the first three quarters of its financial year and one month before the announcement of the Group's full year financial results. To facilitate compliance, reminders are issued to all Directors and staff prior to the applicable trading black-outs. Our Directors and staff, who are expected to observe insider trading laws at all times, are also discouraged from dealing in the Company's securities on short-term considerations.

NON-SPONSOR FEES

No non-sponsor fees were paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. during FY2024.

INTERESTED PERSON TRANSACTIONS

The Group has procedures governing all Interested Persons Transactions ("IPT") to ensure that they are properly documented and reported on a timely manner to the AC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

There was no interested person transaction, as defined in Chapter 9 of the Catalist Rules, above S\$100,000 entered into by the Group during FY2024.

MATERIAL CONTRACTS

Save for the service agreement entered with the Executive Chairman and save as disclosed therein, there were no material contracts entered into by the Company and its subsidiaries involving the interests of its Directors or controlling shareholders which are either still subsisting at the end of FY2024 or if not then subsisting, entered during FY2024.

STATEMENT OF COMPLIANCE

The Board confirms that for FY2024, the Company has adhered to the principles and provisions as set out in the Code 2018.

The Company will physically hold the AGM for FY2024. Minutes of the AGM to be held on 28 April 2025 will be published on the SGXNet and also on the Company's corporate website within one (1) month after the AGM date.

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2024

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of OIO Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) for the financial year ended 31 December 2024.

In the opinion of the directors:

- (a) the consolidated financial statements of the Group and statement of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the financial year ended on that date, in accordance with the provisions of the Companies Act 1967 (the “**Act**”), and Singapore Financial Reporting Standards (International); and
- (b) at the date of this statement, having regard to the information as disclosed in Note 2(a) to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Directors

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

Yusaku Mishima	(Executive Chairman)
Foo Kia Juah	(Lead Independent Non-Executive Director)
Tee Hian Chong	(Independent Non-Executive Director)
Goh Li-Lin, Gillian	(Independent Non-Executive Director) (Appointed on 10 June 2024)
Chong Kah Nam	(Independent Non-Executive Director) (Resigned on 31 May 2024)

Arrangements to enable directors to acquire shares or debentures

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

Directors' interest in shares or debentures

According to the register of directors' shareholdings kept by the Company under Section 164 of the Act, the directors of the Company who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations, except as set out below:

	Shares registered in the name of director	
	As at 1.1.2024	As at 31.12.2024
The Company - OIO Holdings Limited		
Yusaku Mishima	324,687	924,687

There were no changes to any of the above-mentioned directors' interests between the end of the financial year and 21 January 2025.

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2024

Share options

Employee Share Option Scheme (the “ESOS”)

The Company has adopted the Employee Share Option Scheme (the “**ESOS**”) on 19 June 2018 prior to its listing on the Catalist board of the SGX-ST. The ESOS shall be administered by the Remuneration Committee (“**RC**”). The purpose of the ESOS is to provide an opportunity for full-time employees of the Group and Directors (excluding Independent Directors) who have met performance targets (the “**Selected Person**”) to participate in the equity of the Company (in addition to cash bonuses) so as to motivate them towards greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services. The ESOS, which forms an integral and important component of a compensation plan, is designed to primarily reward and retain employees whose services are vital to the success of the Group. Provided always that the aggregate number of the shares arising from ESOS shall not exceed 15% of the total number of issued Shares of the Company from time to time, the Selected Person would receive the same benefit from a contingent award under the scheme (“**Award**”) in respect of fewer shares as they would receive if share options were granted instead of a larger number of shares. The ESOS would therefore allow the Company to provide the incentive to employees while reducing the dilutive effect on shareholders.

Under the rules of the ESOS, the options that are granted may have exercise prices that are, at the RC’s discretion, set at the price (“**Market Price**”) equal to the average of the last dealt prices for the Company’s ordinary shares (“**Shares**”) on the Catalist for the five consecutive trading days immediately preceding the relevant date of grant of the relevant option, or (provided that Shareholders’ approval is obtained in a separate resolution) at a discount to the Market Price (subject to a maximum discount of 20% or such other percentage or amount as may be determined by the RC and as permitted by the SGX-ST). Options which are fixed at the Market Price may be exercisable at any time by the participant after the first anniversary of the date of grant of that option while options granted at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the Scheme will have a life span of ten (10) years. The options may be exercisable in whole or in part, on payment of the exercise price. Since its adoption till the date of this report, no option has been granted under the ESOS.

Performance Share Plan (the “PSP”)

In addition to the ESOS, the Company has adopted the Performance Share Plan (the “**PSP**”) on 19 June 2018 prior to its listing on the Catalist board of the SGX-ST. The PSP was implemented to complement the ESOS and to increase the Company’s flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to promote higher performance, goals and recognise exceptional performance. The purpose of adopting the PSP is to give the Company greater flexibility to align the interests of employees, especially key executives, with the interests of Shareholders. The PSP is managed by the RC. The awards granted under the PSP allow a participant to receive fully-paid shares free of consideration upon achieving the performance target(s) prescribed by the RC at its absolute discretion. The selection of a participant and the number of shares which are the subject of each award granted to a participant in accordance with the PSP shall be determined at the absolute discretion of the RC, being Foo Kia Juah, Tee Hian Chong and Goh Li-Lin, Gillian. RC plans to exercise this discretion judiciously, taking into account criteria such as his rank, job performance, years of service and potential for further development, his contribution to the success and development of the Company and the extent of effort required to achieve the performance target within the performance period. Total of 1,111,102 shares were issued under the PSP plan from the agreement date to 31 December 2024.

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2024

Share options (Cont'd)

Performance Share Plan (the "PSP") (Cont'd)

Details of the awards granted under the PSP plan are as follows:

Participant	Awards granted during the financial year	Awards released during the financial year	Aggregate awards granted since commencement to end of financial year	Aggregate awards released since commencement to end of financial year	Aggregate awards not released as at end of financial year
Taku Edatsune (Former employee – Head of Finance and Administration)	–	–	186,415	186,415	–
Yusaku Mishima ⁽¹⁾ (Executive Chairman)	1,000,000	600,000	1,924,687	924,687	1,000,000
Total	1,000,000	600,000	2,111,102	1,111,102	1,000,000

Note:

⁽¹⁾ On 30 May 2024, the Company announced total awards of 1,000,000 shares to Mr Yusaku Mishima (Executive Chairman) under the performance share plan. The Company also allotted and issued 600,000 new ordinary shares to Mr Yusaku Mishima on 23 May 2024.

No options to subscribe for unissued shares of the subsidiaries were granted during the financial year. No shares were issued by virtue of the exercise of options to take up unissued shares of the subsidiaries during the financial year. There were no unissued shares of the subsidiaries under option at the end of the financial year.

Audit Committee

The Audit Committee during the financial year and at the date of this statement comprises the following members, all of whom are independent and non-executive directors of the Company:

Goh Li-Lin, Gillian (Chairman)
Tee Hian Chong
Foo Kia Juah

The Audit Committee performs the functions set out in Section 201B(5) of the Act, the SGX Listing Manual and the Code of Corporate Governance. In performing those functions, the Audit Committee has met four times since the last Annual General Meeting and has reviewed the following, where relevant, with the executive directors and external and internal auditors of the Company:

- audit plans and results of the internal auditor's examination and evaluation of the Group's systems of internal accounting controls;
- the Group's financial and operating results and accounting policies;
- audit plans of the external auditors;
- financial statements of the Company and consolidated financial statements of the Group before their submission to the directors of the Company and the external auditor's report on those financial statements;
- quarterly, half-yearly and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;

DIRECTORS' STATEMENT

For the Financial Year Ended 31 December 2024

Audit Committee (Cont'd)

- legal and regulatory matters that may have a material impact on the financial statements and related compliance policies, programmes and reports received from regulators;
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual);
- co-operation and assistance given by management to the Group's external auditors; and
- re-appointment of the external auditors of the Group.

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and discretion to invite any director or executive officer, and the internal and external auditors, to attend its meetings.

The Audit Committee also recommends on the appointment of the external auditor and reviews the level of audit and non-audit fees. It is satisfied with the independence and objectivity of the external auditor and has recommended to the Board of Directors that the external auditor, Foo Kon Tan LLP, is to be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Full details regarding the Audit Committee are provided in the Report on Corporate Governance.

In appointing the auditors for the Company and its subsidiaries, Rules 712 and 715 of the SGX Listing Manual have been complied with.

Independent auditor

The independent auditor, Foo Kon Tan LLP, has expressed its willingness to accept re-appointment.

On behalf of the Directors

YUSAKU MISHIMA

FOO KIA JUAH

Dated: 8 April 2025

INDEPENDENT AUDITOR'S REPORT

To The Members of OIO Holdings Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of OIO Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the “**Act**”) and Singapore Financial Reporting Standards (International) (“**SFRS(I)s**”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (“**SSAs**”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (“**ACRA**”) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (“**ACRA Code**”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2(a) to the financial statements. The Group incurred a net loss of \$4,309,661 (2023: \$1,031,859) and reported net operating cash outflows of \$2,132,988 (2023: \$3,159,286) for the financial year ended 31 December 2024. As at 31 December 2024, the Group and the Company reported net current liabilities and negative equity of \$865,262 (2023: \$2,441,560) and \$755,145 (2023: \$1,373,377) and \$5,851,744 (2023: \$3,705,536) and \$4,979,117 (2023: \$2,388,267) respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group’s and the Company’s ability to continue as a going concern. The financial statements have been prepared on the going concern basis as a controlling shareholder of the Company has agreed to provide continuing financial support to the Group and the Company to enable the Group and the Company to meet their obligations as and when they fall due.

If the financial support from one of the shareholders is not forthcoming, and as a result the Group and the Company were unable to continue in operational existence, the Group and the Company may be unable to discharge their liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statement of financial position. In addition, the Group and the Company may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

INDEPENDENT AUDITOR'S REPORT

To The Members of OIO Holdings Limited

Key Audit Matters (Cont'd)

Revenue from staking services (digital wallets and staking services) (refer to Note 3 to the financial statements)

Risk:

Revenue from staking services is recognised at the point when the block creation or validation is complete, and the rewards are available for transfer. Revenue is measured based on the number of crypto assets received and the fair value of the crypto assets received at the date of recognition.

Due to the nature of this revenue source, significant audit effort is required to test the occurrence, accuracy and completeness of the revenue recognised, including the use of Information Technology ("IT") experts. Consequently, we considered this a key audit matter.

Our audit procedures included the following:

1. Updated our understanding of the internal control environment in operation for the staking revenue stream and undertaking a walk-through to ensure that the key controls within these systems have been operating in the period under audit.
2. Performed substantive transactional testing of income recognised in the financial statements, by vouching a sample of transactions within the group's wallets to the respective crypto assets and testing the fair value on initial recognition.
3. Vouched a sample of transactions directly from the blockchain back to the group's wallets to confirm completeness of revenue.
4. Tested the value of crypto assets received and recognised as revenue by comparing the price per crypto assets to the daily range of crypto assets prices listed on active crypto assets exchanges.
5. Undertook an analytical review of total revenue expected to be recognised within the financial statements by assessing the total block rewards and transaction fees issued over the year.
6. Performed a review of post year-end crypto assets receipts to ensure completeness of income recorded in the accounting period.
7. Ensured disclosure in the financial statements is adequate.

Impairment assessment of Goodwill on acquisition (refer to Note 4 to the financial statements)

Risk:

As at 31 December 2024, the carrying value of the Group's goodwill amounted to \$Nil (2023: \$1,747,665).

Goodwill is allocated to the Group's cash generating unit ("CGU") – Blockchain Technology Services which arose from the acquisition of Moonstake Pte Ltd and its subsidiary ("MS Group") on 31 May 2021. There is a risk of impairment on this CGU given the market sentiment on crypto currency and the volatile business environment involving blockchain technology services as a whole.

In accordance with SFRS(I) 1-36, management is required to perform an impairment assessment of goodwill at each reporting date by comparing the recoverable amount of the CGU with its carrying amount to determine whether there is any impairment loss.

For the purpose of impairment testing, the recoverable amount of the CGU is determined based on the value-in-use calculations, using cash flow projections.

INDEPENDENT AUDITOR'S REPORT

To The Members of OIO Holdings Limited

Key Audit Matters (Cont'd)

Impairment assessment of Goodwill on acquisition (refer to Note 4 to the financial statements) (Cont'd)

In the current year, impairment charge of \$1,775,102 was recorded to reduce the carrying amount of the CGU to the estimated recoverable amount.

We focused on this area because of the uncertainty arising from the crypto currency business environment and significant judgements required in estimating the revenue growth rate, gross profit margins, discount rate and terminal growth rate applied in computing the recoverable amount of the CGU.

We have assessed the appropriateness of management's identification of CGU and critically assessed the key assumptions used in the goodwill impairment assessment.

Our audit procedures included the following:

1. In relation to management's goodwill impairment assessment, reviewed management's process for performing annual impairment assessment.
2. In respect of the discounted cash flows ("DCF"):
 - engaged an auditor's expert to assess the reasonableness of the forecasted cash flows by taking into consideration the relevant CGU's expected future operating performance (including revenue growth rates and net profit margins), as well as historical actual performance, and the general industry outlook;
 - assessed the reasonableness of the key assumptions, including the discount rates applied using commonly accepted methodologies and benchmarks;
 - assessed the adequacy of the disclosures relating to the underlying estimates and assumptions; and
 - tested the mathematical accuracy of the underlying calculations.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

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

INDEPENDENT AUDITOR'S REPORT

To The Members of OIO Holdings Limited

Responsibilities of Management and Directors for the Financial Statements (Cont'd)

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- (a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (f) Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

INDEPENDENT AUDITOR'S REPORT

To The Members of OIO Holdings Limited

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Mr Ong Soo Ann.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants

Singapore,
8 April 2025

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

		The Group		The Company	
		31 December	31 December	31 December	31 December
		2024	2023	2024	2023
Note		\$	\$	\$	\$
ASSETS					
Non-Current Assets					
Intangible assets	4	1,431,265	4,966,743	764	742
Plant and equipment	5	4,831	8,614	4,781	7,974
Right-of-use assets	6	–	34,389	–	34,389
Subsidiaries	7	–	–	–	3,079,205
Total non-current assets		1,436,096	5,009,746	5,545	3,122,310
Current Assets					
Other receivables	8	61,246	86,046	27,456	580,284
Cash and bank balances	9	14,324	542,857	7,688	435,424
Total current assets		75,570	628,903	35,144	1,015,708
Total assets		1,511,666	5,638,649	40,689	4,138,018
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	10	25,912,480	23,830,385	25,912,480	23,830,385
Reserves	11	(2,045,441)	(2,126,799)	188,702	128,702
Accumulated losses		(29,718,783)	(25,354,024)	(31,080,299)	(26,347,354)
Total equity attributable to owners of the Company		(5,851,744)	(3,650,438)	(4,979,117)	(2,388,267)
Non-controlling interests		–	(55,098)	–	–
Total equity		(5,851,744)	(3,705,536)	(4,979,117)	(2,388,267)
Non-Current Liabilities					
Lease liabilities	12	8,917	–	8,917	–
Trade and other payables	13	2,000,656	1,939,326	–	–
Loans from shareholders	14	4,220,600	4,137,200	4,220,600	4,137,200
Provision	15	192,405	197,196	–	–
Total non-current liabilities		6,422,578	6,273,722	4,229,517	4,137,200
Current Liabilities					
Lease liabilities	12	40,250	35,477	40,250	35,477
Trade and other payables	13	900,582	1,029,699	750,039	388,895
Contract liabilities	16	–	40,574	–	–
Convertible notes	17	–	1,964,713	–	1,964,713
Total current liabilities		940,832	3,070,463	790,289	2,389,085
Total liabilities		7,363,410	9,344,185	5,019,806	6,526,285
Total equity and liabilities		1,511,666	5,638,649	40,689	4,138,018

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Financial Year Ended 31 December 2024

	Note	The Group 2024 \$	2023 \$
Revenue	3	592,046	1,368,249
Cost of sales		(199,621)	(224,764)
Gross profit		392,425	1,143,485
Other operating income	18	829,530	1,020,546
Selling and distribution expenses		21,779	(37,706)
Administrative expenses		(2,472,256)	(3,009,852)
Other operating expenses	19	(3,008,163)	(72,375)
Finance costs	20	(72,976)	(72,852)
Loss before tax	21	(4,309,661)	(1,028,754)
Tax expense	23	–	(3,105)
Loss for the year		(4,309,661)	(1,031,859)
Other comprehensive income, after tax:			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Currency translation differences arising from foreign operations		21,358	(29,813)
Other comprehensive income/(loss) for the year, net of tax		21,358	(29,813)
Total comprehensive loss for the year		(4,288,303)	(1,061,672)
Loss attributable to:			
Owners of the Company		(4,309,661)	(1,031,859)
Total comprehensive loss attributable to:			
Owners of the Company		(4,288,303)	(1,061,672)
		Cents	Cents
Loss per share:			
– Basic	24	(2.29)	(0.55)
– Diluted	24	(2.29)	(0.55)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Financial Year Ended 31 December 2024

	Equity attributable to owners of the Company							
	Share capital \$	Merger reserves \$	Share-based payment reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Total \$	Non-controlling interests \$	Total equity \$
At 1 January 2023	23,830,385	(2,724,770)	72,702	499,082	(24,322,165)	(2,644,766)	(55,098)	(2,699,864)
Loss for the year	–	–	–	–	(1,031,859)	(1,031,859)	–	(1,031,859)
Foreign currency translation differences	–	–	–	(29,813)	–	(29,813)	–	(29,813)
Total comprehensive loss for the year	–	–	–	(29,813)	(1,031,859)	(1,061,672)	–	(1,061,672)
Transaction with owners, recognised directly in equity								
Issuance of new shares under PSP	–	–	56,000	–	–	56,000	–	56,000
Total transactions with owners	–	–	56,000	–	–	56,000	–	56,000
At 31 December 2023	23,830,385	(2,724,770)	128,702	469,269	(25,354,024)	(3,650,438)	(55,098)	(3,705,536)
Loss for the year	–	–	–	–	(4,309,661)	(4,309,661)	–	(4,309,661)
Foreign currency translation differences	–	–	–	21,358	–	21,358	–	21,358
Total comprehensive income/(loss) for the year	–	–	–	21,358	(4,309,661)	(4,288,303)	–	(4,288,303)
Transaction with owners, recognised directly in equity								
Issuance of new shares under PSP	–	–	60,000	–	–	60,000	–	60,000
De-recognition of non-controlling interests	–	–	–	–	(55,098)	(55,098)	55,098	–
Issuance of new shares	2,082,095	–	–	–	–	2,082,095	–	2,082,095
Total transactions with owners	2,082,095	–	60,000	–	(55,098)	2,086,997	55,098	2,142,095
At 31 December 2024	25,912,480	(2,724,770)	188,702	490,627	(29,718,783)	(5,851,744)	–	(5,851,744)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 December 2024

		The Group	
	Note	2024	2023
		\$	\$
Cash Flows from Operating Activities			
Loss before tax		(4,309,661)	(1,028,754)
Adjustments for:			
Amortisation of software development	4	544,371	497,923
Crypto assets received as revenue		(514,763)	(627,034)
Crypto asset payments for expenses		9,879	262,007
Depreciation of right-of-use assets	6	40,874	51,576
Depreciation of plant and equipment	5	5,216	7,788
Gain on termination of lease contract	18	(866)	–
Gain on disposal of plant and equipment	18	(183)	–
Impairment loss on goodwill	4	1,775,102	–
Impairment loss on other receivables	8	3,918	–
Impairment loss on right-of-use assets	6	48,247	–
Impairment loss on software development	4	1,041,496	–
(Gain)/Loss on disposal of crypto assets	18, 19	(243,890)	72,094
Other income – waiver of tax liability ⁽¹⁾		–	(98,000)
Plant and equipment written off	5	4,606	281
Reversal of impairment loss on crypto assets	4	(563,463)	(880,384)
Interest expense on lease liabilities	20	2,766	2,450
Interest expense on convertible notes	20	70,210	70,402
Operating loss before working capital changes		(2,086,141)	(1,669,651)
Change in contract liabilities		(40,807)	(359,656)
Change in other receivables		18,269	90,193
Change in trade and other payables		(24,309)	(1,217,067)
Cash used in operations		(2,132,988)	(3,156,181)
Tax paid		–	(3,105)
Net cash used in operating activities		(2,132,988)	(3,159,286)
Cash Flows from Investing Activities			
Additions of software development costs		–	(659,300)
Purchase of crypto assets	B	–	(4,009)
Purchase of plant and equipment	5	(6,039)	–
Proceeds from disposal of crypto assets	B	1,525,751	770,623
Proceeds from disposal of plant and equipment		183	–
Net cash generated from investing activities		1,519,895	107,314
Cash Flows from Financing Activities			
Proceeds from shareholder's loan		–	1,100,000
Repayment of lease liabilities	A	(40,176)	(51,550)
Interest paid	A	(2,766)	(2,450)
Net cash (used in)/generated from financing activities		(42,942)	1,046,000
Net decrease in cash and cash equivalents		(656,035)	(2,005,972)
Cash and cash equivalents at beginning of the year		542,857	2,742,503
Effect of exchange rate changes on balances held in foreign currencies		127,502	(193,674)
Cash and cash equivalents at end of the year	9	14,324	542,857

⁽¹⁾ Relates to waiver obtained from the Inland Revenue Authority of Singapore ("IRAS") for a tax liability of DLF Pte Ltd, a fully dissolved subsidiary.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 December 2024

Note:

- A. The following are the disclosures of the reconciliation of liabilities arising from financing activities, excluding equity items:

	As at 1 January 2024 \$	Cash flows			Non-cash changes					As at 31 December 2024 \$
		Principal repayment \$	Interest paid \$	Termination of lease \$	New leases \$	Interest expense \$	Shares conversion \$	Reclass to Other payables \$	Foreign exchange movement \$	
Lease liabilities (Note 12)	35,477	(40,176)	(2,766)	(25,550)	79,416	2,766	–	–	–	49,167
Convertible notes (Note 17)	1,964,713	–	–	–	–	70,210	(2,082,095)	382	46,790	–
Loans from shareholders (Note 14)	4,137,200	–	–	–	–	–	–	–	83,400	4,220,600

	As at 1 January 2023 \$	Cash flows			Non-cash changes			As at 31 December 2023 \$
		Proceeds received \$	Principal repayment \$	Interest paid \$	Interest expense \$	Foreign exchange movement \$		
Lease liabilities (Note 12)	87,027	–	(51,550)	(2,450)	2,450	–		35,477
Convertible notes (Note 17)	1,996,756	–	–	–	70,402	(102,445)		1,964,713
Loans from shareholders (Note 14)	3,089,200	1,100,000	–	–	–	(52,000)		4,137,200

B. Crypto assets

During the financial year ended 31 December 2024, the Company acquired crypto assets with an aggregate cost of \$518,673 (2023: \$631,043). Cash payment of \$Nil (2023: \$4,009) were made to purchase crypto assets.

During the financial year ended 31 December 2024, the Company sold crypto assets with an aggregate cost of \$1,291,740 (2023: \$1,104,723). Cash receipt of \$1,525,751 (2023: \$770,623) were received for the disposal of crypto assets.

During the financial year ended 31 December 2024, the Company made partial repayment of advances to third party amounting to \$Nil (2023: \$9,876).

During the year, the non-cash working capital changes of crypto assets and liabilities as follows:

	Note	2024 \$	2023 \$
Partial repayment of advances in crypto assets from third party	4	–	9,876

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

1. General information

The Company is incorporated as a private company and domiciled in the Republic of Singapore. The Company was listed on 25 July 2018 in the Catalist Board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and place of business of the Company is located at 14 Arumugam Road, #02-06 LTC Building C, Singapore 409959.

The principal activities of the Company are those of investment holding. The principal activities of the subsidiaries are disclosed in Note 7. There has been no significant change in the nature of these activities during the financial year.

Its immediate and ultimate holding company is North Ventures Pte Ltd (formerly known as QRC Pte Ltd), a company incorporated in Singapore.

The consolidated financial statements of the Group and statement of financial position of the Company for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on the date of the Directors' Statement.

2(a) Basis of preparation

The financial statements are drawn up in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)"), and have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in Singapore dollars which is the Company's functional currency. All financial information has been presented in Singapore dollars, unless otherwise stated.

Going concern assumption

The Group incurred a net loss of \$4,309,661 (2023: \$1,031,859) and reported net operating cash outflows of \$2,132,988 (2023: \$3,159,286) for the financial year ended 31 December 2024. As at 31 December 2024, the Group and the Company reported net current liabilities and negative equity of \$865,262 (2023: \$2,441,560) and \$755,145 (2023: \$1,373,377) and \$5,851,744 (2023: \$3,705,536) and \$4,979,117 (2023: \$2,388,267) respectively. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's and the Company's ability to continue as a going concern.

Notwithstanding the above, it was considered appropriate to prepare these financial statements on a going concern basis after considering the following:

- (a) The current liabilities include items which would not lead to the actual cash payment by the Company including the non-cash share-based compensation of \$35,000 (2023: \$69,000) (included in the trade and other payables) and agency service fee collected in advance of \$Nil (2023: \$40,574) to be recognised to profit or loss over the remaining period of the agreement (included in contract liabilities);
- (b) The crypto-currencies of \$1,431,265 (2023: \$1,655,792) which can be converted to fiat currencies easily are included in the intangible assets under the non-current assets;
- (c) In August 2023, the Company obtained a \$1.1 million interest free loan from a controlling shareholder of the Company, who is also the Chief Executive Officer of the Company's wholly owned subsidiary, Moonstake Pte Ltd. This loan is repayable within 7 days after 30 November 2024, unless the Lender agrees in writing to grant the Company further extension of the credit term and to postpone the maturity date. On 29 December 2024, the controlling shareholder of the Company agreed to extend the repayment date of the interest free loan to after 1 July 2026;
- (d) A controlling shareholder of the Company (mentioned in (c) above) has agreed to provide continuing financial support to the Group and the Company for at least twelve (12) months from the auditor's report date to enable the Group and the Company to meet their obligations as and when they fall due; and

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(a) Basis of preparation (Cont'd)

Going concern assumption (Cont'd)

Notwithstanding the above, it was considered appropriate to prepare these financial statements on a going concern basis after considering the following: (Cont'd)

- (e) The Group will continue to explore suitable corporate funds raising exercise(s) to facilitate investment to support business growth, including potential acquisition of income generating assets, and liabilities repayment as and when they fall due.

If the financial support from one of the shareholders is not forthcoming, and as a result the Group and the Company were unable to continue in operational existence, the Group and the Company may be unable to discharge their liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statement of financial position. In addition, the Group and the Company may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements.

The Board of Directors confirms that the Group will be able to meet its short-term debt obligations when they fall due based on the implementation of the aforementioned steps and continue to operate as a going concern and confirmed that all material disclosures have been provided for trading of the Company's shares to continue in an orderly manner.

2(b) Adoption of new and revised SFRS(I) effective for the current financial year

On 1 January 2024, the Group and the Company have adopted all the new and revised SFRS(I), SFRS(I) interpretations ("SFRS(I) INT") and amendments to SFRS(I), effective for the current financial year that are relevant to them. The adoption of these new and revised SFRS(I) pronouncements does not result in significant changes to the Group's and the Company's accounting policies and has no material effect on the amounts or the disclosures reported for the current or prior reporting periods:

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to SFRS(I) 1-1	<i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to SFRS(I) 1-1	<i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to SFRS(I) 16	<i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to SFRS(I) 1-7 and SFRS(I) 7	<i>Supplier Finance Arrangements</i>	1 January 2024

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(c) New and revised SFRS(I) in issue but not yet effective

At the date of authorisation of these financial statements, the Group and the Company have not adopted the new and revised SFRS(I), SFRS(I) INT and amendments to SFRS(I) that have been issued but are not yet effective to them. Management anticipates that the adoption of these new and revised SFRS(I) pronouncements in future periods will not have a material impact on the Group's and the Company's accounting policies in the period of their initial application:

Reference	Description	Effective date (Annual periods beginning on or after)
Amendments to SFRS(I) 1-21	<i>Lack of Exchangeability</i>	1 January 2025
Amendments to SFRS(I) 9 and SFRS(I) 7	<i>Classification and Measurement of Financial Instruments</i>	1 January 2026
Amendments to SFRS(I) 9 and SFRS(I) 7	<i>Contracts Referencing Nature-dependent Electricity</i>	1 January 2026
Annual Improvements to SFRS(I) – Volume 11		1 January 2026
SFRS(I) 18	<i>Presentation and Disclosure in Financial Statements</i>	1 January 2027
SFRS(I) 19	<i>Subsidiaries without Public Accountability: Disclosures</i>	1 January 2027
Amendments to SFRS(I) 10 and SFRS(I) 1-28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Yet to be determined

2(d) Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with SFRS(I) requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the reporting period in which the estimate is revised and in any future reporting periods affected. The areas involving significant judgement and critical accounting estimates and assumptions used are described below.

(i) Significant judgements used in applying accounting policies

The following are the critical judgements, apart from those involving estimations that have been made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

(a) Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(d) Critical accounting judgements and key sources of estimation uncertainty (Cont'd)

(i) Significant judgements used in applying accounting policies (Cont'd)

(b) Determination of operating segments (Note 28)

Management will first identify the chief operating decision maker ("CODM"). Then it should identify their business activities (which may not necessarily earn revenue or incur expenses). Management will further determine whether discrete financial information is available for the business activities and whether that information is regularly reviewed by the CODM. Judgment is applied by management of the aggregation criteria to operating segments.

(c) Income taxes (Note 23)

Significant judgement is involved in determining the Group provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issue based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(d) Accounting of crypto assets (Note 4)

Management notes that the topic of digital assets and the accounting for digital assets continues to be considered by the International Accounting Standards Board (IASB) and continues to monitor new comments and interpretations released by the Board and other standard setters from around the world.

In line with this, the Group has considered its position for the year ending 31 December 2024 and had to make judgement that the most applicable standard would be SFRS(I) 38 Intangible Assets, based on the Group's understanding of the characteristics of the assets.

Management treatment continues to be to measure crypto assets at fair value (unless otherwise disclosed and provided certain conditions are met) under the respective accounting standards.

(ii) Key sources of estimation uncertainty

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

(a) Impairment of financial assets (Note 8)

The Group uses a provision matrix to calculate expected credit losses ("ECL") for the trade receivables. The provision matrix is based on the Group's historical default rates taking into consideration reasonable and supportable forward-looking information that is available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables which are credit impaired are assessed for ECL individually. The provision of ECL is not sensitive to changes in estimates.

(b) Depreciation of plant and equipment and right-of-use assets (Notes 5 and 6)

Plant and equipment and right-of-use assets are depreciated on a straight-line basis over their estimated useful lives. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

A 5 % (2023: 5 %) difference in the expected useful lives of these assets from management's estimates would not have any material effect on the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(d) Critical accounting judgements and key sources of estimation uncertainty (Cont'd)

(ii) Key sources of estimation uncertainty (Cont'd)

(c) Fair value of crypto assets

Crypto assets are measured at fair value using the quoted price in United States dollars from a number of different sources with the primary being CoinMarketCap (www.coinmarketcap.com) at closing Coordinated Universal Time. Management considers this fair value to be a Level 1 input under the SFRS(I) 13 Fair Value Measurement fair value hierarchy as the price on the quoted price (unadjusted) in an active market for identical assets.

(d) Amortisation of intangible assets (Note 4)

Intangible assets, comprising software development costs, are accounted for using the cost model. The capitalised costs of these intangible assets are amortised on a straight-line basis over their estimated useful lives. Management estimates the useful lives of these intangible assets to be 5 years. After initial recognition, the intangible assets are carried at cost less accumulated amortisation and impairment, if any. In addition, the intangible assets are subject to impairment testing if there are any indicators of impairment, and are written off when, in the opinion of management, no further economic benefits are expected to arise.

The carrying amount of the Group's intangible assets, comprising software development costs, are disclosed in Note 4. In 2024 and 2023, changes in the amortisation rate of these intangible assets will not lead to significant change in the amortisation expense for the year and their carrying amount at the reporting date.

(e) Impairment of non-financial assets (Notes 4, 5, 6, and 7)

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(f) Estimation of the incremental borrowing rate (Notes 6 and 12)

For the purpose of calculating the right-of-use asset and lease liability, an entity applies the interest rate implicit in the lease ("IRIIL") and, if the IRIIL is not readily determinable, the entity shall use its incremental borrowing rate ("IBR") applicable to the lease asset. The IBR is the rate of interest that the entity would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. For most of the leases whereby the Group is the lessee, the IRIIL is not readily determinable. Therefore, the Group estimates the IBR relevant to each lease asset by using observable inputs when available and then making certain lessee specific adjustments.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information

Consolidation

The consolidated financial statements incorporate the financial statements of the Company and investees (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company or its subsidiary:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company or its subsidiary reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company or its subsidiary has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company or its subsidiary considers all relevant facts and circumstances in assessing whether or not the Company's or its subsidiary's voting rights in an investee are sufficient to give it power, including:

- size of the Company's or its subsidiary's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company or its subsidiary, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances which indicate that the Company or its subsidiary has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Consolidation (Cont'd)

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

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 Financial Instruments when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's separate financial statements, investments in subsidiaries are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

In determining whether a particular set of activities and assets is a business, the Group assesses whether it includes, at a minimum, an input and substantive process, and whether it has the ability to produce outputs. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with SFRS(I) 1-12 Income Taxes and SFRS(I) 1-19 Employee Benefits respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered to replace share-based payment arrangements of the acquiree are measured in accordance with SFRS(I) 2 Share-based Payment at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with SFRS(I) 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Business combinations (Cont'd)

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held interests (including joint operations) in the acquired entity are remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

Foreign Currencies

The individual financial statements of each group entity are measured and presented in the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements of the Group and the statement of financial position of the Company are presented in Singapore dollar, which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. As at each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Foreign Currencies (Cont'd)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollar using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity under the header of currency translation reserve.

On the disposal of a foreign operation (i.e. disposal of the Group's entire interest in a foreign operation, or disposal involving loss of control over a subsidiary that includes a foreign operation, loss of significant influence over an associate that includes a foreign operation, or loss of joint control over a jointly controlled entity that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

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.

Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill arising from acquisition of associates and joint ventures represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associates and joint ventures is included in the carrying amount of the investments.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Intangible assets

(i) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination, including software development costs, are identified and initially recognised at cost separately from goodwill. The cost of these intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, software development costs with finite useful lives are carried at cost less accumulated amortization and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over 5 years, which is the shorter of their estimated useful lives and periods of contractual rights.

(ii) Intangible assets acquired separately

Intangible assets acquired separately, including software development costs, are initially recognised at cost. Such costs include the purchase price (net of any discounts and rebates) and other directly attributable costs of preparing the assets for their intended use.

Subsequent to initial recognition, software development costs with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over 5 years, which is the shorter of their remaining estimated useful lives and periods of contractual rights.

(iii) Internally generated intangible assets

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the development costs incurred from the date when the intangible asset first meets the recognition criteria listed above. Such development costs include purchase of materials and services and payroll-related costs of employees directly involved in the project. Where no internally-generated intangible asset can be recognised, development cost is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated development costs are carried at cost less accumulated amortisation and accumulated impairment losses. These development costs are amortised to profit or loss using the straight-line method over 5 years, which is their estimated useful lives.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Intangible assets (Cont'd)

(iii) Internally generated intangible assets (Cont'd)

The amortisation period and amortisation method of intangible assets with finite useful lives, including software development costs, are reviewed at least at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

(iv) Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Crypto assets

The crypto assets held by the Group are accounted for as intangible assets with indefinite useful lives, and are initially measured at cost. Crypto assets accounted for as intangible assets are not amortised, but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the infinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the crypto asset at the time its fair value is being measured. Impairment expense is reflected in other operating expenses in the consolidated income statements. The Group assigns costs to transactions on a first-in, first-out basis.

Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of twelve months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee. The incremental borrowing rate is defined as the rate of interest that the lessee would have to pay to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Leases (Cont'd)

The Group as lessee (Cont'd)

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that trigger those lease payments.

For all contracts that contain both lease and non-lease components, the Group has elected to not separate lease and non-lease components and account these as one single lease component.

The lease liabilities are presented as a separate line item in the statement of financial position.

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

The Group remeasures the lease liability (with a corresponding adjustment to the related right-of-use asset or to profit or loss if the carrying amount of the right-of-use asset has already been reduced to \$Nil) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use asset

The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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

Depreciation on right-of-use assets is calculated using the straight-line method to allocate their depreciable amounts over the shorter period of lease term and useful life of the underlying asset, as follows:

Office premises	2 years
-----------------	---------

If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line item in the statement of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Plant and equipment and depreciation

Plant and equipment are stated at cost or valuation less accumulated depreciation and accumulated impairment losses, if any. Depreciation on other items of plant and equipment is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives as follows:

Computers	3 years
Office equipment	2 to 5 years
Furniture, fixture and fittings	3 years
Renovations	3 years

The cost of plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset.

Subsequent expenditure relating to plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the standard of performance of the asset before that expenditure was made, will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

For acquisitions and disposals during the financial year, depreciation is provided from the month of acquisition and to the month before disposal respectively. Fully depreciated plant and equipment are retained in the books of accounts until they are no longer in use.

The gain or loss arising on disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in the income statement.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date as a change in estimates.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- amortised cost;
- fair value through other comprehensive income (“FVOCI”); and
- fair value through profit or loss (“FVPL”).

The classification depends on the Group’s business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Group reclassifies investments in debt instruments when and only when its business model for managing those assets changes.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset.

Investments in debt instruments

Investments in debt instruments mainly comprise trade and other receivables, cash and cash equivalents, and listed and unlisted debt securities. There are three subsequent measurement categories, depending on the Group’s business model for managing the asset and the cash flow characteristics of the asset:

- *Amortised cost:* Investments in debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest method.
- *FVOCI:* Investments in debt instruments that are held for collection of contractual cash flows and for sale, and where the assets’ cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in other comprehensive income (“OCI”) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in “other gains and losses”. Interest income from these financial assets is recognised using the effective interest rate method and presented in “interest income”.
- *FVPL:* Investments in debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in “other gains and losses”

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Financial assets (Cont'd)

(ii) Measurement (Cont'd)

Investments in equity instruments

The Group subsequently measures all its investments in equity instruments, including listed and unlisted equity securities, at their fair values. Such equity investments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "other gains and losses", except for those equity securities which are not held for trading. The Group has elected to recognise changes in fair value of equity securities not held for trading in other comprehensive income as these are strategic investments and the Group considers this to be more relevant. Movements in fair values of investments classified as FVOCI are presented as "fair value gains or losses" in other comprehensive income. Dividends from equity investments are recognised in profit or loss as dividend income within "other income".

(iii) Trade and other receivables

Trade receivables are recognised initially at the amount of consideration that is unconditional to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of a third party, if the trade receivables do not contain a significant financing component. Other receivables generally arise from transactions outside the normal operating activities of the Group. Trade and other receivables are subsequently measured at amortised cost using the effective interest method, less loss allowance.

(iv) 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.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVOCI, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVOCI, the cumulative gain or loss previously accumulated in the fair value reserve is not reclassified to profit or loss, but is transferred to retained earnings.

(v) Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically,

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'Other gains and losses' line item;

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Financial assets (Cont'd)

(v) Foreign exchange gains and losses (Cont'd)

- for debt instruments measured at FVOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss in the 'Other gains and losses' line item. As the foreign currency element recognised in profit or loss is the same as if it was measured at amortised cost, the residual foreign currency element based on the translation of the carrying amount (at fair value) is recognised in other comprehensive income in the investments revaluation reserves;
- for financial assets measured at FVPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the 'Other gains and losses' line item as part of the fair value gain or loss; and
- for equity instruments measured at FVOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserves.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on investments in debt instruments that are measured at amortised cost or at FVOCI, finance lease receivables, contract assets, as well as on loan commitments and financial guarantee contracts (if any). No impairment loss is recognised for investments in equity instruments. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables, contract assets and finance lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within twelve months after the reporting date.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument 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 that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations, namely real estate, industrial construction and engineering materials.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Impairment of financial assets (Cont'd)

(i) Significant increase in credit risk (Cont'd)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument (e.g. significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost);
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- 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.

Irrespective of the outcome of the above assessment, 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.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- the financial instrument has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

For loan commitments and financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition, (i) for a loan commitment, the Group considers changes in the risk of a default occurring on the loan to which a loan commitment relates; (ii) for financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Impairment of financial assets (Cont'd)

(ii) Definition of default

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

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

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) 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. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery (e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings), or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for loan commitments and financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Impairment of financial assets (Cont'd)

(v) Measurement and recognition of expected credit losses (Cont'd)

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For finance lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the finance lease receivable in accordance with SFRS(I) 16 Leases.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For undrawn loan commitments, the expected credit loss is the present value of the difference between the contractual cash flows that are due to the Group if the holder of the loan commitment draws down the loan, and the cash flows that the Group expects to receive if the loan is drawn down.

If the Group has measured the loss allowance for a financial instrument 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 instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- nature of financial instruments (i.e. the Group's trade and other receivables, finance lease receivables and amounts due from customers are each assessed as a separate group, while loans to related parties are assessed for expected credit losses on an individual basis);
- past-due status;
- nature, size and industry of debtors;
- nature of collaterals for finance lease receivables; and
- external credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Financial liabilities and equity

(i) Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(iii) Compound instruments

The component parts of compound instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

A conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium or other class of equity. Where the conversion option remains unexercised at the maturity date of the convertible notes, the balance recognised in equity will be transferred to retained profits or other reserve account. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVPL.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies as set out below.

(i) Financial liabilities at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVPL, are subsequently measured at amortised cost using the effective interest method. Financial liabilities at amortised cost mainly include trade and other payables, borrowings and lease liabilities.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

(ii) Financial liabilities at FVPL

Financial liabilities are classified as at FVPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which SFRS(I) 3 applies, (ii) held for trading, or (iii) it is designated as at FVPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and SFRS(I) 9 permits the entire combined contract to be designated as at FVPL.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Financial liabilities (Cont'd)

(ii) Financial liabilities at FVPL (Cont'd)

Financial liabilities at FVPL are stated at fair value with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liabilities and is included in the "other gains and losses" line item.

However, for financial liabilities that are designated as at FVPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the group as at fair value through profit or loss are recognised in profit or loss.

(iii) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

(v) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(vi) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'Other gains and losses' line item in profit or loss for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk, foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Cash and cash equivalents

In the statement of financial position, cash and bank balances comprise cash and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. If the contractual restrictions to use the cash extend beyond 12 months after the reporting date, the related amounts are classified as non-current in the statement of financial position.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Borrowings

Borrowings which are due to be settled within twelve months after the end of the reporting period are included in current borrowings in the statement of financial position even though the original terms were for a period longer than twelve months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the end of the reporting period. Borrowings due to be settled more than twelve months after the end of reporting period are included in non-current borrowings in the statement of financial position.

The covenants that the Group is required to comply with on or before the reporting date are taken into consideration when classifying the loan as current or non-current at the reporting date. The covenants that the Group is required to comply with after the reporting date do not affect the current or non-current classification of the loan at the reporting date.

Fees paid on the establishment of borrowing facilities are recognised as transaction costs of the borrowing to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Convertible notes

The Group's convertible notes are classified as financial liabilities as the group has a contractual obligation to either settle the accrued interest in cash or deliver a variable number of its own equity instruments. Whilst the terms of the convertible notes contain a conversion feature (i.e. potential settlement in cash or shares), the number of shares required to be issued on redemption is based on the carrying value of the notes at maturity/redemption. Therefore, as either cash or a variable number of shares will be issued to extinguish a fixed liability amount, the conversion feature does not contain a derivative as the value of the conversion feature does not vary in response to a change in the Group's share price over the term of the notes. As a result, the entire balance of the convertible notes are classified as a debt instrument and initially recognised at fair value of the consideration received, net of transaction costs.

The Group adopted the binomial model valuation technique in measuring the fair value of its convertible notes. The binomial pricing model traces the evolution of the key underlying variables in discrete-time. This is done by means of a binomial lattice (tree), for a number of time steps between the valuation and expiration dates. Each node in the lattice represents a possible price of the underlying asset at a given point in time.

The payoffs from equity conversion of principal and unpaid interest accrued due to conversion at or before maturity (if any) at variable conversion prices are discounted by risk free rate. The cash payment of the interest accrued and paid at the end of the first year upon issuance (if any) are discounted by the credit yield.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Convertible notes (Cont'd)

Valuation is performed iteratively, starting at each of the final nodes (those that may be reached at the time of expiration), and then working backwards through the tree towards the first node (Valuation Date). The value computed at each stage is the value of the convertible notes at that point in time. The value of convertible notes as a whole at the valuation date is rolled back from future nodes accordingly.

The implied volatility of the convertible notes as at valuation date (i.e. 30 December 2022) is based on back-solving the volatility implied by the convertible notes at initial recognition in accordance with SFRS(I) 13 Fair Value Measurements. Based on the valuation carried out by management expert, C&W, the Group and the Company recognised a fair value less transaction cost of \$1,996,756 on initial recognition.

Subsequent to initial recognition, the convertible notes are measured at amortised cost using the effective interest method with the increase in the liability due the passage of time recognised as a finance cost in profit or loss. Interest expense is calculated by applying the effective interest rate of 3.50% determined based on the relative series and passage of time to maturity/redemption of the note. The movements are recognised in profit and loss as finance costs except to the extent the movement is attributed to changes in the Groups own credit risk status in which case it is recognised in Other Comprehensive Income.

Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its plant and equipment and intangible 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 to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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 (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or 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 (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

Share capital

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

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

Share-based payments

Equity-settled share-based payments are measured at fair value of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. As at each reporting date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled share option reserve.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to the share capital account, when new ordinary shares are issued, or to the "treasury shares" account, when treasury shares are re-issued to the employees.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Group obtains the goods or the counterparty renders the service.

Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of reporting period.

Deferred tax is recognised on the differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Income taxes (Cont'd)

Deferred income tax is measured:

- (a) at the tax rates that are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the date of the financial position; and
- (b) based on the tax consequence that will follow from the manner in which the Group expects, at the date of the financial position, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in the profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. Directors and certain senior managerial personnel are considered key management personnel.

Government grants

Government grants are recognised initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant.

Grants that compensate the Group for expenses incurred are recognised in profit or loss as other income on a systematic basis in the same periods in which the expenses are recognised. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the asset.

Earnings per share

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted-average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted-average number of ordinary shares outstanding.

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 any of the Group's other components. The Group determines and presents operating segments based on information that is provided internally to the Executive Chairman, who is the Group's CODM. All operating segments' operating results are reviewed regularly by the Group's CODM to make decision about resources to be allocated to the segments and assess its performance, and for which discrete financial information is available.

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Related parties

A related party is defined as follows:

- (a) A person or a close member of that person's family is related to the Group and Company if that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company; or
 - (iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.
- (b) An entity is related to the Group and the Company if any of the following conditions applies:
 - (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of the 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); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely the legal form.

Revenue recognition

The Group recognises revenue from the following major sources:

- (i) Staking services; and
- (ii) Blockchain agency and consulting services.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or extending a service to the customer, which is when the customer obtains control of the good or derived benefits from the usage of the service. A performance obligation may be satisfied at a point in time or over time. If a performance obligation is satisfied over time, the revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that performance obligation. The amount of revenue recognised is the amount allocated to the satisfied performance obligation. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Revenue recognition (Cont'd)

Staking⁽¹⁾ services

For digital wallets and staking services, revenue is recognised at the point when the block creation or validation is complete and the rewards are available for transfer. Revenue is measured based on the number of tokens received and the fair value of the token at the date of recognition.

For research and development services, revenue is recognised when services are rendered and accepted by customers. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated cost or the possible return of goods.

For agency service fee collected in advance, revenue is recognised to the profit or loss over the remaining period of the agency service agreement.

⁽¹⁾ Staking is a technical feature of blockchain technologies which utilises Proof of Stake ("PoS") as a validation mechanism by rewarding token holders who had staked their tokens for the validation process. A staking pool aggregates digital assets from multiple token holders to increase the token holders' likelihood of receiving the blockchain validation rewards under the PoS system. Moonstake Pte Ltd and Moonstake Limited (collectively "MS Group") provides a proprietary software platform, including a user-friendly web wallet and mobile wallet services, in order to provide a full range of staking functions, and to serve a larger pool of tokens for holders to stake the cryptocurrencies they hold.

Proof of Stake produces and validates new blocks in blockchains through the process of staking, allowing new blocks to be produced without relying on specialised mining hardware. While mining requires a significant investment in hardware, under staking, holders participate in generating a block by delegating the cryptocurrencies they already hold.

Blockchain agency and consulting services

Revenue from sale of goods is recognised upon the transfer of significant risk and rewards of ownership of the goods to the customer, usually on delivery of goods and acceptance by customers. Revenue from services is recognised when services are rendered and accepted by customers. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated cost or the possible return of goods.

Contract liabilities

Where the amounts received from customers exceed the revenues recognised for contracts, contract liabilities are recognised in the statement of financial position. Contract liabilities are recognised as revenues when services are provided to customers.

Current and non-current classification

The Group presents assets and liabilities in the statement of financial position based on current or non-current classification.

An asset is current when it is:

- expected to be realised or intended to be sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

2(e) Material accounting policy information (Cont'd)

Current and non-current classification (Cont'd)

A liability is current when:

- it is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; or
- there is no right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3 Revenue

The Group	2024 \$	2023 \$
Staking services		
– Digital wallets and staking services	551,239	650,838
– Research and development services	–	390,025
– Agency service fee	40,807	326,935
Total staking services	592,046	1,367,798
Blockchain agency and consulting services	–	451
	592,046	1,368,249

Timing of revenue recognition

At a point in time

– Staking services	551,239	650,838
--------------------	---------	---------

Over time

– Staking services	40,807	716,960
– Blockchain agency and consulting services	–	451
	40,807	717,411
	592,046	1,368,249

The Group	2024 \$	2023 \$
Geographical segments		
Singapore	40,807	359,656
Others	551,239	1,008,593
	592,046	1,368,249

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

4 Intangible assets

The Group	Goodwill on acquisition \$	Crypto assets \$	Software development \$	Total \$
<u>Cost</u>				
At 1 January 2023	7,100,985	5,701,998	2,070,172	14,873,155
Additions	–	631,043	659,300	1,290,343
Disposal	–	(1,104,723)	–	(1,104,723)
Repayment of advances from customers	–	(9,876)	–	(9,876)
Currency translation differences	(137,309)	(99,782)	(40,031)	(277,122)
At 31 December 2023	6,963,676	5,118,660	2,689,441	14,771,777
Additions	–	518,673	–	518,673
Disposal	–	(1,367,047)	–	(1,367,047)
Currency translation differences	220,223	148,865	85,052	454,140
At 31 December 2024	7,183,899	4,419,151	2,774,493	14,377,543
<u>Accumulated amortisation</u>				
At 1 January 2023	–	–	(650,289)	(650,289)
Amortisation for the year	–	–	(497,923)	(497,923)
Currency translation differences	–	–	22,057	22,057
At 31 December 2023	–	–	(1,126,155)	(1,126,155)
Amortisation for the year	–	–	(544,371)	(544,371)
Currency translation differences	–	–	(46,141)	(46,141)
At 31 December 2024	–	–	(1,716,667)	(1,716,667)
<u>Accumulated impairment</u>				
At 1 January 2023	(5,318,860)	(4,413,660)	–	(9,732,520)
Reversal	–	880,384	–	880,384
Currency translation differences	102,849	70,408	–	173,257
At 31 December 2023	(5,216,011)	(3,462,868)	–	(8,678,879)
(Additions)/Reversal	(1,775,102)	563,463	(1,041,496)	(2,253,135)
Currency translation differences	(192,786)	(88,481)	(16,330)	(297,597)
At 31 December 2024	(7,183,899)	(2,987,886)	(1,057,826)	(11,229,611)
<u>Carrying amount</u>				
At 31 December 2024	–	1,431,265	–	1,431,265
At 31 December 2023	1,747,665	1,655,792	1,563,286	4,966,743

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

4 Intangible assets (Cont'd)

The Company	Crypto assets \$
<u>Cost</u>	
At 1 January 2023	722,728
Additions	36,213
Disposals	(35,457)
Returned of pledged crypto assets ⁽¹⁾	(712,483)
Repayment of advances from third party ⁽²⁾	(9,876)
Currency translation differences	(383)
At 31 December 2023	742
Disposals	(1)
Currency translation differences	23
At 31 December 2024	764
<u>Accumulated impairment</u>	
At 1 January 2023	(252,499)
Reversal	252,504
Currency translation differences	(5)
At 31 December 2023 and 2024	–
<u>Carrying amount</u>	
At 31 December 2024	764
At 31 December 2023	742

⁽¹⁾ Relates to crypto assets pledged by Moonstake Pte Ltd (“MPL”), a wholly owned subsidiary of the Company. These crypto assets serve as a guarantee for the interest free loans extended by the Company to MPL. In the previous financial year, these crypto assets were returned by the Company to MPL following the full repayment of the interest free loans by MPL.

⁽²⁾ Advances in crypto assets received from a third party are non-interest bearing and repayable on demand. These advances in crypto assets were fully repaid in January 2023.

(i) Goodwill on acquisition

The Group recognised a goodwill of \$7,138,481 following the acquisition of new subsidiaries, Moonstake Pte Ltd and Moonstake Limited (“MS Group”), on 31 May 2021.

Goodwill is monitored by management at the level of the operating segments (Note 28). A segment-level summary of the goodwill allocation is presented below:

The Group	2024 \$	2023 \$
Blockchain technology services	–	1,747,665

The Group tests whether goodwill has suffered any impairment on an annual basis. For 2024 and 2023 reporting periods, the recoverable amount of the cash-generating units (“CGU”) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

4 Intangible assets (Cont'd)

(i) Goodwill on acquisition (Cont'd)

The following table sets out the key assumptions for the CGU that have significant goodwill allocated to them:

The Group	Blockchain technology services	
	2024	2023
Sales volume (% monthly growth rate)	Ranging from 0 % to 1.5 %	Ranging from 0.17 % to 3.0 %
Annual capital expenditure	Approximately \$177,107	Approximately \$263,000
Discount rate (%)	22.53 %	24.96 %
Terminal growth rate (%)	2.15 %	1.62 %

Management has determined the values assigned to each of the above key assumptions as follows:

Key assumption	Approach
Sales volume (% monthly growth rate)	Average monthly growth rate over the five-year forecast period. Based on past performance and management's expectations of market development.
Sales price (% annual growth rate)	Average annual growth rate over the five-year forecast period. Based on current industry trends and including long-term inflation forecasts for each territory.
Budgeted gross profit margin (%)	Based on past performance and management's expectations for the future.
Annual capital expenditure	Expected cash costs in the CGUs based on the historical experience of management, and the planned refurbishment expenditure. No incremental revenue or cost savings are assumed in the value-in-use model as a result of this expenditure.
Terminal growth rate (%)	Weighted average growth rate used to extrapolate cash flows beyond the budget period. Consistent with forecasts included in industry reports.
Discount rate (%)	Reflect specific risks relating to the relevant segments and the countries in which they operate.

(ii) Goodwill impairment

Based on the impairment assessment as at 31 December 2024, the recoverable amount of the CGU was determined to be lower than its carrying amount. Hence an impairment loss of \$1,775,102⁽¹⁾ (2023: \$Nil) was charged to "other operating expenses" in profit or loss during the financial year ended 31 December 2024.

The recoverable amount of the CGU was based on its value in use and was determined with the assistance of independent valuer.

Value in use was determined by discounting the future cash flows to be generated from the CGU. Value in use as at 31 December 2024 was determined similarly to the 31 December 2023 goodwill impairment test and was based on the key assumptions in Note 4(i) above.

⁽¹⁾ US\$1,325,395 @ USD/SGD average P&L rate of 1.3393

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

4 Intangible assets (Cont'd)

(iii) Crypto assets

The crypto assets held by the Group and the Company are accounted for as intangible assets with indefinite useful lives and are initially measured at cost. Crypto assets accounted for as intangible assets are not amortised, but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the infinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value, which is measured using the quoted price of the crypto asset at the time its fair value is being measured. Impairment expense is reflected in other operating expenses in the profit or loss. The Group and the Company assigns costs to transactions on a first-in, first-out basis.

As at 31 December 2024, included in crypto assets with a carrying amount of \$1,431,265 are crypto assets loaned from a third party, amounting to \$659,554 (2023: \$506,225).

The Group and the Company tests whether crypto assets have suffered any impairment on an annual basis. As at the end of reporting period, the recoverable amount of the crypto assets is determined based on fair value at year end using the quoted price in United States dollars from a number of different sources with the primary being CoinMarketCap (www.coinmarketcap.com) at closing Coordinated Universal Time. As at financial year end, the reversal of impairment loss amounting to \$563,463 (2023: \$880,384) and \$Nil (2023: \$252,504) for the Group and the Company respectively is recognised in profit or loss.

(iv) Software development

Software development relates to software development costs capitalised for MS Group's staking pool protocol and blockchain nodes setup and implementation, staking services management system and digital wallet solutions.

Software development is stated at cost less accumulated amortisation and impairment losses, if any. The cost is amortised using the straight-line method over the estimated useful life of 5 years. The remaining useful life of the software development as at 31 December 2024 is between 0.5 to 4 years (2023: 1.5 years to 5 years). The amortisation of software development costs is included in "administrative expenses" in profit or loss.

Based on the impairment assessment as at 31 December 2024, the recoverable amount of the software development was determined to be lower than its carrying amount. Hence an impairment loss of \$1,041,496⁽¹⁾ (2023: \$Nil) was charged to "other operating expenses" in profit or loss during the financial year ended 31 December 2024.

⁽¹⁾ US\$777,642 @ USD/SGD average P&L rate of 1.3393

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

5 Plant and equipment

The Group	Computers \$	Office equipment \$	Furniture, fixture and fittings \$	Renovations \$	Total \$
Cost					
At 1 January 2023	66,084	9,873	–	34,099	110,056
Write-off	(2,525)	–	–	–	(2,525)
At 31 December 2023	63,559	9,873	–	34,099	107,531
Additions	2,327	–	3,712	–	6,039
Disposal	(1,338)	–	–	–	(1,338)
Write-off	(48,446)	(9,873)	–	(34,099)	(92,418)
At 31 December 2024	16,102	–	3,712	–	19,814
Accumulated depreciation					
At 1 January 2023	57,709	9,873	–	25,791	93,373
Depreciation for the year	4,673	–	–	3,115	7,788
Write-off	(2,244)	–	–	–	(2,244)
At 31 December 2023	60,138	9,873	–	28,906	98,917
Depreciation for the year	3,659	–	970	587	5,216
Disposal	(1,338)	–	–	–	(1,338)
Write-off	(48,446)	(9,873)	–	(29,493)	(87,812)
At 31 December 2024	14,013	–	970	–	14,983
Carrying amount					
At 31 December 2024	2,089	–	2,742	–	4,831
At 31 December 2023	3,421	–	–	5,193	8,614

The Company	Computers \$	Furniture, fixture and fittings \$	Renovations \$	Total \$
Cost				
At 1 January 2023 and 31 December 2023	13,341	–	9,346	22,687
Additions	2,327	3,712	–	6,039
Disposal	(1,338)	–	–	(1,338)
Write-off	–	–	(9,346)	(9,346)
At 31 December 2024	14,330	3,712	–	18,042
Accumulated depreciation				
At 1 January 2023	7,038	–	1,038	8,076
Depreciation for the year	3,522	–	3,115	6,637
At 31 December 2023	10,560	–	4,153	14,713
Depreciation for the year	3,069	970	587	4,626
Disposal	(1,338)	–	–	(1,338)
Write-off	–	–	(4,740)	(4,740)
At 31 December 2024	12,291	970	–	13,261
Carrying amount				
At 31 December 2024	2,039	2,742	–	4,781
At 31 December 2023	2,781	–	5,193	7,974

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

6 Right-of-use assets

The Group and the Company	Office premises \$
<u>Cost</u>	
At 1 January 2023 and 31 December 2023	103,157
Addition	79,416
Termination of lease contract	(103,157)
At 31 December 2024	79,416
<u>Accumulated depreciation</u>	
At 1 January 2023	17,192
Depreciation for the year	51,576
At 31 December 2023	68,768
Depreciation for the year	40,874
Termination of lease contract	(78,473)
At 31 December 2024	31,169
<u>Accumulated impairment</u>	
At 1 January 2023 and 31 December 2023	–
Impairment loss for the year	48,247
At 31 December 2024	48,247
<u>Carrying amount</u>	
At 31 December 2024	–
At 31 December 2023	34,389

In February 2024, the Group terminated the lease for an office premise in LTC Building D along 16 Arumugam Road and entered into a 2-year lease to rent an office premise in LTC Building C along 14 Arumugam Road. This lease has resulted in an addition to the right-of-use assets and lease liabilities, respectively.

Based on the impairment assessment as at 31 December 2024, the recoverable amount of the right-of-use assets was determined to be lower than its carrying amount. Hence, an impairment loss of \$48,247 (2023: \$Nil) was charged to “other operating expenses” in profit or loss during the financial year ended 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

7 Subsidiaries

The Company	Note	2024 \$	2023 \$
<u>Unquoted equity investments, at cost</u>			
At 1 January		10,628,098	9,325,853
Additions	(i)	–	1,302,245
At 31 December		10,628,098	10,628,098
<u>Accumulated impairment</u>			
At 1 January		(7,548,893)	(7,654,893)
(Addition)/Reversal of impairment of investment in subsidiaries	7(a)	(3,079,205)	106,000
At 31 December		(10,628,098)	(7,548,893)
At 31 December		–	3,079,205

- (i) In January 2023, the Company increased its investment in Moonstake Pte Ltd by \$1,302,245 (US\$968,500 at USD/SGD rate of 1.3446 as at 6 January 2023).

Details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Percentage of interest held		Principal activities
		2024	2023	
<u>Held by the Company</u>				
OIO Singapore Private Limited ⁽¹⁾	Singapore	100%	100 %	Sales agency services, software development agency services and consulting services
Moonstake Pte. Ltd. ⁽¹⁾	Singapore	100%	100 %	Management of the MS Group; holding and managing the intellectual property rights related to the MS Group's businesses; sales and marketing activities in relation to the staking solutions offered by MS Group to enterprise customers; and staking and blockchain finance related consulting services to enterprise customers
<u>Held by Moonstake Pte. Ltd.</u>				
Moonstake Limited ⁽²⁾	Cayman Islands	100%	100 %	Provision of digital wallets and staking services to both retail and enterprise customers

⁽¹⁾ Audited by Foo Kon Tan LLP, Singapore.

⁽²⁾ Audited by Foo Kon Tan LLP, Singapore for consolidation purpose.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

7 Subsidiaries (Cont'd)

a) Impairment testing of investments in subsidiaries

For the financial year ended 31 December 2024, management of the Company had carried out an impairment assessment over the investments in subsidiaries.

As at 31 December 2024, the recoverable amounts of subsidiaries were determined based on the higher of fair value less cost of disposal and value-in-use. The fair value less cost to sell was determined based on the financials of the subsidiary which comprised mainly cash balances, trade and other receivables and trade and other payables which were current and approximated fair value at the reporting date. The value in use of the identified CGU was determined by discounting the pre-tax future cash flows to be generated from the continuing use of the CGU. Based on the impairment testing, the Company recognised an impairment loss of \$3,079,205 (2023: reversal of impairment loss of \$106,000) for the financial year ended 31 December 2024.

8 Other receivables

	The Group		The Company	
	2024	2023	2024	2023
	\$	\$	\$	\$
Other receivables	37,308	24,907	–	–
Amount due from subsidiaries (non-trade)	–	–	1,027,672	1,569,773
Deposits	10,940	21,858	10,940	19,859
Other receivables	48,248	46,765	1,038,612	1,589,632
Impairment of other receivables	(4,162)	–	(1,027,671)	(1,019,341)
Other receivables (net)	44,086	46,765	10,941	570,291
Goods and services tax receivables	5,485	12,465	14,991	–
Prepayments	11,675	26,816	1,524	9,993
Total other receivables	61,246	86,046	27,456	580,284

The Company

The non-trade amounts due from subsidiaries of \$1,027,672 (2023: \$1,569,733) represent advances of \$1,027,672 (2023: \$1,019,773) and loan of \$Nil (2023: \$550,000) respectively. The advances and loan are interest-free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

8 Other receivables (Cont'd)

Other receivables

	Current \$	1 to 3 months \$	3 to 6 months \$	More than 6 months \$	Total \$
The Group					
2024					
Expected loss rate	0%	–	–	100%	8%
Other receivables	44,086	–	–	4,162	48,248
Loss allowance	–	–	–	(4,162)	(4,162)
2023					
Expected loss rate	0%	–	–	0%	0%
Other receivables	21,858	–	–	24,907	46,765
Loss allowance	–	–	–	–	–
The Company					
2024					
Expected loss rate	0%	–	–	100%	99%
Other receivables	10,941	–	–	1,027,671	1,038,612
Loss allowance	–	–	–	(1,027,671)	(1,027,671)
2023					
Expected loss rate	0%	–	0%	100%	64%
Other receivables	20,291	–	550,000	1,019,341	1,589,632
Loss allowance	–	–	–	(1,019,341)	(1,019,341)

Movements in allowance for impairment loss on other receivables

	The Group		The Company	
	2024 \$	2023 \$	2024 \$	2023 \$
Allowance for impairment				
At 1 January	–	882,987	1,019,341	1,969,135
Write off – amount due from a former subsidiary (Note A)	–	(858,337)	–	(858,337)
Addition/(Reversal) during the year	3,918	–	8,330	(66,807)
Write off – amount due from third party	–	(24,650)	–	(24,650)
Currency translation differences	244	–	–	–
At 31 December	4,162	–	1,027,671	1,019,341

Note A: During the previous financial year ended 31 December 2023, other receivables of the Group and of the Company, include an amount due from DLF Engineering Pte Ltd of \$858,337. On 12 August 2022, the Company disposed its shares in DLF Engineering Pte Ltd. A full provision for the impairment loss amounting to \$858,337 was made in 2022 and subsequently written off in 2023.

Other receivables are denominated in the following currencies:

	The Group		The Company	
	2024 \$	2023 \$	2024 \$	2023 \$
Singapore dollar	33,956	40,000	27,456	580,284
United States dollar	27,290	46,046	–	–
	61,246	86,046	27,456	580,284

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

9 Cash and bank balances

	The Group		The Company	
	2024 \$	2023 \$	2024 \$	2023 \$
Cash at bank	13,324	541,857	7,688	435,424
Cash on hand	1,000	1,000	–	–
	14,324	542,857	7,688	435,424

Cash and bank balances are denominated in the following currencies:

	The Group		The Company	
	2024 \$	2023 \$	2024 \$	2023 \$
Singapore dollar	10,559	231,519	6,171	166,073
United States dollar	3,765	311,338	1,517	269,351
	14,324	542,857	7,688	435,424

10 Share capital

The Group and The Company					
		2024	2023	2024	2023
	Note	Number of ordinary shares		\$	\$
Issued and paid up:					
At 1 January		187,360,841	187,222,569	23,830,385	23,830,385
Issuance of new ordinary shares	(i)	–	138,272	–	–
Issuance of new ordinary shares	(ii)	600,000	–	–	–
Issuance of new ordinary shares	(iii)	30,088,083	–	2,082,095	–
At 31 December		218,048,924	187,360,841	25,912,480	23,830,385

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

- (i) On 3 January 2023 and 31 March 2023, the Company issued and allotted 49,383 ordinary shares and 88,889 ordinary shares respectively under the Performance Share Plan.
- (ii) On 23 May 2024, the Company issued and allotted 600,000 ordinary shares under the Performance Share Plan.
- (iii) On 30 December 2022, the Company issued convertible notes (“Notes”) with a principal amount of US\$1,490,000, bearing interest at 3.5 % per annum and maturing on 29 December 2024 at an initial minimum conversion price of \$0.0692 per share. On 30 December 2024, the outstanding principal amount of this Notes, together with any unpaid accrued interest after the first anniversary of the Notes issue date, was converted into 30,088,083 new ordinary shares of the Company at the conversion price of \$0.0692 per share. Please refer to Note 17 for further details.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

11 Reserves

	The Group		The Company	
	2024 \$	2023 \$	2024 \$	2023 \$
Merger reserves	(2,724,770)	(2,724,770)	–	–
Share-based payment reserve ⁽¹⁾	188,702	128,702	188,702	128,702
Foreign currency translation reserve ⁽²⁾	490,627	469,269	–	–
	(2,045,441)	(2,126,799)	188,702	128,702

Merger reserve represents the difference between the value of shares issued by the Company in exchange for the value of shares acquired in respect of the acquisition of subsidiaries accounted for under the pooling-of-interest method.

- ⁽¹⁾ The share-based payment reserve represents the value of shares granted to employees under the Company's Performance Share Plan ("PSP") as described in the Directors' Statement.

Movement in share-based payment reserve:

	2024 \$	2023 \$
The Group and the Company		
At 1 January	128,702	72,702
Recognition of share-based payments	60,000	56,000
At 31 December	188,702	128,702

- ⁽²⁾ Foreign currency translation reserve records exchange differences arising from the translation of the financial statements of a subsidiary whose functional currency is different from that of the Group's presentation currency.

Movement in foreign currency translation reserve:

	2024 \$	2023 \$
The Group		
At 1 January	469,269	499,082
Exchange differences	21,358	(29,813)
At 31 December	490,627	469,269

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

12 Lease liabilities

The Group and The Company	2024 \$	2023 \$
Undiscounted lease payments due:		
– Year 1	41,760	36,000
– Year 2	8,981	–
	50,741	36,000
Less: future finance charges	(1,574)	(523)
Present value of lease liabilities	49,167	35,477
Presented as:		
– Non-current	8,917	–
– Current	40,250	35,477
	49,167	35,477

Interest expense on lease liabilities of \$2,766 (2023: \$2,450) is recognised within “finance costs” in profit or loss.

In 2022, the Group and the Company entered into a 2-year lease to rent an office premises in LTC Building D along 16 Arumugam Road. In February 2024, this lease was terminated, and the Group and the Company entered into a new lease to rent an office premise in LTC Building C along 14 Arumugam Road. This lease has resulted in an addition to the right-of-use assets and lease liability.

The Group leases this office for operation purposes and makes monthly lease payments for the use of the office. This office is recognised within the Group’s right-of-use assets (Note 6).

Total cash outflows for all leases in the year amount to \$42,942 (2023: \$54,000).

13 Trade and other payables

	The Group		The Company	
	2024 \$	2023 \$	2024 \$	2023 \$
Current				
Trade payables	27,832	23,332	–	–
Other payables	278,162	338,854	29,286	18,707
Amount due to directors (non-trade)	114,364	136,931	35,000	60,000
Amount due to subsidiary (non-trade)	–	–	395,578	–
Interest payable (convertible notes)	70,745	68,953	70,745	68,953
Loan from Executive Chairman in crypto assets ⁽¹⁾	136,031	131,861	–	–
Accrued expenses	273,448	329,768	219,430	241,235
Trade and other payables	900,582	1,029,699	750,039	388,895
Non-current				
Advances in crypto assets from a third party ⁽²⁾	2,000,656	1,939,326	–	–
Total	2,901,238	2,969,025	750,039	388,895

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

13 Trade and other payables (Cont'd)

Trade and other payables are denominated in the following currencies:

	The Group		The Company	
	2024	2023	2024	2023
	\$	\$	\$	\$
Singapore dollar	290,031	333,003	673,717	319,942
United States dollar	2,611,207	2,636,022	76,322	68,953
	2,901,238	2,969,025	750,039	388,895

⁽¹⁾ Loan from Executive Chairman in crypto assets is interest-free and repayable on demand.

⁽²⁾ Advances in crypto assets received from a third party are non-interest bearing and have a fair value of \$659,554 (2023: \$ 506,225). On 29 December 2024, the Group entered into an agreement with the third party to extend the repayment date of the advances in crypto assets to after 1 January 2027.

14 Loans from shareholders

	2024	2023
	\$	\$
The Group and The Company		
At 1 January	4,137,200	3,089,200
Addition	–	1,100,000
Currency translation differences	83,400	(52,000)
At 31 December	4,220,600	4,137,200
Presented as:		
Current	–	–
Non-current	4,220,600	4,137,200
	4,220,600	4,137,200

On 29 December 2024, the Company and North Ventures Pte Ltd (“NVPL”), the immediate and ultimate holding company, entered into a loan extension agreement to extend the repayment date of the loans of (i) \$400,000 and (ii) US\$2,000,000 (equivalent to \$2,720,600 ⁽¹⁾) to after 1 July 2026. The loans from NVPL are interest-free and unsecured.

On 14 August 2023, the Company entered into an interest free and unsecured loan agreement of \$1,100,000 with a controlling shareholder of the Company, who is also the Chief Executive Officer of the Company’s wholly-owned subsidiary, Moonstake Pte Ltd. On 29 December 2024, the controlling shareholder of the Company agreed to extend the repayment date of the loan to after 1 July 2026.

⁽¹⁾ US\$2,000,000 @ USD/SGD closing rate of 1.3603 as at 31 December 2024

Loans from shareholders are denominated in the following currencies:

	2024	2023
	\$	\$
Singapore dollar	1,500,000	1,500,000
United States dollar	2,720,600	2,637,200
	4,220,600	4,137,200

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

15 Provision

The Group	2024 \$	2023 \$
Provision for revenue sharing	192,405	197,196
Presented as:		
Current	–	–
Non-current	192,405	197,196
	192,405	197,196

Provision for revenue sharing

The Group	2024 \$	2023 \$
At 1 January	197,196	213,150
Reclassification of revenue sharing obligations to other payables	(11,029)	(11,832)
Currency translation differences	6,238	(4,122)
At 31 December	192,405	197,196

In 2020, a lender (the “**Lender**”) extended loans totalling approximately \$1.6 million to Moonstake Pte Ltd and Moonstake Limited (the “**Original Loans**”). The provision for revenue sharing of approximately \$192,405 (2023: \$197,196) arose from the Deed of Novation entered into by Moonstake Pte Ltd, Moonstake Limited, the Lender and a third party as part of the conditions precedent to be fulfilled, with terms and conditions being satisfactory to the Company prior to the completion of the acquisition of Moonstake Pte Ltd.

The entry into the Deed of Novation was to transfer fully the loan liabilities of approximately \$1.6 million to a third party with a consideration to share 2.2% of Moonstake Limited’s revenue with the transferee for the period from 1 September 2020 to 31 December 2026. The Lender continued to have loan receivables which had the same principal amounts with the Original Loans from the third party.

16 Contract liabilities

The Group	2024 \$	2023 \$
Deferred Revenue⁽¹⁾		
At 1 January	40,574	368,560
Recognised as revenue – non-refundable agency fee (Note 3)	(40,807)	(326,935)
Currency translation differences	233	(1,051)
At 31 December	–	40,574
Advances from customer⁽²⁾		
At 1 January	–	32,721
Recognised as revenue	–	(32,721)
At 31 December	–	–
Total	–	40,574

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

16 Contract liabilities (Cont'd)

The Group	2024 \$	2023 \$
Analysed as		
– Current ⁽³⁾	–	40,574
– Non-current	–	–
	–	40,574

⁽¹⁾ Agency service fee collected in advance. The Group recognises the contract liabilities to profit or loss over the remaining period of the agreement.

⁽²⁾ Amounts received in advance for consulting services.

⁽³⁾ Includes agency service fee collected in advance of \$Nil (2023: \$40,574) to be recognised to profit or loss over the remaining period of the agreement.

(i) Revenue recognised in relation to contract liabilities

The Group	2024 \$	2023 \$
Revenue recognised in current period that was included in the contract liability balance at the beginning of the period:		
– Agency service fee collected in advance	(40,807)	(326,935)
– Amounts received in advance for consulting services	–	(32,721)

(ii) Unsatisfied performance obligations

The Group	2024 \$	2023 \$
Aggregate amount of the transaction price allocated to contracts that are partially or fully unsatisfied as at 31 December		
– Agency service fee collected in advance	–	40,574
– Amounts received in advance for consulting services	–	–

Management expects that the transaction price allocated to unsatisfied performance obligations as at 31 December 2024 and 2023 may be recognised as revenue in the next reporting periods as follows:

The Group	2024 \$	2025 \$	Total \$
Partial and fully unsatisfied performance obligations as at:			
31 December 2024			
Agency service fee collected in advance	–	–	–
31 December 2023			
– Agency service fee collected in advance	40,574	–	40,574

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

17 Convertible notes

On 30 December 2022, the Company issued convertible notes (“Notes”) with a principal amount of US\$1,490,000, bearing interest at 3.5 % per annum and matured on 29 December 2024 (“Maturity Date”).

Interest on the convertible notes will accrue at the rate of 3.50 % per annum, and is payable in cash on (a) the first anniversary of its issue date, (b) the date the convertible notes are redeemed as a result of a declaration by the holder that the notes have become due and payable prior to their maturity because an event of default has occurred and is not cured or waived, and (c) the maturity date if the convertible notes are not converted in accordance with their terms. In all other cases, accrued and unpaid interest will be converted into ordinary shares in the Company in accordance with the terms and conditions of the notes.

Interest on the convertible notes payable in cash on the first anniversary of its issue date of \$70,745 (US\$52,007) was being deferred by the Subscriber until further notice by the Subscriber and is included in Other Payables under Note 13.

On the maturity date, the principal amount together with the second year unpaid accrued interest were converted into ordinary shares of the Company.

The Company had on 30 December 2024⁽¹⁾, allotted and issued 30,088,083⁽²⁾ new ordinary shares at \$0.0692 per Share in the capital of the Company (“New Shares”) to the Subscriber. The Conversion Shares are issued based on the minimum conversion price of \$0.0692⁽³⁾ per Share (the “Conversion Price”) as there was no anti-dilution adjustment made to the minimum conversion price in accordance with the Subscription Agreement⁽²⁾.

The convertible notes are presented in the statement of financial position as follows:

	2024	2023
The Group and the Company	\$	\$
Liability component at the reporting date	–	1,964,713

⁽¹⁾ The New Shares were issued on 30 December 2024, as the Maturity Date was a non-Business Day.

⁽²⁾ 29,067,919 New Shares were issued in relation to the principal amount of the Notes pursuant to the 2022 Share Issue Mandate approved by the shareholders at the annual general meeting held on 29 April 2022, while the balance 1,020,164 New Shares were issued in relation to second year unpaid accrued interest pursuant to the 2024 Share Issue Mandate approved by shareholders at the annual general meeting held on 26 April 2024.

⁽³⁾ The Conversion Price is arrived at based on the higher of (i) minimum conversion price of \$0.0692 per Share after adjustment, if any, in accordance with the Subscription Agreement, and (ii) the price per Share equals to 93.5 % of the Volume Weighted Average Price of the Shares on the Catalist on the Maturity Date.

18 Other operating income

The Group	Note	2024	2023
		\$	\$
Government grants		7,649	10,992
Gain on disposal of crypto assets		243,890	–
Gain on disposal of plant and equipment		183	–
Gain on termination of lease contract		866	–
Foreign currency exchange gain, net		–	26,803
Reversal of impairment loss on crypto assets	4	563,463	880,384
Other income – waiver of tax liability ⁽¹⁾		–	98,000
Sundry income		13,479	4,367
		829,530	1,020,546

⁽¹⁾ Relates to waiver obtained from the Inland Revenue Authority of Singapore (“IRAS”) for a tax liability of DLF Pte Ltd, a fully dissolved subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

19 Other operating expenses

The Group	Note	2024 \$	2023 \$
Foreign currency exchange loss, net		134,794	–
Loss on disposal of crypto assets		–	72,094
Impairment loss on goodwill	4	1,775,102	–
Impairment loss on other receivables	8	3,918	–
Impairment loss on right-of-use assets	6	48,247	–
Impairment loss on software development	4	1,041,496	–
Plant and equipment written off	5	4,606	281
		3,008,163	72,375

20 Finance costs

The Group	2024 \$	2023 \$
Interest expense on:		
– Lease liabilities	2,766	2,450
– Convertible notes	70,210	70,402
	72,976	72,852

21 Loss before taxation

Other than as disclosed elsewhere in these financial statements, loss for the year has been arrived after charging/ (crediting):

The Group	Note	2024 \$	2023 \$
Audit fees:			
– auditor of the Company		87,638	82,436
Non-audit fees:			
• Audit-related services (“ARS”)			
– auditor of the Company		41,000	49,500
• Non-ARS			
– auditor of the Company		32,000	32,000
Amortisation of software development	4	544,371	497,923
Depreciation of right-of-use assets	6	40,874	51,576
Depreciation of plant and equipment	5	5,216	7,788
Directors’ fees		155,850	153,600
Employee benefits expense	22	712,904	1,001,255
Reversal of impairment loss on crypto assets	4	(563,463)	(880,384)
Impairment loss on goodwill	4	1,775,102	–
Impairment loss on software development	4	1,041,496	–
Impairment loss on right-of-use assets	6	48,247	–
(Gain)/Loss on disposal of crypto assets		(243,890)	72,094
Maintenance of computer and software		196,578	276,491
Marketing costs		(21,779)	37,142
Professional fees		335,144	378,501
Recruitment expense		45,824	4,985

Depreciation of right-of-use assets and plant and equipment of \$40,874 (2023: \$51,576) and \$5,216 (2023: \$7,788) respectively and directors’ fees amounting to \$155,850 (2023: \$153,600) were charged to administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

22 Employee benefits expense

The Group	2024 \$	2023 \$
Key management personnel's remuneration ⁽¹⁾		
– Short term benefits	369,805	493,720
– Defined contribution plan	18,446	18,144
	388,251	511,864
Other than key management personnel		
– Short term benefits	276,675	438,457
– Defined contribution plan	47,978	50,934
	324,653	489,391
	712,904	1,001,255
Employee benefits expense was included within:		
Selling and distribution expenses	–	565
Administrative expenses	712,904	1,000,690
	712,904	1,001,255

⁽¹⁾ The remuneration of key management personnel are the Company's directors and key executive officers.

23 Taxation

The Group	2024 \$	2023 \$
Current tax expense		
– Under provision in prior years	–	3,105

Domestic income tax is calculated at 17 % (2023: 17 %) of the estimated assessable income for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

A reconciliation of income tax expenses applicable to loss before tax at the statutory tax rate to income tax expenses at the effective income tax of the Group are as follows:

The Group	Note	2024 \$	2023 \$
Loss before tax		(4,309,661)	(1,028,754)
Tax at statutory rate of 17 % (2023: 17 %)		(732,642)	(174,888)
Tax effect on non-deductible expenses	(a)	637,025	160,216
Non-taxable income	(b)	(1,896)	(59,525)
Different tax rates of subsidiary operating in other jurisdictions		(187,352)	(229,046)
Under provision of current tax expense in prior years		–	3,105
Deferred tax assets on losses not recognised		284,865	303,243
		–	3,105

(a) Expenses not deductible for tax purposes mainly relates to amortisation, depreciation and other disallowed expenses incurred in the ordinary course of business.

(b) Non-taxable income mainly relates to amount owing to liquidated subsidiaries written off, government grants, reversal of impairment loss on crypto assets and gain on termination of lease contract.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

23 Taxation (Cont'd)

The Group has unutilised tax losses and unabsorbed capital allowances for carry forward to offset future taxable profits as follows:

The Group	2024 \$	2023 \$
Unutilised tax losses	11,231,128	9,704,926
Unabsorbed capital allowances	3,181,698	3,292,129
	14,412,826	12,997,055

24 Loss per share

The Group	2024 \$	2023 \$
Loss attributable to ordinary shareholders of the Company	(4,309,661)	(1,031,859)
Weighted average number of ordinary shares in issue during the year	187,890,831	187,338,896
Basic loss per share (cents)	(2.29)	(0.55)
Diluted loss per share (cents)	(2.29)	(0.55)

Basic earnings per share is calculated by dividing the net loss attributable to owners of the Company by the weighted average number of ordinary shares during the financial year.

For calculation of diluted earnings per share, the convertible notes and unvested PSP share awards are not considered because they are antidilutive. The convertible notes and unvested PSP share awards can potentially dilute basic earnings per share in the future.

25 Related party transactions

Other than as disclosed elsewhere in these financial statements, the following transactions took place between the Group and these related parties at terms agreed between the parties:

The Group	Note	2024 \$	2023 \$
Transactions with related party			
Loan from controlling shareholder	14	–	1,100,000
Professional and consulting fee ⁽¹⁾		96,083	96,737

⁽¹⁾ Relates to marketing and operation support services provided by a related party which has common controlling shareholder as the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

26 Financial risk management

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include: credit risk, liquidity risk, interest rate risk, and foreign currency risk. The Group's and the Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Group's and the Company's financial performance.

There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposures are measured using sensitivity analysis indicated below.

The carrying amounts of financial assets and financial liabilities at the reporting date by categories are as follows:

	2024	2023
The Group	\$	\$
At amortised cost		
Financial assets		
Other receivables*	44,086	46,765
Cash and bank balances	14,324	542,857
	58,410	589,622
At amortised cost		
Financial liabilities		
Trade and other payables	2,901,238	2,969,025
Lease liabilities	49,167	35,477
Loans from shareholders	4,220,600	4,137,200
Convertible notes	–	1,964,713
	7,171,005	9,106,415

* excluded prepayments and goods and services tax receivables

	2024	2023
The Company	\$	\$
At amortised cost		
Financial assets		
Other receivables*	10,941	570,291
Cash and bank balances	7,688	435,424
	18,629	1,005,715
At amortised cost		
Financial liabilities		
Trade and other payables	750,039	388,895
Lease liabilities	49,167	35,477
Loans from shareholders	4,220,600	4,137,200
Convertible notes	–	1,964,713
	5,019,806	6,526,285

* excluded prepayments and goods and services tax receivables

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

26 Financial risk management (Cont'd)

Credit risk

Credit risk refers to the risk that counterparties may default on their contractual obligations resulting in financial loss to the Group. The Group's exposure to credit risk arises primarily from other receivables.

The Group's objective is to seek continual growth while minimising losses arising from credit risk exposure. The Group has adopted the policy of dealing only with creditworthy counterparties. Receivable balances and payment profile of the debtors are monitored on an on-going basis with the result that the Group's exposure to bad debts is not significant.

At the reporting date, other than as disclosed in Note 8, no allowances for impairment is necessary in respect of other receivables past due and not past due.

Significant concentrations of credit risk

The maximum exposure to credit risk is represented by the carrying amount of each financial asset. As at 31 December 2024, there were no significant concentrations of credit risk.

Cash is held with banks of high credit ratings.

Exposure to credit risk

The tables below detail the credit quality of the Group's and the Company's financial assets and other items, as well as maximum exposure to credit risk by internal credit rating grades:

	Note	12-month/ Lifetime ECL	Gross carrying amount \$	Loss allowance \$	Net carrying amount \$
The Group					
2024					
Other receivables	(1)	Lifetime ECL	48,248	(4,162)	44,086
2023					
Other receivables	(1)	Lifetime ECL	46,765	–	46,765
	Note	12-month/ Lifetime ECL	Gross carrying amount \$	Loss allowance \$	Net carrying amount \$
The Company					
2024					
Amount due from subsidiary	(2)	12-month ECL	1,027,672		
Other receivables	(1)	12-month ECL	10,940		
			1,038,612	(1,027,671)	10,941
2023					
Amount due from subsidiaries	(2)	12-month ECL	1,569,773		
Other receivables	(1)	12-month ECL	19,859		
			1,589,632	(1,019,341)	570,291

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

26 Financial risk management (Cont'd)

Credit risk (Cont'd)

Exposure to credit risk (Cont'd)

The carrying amount of financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the Group's maximum exposure to credit risk without taking into account the value of any collateral obtained.

(1) Other receivables

Loss allowance for other receivables is measured at an amount equal to lifetime expected credit losses ("ECL"), which is consistent with the approach adopted for trade receivables. The ECL on other receivables is estimated by reference to the track record of the counterparties, their business and financial conditions where information is available, and knowledge of any events or circumstances impeding recovery of the amounts. At the reporting date, no loss allowance for other receivables was required except as disclosed in Note 8.

(2) Amount due from subsidiaries

The use of advances to assist with the related parties' cash flow management is in line with the Group's capital management. In determining the ECL, management has taken into account the finances and business performance of the related parties, and a forward-looking analysis of the financial performance of investments and projects undertaken by the related parties.

Market price risk

The Group transacts business in various crypto assets, therefore is exposed to market price risk of crypto assets.

As at each reporting date, the carrying amounts of crypto assets and liabilities are as follows:

		2024	2023
		\$	\$
The Group			
Assets			
<u>Crypto assets</u>			
Cardano	ADA	809,246	736,688
IOST	IOST	26,153	75,204
HEART	HEART	20,965	–
JasmyCoin	JASMY	–	259,285
Ontology Gas	ONG	5,826	33,156
Ontology	ONT	65,405	92,420
Orbs	ORBS	128,701	133,786
Shiden Network	SDN	16,220	45,759
SSV Network	SSV	35,921	36,268
Tezos	XTZ	295,200	219,341
Others (Individually lesser than 1 %)		27,628	23,885
		1,431,265	1,655,792
Liabilities			
<u>Trade and other payables</u>			
<u>Loan from Executive Chairman</u>			
Tether	USDT	(136,031)	(131,861)
<u>Advances in crypto assets from third party</u>			
Cardano	ADA	(978,872)	(948,865)
Harmony	ONE	(1,374)	(1,332)
Ontology	ONT	(234,652)	(227,458)
Tezos	XTZ	(785,758)	(761,671)
		(2,000,656)	(1,939,326)

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

26 Financial risk management (Cont'd)

Market price risk (Cont'd)

A 10 % (2023: 10 %) weakening of market prices of the crypto assets (except USDT and USDC) against the functional currencies of the Group entities at the reporting date would have had the equal but opposite effect to the amount shown below, on the basis that all other variables remain constant.

The Group		31 December 2024		31 December 2023	
		Increase/(Decrease)			
		Loss before tax \$	Equity \$	Loss before tax \$	Equity \$
Cardano	ADA	47,639	(47,639)	56,437	(56,437)
Heart	HEART	2,096	(2,096)	–	–
IOST	IOST	2,615	(2,615)	7,520	(7,520)
JasmyCoin	JASMY	–	–	25,929	(25,929)
Ontology Gas	ONG	583	(583)	3,316	(3,316)
Ontology	ONT	1,861	(1,861)	4,227	(4,227)
Orbs	ORBS	12,870	(12,870)	13,379	(13,379)
Shiden Network	SDN	1,622	(1,622)	4,576	(4,576)
SSV Network	SSV	3,592	(3,592)	3,627	(3,627)
Tezos	XTZ	1,566	(1,566)	5,808	(5,808)
Others		2,763	(2,763)	2,296	(2,296)

The Group is dependent on the state of the crypto asset market and general sentiment of crypto assets as a whole. The Group monitors the crypto assets prices on a constant basis. The Group does not hold or acquire crypto assets for speculative purposes.

Interest rate risk

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

The Group is not exposed to interest rate risk as there are no variable rate bank loans or bank overdraft held by the Group.

Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises when transactions are denominated in foreign currencies.

The Group is exposed to currency risk on financial assets and financial liabilities that are denominated in a currency other than the functional currencies of the respective Group entities. The currencies that give rise to foreign currency risk are the United States dollar ("USD").

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

26 Financial risk management (Cont'd)

Foreign currency risk (Cont'd)

At the reporting date, the carrying amounts of significant monetary assets and monetary liabilities denominated in currencies other than the respective entities' functional currencies were as follows:

The Group	USD \$
2024	
Cash and bank balances	4,302
Other receivables	6,364
Trade and other payables	(70,745)
Loan from shareholder	(2,720,600)
Net exposure	(2,780,679)
2023	
Cash and bank balances	311,338
Other receivables	24,907
Trade and other payables	(564,835)
Loan from shareholder	(2,637,200)
Net exposure	(2,865,790)
The Company	USD \$
2024	
Cash and bank balances	1,517
Other payables	(76,322)
Loan from shareholder	(2,720,600)
Net exposure	(2,795,405)
2023	
Cash and bank balances	269,351
Other payables	(68,953)
Loan from shareholder	(2,637,200)
Net exposure	(2,436,802)

Sensitivity analysis – Foreign currency risk

Below analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account the associated tax effects.

A 5 % (2023: 5 %) weakening of the above currencies against the functional currencies of the Group entities at the reporting date would have had the equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

The Group	2024		2023	
	Loss before tax \$	Increase/(Decrease) Equity \$	Loss before tax \$	Increase/(Decrease) Equity \$
USD	(139,034)	139,034	(143,290)	143,290

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

26 Financial risk management (Cont'd)

Foreign currency risk (Cont'd)

	2024		2023	
	Loss before tax \$	Equity \$	Loss before tax \$	Equity \$
The Company				
USD	(139,770)	139,770	(121,840)	121,840

Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group and the Company updates cashflow projections on a regular basis and closely monitors the crypto asset market on a daily basis. Accordingly, the Group's controls over expenditure are carefully managed, in order to maintain its cash reserves.

The following table analyses the remaining contractual maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flow, including estimated interest payments.

	◀ Contractual undiscounted cash flows ▶			
	Carrying amount \$	Total \$	Less than 1 year \$	Between 2 to 5 years \$
The Group				
2024				
Trade and other payables	2,765,207	2,765,207	764,551	2,000,656
Lease liabilities	49,167	50,741	41,760	8,981
Loans from shareholders	4,220,600	4,220,600	–	4,220,600
	7,034,974	7,036,548	806,311	6,230,237
2023				
Trade and other payables	2,837,164	2,837,164	897,838	1,939,326
Lease liabilities	35,477	36,000	36,000	–
Loans from shareholders	4,137,200	4,137,200	–	4,137,200
Convertible notes	1,964,713	2,034,923	2,034,923	–
	8,974,554	9,045,287	2,968,761	6,076,526

	◀ Contractual undiscounted cash flows ▶			
	Carrying amount \$	Total \$	Less than 1 year \$	Between 2 to 5 years \$
The Company				
2024				
Other payables	750,039	750,039	750,039	–
Lease liabilities	49,167	50,741	41,760	8,981
Loans from shareholders	4,220,600	4,220,600	–	4,220,600
	5,019,806	5,021,380	791,799	4,229,581
2023				
Other payables	388,895	388,895	388,895	–
Lease liabilities	35,477	36,000	36,000	–
Loans from shareholders	4,137,200	4,137,200	–	4,137,200
Convertible notes	1,964,713	2,034,923	2,034,923	–
	6,526,285	6,597,018	2,459,818	4,137,200

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

26 Financial risk management (Cont'd)

Technology leakage risk

The Group's key competitive advantage lies in its blockchain-related technology intellectual property ("IP") and trade secrets. Should its IP and trade secrets be compromised, the Group could face risks in its ability to remain competitive and execute its strategy.

Technology leakage risks are mitigated by controls of information, ability to defend against intrusion into the Group's technology infrastructure, IP protection and prevention of leakage of sensitive data.

Risks related to source of funds and anti-money laundering

Crypto assets are exchangeable directly between parties through decentralised networks that allow anonymous transactions; such transactions create complex technical challenges with respect to issues such as identification of parties involved and asset ownership. The Group complies with the relevant rules and regulations in each jurisdiction it operates.

27 Fair value measurement

Definition of fair value

SFRS(I) define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The carrying values of variable rate bank loans approximate their fair values.

Fair value hierarchy

The Group classifies fair value measurement using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- (a) Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (b) Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- (c) Level 3 – Inputs for the assets or liability that are not based on observable market data (unobservable inputs).

Other than as disclosed elsewhere in these financial statements, the carrying amounts and fair values of non-financial assets and liabilities, including their fair value hierarchy level, are set out below:

The Group	Note	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
2024					
Non-financial asset					
Crypto assets	4	1,431,265	–	–	1,431,265
2023					
Non-financial asset					
Crypto assets	4	1,655,792	–	–	1,655,792

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

27 Fair value measurement (Cont'd)

Lease liabilities

The carrying amounts of finance leases approximate their fair values as they bear interest at rates which approximate the current incremental borrowing rate for similar types of leasing arrangements.

Fair value measurement of other financial instruments

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including other receivables (excluding prepayments and goods and services tax receivables), cash and bank balances, trade and other payables, and borrowings approximate their fair values because of the short period to maturity.

27.1 Financial assets and financial liabilities subject to offsetting and enforceable master netting arrangements

The Company regularly pays expenses on behalf of its subsidiaries. Both parties have an arrangement to settle the intercompany balances due to or from each other on a net basis.

The amounts of due to and from holding company that are offset are as follows:

	Gross carrying amounts \$	Gross amounts offset in the statement of financial position \$	Net amounts in the statement of financial position \$
2024			
Amount due from a subsidiary	1,027,672	–	1,027,672
Amount due to a subsidiary	(395,578)	–	(395,578)
2023			
Amount due from subsidiaries	1,725,914	(156,141)	1,569,773

28 Operating segments

For management reporting purposes, the Group is organised into the following reportable operating segments which are the Group's strategic business units as follows:

- (1) Mechanical and electrical services segment relates to provision of solutions and services in fire protection systems, plumbing and sanitary systems, and heating, ventilation and air-conditioning systems. Our customers include main contractors, property developers, luxury hotels, statutory boards, listed companies and government bodies^(a); and
- (2) Blockchain technology services relate to:
 - (i) Blockchain agency and consulting services which relate to sales agency services to blockchain companies in respect of their blockchain-related products and services, software development outsource agency services to blockchain companies in respect of their software development projects, consultancy services to blockchain companies in respect of the strategy, sales and marketing, technology and operation of their blockchain-related businesses, products and services and commercialisation of blockchain-related products which are conducted by OIO Singapore Pte Ltd; and
 - (ii) Staking services relate to provision of digital wallets and staking services to retail customers as well as research and development services to enterprise customers in relation to their staking and decentralised finance businesses, which are conducted by Moonstake Pte Ltd and Moonstake Limited acquired by the Group on 31 May 2021.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

28 Operating segments (Cont'd)

The chief operating decision maker monitors the operating results of its operating segments separately for the purpose of making decisions about resource allocation and performance assessment.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the chief operating decision-maker. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Intersegment pricing is determined on an arm's length basis.

^(a) The remaining entities under the mechanical and electrical services segment were fully dissolved in 2023.

The Group	Blockchain technology services \$	Unallocated \$	Total \$
2024			
Revenue	592,046	–	592,046
Segment results	(2,664,252)	(1,572,433)	(4,236,685)
Loss before tax	(2,664,252)	(1,645,409)	(4,309,661)
Segment assets	1,470,977	40,689	1,511,666
Segment liabilities	2,739,182	4,624,228	7,363,410
<i>Other information</i>			
Finance costs	–	(72,976)	(72,976)
Realised foreign exchange loss, net	(7,636)	(15,491)	(23,127)
Unrealised foreign exchange loss, net	(10,605)	(101,088)	(111,693)
Amortisation of software development	(544,371)	–	(544,371)
Depreciation of right-of-use assets	–	(40,874)	(40,874)
Depreciation of plant and equipment	(590)	(4,626)	(5,216)
Government grants	4,000	3,649	7,649
Impairment loss on goodwill	(1,775,102)	–	(1,775,102)
Impairment loss on other receivables	(3,918)	–	(3,918)
Impairment loss on right-of-use assets	–	(48,247)	(48,247)
Impairment loss on software development	(1,041,496)	–	(1,041,496)
Reversal of impairment loss on crypto assets	563,463	–	563,463
Gain on disposal of crypto assets	243,890	–	243,890

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

28 Operating segments (Cont'd)

The Group	Mechanical and electrical engineering services \$	Blockchain technology services \$	Unallocated \$	Total \$
2023				
Revenue	–	1,368,249	–	1,368,249
Segment results	98,000	181,218	(1,235,120)	(995,902)
Profit/(Loss) before tax	98,000	181,218	(1,307,972)	(1,028,754)
Segment assets	–	5,130,268	508,381	5,638,649
Segment liabilities	–	2,817,900	6,526,285	9,344,185
<i>Other information</i>				
Finance costs	–	–	(72,852)	(72,852)
Realised foreign exchange loss, net	–	(30,409)	(2,806)	(33,215)
Unrealised foreign exchange (loss)/gain, net	–	(4,457)	64,475	60,018
Amortisation of software development	–	(497,923)	–	(497,923)
Depreciation of right-of-use assets	–	–	(51,576)	(51,576)
Depreciation of plant and equipment	–	(1,151)	(6,637)	(7,788)
Government grants	–	6,976	4,016	10,992
Reversal of impairment loss on crypto assets	–	595,820	284,564	880,384
Loss on disposal of crypto assets	–	(71,740)	(354)	(72,094)
Other income – waiver of tax income liability ⁽¹⁾	98,000	–	–	98,000

⁽¹⁾ Relates to waiver obtained from the Inland Revenue Authority of Singapore (“IRAS”) for a tax liability of DLF Pte Ltd, a fully dissolved subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

28 Operating segments (Cont'd)

Reconciliation of reportable segment revenue, profit or loss, assets and liabilities:

The Group	2024 \$	2023 \$
<u>Revenue</u>		
Total revenue for reportable segments	592,046	1,368,249
Consolidated revenue	592,046	1,368,249

The Group	2024 \$	2023 \$
<u>Profit or loss before tax</u>		
Total (loss)/profit for reportable segments from operations	(2,664,252)	279,218
Government grants	3,649	4,016
Foreign exchange (loss)/gain, net	(116,579)	61,669
Other income	866	285,315
Depreciation of plant and equipment	(4,626)	(6,637)
Depreciation of right-of-use assets	(40,874)	(51,576)
Impairment loss on right-of-use assets	(48,247)	–
Other administrative expenses	(1,439,598)	(1,600,759)
Consolidated loss before tax	(4,309,661)	(1,028,754)

The Group	2024 \$	2023 \$
<u>Segment assets</u>		
Total assets for reportable segments	1,470,977	5,130,268
Plant and equipment	4,781	7,974
Right-of-use assets	–	34,389
Intangible assets	764	742
Other receivables	27,456	29,852
Cash and bank balances	7,688	435,424
Consolidated total assets	1,511,666	5,638,649

The Group	2024 \$	2023 \$
<u>Segment liabilities</u>		
Total liabilities for reportable segments	2,739,182	2,817,900
Trade and other payables	354,461	388,895
Lease liabilities	49,167	35,477
Convertible notes	–	1,964,713
Loans from shareholders	4,220,600	4,137,200
Consolidated total liabilities	7,363,410	9,344,185

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

28 Operating segments (Cont'd)

Geographical segments

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

	Singapore \$	Others \$	Total \$
2024			
Revenue	40,807	551,239	592,046
Non-current assets	4,831	1,431,265	1,436,096
2023			
Revenue	359,656	1,008,593	1,368,249
Non-current assets	3,358,222	1,651,524	5,009,746

Information about major customers

During the financial year ended 31 December 2024, sales to 1 (2023: 2) customer accounted for 100 % (2023: 100 %) of the Group's total revenue from non-digital wallets staking services.

29 Capital management

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the previous financial year.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital management and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group is not subject to externally imposed capital requirements.

The Group monitors capital using gearing ratio, which is calculated using total liabilities divided by total equity.

The Group	2024 \$	2023 \$
Total liabilities	7,363,410	9,344,185
Total equity	(5,851,744)	(3,705,536)
Gearing ratio (%)	N/A	N/A

N/A – the gearing ratio is not applicable as the Group has a deficit in total equity.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

30 Share options

Employee Share Option Scheme (the “ESOS”)

The Company has adopted the Employee Share Option Scheme (the “ESOS”) on 19 June 2018 prior to its listing on the Catalist board of the SGX-ST. The ESOS shall be administered by the RC. The purpose of the ESOS is to provide an opportunity for full-time employees of the Group and Directors (excluding Independent Directors) who have met performance targets (the “**Selected Person**”) to participate in the equity of the Company (in addition to cash bonuses) so as to motivate them towards greater dedication, loyalty and higher standards of performance, and to give recognition to past contributions and services. The ESOS, which forms an integral and important component of a compensation plan, is designed to primarily reward and retain employees whose services are vital to the success of the Group. Provided always that the aggregate number of the shares arising from ESOS shall not exceed 15 % of the total number of issued Shares of the Company from time to time, the Selected Person would receive the same benefit from a contingent award under the scheme (“**Award**”) in respect of fewer shares as they would receive if share options were granted instead of a larger number of shares. The ESOS would therefore allow the Company to provide the incentive to employees while reducing the dilutive effect on shareholders.

Under the rules of the ESOS, the options that are granted may have exercise prices that are, at the RC’s discretion, set at the price (“**Market Price**”) equal to the average of the last dealt prices for the Company’s ordinary shares (“**Shares**”) on the Catalist for the five consecutive trading days immediately preceding the relevant date of grant of the relevant option, or (provided that Shareholders’ approval is obtained in a separate resolution) at a discount to the Market Price (subject to a maximum discount of 20 % or such other percentage or amount as may be determined by the RC and as permitted by the SGX-ST). Options which are fixed at the Market Price may be exercisable at any time by the participant after the first anniversary of the date of grant of that option while options granted at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the Scheme will have a life span of ten (10) years. The options may be exercisable in whole or in part, on payment of the exercise price. Since its adoption till the date of this report, no option has been granted under the ESOS.

Performance Share Plan (the “PSP”)

In addition to the ESOS, the Company has adopted the Performance Share Plan (the “PSP”) on 19 June 2018 prior to its listing on the Catalist board of the SGX-ST. The PSP was implemented to complement the ESOS and to increase the Company’s flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to promote higher performance, goals and recognise exceptional performance. The purpose of adopting the PSP is to give the Company greater flexibility to align the interests of employees, especially key executives, with the interests of Shareholders. The PSP is managed by the RC. The awards granted under the PSP allow a participant to receive fully-paid Shares free of consideration upon achieving the performance target(s) prescribed by the RC at its absolute discretion. The selection of a participant and the number of Shares which are the subject of each award granted to a participant in accordance with the PSP shall be determined at the absolute discretion of the RC. RC plans to exercise this discretion judiciously, taking into account criteria such as his rank, job performance, years of service and potential for further development, his contribution to the success and development of the Company and the extent of effort required to achieve the performance target within the performance period. Total of 1,111,102 shares were issued under the PSP plan from the agreement date to 31 December 2024.

NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 December 2024

30 Share options (Cont'd)

At the end of the financial year, details of the performance shares granted under the PSP to the following employees of the Company are as below:–

Participant	Awards granted during the financial year	Awards released during the financial year	Aggregate awards granted since commencement to end of financial year	Aggregate awards released since commencement to end of financial year	Aggregate awards not released as at end of financial year
Taku Edatsune (Former employee – Head of Finance and Administration)	–	–	186,415	186,415	–
Yusaku Mishima ⁽¹⁾ (Executive Chairman)	1,000,000	600,000	1,924,687	924,687	1,000,000
Total	1,000,000	600,000	2,111,102	1,111,102	1,000,000

Note:

⁽¹⁾ On 30 May 2024, the Company announced total awards of 1,000,000 shares to Mr Yusaku Mishima (Executive Chairman) under the performance share plan. The Company also allotted and issued 600,000 new ordinary shares to Mr Yusaku Mishima on 23 May 2024.

STATISTICS OF SHAREHOLDINGS

As at 20 March 2025

SHARE CAPITAL INFORMATION

Issued and fully paid-up capital	25,912,480
Number of shares	218,048,924
Class of shares	Ordinary shares
Voting rights	One vote per share

SHAREHOLDINGS IN THE HANDS OF PUBLIC

Based on the information available to the Company as of 20 March 2025, approximately 21.18% of the issued ordinary shares of the Company is being held by the public and therefore, Rule 723 of Section B: Rules of Catalist of the SGX-ST Listing Manual (the "Catalist Rules") has been complied with.

SUBSTANTIAL SHAREHOLDINGS AS AT 20 MARCH 2025

Shareholder	Direct Interest	%	Deemed Interest	%
North Ventures Pte. Ltd. ⁽¹⁾	77,670,840	35.62	–	–
Enomoto Hiroyuki ⁽¹⁾	–	–	77,670,840	35.62
Mitsuru Tezuka ⁽²⁾	40,348,314	18.50	–	–
xWIN Asset Management Japan LLC ⁽³⁾	30,088,083	13.80	–	–
Thong Kooi Kok ⁽³⁾	–	–	30,088,083	13.80
Arasawa Fumihiro ⁽³⁾	–	–	30,088,083	13.80
Bungo Saito ⁽³⁾	–	–	30,088,083	13.80
Fan Chee Seng	22,840,960	10.48	–	–

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 20 MARCH 2025

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	0	0.00	0	0.00
100 – 1,000	31	5.74	13,000	0.01
1,001 – 10,000	197	36.48	1,468,500	0.67
10,001 – 1,000,000	304	56.30	22,274,758	10.22
1,000,001 AND ABOVE	8	1.48	194,292,666	89.10
TOTAL	540	100.00	218,048,924	100.00

Notes:

- (1) Pursuant to Section 4 of the Securities and Futures Act (Cap 289), Enomoto Hiroyuki is treated as having interest in the shares in the Company held by North Ventures Pte. Ltd. for 77,670,840 shares. Enomoto Hiroyuki holds 100% of the issued and paid-up share capital of North Ventures Pte. Ltd.
- (2) Mitsuru Tezuka is deemed interested in 40,348,314 ordinary shares held through his nominee, IFAST Financial Pte Ltd.
- (3) Pursuant to Section 4 of the Securities and Futures Act (Cap 289), Thong Kooi Kok, Arasawa Fumihiro and Bungo Saito are treated as having interest in the shares in the Company held by xWIN Asset Management Japan LLC for 30,088,083 shares.

STATISTICS OF SHAREHOLDINGS

As at 20 March 2025

TWENTY LARGEST SHAREHOLDERS AS AT 20 MARCH 2025

NO.	SHAREHOLDER'S NAME	NUMBER OF SHARES HELD	%
1	NORTH VENTURES PTE LTD	77,670,840	35.62
2	IFAST FINANCIAL PTE LTD	48,410,227	22.20
3	XWIN ASSET MANAGEMENT JAPAN LLC	30,088,083	13.80
4	FAN CHEE SENG	22,840,960	10.48
5	MAKOTO KAWADA	8,219,101	3.77
6	FINANCIAL CREATIVE CONSULTING LIMITED	3,735,955	1.71
7	WONG YAI MOW	2,000,000	0.92
8	TAN BUCK LIANG	1,327,500	0.61
9	TIGER BROKERS (SINGAPORE) PTE. LTD.	784,900	0.36
10	DBS NOMINEES PTE LTD	765,400	0.35
11	PHILLIP SECURITIES PTE LTD	746,300	0.34
12	NOBORU OHSHIMA	679,258	0.31
13	WU JIA HONG JONATHAN OR ANG KIM	600,000	0.28
14	YEO SENG BUCK	600,000	0.28
15	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	557,500	0.26
16	TEO KOK BING	507,000	0.23
17	RAFFLES NOMINEES (PTE) LIMITED	437,900	0.20
18	YAP CHEE SIONG (YE ZHIXIONG)	411,400	0.19
19	ONG CHU TEK	411,000	0.19
20	YEUNG SHUN YUN	400,000	0.18
TOTAL		201,193,324	92.28

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Foo Kia Juah, the Director, is seeking re-election at the forthcoming Annual General Meeting of the Company, which will be convened on 28 April 2025 (the “AGM”) (the “Retiring Director”).

Pursuant to Rule 720(5) of the Rules of Catalist, the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Listing Manual of the SGX-ST:

Date of Appointment	12 December 2019
Date of last re-appointment	27 April 2023
Age	75
Country of principal residence	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Company’s Board of Directors has considered, among others, the recommendation of the Nominating Committee (“NC”). It has reviewed and considered the qualifications, work experience, and suitability of Mr. Foo Kia Juah for re-appointment as Independent Non-Executive Director of the Company. The Board has reviewed and concluded that Mr Foo Kia Juah possesses the experience, expertise, knowledge, and skills to contribute towards the core competencies of the Board.
Whether the appointment is executive, and if so, the area of responsibility	Non-Executive.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead Independent Non-Executive Director, Chairman of Nominating Committee and Remuneration Committee as well as a Member of the Audit Committee.
Professional qualifications	Mr Foo Kia Juah graduated from Nanyang University with an Honours degree in Government & Public Administration.
Working experience and occupation(s) during the past 10 years	None
Shareholding interest in the listed issuer and its subsidiaries	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships#	
Past (for the last 5 years)	None
Present	<ul style="list-style-type: none"> Bin Keow Brickworks Pte. Ltd. Bin Keow Industrial Pte. Ltd

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
c)	Whether there is any unsatisfied judgment against him?	No
d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No
f)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

ii.	any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	
iii.	any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No
iv.	any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere	
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?		
k)	Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
Disclosure applicable to the appointment of Director only		
Any prior experience as a director of a listed company?		Not applicable. This is in relation to re-election of director.
If yes, please provide details of prior experience.		
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.		
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).		

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Ms Goh Li-Lin, Gillian, the Director, is seeking re-election at the forthcoming Annual General Meeting of the Company, which will be convened on 28 April 2025 (the “AGM”) (the “Retiring Director”).

Pursuant to Rule 720(5) of the Rules of Catalyst, the following is the information relating to the Retiring Directors as set out in Appendix 7F to the Listing Manual of the SGX-ST:

Date of Appointment	10 June 2024
Date of last re-appointment	Not applicable
Age	51
Country of principal residence	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Company’s Board of Directors has considered, among others, the recommendation of the Nominating Committee (“NC”). It has reviewed and considered the qualifications, work experience, and suitability of Ms Goh Li-Lin, Gillian for re-appointment as Independent Non-Executive Director of the Company. The Board has reviewed and concluded that Ms Goh Li-Lin, Gillian possesses the experience, expertise, knowledge, and skills to contribute towards the core competencies of the Board.
Whether the appointment is executive, and if so, the area of responsibility	Non-Executive.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Non-Executive Director, Chairman of Audit Committee as well as a Member of the Nominating Committee and Remuneration Committee.
Professional qualifications	Ms Goh Li-Lin, Gillian graduated from Nanyang Technology University with a Master of Business Administration (Banking and Finance) as well as Monash University with a Bachelor of Business (Banking and Finance). She is also an Associate Chartered Valuer and Appraiser of the Institute of Valuers and Appraisers, Singapore.
Working experience and occupation(s) during the past 10 years	September 2006 – December 2022: PrimePartners Corporate Finance Pte. Ltd., Director/Head of Continuing Sponsorship. January 2024 – September 2024: re:Equity Consulting, Founder October 2024 – Present: CGS International Securities Singapore Pte. Ltd., Director/Co-Head of Advisory & Equity Capital Markets, Group Investment Banking.
Shareholding interest in the listed issuer and its subsidiaries	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Other Principal Commitments* Including Directorships#		
Past (for the last 5 years)	<ul style="list-style-type: none"> • Directorship – Stamford Land Corporation Ltd • Principal Commitment – PrimePartners Corporate Finance Pte. Ltd. • Principal Commitment – re:Equity Consulting 	
Present	<ul style="list-style-type: none"> • Directorship – Nil • Principal Commitment – CGS International Securities Singapore Pte. Ltd. 	
a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against her or against a partnership of which she was a partner at the time when she was a partner or at any time within 2 years from the date she ceased to be a partner?	No	
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which she was a director or an equivalent person or a key executive, at the time when she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	
c) Whether there is any unsatisfied judgment against her?	No	
d) Whether she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which she is aware) for such purpose?	No	
e) Whether she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	
f) Whether at any time during the last 10 years, judgment has been entered against her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or she has been the subject of any civil proceedings (including any pending civil proceedings of which she is aware) involving an allegation of fraud, misrepresentation or dishonesty on her part?	No	
g) Whether she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	
h) Whether she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

i)	Whether she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
j)	Whether she has ever, to her knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:- i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
	iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere in connection with any matter occurring or arising during that period when she was so concerned with the entity or business trust?	No
k)	Whether she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	Yes. Ms Goh was the Registered Professional in charge of the continuing activities undertaken by the continuing sponsor of a Catalist-listed company (the “ListCo”). The continuing sponsor and Ms Goh received enquiries from, and communicated with, the Singapore Exchange Regulation Pte. Ltd. (“SGX RegCo”) in relation to their respective obligations under the Catalist Rules. This arose from certain inaccurate disclosures in the ListCo’s annual report for the financial year ended 31 December 2019 (“AR2019”) pertaining to the re-election of its Independent Chairman and the appointment of a new independent director. The AR2019 had been announced on the SGXNet in April 2020 and the aforesaid disclosures were subsequently revised and corrected by the ListCo by way of a corrigendum to the AR2019 announced on the SGXNet in June 2020. This matter concluded in March 2021 with a reminder from the SGX RegCo to Ms Goh of her obligations under Catalist Rule 229(2), concurrent with a respective reminder to the continuing sponsor.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

I) Disclosure applicable to the appointment of Director only	
<p>Any prior experience as a director of a listed company?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	<p>Not applicable. This is in relation to re-election of director.</p>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OIO Holdings Limited (the “Company”) will be held at Geylang Serai Community Club @ Wisma Geylang Serai, 1 Engku Aman Turn, Level 3, Activity Room 3 & 4, Singapore 408528 on Monday, 28 April 2025 at 10.00 a.m. to transact the following businesses:–

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Auditors’ Report thereon. **(Resolution 1)**
 2. To approve the payment of Directors’ Fees of S\$250,000 for the financial year ending 31 December 2025 (FY2024: S\$250,000) to be paid monthly in arrears. **(Resolution 2)**
 3. To re-elect Mr. Foo Kia Juah, the Director retiring by rotation pursuant to the requirement of Regulation 104 of the Company’s Constitution. **(Resolution 3)**
 4. To re-elect Ms. Goh Li-Lin, Gillian, the Director retiring pursuant to the requirement of Regulation 114 of the Company’s Constitution. **(Resolution 4)**
- (See Explanatory Note 1)*
5. To re-appoint Messrs Foo Kon Tan LLP as auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

6. AUTHORITY TO ALLOT AND ISSUE SHARES

“THAT pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (the “Catalist Rules”), authority be and is hereby given to the Directors of the Company to issue and allot new ordinary shares in the capital of the Company (“Shares”) (whether by way of rights, bonus or otherwise) and/or make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS that:

- (1) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100 % of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro-rata basis, then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 50 % of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time such authority was conferred, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from exercising share options or vesting share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - (c) any subsequent bonus issues, consolidation or subdivision of Shares.

NOTICE OF ANNUAL GENERAL MEETING

Any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (4) such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

(See Explanatory Note 2)

(Resolution 6)

7. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE OIO EMPLOYEE SHARE OPTION SCHEME

"THAT pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of options granted in accordance with the provisions of the OIO Employee Share Option Scheme (the "ESOS"), provided always that the aggregate number of the ESOS Shares (including the PSP and any other share option schemes of our Company) shall not exceed 15 % of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

(See Explanatory Note 3)

(Resolution 7)

8. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE OIO PERFORMANCE SHARE PLAN

"THAT pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the vesting of awards under the OIO Performance Share Plan (the "PSP"), provided always that the aggregate number of additional new Shares to be allotted and issued pursuant to the PSP and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15 % of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

(See Explanatory Note 4)

(Resolution 8)

9. OTHER BUSINESS

To transact any other ordinary business that may be properly transacted at an AGM of the Company.

BY ORDER OF THE BOARD

Lim Mei Hua Lotus Isabella
Company Secretary
10 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:-

1. Mr. Foo Kia Juah (Lead Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Nominating Committee and a member of each of the Remuneration Committee, and Audit Committee, and he will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

Ms. Goh Li-Lin, Gillian (Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Audit Committee, and as a member of the Nominating Committee, and Remuneration Committee, and she will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

Detailed information about Mr. Foo Kia Juah and Ms. Goh Li-Lin, Gillian can be found under the “Board of Directors” and “Disclosures of information on seeking re-election pursuant to Rule 720(5) of the Catalist Rules” sections in the Company’s Annual Report 2024.

2. Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM, to allot and issue Shares and/or Instruments (as defined above). The aggregate number of new Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may issue under this Resolution shall not exceed 100 % of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing of this Resolution. For issue of Shares and convertible securities other than on a pro-rata basis, the aggregate number of Shares and convertible securities to be issued shall not exceed 50 % of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing of this Resolution. This authority will, unless revoked or varied at a general meeting, expire on the date of the next AGM of the Company or on the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
3. Ordinary Resolution 7, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant ESOS provided that the aggregate number of new Shares to be allotted and issued pursuant to the ESOS and other share-based incentive scheme(s) or plan(s) to be implemented by the Company (if any) shall not exceed 15 % of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
4. Ordinary Resolution 8, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant to PSP, provided that the aggregate number of new Shares to be allotted and issued pursuant to the PSP and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15 % of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

IMPORTANT NOTES:

Physical Meeting

1. The company’s AGM will be held physically, and there is **no option for members to participate virtually**. Printed copies of the Annual Report 2024 will not be sent to members. Instead, the Annual Report 2024 will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company’s website at the URL <https://oio.holdings>.
2. Printed copies of the Notice of AGM, the Proxy Form and the Request Form for the Annual Report 2024 (AR Request Form) will be sent to members by post. The Proxy Form and Request Form may be downloaded from the Company’s website at the URL <https://oio.holdings> or the SGXNet. For shareholders who prefer to receive a printed copy of the Annual Report 2024, please refer to the Request Form for instructions on how to make a request.
3. Members (including investors under the Supplementary Retirement Scheme (“SRS Investors”)) may participate in the AGM by:
 - (a) attending the AGM in person;
 - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
 - (c) voting at the AGM
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).
4. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including SRS Investors, who wish to participate in the AGM should approach their respective agents at least (7) seven working days before the AGM so that the relevant agents can make the necessary arrangements for their participating in the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Voting

1. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak, and vote on his/her behalf at the meeting. Where such member appoints more than one (1) proxy, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the form of a proxy. A proxy need not be a Member of the Company.
2. A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak, and vote on his/her behalf at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such a member appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of a proxy.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

3. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
4. If a member wishes to appoint the Chairman of the Meeting as a proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on each resolution in the instrument appointing the Chairman of the Meeting as a proxy. Suppose there is no specific direction as to voting or abstentions from voting with respect to a resolution in the form of a proxy. In that case, the appointment of the Chairman of the AGM as a proxy for that resolution will be treated as invalid.
5. The instrument appointing a proxy or proxies, duly completed and signed, must be submitted to the Company in the following manner:
 - (a) if submitted via post, be lodged at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619, or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at sg.is.proxy@vistra.com,

in either case, not less than seventy-two (72) hours before the time appointed for the AGM.

A member who wishes to submit a proxy form must complete and sign it before submitting it by post to the address provided above or before scanning and sending it by email to the address provided above.

6. Investors who hold shares through relevant intermediaries as defined in Section 18 of the Companies Act, including SRS investors, who wish to appoint a proxy or proxies (including the Chairman), should approach their respective agents to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to vote on their behalf by 10:00 a.m. on 16 April 2025.
7. The instrument appointing a proxy or proxies must be signed by the appointor or by his/her attorney duly authorized in writing. Where a corporation executes the instrument appointing a proxy or proxies, it can be signed either under its common seal, by its attorney, a duly authorized officer, or without affixing a seal pursuant to Section 41(B) of the Companies Act.
8. A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967.
9. In order for the Depositor to be entitled to attend and vote at the annual general meeting, a depository’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time fixed for holding the annual general meeting.

Submission of Questions in Advance

1. Members may also submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by 10:00 a.m. on 21 April 2025:
 - (a) via email to: investor.relations@oio.sg; and/or
 - (b) by post to the Company’s principal place of business at 14 Arumugam Road #02-06 LTC Building C, Singapore 409959.
2. For verification purposes, when submitting any questions via email or by post, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

NOTICE OF ANNUAL GENERAL MEETING

3. The Board and Management will endeavour to address the substantial and relevant questions from members at least 48 hours prior to the closing date and time of the lodgement of the proxy forms by uploading the responses to questions from members on SGXNet. After the cut-off time for the submission of questions, if substantial and relevant questions are received, the Board may address them at the AGM. Minutes of the AGM will be published on SGXNet within one (1) month after the date of the AGM. The minutes should record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board or Management.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

OIO HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Registration No. 201726076W)

PROXY FORM

IMPORTANT
1. The Company's Annual General Meeting (the "AGM" or the "Meeting") will be held physically, and members cannot participate virtually. Printed copies of this Proxy Form and the accompanying Notice of AGM, Questions Form, and Request Form will be sent to members by post.
2. This proxy form is not valid for use by investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) ("Investor") (including investors holding through the SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms in the Notice of AGM dated 10 April 2025.
4. Please read the notes overleaf, which contain instructions on, inter alia, the appointment of a proxy(ies).

I/We*, _____ (Name)
_____, (NRIC/Passport No./Company Registration No.*)
of _____ (Address)
being a member/members of OIO Holdings Limited (the "Company"), hereby appoint

Name	NRIC/Passport Number	Email Address**	Proportion of Shareholdings	
			Number of Shares	%
Address				

and/or (delete where appropriate)

Name	NRIC/Passport Number	Email Address**	Proportion of Shareholdings	
			Number of Shares	%
Address				

as *my/our *proxy/proxies, or failing him/them, the Chairman of the AGM of the Company, to attend, speak and vote for *me/us on *my/our behalf at the AGM of the Company to be held at Geylang Serai Community Club @ Wisma Geylang Serai, 1 Engku Aman Turn, Level 3, Activity Room 3 & 4, Singapore 408528 on Monday, 28 April 2025 at 10.00 a.m. (Singapore time) and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for, against, and/or to abstain from voting on the Ordinary Resolutions proposed at the AGM in the spaces provided hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/their discretion.

No.	Ordinary Resolutions	For***	Against***	Abstain***
1.	To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2024 and the Auditors' Report thereon.			
2.	To approve the payment of Directors' Fees of S\$250,000 for the financial year ending 31 December 2025 (FY2024: S\$250,000) to be paid monthly in arrears.			
3.	To re-elect Mr. Foo Kia Juah, a Director retiring pursuant to Regulation 104 of the Company's Constitution.			
4.	To re-elect Ms. Goh Li-Lin, Gillian, a Director retiring pursuant to Regulation 114 of the Company's Constitution.			
5.	To re-appoint Foo Kon Tan LLP as auditors of the Company and to authorise the Directors to fix their remuneration.			
6.	To authorise Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore.			
7.	To authorise the allotment and issuance of shares under OIO Employee Share Option Scheme.			
8.	To authorise the allotment and issuance of shares under the OIO Performance Share Plan.			

* Delete as appropriate.

(Voting will be conducted by poll manually. If you wish to exercise all your votes "For" or "Against," please indicate with a tick (✓) in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" as appropriate in the resolution. If you wish to "Abstain" from voting on the resolution, please indicate with a tick (✓) in the "Abstain" box. Alternatively, please indicate the number of shares for which you wish to abstain from voting. In the absence of directions for the resolution, the appointment of the Chairman of the Meeting as your proxy for the resolution will be treated as invalid.)

Dated this _____ day of _____ 2025

Total number of Shares in	Number of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s) or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Please insert the total number of shares you held. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Future Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak, and vote on his/her behalf at the Meeting. Where such member appoints more than one (1) proxy, the proportion of his shareholding concerned to be represented by each proxy shall be specified in the form of a proxy. A proxy need not be a Member of the Company.
3. A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak, and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such a member appoints more than two (2) proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of a proxy.
"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
4. The instrument appointing a proxy or proxies, duly completed and signed, must be submitted to the Company in the following manner:
 - (a) If submitted via post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@vistra.com,in either case, by no later than 10:00 a.m. on 25 April 2025, 72 hours before the time appointed for the AGM.
A member who wishes to submit a proxy form must complete and sign the proxy form before submitting it by post to the address provided above or before scanning and sending it by email to the email address provided above.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it is executed either under its common seal under the hand of its attorney or a duly authorised officer or without affixing a seal pursuant to Section 41(B) of the Companies Act 1967.
6. Where an instrument appointing a proxy or proxies is signed and authorized on behalf of the appointor by an attorney, the letter of power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967.
8. The submission of an instrument or form appointing a proxy by a shareholder does not preclude him from attending and voting in person at the AGM if he so wishes, in which case the appointment of the proxy will be deemed revoked. The Company reserves the right to refuse to admit any person appointed under the relevant instrument appointing the proxy to the AGM.
9. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Ltd to the Company. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Ltd to the Company.
10. SRS Investors may attend and cast their votes at the AGM in person. SRS Investors who are unable to attend the AGM but would like to vote may inform their SRS Approved Nominees to appoint the Chairman of the AGM to act as their proxy, in which case, the SRS Investors shall be precluded from attending the AGM.

Fold along this line

**Affix
Postage
Stamp
Here**

OIO HOLDINGS LIMITED

Company's Share Registrar
Tricor Barbinder Share Registration Services
9 Raffles Place
#26-01 Republic Plaza
Singapore 048619

Fold along this line



OIO Holdings Limited
Company Registration No. 201726076W

14 Arumugam Road
#02-06, LTC Building C
Singapore 409959

<https://oio.holdings>