LION ASIAPAC LIMITED

Annual Report 2025

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Proxy Form

CORPORATE INFORMATION

Registered Office

10 Arumugam Road
#10-00 LTC Building A
Singapore 409957
Tel: (65) 6632 0500
Website: www.lionasiapac.com.sg

Board of Directors

Chai Woon Chew
(Chairman, Independent Director)

Loh Kgai Mun
(Executive Director)

Koong Lin Loong
(Independent Director)

Tan Sri Cheng Heng Jem
(Non-independent and Non-executive Director)

Sam Chong Keen
(Non-independent and Non-executive Director)

Lim Mooi Lang
(Non-independent and Non-executive Director)

Audit Committee

Chai Woon Chew (Chairman)
Koong Lin Loong
Lim Mooi Lang

Nominating Committee

Chai Woon Chew (Chairman)
Koong Lin Loong
Sam Chong Keen

Remuneration Committee

Chai Woon Chew (Chairman)
Koong Lin Loong
Sam Chong Keen

Company Secretaries

Kem Huey Lee Sharon
Silvester Bernard Grant

Share Registrar

B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896
Tel: (65) 6593 4848

Auditor

RSM SG Assurance LLP.
8 Wilkie Road
#03-08 Wilkie Edge
Singapore 228095
Tel: (65) 6533 7600
Fax: (65) 6538 7600

Lock Chee Wee (Partner-in-charge)
(appointed during the financial year ended 30 June 2025)

CHAIRMAN'S MESSAGE

Dear Shareholders

On behalf of the Board of Directors, I am pleased to present the Annual Report of Lion Asiapac Limited (the "**Company**" and together with its subsidiaries, the "**Group**") for the financial year ended 30 June 2025 ("**FY2025**").

Key Developments

On 2 September 2025, we completed the disposal of all the issued ordinary shares in Compact Energy Sdn. Bhd. (the "**Disposal**"). The net proceeds from the Disposal will be distributed to shareholders through a capital reduction exercise, which is currently in progress. The cash distribution is expected to be made by the end of October 2025.

Following the completion of the Disposal, the arbitration claim between the Company and the purchaser was formally discontinued, in accordance with the terms of the amended and restated share purchase agreement dated 29 May 2025. Each party bore its own legal costs, while the Tribunal's and Singapore International Arbitration Centre's fees were shared equally.

Strategic Repositioning

The Group reported a loss after tax of S$0.8 million in FY2025. Our cash reserves and overall liquidity remain healthy, with working capital of S$53.0 million and net assets of S$60.0 million as at 30 June 2025.

The Disposal marks an important milestone in our efforts to streamline the business and reduce exposure to the prolonged uncertainty of external economic factors. It enables us to divest from an underperforming segment and focus our attention on opportunities with greater potential.

Going forward, we are repositioning our strategic focus. In addition to growing our roofing solution business, which was acquired in 2023, we are actively exploring new business opportunities that can provide recurring revenue and profits.

In light of the current economic uncertainties and market volatility, we will continue to adopt a prudent approach. All potential investments will be assessed to ensure alignment with the Group's strategic objectives and risk appetite.

Cash Distribution and Dividend

Following the capital reduction, shareholders are expected to receive a cash payout of S$0.1356 per share in October 2025.

CHAIRMAN'S MESSAGE

In view of this distribution and our current financial priorities, the Board of Directors will not be recommending a dividend for FY2025. Conserving cash remains a key priority to supporting ongoing operations and funding growth opportunities.

Appreciation

On behalf of the Board, I would like to express my sincere appreciation to our Management and staff for their dedication and hard work throughout the year.

We are also grateful to our customers, suppliers, and business partners for their continued support and trust.

I would also like to thank my fellow Board members for their wise counsel and commitment.

Lastly, to our shareholders, thank you for your continued patience and support. Your confidence in the Group is deeply appreciated, and we remain committed to creating sustainable value as we look ahead to FY2026 and beyond.

Chai Woon Chew
Chairman

CORPORATE PROFILE

Background

Lion Asiapac Limited was incorporated in Singapore on 6 December 1968 as a private company under the name of Metal Containers (Private) Limited. On 18 December 1981, it was converted into a public entity and renamed Metal Containers Limited. It was later listed on the Mainboard of the Singapore Exchange on 8 February 1982.

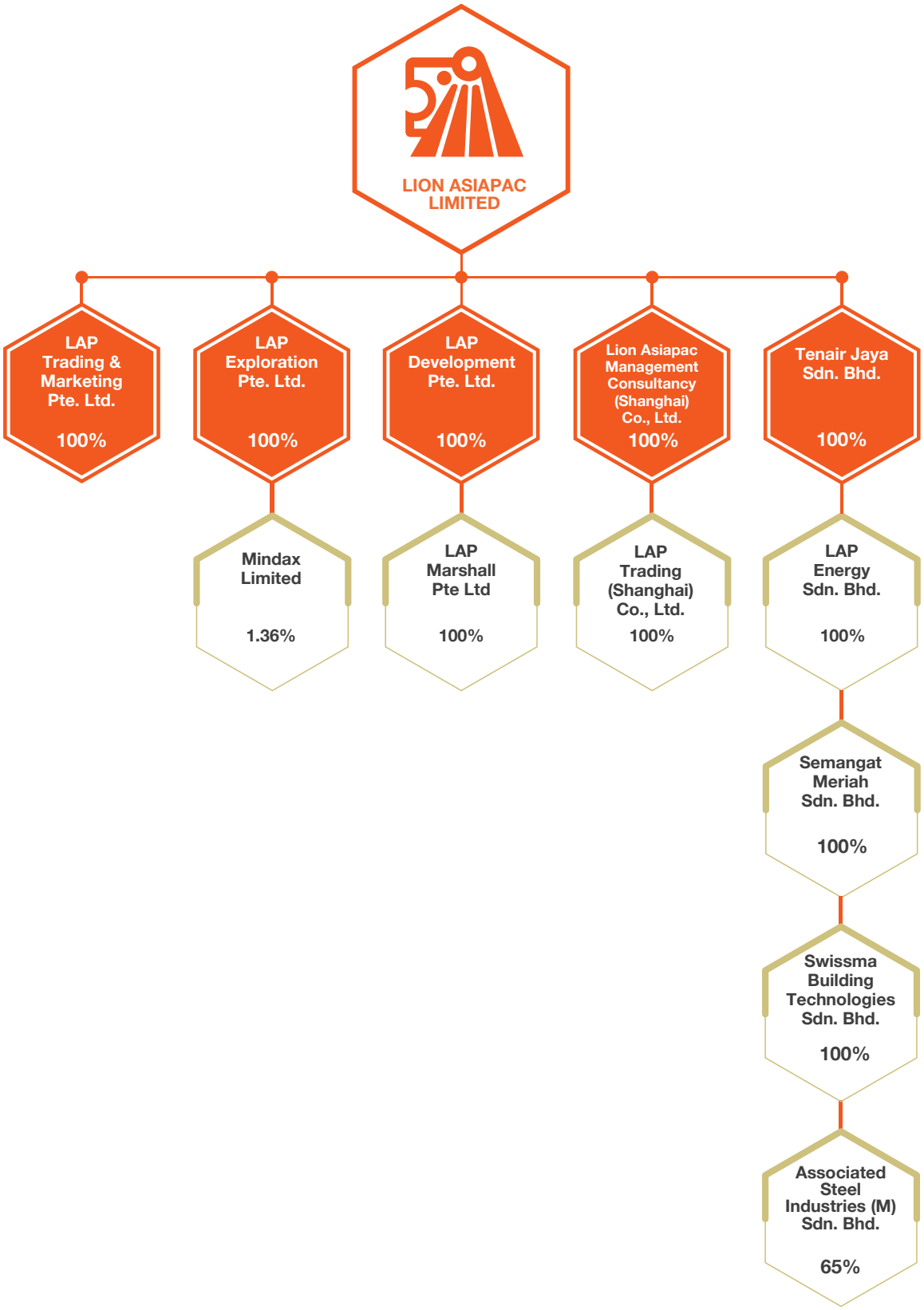
Business Overview

Lion Asiapac's business portfolio spans roofing solutions, steel consumables, mining equipment trading and investment holdings. These core businesses are carried out through its various subsidiaries:

- **Swissma Building Technologies Sdn. Bhd.** Based in Malaysia, Swissma provides premium roofing and wall cladding solutions to the building and construction industry. Its product offerings include high-end roofing profiles under the Swissma and Sanko brands.
- **LAP Trading & Marketing Pte. Ltd.** engages in the trading of steel consumables, catering to a wide range of industrial applications.
- **LAP Trading (Shanghai) Co., Ltd.** specialises in the trading of mining equipment, supporting mining operations and related industries in Malaysia.
- **LAP Exploration Pte. Ltd.** holds a minority equity stake in Mindax Limited, a minerals-exploration company listed on the Australian Securities Exchange. Mindax has established an impressive portfolio of projects in iron ore and gold, in Western Australia's Yilgarn province region.

CORPORATE STRUCTURE

AS AT 15 SEPTEMBER 2025



BOARD OF DIRECTORS

(AS AT 15 SEPTEMBER 2025)

MR CHAI WOON CHEW, 67

Chairman of the Board and Independent Director

Date of appointment as a director: 31 December 2021
Date of last re-election: 31 October 2022
Length of service as a director: 3 years and 9 months
Chairman, Audit Committee
Chairman, Nominating Committee
Chairman, Remuneration Committee

Mr Chai is a partner of Michael Chai & Co., Advocates & Solicitors, Kuala Lumpur. He is currently a Non-independent and Non-executive Director of KKB Engineering Berhad, a public company listed in Malaysia. He also sits on the Board of Parkson Retail Asia Limited as an Independent Director, a public company listed in Singapore.

Mr Chai holds a Bachelor of Laws (Honours) from the University of Buckingham and a Bachelor of Science (Honours) in Chemistry from the University of Surrey, United Kingdom. He is a qualified Barrister-at-Law from Lincoln's Inn, England. He was called to the Bars in Malaysia and Singapore.

MR LOH KGAI MUN, 64

Executive Director

Date of appointment as a director: 8 August 2008
Date of last re-election: 31 October 2023
Length of service as a director: 17 years and 1 month

Mr Loh joined the Lion Group in 1998 and has since held several key leadership roles within the organisation. He was the Financial Controller of Lion Group's Telecommunications division and concurrently headed the Group Internal Audit and Group Technology divisions in Singapore. Before his appointment as the Executive Director of the Company, he was the Group General Manager overseeing the administrative, financial, operational and compliance functions of the Group.

Mr Loh has a wealth of management experience in multi-national organisations and listed companies. He was previously an Independent Director and Chairman of the Audit Committee of Mindax Limited, a public company listed in Australia.

Mr Loh holds a Master of Business Administration from the University of Edinburgh Business School and is a Fellow Member of the Institute of Chartered Accountants in England and Wales.

BOARD OF DIRECTORS

(AS AT 15 SEPTEMBER 2025)

DATUK KOONG LIN LOONG, 61

Independent Director

Date of appointment as a director: 16 August 2024
Date of last re-election: 30 October 2024
Length of service as a director: 1 year
Member, Audit Committee
Member, Nominating Committee
Member, Remuneration Committee

Datuk Koong is the Managing Partner of Reanda LLKG International, Chartered Accountants. He is the President of Southeast Asia & South Asia Region of Reanda International Network and the Chairman of its International Tax Panel. He is a member of the Practice Review Committee of Malaysian Institute of Accountants (MIA). He is an Independent Director of Parkson Retail Group Limited, a public company listed in Hong Kong, and Parkson Retail Asia Limited, a public company listed in Singapore.

Datuk Koong is a practising Auditor of the Ministry of Finance in Malaysia and the Treasurer of the Associated Chinese Chambers of Commerce and Industry of Malaysia (ACCCIM) cum Chairman of its Small & Medium Enterprises (SMEs) Committee. He is a Board member of the Credit Counselling and Debt Management Agency (AKPK) under the Central Bank of Malaysia and a member of the Sales & Services Tax Technical Committee of Royal Malaysian Customs Department.

Datuk Koong is a qualified member of ASEAN Chartered Professional Accountants (ASEAN CPA), the Malaysian Institute of Accountants (MIA), the Certified Practising Accountants Australia (CPA Australia), the Malaysian Institute of Certified Public Accountants (MICPA), the Institute of Internal Auditors Malaysia and Kampuchea Institute of Certified Public Accountants and Auditors (KICPAA), and a fellow member of the Chartered Tax Institute of Malaysia (CTIM) and Chartered Institute of Management Accountants in the United Kingdom (CIMA). He is an associate member of the Malaysian Association of Company Secretaries.

TAN SRI CHENG HENG JEM, 82

Non-independent and Non-executive Director

Date of appointment as a director: 7 September 2010
Date of last re-election: 31 October 2022
Length of service as a director: 15 years

Tan Sri Cheng has more than 60 years of experience in the business operations of the Lion Group, a Malaysia-based diversified business group encompassing steel, mining, retail, property and industrial parks, agriculture, financial services, tyre manufacturing, motor vehicle assembly, brewery and computer industries. He oversees the operations of Lion Group and is responsible for the formulation and monitoring of the overall corporate strategic plans and business development of the Lion Group.

Tan Sri Cheng is the Chairman and Managing Director of Parkson Holdings Berhad, the Managing Director of Lion Industries Corporation Berhad and the Chairman of Lion Posim Berhad, all of which are public companies listed in Malaysia. He is also the Executive Chairman of Parkson Retail Asia Limited, a public company listed in Singapore, and the Executive Director and Chairman of Parkson Retail Group Limited, a public company listed in Hong Kong. He is also a Founding Member and a Permanent Trustee of The Community Chest, and a Founding Member and the Chairman of Kuen Cheng Holistic Education Berhad, both Malaysian companies limited by guarantee, the former established by the private sector for charity purposes and the latter for the provision of general private education.

Tan Sri Cheng was the President of The Associated Chinese Chambers of Commerce and Industry of Malaysia (ACCCIM) and The Chinese Chamber of Commerce and Industry of Kuala Lumpur and Selangor (KLSCCC) from 2003 to 2012 and is now a Life Honorary President of ACCCIM and KLSCCC. He was also the President of the Malaysia Retailers Association (MRA) from May 2016 to May 2018, and was its Honorary President from June 2018 to July 2020. He was again appointed the President of MRA from July 2020 to May 2022 and in June 2022, he was appointed an Honorary President of MRA. He was the Chairman of the Federation of Asia-Pacific Retailers Associations from October 2017 to September 2019, and was its Vice Chairman from September 2019 to November 2022. He is a Trustee of ACCCIM's Socio-Economic Research Trust and the President of the Malaysia Steel Association.

BOARD OF DIRECTORS

(AS AT 15 SEPTEMBER 2025)

MR SAM CHONG KEEN, 71

Non-independent and Non-executive Director

Date of appointment as a director: 22 February 1997
Date of last re-election: 30 October 2024
Length of service as a director: 28 years and 6 months
Member, Nominating Committee
Member, Remuneration Committee

Mr Sam was the Managing Director of the Company from 1997 to 2002 and was concurrently the Chief Executive Officer and Executive Vice Chairman of LTC Corporation Limited. He assumed the position of Chairman of the Board of the Company on 8 May 2017 and stepped down on 30 October 2024.

Mr Sam has a wealth of management experience, having held senior/CEO positions in the Singapore Government Administrative Service, National Trades Union Congress (NTUC), Intraco Limited, Comfort Group Ltd, VICOM Ltd, A-Smart Holdings Ltd, and Emerging Towns & Cities Singapore Ltd.

Mr Sam's current positions on the boards of other publicly listed companies are Non-independent Director of A-Smart Holdings Ltd and Stamford Tyres Corporation Limited as well as Independent Director of Parkson Retail Asia Limited.

Mr Sam was the Political Secretary to the Minister for Education from 1988 to 1991. He has served on various government boards and committees, including the Central Provident Fund Board and the National Co-operative Federation.

Mr Sam holds a Bachelor of Arts (Engineering Science and Economics) (Honours) and a Master of Arts from the University of Oxford.

DATIN LIM MOOI LANG, 57

Non-independent and Non-executive Director

Date of appointment as a director: 16 August 2024
Date of last re-election: 30 October 2024
Length of service as a director: 1 year
Member, Audit Committee

Datin Lim is a member of both the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants. With more than 30 years of experience in accounts and taxation, she has an extensive background in the field. She spent 3 years working in the UK before rejoining the Lion Group in 1998. She currently serves as the General Manager of Tax in the Finance Division, where she is actively involved in the Group's corporate exercises, including restructuring, mergers, acquisitions, and divestments.

Datin Lim is currently an Independent Director of Greentech Technology International Limited, a public company listed in Hong Kong.

Datin Lim graduated from the University of Malaya with a Bachelor of Accounting in 1993.

MANAGEMENT

LOW PING HING
Managing Director
Metal Roofing Division

Mr Low Ping Hing joined Swissma Building Technologies Sdn. Bhd. in December 2002 as the General Manager. He heads the Group's metal roofing operations in Malaysia.

He started his career as a structural design engineer in an engineering consultancy firm before venturing into the metal roofing industry in 1988. He has accumulated vast experiences, including sales, marketing, project management, and providing technical advisory for metal roofing solutions.

Mr Low is a member of the Technical Committee in SIRIM, which formulates the Malaysian Standard MS2523:2013 titled Metal sheet roof and wall cladding: Test method.

Mr Low holds a Bachelor of Civil Engineering from Monash University, Australia.

ALEX PANG KEE ANN
Senior Manager, Marketing
Metal Roofing Division

Mr Alex Pang Kee Ann has over 20 years of experience in the metal roofing industry and architecture. He joined Swissma Building Technologies Sdn. Bhd. in October 2004 as Marketing Manager, leading the marketing team in developing strategies, technical specifications, and marketing plans to meet sales and profit targets.

Before entering the metal roofing sector, he worked for six years as a professional architect. His diverse expertise spans sales, marketing, project management, and technical advisory roles.

Mr Pang is also a member of SIRIM's Technical Committee for Malaysia's MS2500:2012 roofing standards and contributed to the National Occupational Skill Standard (NOSS) for metal roofing with CIDB Malaysia.

Mr Pang holds a Bachelor of Architecture from Curtin University of Technology, Perth, Australia.

LEE CHEE CHING
Senior Manager, Finance
Metal Roofing Division

Mr Lee Chee Ching joined Swissma Building Technologies Sdn. Bhd. ("Swissma" and together with its subsidiary, the "Swissma Group") in December 2006 as Finance Manager. He heads the Finance Department and is responsible for financial accounting and reporting, treasury control, and taxation of the Swissma Group.

Before joining the Group, he was Finance Manager at Goodway Rubber Industries Sdn Bhd and United Vehicles Industries Sdn Bhd, and Management Accountant at Boral Wall System Sdn Bhd. He started his career at Multi-Purpose Bank Berhad (previously known as Malaysian French Bank Berhad) in 1995, where he left as a Senior Officer.

Mr Lee holds a Bachelor of Accounting from Edith Cowan University, Western Australia. He is a Certified Practising Accountant of the CPA Australia and also a Chartered Accountant of the Malaysian Institute of Accountants.

CHEN YINGRONG
Group Accountant
Corporate Division

Ms Chen Yingrong joined the Group in May 2025 as the Group Accountant. She heads the Finance Department and is responsible for financial accounting and reporting, treasury control, and taxation of the Group.

Before joining the Group, she was the Accounts Manager at Amcorp Global Limited (formerly known as TEE Land Limited). She began her career in 2004 with a local audit firm, where she left as an audit supervisor.

Ms Chen holds a Bachelor of Science (Honours) in Applied Accounting from Oxford Brookes University. She is a member of both the Institute of Singapore Chartered Accountants and the Association of Chartered Certified Accountants.

KEM HUEY LEE SHARON
Company Secretary
Corporate Division

Ms Kem Huey Lee Sharon joined the Group in November 2024 as the Company Secretary, where she is responsible for overseeing the Group's corporate secretarial and governance functions, as well as managing shareholder communications and investor relations.

Before joining the Group, Ms Kem held senior corporate secretarial and compliance roles at various publicly listed companies and professional service firms. Her broad experience includes serving as company secretary to companies across various jurisdictions.

Ms Kem graduated with a Master in International Business from the University of Tasmania. She also holds a Bachelor of Science (Honours) in Applied Accounting from Oxford Brookes University. She is an associate member of the Chartered Secretaries Institute of Singapore.

FINANCIAL HIGHLIGHTS

RESULTS OF OPERATIONS

FINANCIAL YEAR ENDED 30 JUNE	FY2025 S$'000	FY2024 S$'000
Sales, continuing operation	17,267	25,717
Gross Profit %	17.9	11.6
(Loss)/profit after income tax, continuing operation	(1,573)	494
Profit after income tax, discontinued operation	730	958
(Loss)/profit after tax	(843)	1,452
Net (loss)/profit, continuing operation %	(9.1)	1.9
EBITDA, continuing operation	(524)	1,560

FINANCIAL POSITION

AS AT 30 JUNE	FY2025 S$'000	FY2024 S$'000
Current assets	67,444	67,689
Non-current assets	4,956	6,978
Total assets	72,400	74,667
Current liabilities	12,131	12,652
Non-current liabilities	271	1,571
Total liabilities	12,402	14,223
Net assets	59,998	60,444
Total equity	59,998	60,444

FINANCIAL INDICATORS

	FY2025	FY2024
Return on shareholders equity (%)	(1.4)	2.4
Earnings per share (cents)	(1.04)	1.88
Cash and bank balances (S$'000)	37,693*	42,340
Current ratio	5.6	5.4

* This excluded cash and bank balances from discountinued operation.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Discontinued Operations

On 29 May 2025, the Group announced that it had entered into an Amended and Restated Share Purchase Agreement with 1207791 B.C. Limited, for the proposed disposal of the entire issued ordinary shares of Compact Energy Sdn. Bhd. ("**CESB**"), the Group's quicklime business.

In accordance with SFRS(I) 5 *Non-Current Assets Held for Sale and Discontinued Operations*, the assets and liabilities of CESB have been classified as "Assets Held for Sale" (S$15.6 million) and "Liabilities Held for Sale" (S$2.7 million), respectively, in the consolidated balance sheet as of 30 June 2025 ("**FY2025**").

The financial results of CESB have been presented separately in the consolidated statement of comprehensive income under "Discontinued Operations". This change in classification and presentation does not impact the Group's profit or loss after tax, nor the net asset value of the Group. The profit after tax from discontinued operations was S$0.7 million, compared to profit after tax of S$1.0 million in the prior year ("**FY2024**").

Continuing Operations

The Group's revenue for FY2025 was S$17.3 million, a decline of 33% compared to FY2024. This was mainly due to the lower trading sales.

In FY2025, the Group reported a loss after tax of S$1.6 million, compared to a profit after tax of S$0.5 million for FY2024. The decline was primarily due to lower trading revenue and reduced "net other income and gains". In FY2024, there were the write-off of negative goodwill of S$1.0 million and an inventory write-back of S$0.2 million. In addition, higher expenses were incurred for FY2025 from professional fees related to the disposal of a subsidiary, impairment of right-of-use assets, and exchange losses arising from the weakening of the Renminbi.

The assets and liabilities related to CESB were presented as a disposed group classified as held-for-sale as of 30 June 2025. In the corresponding period, the balance sheet was presented as line items of assets and liabilities. (Note 21 of Audited Financial Statement for FY2025).

Statement of financial position

As of 30 June 2025, the Group's assets and liabilities stood at S$72.4 million and S$12.4 million, respectively. The shareholders' equity, including non-controlling interests, amounted to S$60.0 million.

Total assets decreased by S$2.3 million as of 30 June 2025 compared to 30 June 2024. The decrease was primarily due to a reduction in trade receivables, arising from customer collections and lower revenue recognised during the current financial year.

Total liabilities decreased by S$1.8 million as of 30 June 2025 against the corresponding period. This was mainly owing to a reduction in trade and other payables, as well as bank borrowings, following payments made to suppliers and repayments of bank borrowings.

Statement of cash flow

The Group generated a positive cash inflow of S$1.8 million from operating activities in FY2025, mainly due to receipts from customers, partially offset by advance payments to suppliers.

Investing activities recorded a positive cash inflow of S$0.1 million, mainly due to interest received of S$0.9 million offset by the purchase of property, plant and equipment amounting to S$0.8 million.

MANAGEMENT DISCUSSION AND ANALYSIS

Net cash used in financing activities amounted to S$0.2 million, primarily due to a drawdown of borrowings totalling S$12.1 million and a decrease in pledged fixed deposits of S$1.9 million, offset by repayments of lease liabilities and borrowings totalling S$14.0 million.

As a result, the Group recorded a net increase in cash and cash equivalents of S$1.7 million, bringing the balance to S$15.2 million as of 30 June 2025.

Business outlook

The Company remains committed to exploring investment opportunities that will enhance shareholders' value. In light of the ongoing global economic uncertainty and heightened geopolitical tensions, the Company is adopting a more cautious and deliberate approach to business expansion.

This prudent strategy is aimed at preserving the Group's financial resilience while ensuring that any future investments are aligned with long-term strategic objectives and executed at the appropriate time.

CORPORATE GOVERNANCE REPORT

Lion Asiapac Limited (the "**Company**" and together with its subsidiaries, the "**Group**") is committed to achieving and maintaining high standards of corporate governance to ensure accountability, transparency and long-term value creation for its shareholders.

This report describes the Company's governance practices for the financial year ended 30 June 2025 ("**FY2025**") with reference to the Code of Corporate Governance 2018 (the "**Code**"). The Company has complied with the principles and provisions under the Code. Where there are deviations from the principles and provisions of the Code, the Company's position and reasons are explained.

BOARD MATTERS

Principle 1 – The Board's conduct of affairs

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

Board governance framework

The Company is governed by a strong and cohesive board of directors (the "**Board**"), which shares collective responsibility for guiding the Group. Together with the executive director (the "**ED**") and his senior executives (collectively, the "**Management**"), the Board works towards achieving the Company's long-term goals to ensuring its ongoing success.

The Board comprises the following six directors:

Mr Chai Woon Chew (Chairman of the Board (the "**Board Chairman**") and independent director)
Mr Loh Kgai Mun (Executive director)
Datuk Koong Lin Loong (Independent director)
Tan Sri Cheng Heng Jem (Non-independent and non-executive director)
Mr Sam Chong Keen (Non-independent and non-executive director)
Datin Lim Mooi Lang (Non-independent and non-executive director)

Director duties

Directors are fiduciaries who act objectively in the best interests of the Company, upholding their duty to exercise care and diligence in all decision-making processes. They are committed to maintaining the highest standards of integrity, transparency and accountability, and ensuring that the Company's long-term success is achieved while safeguarding the interests of shareholders, employees and other stakeholders.

Conflicts of interest

In situations where directors have, either directly or indirectly, an interest in a transaction or proposed transaction, they are required to disclose such interests to the Board. Regardless of whether the conflict of interest is actual or potential, the affected director is expected to recuse themselves from all related deliberations and abstain from participating in the decision-making process. All such recusals and abstentions are duly recorded in the minutes or resolutions of the Board or its committees, as applicable.

CORPORATE GOVERNANCE REPORT

Board roles and functions

The Board is responsible for setting strategic direction as well as establishing the tone for values, ethics, and corporate culture across the Group. It also plays a central role in guiding and overseeing the Group's strategic and operational direction.

The Board's principal roles and responsibilities include:

- providing leadership; reviewing, approving, and overseeing the implementation of the Company's strategic direction and overall business objectives (including value creation, innovation and sustainability) as well as the Group's organisational structure; and ensuring necessary resources are in place for the Group to meet its strategic goals
- reviewing and approving the Group's annual business plans (including annual budgets, operational and capital expenditure plans) as well as constructively challenging Management on the strategic options and planning process
- establishing and maintaining a sound risk management framework to effectively monitor and manage risks and to achieve an appropriate balance between risks and the Group's performance
- instilling an ethical corporate culture and ensuring the Company's values, standards, policies, and practices are consistent with the culture
- ensuring transparency and accountability to key stakeholders
- formulating strategies, taking into consideration sustainability issues such as environmental and social factors, and reviewing and approving all material environmental, social and governance issues and the sustainability strategy and reports
- reviewing and approving the release of the Group's financial results and a variety of other strategic initiatives proposed by Management

Board orientation and training

The Company conducts orientation for new directors, ensuring that they are equipped with the information and knowledge necessary to fulfil their fiduciary duties and contribute meaningfully to the success of the Company.

Upon appointment, a new director receives a letter of appointment that outlines their duties, obligations and expectations. As part of the induction, the new director is provided with comprehensive information about the Group's structure, business operations, and governance policies and practices. The Chairman and the ED will brief the new director on the Group's business activities, strategic direction and key business risks. In addition to the briefing, the new director is invited to visit the Group's operational facilities, such as plants and key locations. These site visits provide invaluable insight into the Group's daily operations, allowing the director to gain a deeper understanding of the Group's culture, operational process and competitive positioning.

For a new director without prior experience serving on the board of a listed company, additional training is arranged. This new director is required to undergo a listed entity director training program (the "**LED Program**") as prescribed by the Singapore Exchange Securities Training Limited ("**SGX-ST**").

To foster the continuous development of directors, the Board is regularly updated on key developments, including changes in laws and regulations, corporate governance practices, risk management, financial reporting standards and industry trends. These updates are delivered by professional advisers, auditors, Management and the Company Secretary to ensure directors remain well-informed and able to perform their duties effectively.

CORPORATE GOVERNANCE REPORT

To further support directors' ongoing learning, the Company funds their participation in industry conferences, seminars or external training programs, enabling them to continue performing their roles effectively within the Board and its committees.

During FY2025, Datin Lim Mooi Lang, who was appointed as a director on 16 August 2024, completed the LED Program conducted by the Singapore Institute of Directors.

Board approval

The Board is responsible for reviewing and approving strategic plans, key operational and financial matters, major acquisitions and divestments, significant expenditure projects and funding decisions.

The Board approves transactions exceeding defined threshold limits while delegating authority for transactions below these limits to the Board committees and Management to optimise operational efficiency.

Delegations to Committees and Management

While the Board holds ultimate responsibility for the affairs of the Company, it has established the following committees (the "**Board Committees**" and individually the "**Board Committee**") to assist it in discharging its functions:

- Audit Committee ("**AC**")
- Nominating Committee ("**NC**")
- Remuneration Committee ("**RC**")

Each Board Committee operates under a set of terms of reference, which outlines the Board Committee's scope, duties, responsibilities and procedures governing the way it is to operate and how decisions are to be taken. Any changes to the terms of reference for a Board Committee require the Board's approval. Each Board Committee reports key matters to the Board at the Board meetings. This delegation of authority to the Board Committees enhances operational efficiency while maintaining the Board's overall oversight.

Detailed information on the Board Committees can be found in the other sections of this report.

The Board delegates responsibility for the day-to-day management and administration of the Group to the ED. Together with the Management team, the ED is accountable for executing the Group's strategic objectives and overseeing its operations within an established framework of controls and governance.

Meetings and attendance

The Board and Board Committees meet regularly, either in person or virtually, to discuss strategy, operational matters, and governance issues. Meetings are scheduled well in advance each year to maximise participation, and ad hoc meetings may be called as needed. The Company's Constitution permits meetings to be held electronically or by telephone.

Unless exceptional circumstances arise, directors are expected to attend all Board and Board Committee meetings. Directors who are unable to attend a meeting will still receive all meeting materials and are encouraged to share their views and comments with the chairman of the meeting, who will convey them to other members during the meeting.

CORPORATE GOVERNANCE REPORT

The attendance of directors at meetings during FY2025 is tabulated below:

	Board	Audit Committee	Nominating Committee	Remuneration Committee	General Meeting
Total number of meetings held	**7**	**13**	**1**	**1**	**1**
	Number of meetings attended/total meetings[1]				
Chai Woon Chew[2]	7/7	13/13	1/1	1/1	1/1
Loh Kgai Mun	7/7	N.A.	N.A.	N.A.	1/1
Koong Lin Loong[3]	6/7	9/10	1/1	1/1	1/1
Tan Sri Cheng Heng Jem	7/7	N.A.	N.A.	N.A.	1/1
Sam Chong Keen[4]	7/7	7/7	1/1	1/1	1/1
Lim Mooi Lang[5]	7/7	10/10	1/1	1/1	1/1
Lee Whay Keong[6]	1/2	6/7	1/1	1/1	0/1

Notes:

1 This refers to the total number of meetings a director is required to attend during their tenure.

2 Mr Chai Woon Chew was appointed as the Chairman of the Board, the Audit Committee, the Nominating Committee and the Remuneration Committee with effect from 31 October 2024.

3 Datuk Koong Lin Loong was appointed as an independent director of the Company and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee on 16 August 2024.

4 Mr Sam Chong Keen was re-designated from an independent director to a non-independent and non-executive director of the Company on 30 October 2024. He also stepped down as the Chairman of the Board, the Audit Committee, the Nominating Committee and the Remuneration Committee on 30 October 2024. He was appointed as a member of the Nominating Committee and the Remuneration Committee on 1 November 2024.

5 Datin Lim Mooi Lang was appointed as a non-independent and non-executive director of the Company and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee on 16 August 2024. She stepped down as a member of the Nominating Committee and the Remuneration Committee on 1 November 2024.

6 Mr Lee Whay Keong retired as a director of the Company, and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee on 30 October 2024.

Access to information

The Board has unrestricted access to the Company's records and information necessary to perform its duties and receives regular detailed updates from Management.

Accurate, complete and timely information is provided to the Board to enable effective decision-making. Explanatory notes or reports on major operational, financial and corporate issues, along with disclosure documents and financial statements, are provided to directors usually at least one week prior to the meetings to facilitate informed decision-making. This ensures they have adequate time to review the materials and make informed decisions.

For matters requiring approval, the information provided by Management typically includes background explanations, relevant facts, supporting analyses, financial impact, other implications or benefits, risk assessments, mitigating strategies and Management's recommendations. Relevant management executives are also invited to attend the Board/Board Committee meetings to provide additional insight, address any queries and provide clarifications as needed.

CORPORATE GOVERNANCE REPORT

Access to Management, Company Secretary, and professional advice

The Board has separate and independent access to Management at all times. Management is present at Board and Board Committee meetings to address directors' queries and provide additional insights on matters under discussion.

The Board also has independent and direct access to the Company Secretary. The Company Secretary, whose appointment and removal are subject to the Board's approval, attends all Board and Board Committee meetings and ensures meeting procedures are followed. The Company Secretary assists the Board in implementing and strengthening corporate governance policies and practices, and facilitates information flows between the Board, Board Committees and Management. Together with the Management, the Company Secretary ensures the Company's compliance with applicable rules and regulations.

When necessary, directors may seek independent advice at the Company's expense to assist them in discharging their duties effectively.

Principle 2 – Board composition and guidance

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.

Director independence

The independence of each director is assessed upon appointment, reviewed annually and re-assessed whenever there is a change in circumstances.

The NC assesses the independence of each director based on the guidelines set out in the Code and submits its recommendations to the Board for endorsement. Directors are required to promptly notify the Company of any changes in their relationships with the Company, its related corporations, substantial shareholders, or officers. No director participates in the assessment and discussion of their own independence.

Based on the independence checklists submitted by each director for the FY2025 assessment:

- Mr Chai Woon Chew and Datuk Koong Lin Loong were assessed as independent directors
- Tan Sri Cheng Heng Jem, Mr Sam Chong Keen and Datin Lim Mooi Lang were assessed as non-independent and non-executive directors
- Mr Loh Kgai Mun was assessed as a non-independent and executive director

The NC carried out the assessment, having regard to the circumstances set forth in Provision 2.1 of the Code. The Board and the NC are of the opinion that both Mr Chai Woon Chew and Datuk Koong Lin Loong satisfied the criteria under this Provision 2.1. In addition, they exercised independent judgement in the best interests of the Company, and made invaluable contributions to the Board and Board Committees. Neither of them participated in the assessment of their own independence.

CORPORATE GOVERNANCE REPORT

Board composition and size

The Board comprises six directors: two independent directors, three non-independent and non-executive directors and one executive director.

One third of the Board, including the Board Chairman, is independent.

A summary of the composition of the Board and Board Committees is as follows:

Name	Status	Board	Audit Committee	Nominating Committee	Remuneration Committee
Chai Woon Chew	ID	C	C	C	C
Loh Kgai Mun	ED, NID	M	–	–	–
Koong Lin Loong	ID	M	M	M	M
Tan Sri Cheng Heng Jem	NED, NID	M	–	–	–
Sam Chong Keen	NED, NID	M	–	M	M
Lim Mooi Lang	NED, NID	M	M	–	–

Legend:

C: Chairman	ED: Executive director	ID: Independent director
M: Member	NED: Non-executive director	NID: Non-independent director

Board competencies

The current Board composition provides an appropriate and diverse mix of skills and expertise, enabling it to effectively and efficiently serve the Group's needs. Collectively, the directors possess key competencies in areas such as industry-specific knowledge, strategic planning, business and management, accounting and finance, and legal knowledge. This broad spectrum of expertise equips the Board to make sound and strategic decisions, and guides the Group towards sustainable success.

For further details on the background and expertise of each director, please refer to the Board of Directors section of the Annual Report 2025.

Board diversity

The Company has adopted a board diversity policy which recognises and embraces the importance of a diverse Board. The policy aims to align the Board's composition with the needs and demands of the Group's business.

The Board has set the following diversity targets:

Objective	Target
Gender	To ensure the Board includes one female director
Age	To have at least one director who is 60 years old or younger
Skills and experience	To ensure the Board possesses a majority of identified core skills and experience with at least one director having financial or accounting-related knowledge
Geographical background and experience	To have Board members with geographically diverse backgrounds and experiences to enable effective navigation of the challenges and opportunities in the markets where the Group operates

The current composition of the Board reflects the Board's commitment to achieving diversity in gender, skills, experience and geographical background. All targets are met.

CORPORATE GOVERNANCE REPORT

The NC will continue to review the board diversity policy, as appropriate, to ensure its effectiveness, and will recommend any appropriate revisions to the Board for consideration and approval.

Review of Board size, composition and independence

The NC periodically reviews the size and composition of the Board to ensure that:

- the Board remains of a size conducive to effective discussions and robust decision-making
- there is an appropriate number of independent directors to ensure objectivity, oversight and balance in the Board's deliberations
- the Board possesses a diverse and appropriate mix of skills, experience and competencies relevant to the Group's business and strategic direction

Based on the review in 2025, the Board, with the NC's concurrence, is satisfied that the current Board and Board Committees are of an appropriate size and collectively provide a suitable balance and mix of skills, knowledge, experience, and diversity in terms of gender, geographical background and age. This diversity supports independent thinking and fosters constructive debate, helping to avoid groupthink.

Non-executive directors' meetings

Non-executive directors, led by the Board Chairman, meet at least once a year without the presence of Management. These sessions offer an opportunity for the non-executive directors to discuss matters of governance, strategy and other key issues in an independent and confidential setting. The Board Chairman ensures that the discussions are constructive and that any relevant feedback or insights are communicated to the full Board in a timely and appropriate manner.

In 2025, the non-executive directors held one such meeting without the presence of Management.

Principle 3 – Chairman and Chief Executive Officer

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.

Separation of the roles of Board Chairman and Executive Director

The Board Chairman is Mr Chai Woon Chew, and the ED is Mr Loh Kgai Mun. They are not related to each other.

The Board Chairman is a non-executive appointment and is separate from the office of the ED. The roles of the Board Chairman and the ED are distinct and separate, with a clear division of responsibilities between them to ensure increased accountability and greater independence in decision-making. Mr Chai Woon Chew, as the Board Chairman, leads the Board and is responsible for ensuring the Board's effectiveness and governance processes, while Mr Loh Kgai Mun, the ED, provides stewardship for the overall operations and resources of the Group's businesses.

Roles and responsibilities of the Board Chairman

The Board Chairman provides leadership and facilitates the Board's effectiveness in all aspects of its roles. He sets the meeting agendas in consultation with Management and Company Secretary, ensures sufficient time for thorough discussion, especially on strategic issues, and promotes the active contribution of non-executive directors. He fosters constructive relations within the Board and between the Board and Management.

CORPORATE GOVERNANCE REPORT

Roles and responsibilities of the Executive Director

The ED oversees the Group's operations and implementation of the Group's strategies, plans, and policies to achieve planned corporate performance and financial goals. He updates the Board on pertinent developments in the Group's business, as well as identifies, assesses, and advises the Board of any material issues that may affect the Group.

Lead independent director

The Board has not appointed a lead independent director as the roles of the Board Chairman and ED are held by separate, unrelated individuals. The Board Chairman is independent of Management and the Group's business operations, and is not involved in the Company's day-to-day operations. He exercises effective oversight and provides a check and balance on Management.

There is a clear division of responsibilities between the Board and Management, with no individual holding unfettered decision-making authority. All directors exercise independent and objective judgement.

Given the current structure and the independence of the Board Chairman, who is an independent director, the NC and the Board are of the view that a lead independent director is not necessary at this time. The Board will continue to assess this as part of its ongoing corporate governance review and will appoint one if circumstances warrant.

The Board and Management remain accessible to shareholders. The absence of a lead independent director has not impacted and is expected not to affect communication with shareholders or other stakeholders.

Principle 4 – Board membership

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.

NC composition and responsibilities

The NC comprises the following members, two of whom (including the Chairman) are independent directors, and all are non-executive directors:

Mr Chai Woon Chew	NC Chairman, Independent director
Datuk Koong Lin Loong	Member, Independent director
Mr Sam Chong Keen	Member, Non-executive director

The NC's key responsibilities are as follows:

(a) reviewing the composition of the Board and Board Committees and identifying required skills and competencies to meet the Group's needs

(b) reviewing and recommending the appointment, re-election and retirement of directors, having regard to their performance, commitment, skills and contributions

(c) reviewing and recommending the succession plans for the Board, Board and Board Committee Chairmen, and ED to align with the Group's evolving needs and challenges

(d) assessing the independence of the proposed and existing directors

(e) establishing and recommending objective criteria for evaluating the performance and time commitment of the Board and Board Committees, and providing feedback and recommendations based on the annual evaluation

(f) reviewing and recommending professional development programmes for the Board and directors

CORPORATE GOVERNANCE REPORT

Selection, appointment and re-appointment of directors

The NC establishes and regularly reviews the criteria for Board appointments and re-appointments. It evaluates the Board's composition to ensure an appropriate mix of skills, experience, and diversity, and recommends re-appointments or additional appointments as needed for renewal or support of the Group's growth and complexity.

Re-election of directors

According to the Company's Constitution, all directors must retire from office at least once every three years. Additionally, a newly appointed director shall hold office until the next annual general meeting ("**AGM**") and if eligible, may seek re-election.

The NC assesses each retiring director's contributions and performance (including attendance, commitment, preparedness, participation, candour and tenure) before recommending them for re-election at the AGM. This evaluation is supported by peer assessments conducted as part of the annual performance review.

Mr Chai Woon Chew and Tan Sri Cheng Heng Jem will be retiring and seeking re-election at the upcoming AGM on 30 October 2025. Their profiles can be found under the Board of Directors and Additional Information on Directors Seeking Re-election sections in the Annual Report 2025.

New appointments

When considering a new appointment or replacing a retiring director, the NC identifies the desired competencies to complement the existing Board.

Candidates are sourced through directors' networks or, where appropriate, external consultants. The NC assesses candidates based on their qualifications, experience, leadership, commitment, and ability to contribute effectively. Key areas of consideration include expertise in leadership, industry, business operations, finance, legal, risk management, marketing, capital management, and information technology. The NC also ensures diversity (including gender and geographical diversity) is considered in line with the board diversity policy.

Shortlisted candidates undergo a rigorous evaluation and interview process. The NC then recommends the most suitable candidate for the Board's endorsement.

Upon appointment, the newly appointed director receives a letter of appointment that clearly outlines their duties, responsibilities and obligations as a director of the Company. This letter serves to ensure that the director fully understands the scope of the role, as well as the legal and regulatory requirements associated with the directorship.

Continuous review of directors' independence

Annually, all directors must declare their independence statuses using a checklist which was drawn up based on the guidelines set out in the Code. The NC reviews these declarations and determines each director's independence status, ensuring that the assessment is well-supported and aligned with applicable criteria and governance standards.

For FY2025, the NC reviewed and confirmed, with the Board's endorsement, the independence of Mr Chai Woon Chew and Datuk Koong Lin Loong. Both of them abstained from participating in the determination of their own independence.

Commitments of directors sitting on multiple boards

The Board has not imposed a fixed limit on the number of listed company directorships a director may hold, recognising that individual capabilities and the complexity of their external roles may vary. Directors who have multiple board representations and principal commitments are expected to ensure that their other external commitments do not compromise their ability to devote sufficient time and attention to the Company.

CORPORATE GOVERNANCE REPORT

Directors are required to notify the Company of any changes to their external directorships, which are recorded at Board meetings. The NC reviews whether each director is able to, and has been, effectively discharging their duties, taking into account their other board representations and principal commitments.

Details of the directors' directorships in other listed companies and principal commitments, if any, can be found in the Board of Directors section of the Annual Report 2025.

For FY2025, based on the review of the meeting attendance, participation, and contributions, the NC is satisfied that all directors, including those with multiple board representations and principal commitments, have diligently fulfilled their responsibilities to the Company.

Appointment of alternate directors

During FY2025, there were no alternate directors appointed to the Board.

Principle 5 – Board performance

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

The Board evaluation process, Board performance criteria, and individual director evaluation

The Company has established a formal annual process to evaluate the performance and effectiveness of the Board as a whole, the Board Chairman, and each individual director.

The performance criteria and evaluation process were reviewed and recommended by the NC and approved by the Board. All directors are required to complete an assessment form covering areas such as Board composition and size, director independence, quality of information flow from Management, adequacy of meetings, accountability, and the Board's conduct.

In addition, each director is assessed by their peers on their contributions, preparedness, business knowledge and experience, level of engagement, participation in meetings and quality of interactions.

The Board evaluation exercise provides constructive feedback on whether current processes enable directors to discharge their duties effectively and identifies areas for improvement. It also reinforces key responsibilities, encourages peer review, and supports the NC in decisions relating to director re-nomination and the ability of directors with multiple board representations to contribute effectively.

The evaluation outcomes, along with any recommendations for improvement, are shared with all Board members.

For FY2025, the Company did not engage an external facilitator for the Board evaluation exercise.

CORPORATE GOVERNANCE REPORT

REMUNERATION MATTERS

Principle 6 – Procedures for developing remuneration policies

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.

RC composition and responsibilities

The RC comprises the following members, two of whom (including the Chairman) are independent directors and all are non-executive directors:

Mr Chai Woon Chew	RC Chairman, Independent director
Datuk Koong Lin Loong	Member, Independent director
Mr Sam Chong Keen	Member, Non-executive director

The RC's key responsibilities are as follows:

(a) assisting the Board in minimising potential conflicts of interest by establishing a formal and transparent process for developing the overall remuneration policy and strategy, ensuring no director is involved in deciding their own remuneration

(b) reviewing and recommending the Group's general remuneration framework and specific remuneration packages (if any) for the Board and the ED, ensuring they are fair, competitive, and aligned with performance to attract, retain, and motivate the Board and the ED while avoiding rewards for poor performance

(c) reviewing the adequacy, fairness, and appropriateness of each director's and the ED's compensation, ensuring the compensation is commensurate with their duties, responsibilities and the associated risks

(d) reviewing the Company's contractual obligations in the event of the termination of the ED's contract of service, ensuring termination clauses are fair, reasonable and not overly generous

RC's access to advice on remuneration matters

During FY2025, the RC did not engage any external remuneration consultants. No director was involved in deciding their own remuneration. The RC has the authority to seek external expert advice at the Company's expense, should the need arise.

CORPORATE GOVERNANCE REPORT

Principle 7 – Level and mix of remuneration

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.

Remuneration of executive director and key management personnel ("KMP")

The RC assists the Board in ensuring that the remuneration frameworks are designed to attract, motivate, reward, and retain high-calibre personnel. It ensures that the remuneration for the ED and the KMP is linked to both the Group's and the individual's performance, while taking into account the Group's financial health, business needs, and alignment with shareholders' interests. It also considers the Group's risk policies to ensure that the remuneration is symmetric with risk outcomes and their time horizon.

The Company's remuneration policy for the ED and the KMP is guided by the following objectives:

- to reward employees fairly and equitably for the achievement of corporate and individual performance goals
- to ensure the remuneration packages appropriately correspond to employees' duties and responsibilities

Remuneration packages for the ED and the KMP comprise the following components:

- basic salary
- variable/performance-related bonus
- allowance/other benefits

The RC determines a specific remuneration package for the ED comprising a basic salary, bonus and other benefits. The annual bonus is a variable component based on the performance of the Group and the individual. The size of the Company's annual performance bonus pool is determined by the Group's financial and non-financial performance and is distributed to employees based on their performance.

For FY2025, the RC is satisfied that the performance-related bonus granted to the ED was commensurate with his performance and contributions, taking into consideration the extent to which his performance conditions were met.

The RC and the Board believe that the remuneration framework for the ED and the KMP is aligned with the short-term and long-term interests of the shareholders and that it promotes the long-term success of the Company.

Service contracts

The service contracts of the ED and the KMP do not contain any onerous termination clauses.

Remuneration of non-executive directors

Non-executive directors are remunerated through directors' fees, determined annually under a framework that comprises basic fees, committee fees and attendance fees. The RC conducts an annual review of this framework to ensure that the fees remain appropriate and not excessive, taking into account the directors' responsibilities, time spent, and effort.

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The Company's remuneration policy for non-executive directors is guided by the following objectives:

- to ensure a formal and transparent process for determining the directors' remuneration
- to ensure that the remuneration is sufficient (not excessively) to attract and retain directors to exercise oversight responsibility over the Company
- to ensure that no director is involved in deciding their own remuneration

The aggregate directors' fees for each financial year are subject to shareholders' approval at the AGM.

Directors' fees structure

Role	Board fee per annum
Independent director	S$24,000
Non-independent director	S$12,000
Chairman	S$10,000 (additional fee)

Role	Committee fee per annum
Chairman	S$8,000
Member	S$6,000

	Attendance fee
Meeting allowance	S$500 per meeting (capped at one fee per day)

Non-executive directors are paid an annual board fee, which varies depending on their roles and independence. Independent directors receive an annual fee of S$24,000, while non-independent directors receive S$12,000. The Board Chairman receives an additional S$10,000 on top of his board fee.

In addition to the board fee, directors who serve on Board Committees are entitled to committee fees. A committee chairperson receives S$8,000 per annum, while a committee member is paid S$6,000 per annum for each committee on which they serve.

A meeting allowance of S$500 is paid for each Board, Board Committee or general meeting attended. If multiple meetings are held on the same day, only one meeting allowance is paid.

The ED does not receive directors' fees and is remunerated separately.

The RC is of the view that the remuneration of non-executive directors is appropriate to their level of contributions, taking into account factors such as effort, time spent, and responsibilities. It is structured to attract, retain and motivate them without over-compensating them to the extent that their independence is compromised.

Shareholders' approval will be sought at the upcoming 2025 AGM for the payment of directors' fees totalling S$157,000 (FY2024: S$111,000). The increase is primarily due to:

- the expansion of the Board from five to six directors
- the revised fee adjustments for non-independent and non-executive directors, and Board Committee chairpersons and members (the "**Fees Adjustments**")
- a higher number of meetings held in FY2025

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The Fees Adjustments are implemented to better reflect the scope, complexity and time commitment required of the non-independent and non-executive directors, Committee chairpersons and committee members. These adjustments aim to ensure that the fee structure remains competitive and commensurate with the increased responsibilities associated with these roles.

Share incentive scheme

The Company does not have any share-based compensation scheme or long-term incentive scheme involving the offer of shares or options to non-executive directors, the ED and the KMP.

The Board is of the view that such schemes are not necessary at this stage, given the Company's current size, business model and remuneration framework. The existing remuneration structure is considered sufficient to attract, retain, and motivate the directors, the ED and the KMP without the need for equity-based incentives. The Board will continue to review this position periodically and consider changes if appropriate.

Clawback provisions

In exceptional circumstances, such as a misstatement of financial results or misconduct resulting in financial loss, there are currently no contractual provisions that allow the Group to recover incentive components of remuneration from the ED or the KMP. However, should such situations arise, the RC will consult with experts to determine the most appropriate course of action.

Principle 8 – Disclosure of remuneration

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.

Remuneration policy

The Company's remuneration framework is designed to align the interests of directors, ED, and KMP with the long-term interests of shareholders and the sustainable performance of the Group. It supports the Company's strategic objectives by linking remuneration to individual and corporate performance, while also reinforcing a culture of accountability and value creation.

Remuneration for the ED and the KMP comprises fixed and variable components. The fixed component reflects the scope and responsibilities of the role, while the variable component is performance-based and tied to the achievement of financial and non-financial targets, including profitability, operational efficiency, business growth, and adherence to compliance and governance standards.

Non-executive directors are paid fixed fees that reflect the time commitment and responsibilities of their roles, including service on Board Committees. They do not receive performance-based incentives to preserve their independence and objectivity in Board decision-making.

The Board and the RC are committed to ensuring that remuneration practices remain fair, competitive, and aligned with market benchmarks. The RC reviews the remuneration framework periodically to ensure it continues to support long-term value creation for shareholders while attracting and retaining talent critical to the Group's success.

CORPORATE GOVERNANCE REPORT

Disclosure of remuneration

Details on the remuneration of directors and the KMP for FY2025 are disclosed below.

(a) Directors' remuneration

Name of director	Salary	Bonus	Allowance/ other benefits	Directors' fees	Total
Chai Woon Chew[1]	–	–	–	S$46,000 (100%)	S$46,000 (100%)
Loh Kgai Mun	S$204,540[2] (66%)	S$80,084 (26%)	S$24,000 (8%)	– (0%)	S$308,624 (100%)
Koong Lin Loong[3]	–	–	–	S$32,250 (100%)	S$32,250 (100%)
Tan Sri Cheng Heng Jem	–	–	–	S$15,500 (100%)	S$15,500 (100%)
Sam Chong Keen[4]	–	–	–	S$32,000 (100%)	S$32,000 (100%)
Lim Mooi Lang[5]	–	–	–	S$22,250 (100%)	S$22,250 (100%)
Lee Whay Keong[6]	–	–	–	S$9,000 (100%)	S$9,000 (100%)

Notes:

1 Mr Chai Woon Chew was appointed as the Chairman of the Board, the Audit Committee, the Nominating Committee and the Remuneration Committee with effect from 31 October 2024.

2 Annual wage supplement, which is fixed, is included as part of the salary.

3 Datuk Koong Lin Loong was appointed as an independent director of the Company and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee on 16 August 2024.

4 Mr Sam Chong Keen was re-designated from an independent director to a non-independent and non-executive director of the Company on 30 October 2024. He also stepped down as the Chairman of the Board, the Audit Committee, the Nominating Committee and the Remuneration Committee on 30 October 2024. He was appointed as a member of the Nominating Committee and the Remuneration Committee on 1 November 2024.

5 Datin Lim Mooi Lang was appointed as a non-independent and non-executive director of the Company and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee on 16 August 2024. She stepped down as a member of the Nominating Committee and the Remuneration Committee on 1 November 2024.

6 Mr Lee Whay Keong retired as a director of the Company and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee on 30 October 2024.

CORPORATE GOVERNANCE REPORT

(b) Remuneration of the top five key management personnel

For FY2025, the top five KPM (excluding Mr Loh Kgai Mun, the ED) and in alphabetical order of their family names, were Mr Gan Choon Ching[1], Mr Lee Chee Ching, Mr Low Ping Hing, Mr Alex Pang Kee Ann and Mr Wong Min Seong[2].

Their remuneration is disclosed as follows:

Name of KMP (excluding the ED)[3]	Remuneration band	Salary (%)	Bonus (%)	Allowance/ other benefits (%)	Total Remuneration (%)
First Executive	Below S$250,000	81	19	0	100
Second Executive	Below S$250,000	84	16	0	100
Third Executive	Below S$250,000	85	7	8	100
Fourth Executive	Below S$250,000	88	12	0	100
Fifth Executive	Below S$250,000	83	17	0	100
Aggregate total remuneration					**S$615,869**

Notes:

(1) Mr Gan Choon Ching resigned as the Group Accountant on 26 May 2025.

(2) Mr Wong Min Seong is no longer an employee of the Group following the completion of the disposal of Compact Energy Sdn. Bhd. on 2 September 2025.

(3) Due to confidential and sensitive reasons, the name of each KMP is not disclosed.

Remuneration of employees who are substantial shareholders or immediate family members of a director, the executive director or substantial shareholder

In FY2025, no employee of the Group whose remuneration exceeded S$100,000 was a substantial shareholder of the Company, an immediate family member of a director, the ED, or a substantial shareholder of the Company.

Other payments and benefits to directors and key management personnel

There were no termination payments, share-based incentives, retirements or post-employment benefits granted to the directors, the ED or the KMP for FY2025.

Employee share scheme

The Company has no existing employee share scheme.

ACCOUNTABILITY AND AUDIT

Principle 9 – Risk management and internal controls

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.

Risk management and internal control system

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 assets of the Group.

CORPORATE GOVERNANCE REPORT

The Board also determines the Company's levels of risk tolerance and risk policies, and oversees the Management in their design, implementation, and monitoring of the risk management and internal control systems.

The Company has put in place a risk management framework, where key risks, namely financial, operational, compliance, and information technology risks, are identified and addressed.

Annually, the AC and the Board review the enterprise risk management report to evaluate risks, and the adequacy and effectiveness of the Group's internal control system. Management is responsible for identifying and managing the day-to-day management of risks. The Management is also responsible for the effective implementation of risk management strategies, policies and processes to facilitate the achievement of business plans and goals within the risk tolerance established by the Board. Key business risks are proactively identified, addressed and reviewed on an ongoing basis. The risk registers are maintained by the business and operational units, which identify the key risks facing the Group's business and ensure internal controls are in place to manage those risks.

For FY2025, the AC and the Board reviewed the Group's risk management framework and were satisfied that it would continue to be adequate and effective.

The internal and external auditors conduct audits that test the effectiveness of the material internal control systems within the Group, relating to financial, operational, compliance and information technology risks. Any material non-compliance or lapses in internal controls are reported to the AC, including the remedial measures recommended to address the risks identified. The AC reviews the adequacy and timeliness of the actions taken by Management in response to the recommendations made by the auditors. Control self-assessments in key areas of the Group's operations are conducted by Management periodically to evaluate the adequacy and effectiveness of the risk management and internal control system.

The Board acknowledges that the system established by the Management is established to manage, rather than eliminate, the risk of failure in achieving the Company's strategic objectives. Consequently, the Board recognises that the system is established to provide reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no systems of risk management and internal control can provide absolute assurance in this regard, or absolute assurance against poor judgement in decision-making, human error, fraud, material misstatement, losses or other irregularities.

Assurance from the Executive Director and Group Accountant

For FY2025, the ED and the Group Accountant have provided written assurance to the Board that (i) the financial records have been properly maintained, (ii) the financial statements give a true and fair view of the Group's operations and finances, and (iii) the Group's risk management and internal control systems are adequate and effective in providing reasonable assurances.

Based on the risk management and internal control systems established and maintained by the Group, work performed by the internal auditors, statutory audit undertaken by the external auditors, and reviews conducted by the ED and the Management, as well as the signed letter of opinion by the ED and the Group Accountant, the Board, with the concurrence of the AC, is of the opinion that the Group's internal control system was effective and adequate as at 30 June 2025 to address the financial, operational, compliance, information technology controls and risk management systems of the Group.

CORPORATE GOVERNANCE REPORT

Principle 10 – Audit Committee

The Board has an Audit Committee, which discharges its duties objectively.

AC composition

The AC comprises the following members, two of whom (including the Chairman) are independent directors and all are non-executive directors:

Mr Chai Woon Chew	AC Chairman, Independent director
Datuk Koong Lin Loong	Member, Independent director
Datin Lim Mooi Lang	Member, Non-executive director

The AC does not comprise former partners or directors of the Company's existing auditing firm.

The expertise of AC members

All AC members held senior positions in various industries and sectors and possess a wealth of management experience, including *inter alia*, tax, accounting, audit and finance.

Mr Chai Woon Chew, the AC Chairman, is a partner of a legal firm serving a wide range of large multinationals, public limited companies, as well as private businesses, financial institutions, and individuals. Datuk Koong Lin Loong and Datin Lim Mooi Lang have extensive relevant accounting, tax and financial knowledge. The Board is of the view that all AC members, being reviewed annually, bring with them invaluable and relevant managerial and professional expertise, including accounting and related financial management, and are appropriately qualified to discharge their responsibilities.

Details of the directors' qualifications, background, working experience, age, directorships, and appointments are set out under the Board of Directors section of the Annual Report 2025.

AC's roles, responsibilities, and authority

The AC carries out its functions as set out in its terms of reference. These include:

(a) reviewing the significant financial reporting issues and judgments made to ensure the integrity of the financial statements and any announcements on the Company's financial performance

(b) reviewing and reporting to the Board, at least annually, the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance, information technology controls, and risk management systems

(c) reviewing the adequacy and effectiveness of the Company's internal audit function

(d) assessing the independence of external and internal auditors

(e) reviewing the external audit's scope and findings, its cost-effectiveness, and the independence and objectivity of the external auditors

(f) making recommendations to the Board regarding the appointment, re-appointment, or removal of the external auditors for shareholders' approval, and approving the remuneration and terms of engagement of the external auditors

(g) reviewing interested person transactions to ensure compliance with the regulations set out in the SGX-ST Listing Manual

CORPORATE GOVERNANCE REPORT

Annually, before the commencement of the respective audit work, the AC reviews the audit plan and the scope of internal audit work with the internal auditors. In ensuring interested person transactions are carried out on standard commercial terms and not prejudicial to the interests of the Company and its minority shareholders, the AC reviews interested person transactions and conducts periodic reviews on the appropriateness of the established methods and procedures for the interested person transactions.

During FY2025, the AC held thirteen meetings with internal auditors and the Management. External auditors attended two of the meetings. The AC met once with each of the internal auditors and the external auditors without the presence of the Management.

The AC assessed the Group's external auditors based on factors such as the effectiveness of the audit process, adequacy of resources, independence and objectivity, and recommended their appointment to the Board. It also reviewed and approved the Group's external auditors' audit plan, assessed the quality of the work carried out in accordance with the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority, and was satisfied with their performance. In addition, the AC reviewed the periodic consolidated financial statements (including Management's estimates and judgements applied in the preparation), the audit reports issued by both the internal and external auditors, and the Management's report on the risk management framework prior to submission to the Board.

Key audit matters ("KAM")

The following significant matters were discussed, and consensus was obtained between Senior Management and the external auditors before being reviewed by the AC:

(a) Assessment of impairment loss on property, plant and equipment ("**PPE**") and right-of-use assets

The AC considered the approach and methodology adopted by both Management and the independent valuation expert in assessing the recoverable amount of the assets. The depreciated replacement cost approach was applied, except for the valuation of freehold land, which was based on the market approach. The AC reviewed the key assumptions used in the assessment, including repair and maintenance costs to keep the assets in good condition, production capacity, useful lives of the assets, economic and functional obsolescence risk, and the inflation rate.

The AC is satisfied with the valuation process and methodologies applied in the assessment of the PPE and right-of-use assets. Given the significance of the related impairment, this matter has been identified as a key audit matter. Please refer to pages 42 and 43 of the Annual Report 2025 for further details.

(b) Assessment of expected credit loss on trade receivables

The AC considered the basis of Management's judgement in assessing overdue debts and potential defaults, taking into account historical collection trends, an increase in delayed receipts beyond the average credit period, and forward-looking information such as forecasts of future economic conditions.

The AC also reviewed Management's process for evaluating the recoverability of overdue debts and was satisfied that it aligned with applicable financial reporting standards, as well as the mechanisms in place for monitoring and managing credit risk.

The impairment assessment of trade receivables has been identified as a key audit matter. Please refer to pages 43 and 44 of the Annual Report 2025 for further details.

The financial statements, including the KAM, were recommended to the Board for approval.

The AC has explicit authority to investigate any matter within its terms of reference and has full cooperation of and access to the Management. It has full discretion to invite any director or the Management to attend its meetings and appropriate resources to discharge its functions properly.

AC members are kept informed of changes to accounting standards and issues by the Company and the external auditors. They are also encouraged to attend, at the Company's expense, courses or seminars conducted by external professionals to keep abreast of such changes.

CORPORATE GOVERNANCE REPORT

Whistle-blowing policy

The Group has a whistle-blowing policy in place whereby employees of the Group may, in confidence and good faith, whether anonymously or otherwise, raise concerns on possible improprieties in matters of financial reporting or other issues and will have protection against reprisals provided they have acted in good faith. The identity of a whistle-blower will be kept confidential, and the investigation will be conducted on a confidential basis to the extent permissible or deemed appropriate, on a best-effort basis. All whistle-blowing incidents will be reported to the AC. Concerns expressed will be considered and investigated based on their merits. The AC ensures the proper conduct of investigations and appropriate closure actions following the completion of the investigations, including administrative, disciplinary, civil and/or criminal actions, and remediation. A dedicated whistleblowing email address is available on the Company's website, allowing reports to be made directly to the designated receiving officer.

Independence of the external auditor

The AC is responsible for nominating the external auditors and reviewing their remuneration and terms of engagement before making a recommendation to the Board. Besides, it reviews the scope, independence, and objectivity of the external auditors and their external audit findings.

For FY2025, the AC reviewed the independence and objectivity of the external auditors as well as the audit and non-audit fees. As there were no non-audit services performed by the external auditors, the external auditors' independence was not affected.

A breakdown of the fees for services provided by the external auditors and their member firms is illustrated in the table below:

Services provided by the external auditor	FY 2025		FY 2024	
	S$'000	% of Total fees	S$'000	% of Total fees
Audit fees	179	100	169	100
Non-audit fees	–	–	–	–
Total fees	179	100	169	100

Note: The fees disclosed in this report include audit fees incurred for Compact Energy Sdn. Bhd., a former subsidiary disposed of on 2 September 2025. These fees were excluded from the audit fees disclosed in Note 8 of the audited financial statements of the Group for FY2025.

For FY2025, none of the AC members were partners/directors of RSM SG Assurance LLP ("**RSM**"), the external auditors of the Company, and none of them holds any financial interest in RSM.

Taking into account the independence of RSM and other factors such as the size and complexity of the Group and the adequacy of resources and experience of RSM, the AC has recommended the re-appointment of RSM as the external auditor at the 2025 AGM. The Company has complied with SGX-ST Listing Rules 712, 715 and 716 in relation to the appointment of external auditors.

Internal audit

The Group's internal audit ("**IA**") resides in-house. The IA conducts its functions in accordance with the standard of the Professional Practice of Internal Auditing of the Institute of Internal Auditors. The work undertaken by the Group IA involves the assessment of the adequacy and effectiveness of the Group's risk management and material internal controls, including financial, operational, compliance and information technology controls, and risk management systems. Any significant non-compliance or lapses in internal controls, together with remedial measures, are reported by the IA to the AC. The IA monitors the implementation status of the audit recommendations and reports the overdue corrective actions to the Senior Management and the AC. The AC also reviews the adequacy and timeliness of the rectifications by the Management of the auditee entity.

CORPORATE GOVERNANCE REPORT

The Group Internal Audit Manager reports functionally to the AC Chairman and administratively to the ED. The hiring and removal of the Head of the IA are subject to AC's approval. The IA is independent of the activities it audits and abstains from the audit of activities where a conflict of interest arises.

The IA is staffed by executives with relevant qualifications and experience who are members of internationally recognised professional accountancy bodies. The AC ensures that the Group IA is adequately resourced. The Group IA has direct access to the AC and unfettered access to the Group's documents, records, properties, and personnel.

Adequacy and effectiveness of the internal audit function

The AC reviews the adequacy, effectiveness and independence of the IA function annually. For FY2025, the AC reviewed the IA function and is satisfied that the IA function was independent, effective, and adequately resourced.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11 – Shareholder rights and conduct of general meetings

The company treats all shareholders fairly and equitably 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.

Effective shareholders' participation and voting at general meetings

The Company keeps shareholders informed of its corporate activities, including any changes to the Company or its business that may materially affect the price or value of its shares, in a timely manner.

As part of its commitment to environmental sustainability, the Company has discontinued the mailing of annual reports and circulars. Instead, all annual reports and circulars are announced via SGXNet and published on the Company's website. Notices of general meetings are also issued via SGXNet and published in newspapers and on the Company's website.

General meetings are typically held physically at venues that are easily accessible by public transport, to facilitate effective shareholder participation and voting.

When resolutions at general meetings are passed through poll voting, the Company Secretary or the appointed polling agent explains the voting procedures clearly at the start of the meeting.

Shareholders who are unable to attend a general meeting in person may appoint up to two proxies, in accordance with the Company's Constitution, to attend, speak, and vote on their behalf. Shareholders who are Relevant Intermediaries (as defined under Section 181 of the Companies Act 1967 of Singapore) may appoint more than two proxies. This arrangement allows indirect shareholders, including CPF investors, to participate in general meetings. Such appointed proxies have the same rights as direct shareholders to attend, speak, and vote. To have valid registration of a proxy, the instrument appointing a proxy must be deposited at the designated location(s) specified in the notice of the meeting at least 72 hours before the time set for the meeting.

The Company's Constitution allows for absentee voting at general meetings. However, the Company does not practice absentee voting by mail, email or facsimile for security and integrity considerations.

CORPORATE GOVERNANCE REPORT

The 54th AGM and the Extraordinary General Meeting ("EGM")

The Company held its 54th AGM on 30 October 2024 and the EGM on 18 August 2025 ("**18 Aug EGM**"). Both meetings were conducted physically. Printed meeting notices were sent to shareholders and also published on SGXNet, the Company's website, and in newspapers.

At the 54th AGM, the ED presented the Group's business and financial highlights. No advance questions were submitted by shareholders for either meeting. Ahead of the 18 Aug EGM, on 12 August 2025, the Company published its responses to queries from Securities Investors Association (Singapore) via SGXNet and its website.

Shareholders and proxies voted on all proposed resolutions via electronic poll voting. Voting procedures and meeting rules were clearly communicated to attendees prior to the commencement of the voting. Shareholders had the opportunity to raise questions on the proposed resolutions before voting.

An independent scrutineer was appointed to verify and validate the votes. Each share is entitled to one vote. The results of each resolution were displayed live after each poll. The results of the voting were also subsequently posted via SGXNet and on the Company's website.

Separate resolutions at general meetings

To safeguard shareholders' interests and rights, a separate resolution is proposed for each distinct matter at general meetings. However, where matters are interdependent and interrelated, they will be consolidated into a single resolution. In such a case, the rationale for combining the matters, along with explanatory notes, will be clearly provided in the notice of the general meeting.

Attendance at general meetings

General meetings serve as important platforms for the Company to engage directly with shareholders. Shareholders are encouraged to express their views and questions regarding the Group. Where possible, all directors attend these meetings to address any queries, and the external auditors are also present to provide clarifications on audit-related matters.

At the 54th AGM, the directors, Management and external auditors were in attendance. For the 18 Aug EGM, the directors, independent valuer, financial adviser and legal adviser were present to address shareholders' questions and concerns.

Voting by poll at general meetings

All resolutions at general meetings are voted on by electronic poll to ensure transparency and accountability. Each ordinary share entitles the shareholder to one vote. The voting procedures and rules governing general meetings are clearly explained, and vote tabulations are disclosed at the meetings.

An independent scrutineer is appointed to oversee the voting process, verify the results and tabulate the votes for each resolution. The results, indicating the number of votes cast for and against each resolution, along with the corresponding percentages, are displayed live to shareholders immediately after each poll, before the chairman of the meeting declares the passing of the resolution. The voting results are also announced via SGXNet and published on the Company's website following the conclusion of the general meeting.

Minutes of general meetings

The Company Secretary prepares the minutes of general meetings, which incorporate substantial and relevant comments or queries raised by shareholders relating to the meeting agendas, as well as responses provided by the Board and Management. These minutes are available to shareholders upon request and are published on the Company's website and via SGXNet as soon as practicable after the meetings.

CORPORATE GOVERNANCE REPORT

Minutes of the 54th AGM and 18 Aug EGM were published via SGXNet and posted on the Company's website within one month of the meetings. These minutes provide a record of the meeting proceedings, including substantial and relevant comments and questions raised by shareholders, responses from the Board and the voting results for each resolution tabled.

Dividend policy

The Company aims to strike a balance between providing returns to shareholders and supporting long-term sustainable growth. In considering whether to recommend or declare dividends, the Board takes into account a range of factors, including the Group's financial performance, cash flow position, capital expenditure requirements, future growth plans, and prevailing business and economic conditions.

While there is no fixed payout ratio, the Board remains committed to delivering sustainable long-term value to shareholders. The appropriateness of any dividend distribution is evaluated periodically, with careful consideration given to maintaining a strong financial position and supporting the Company's strategic and operational objectives.

For FY2025, the Board is not recommending a dividend. This decision reflects a prudent approach to capital management, particularly in light of the upcoming cash payout in October 2025 pursuant to the capital reduction exercise. The Board believes that conserving cash at this stage is necessary to support ongoing operations and future growth initiatives.

Principle 12 – Engagement with shareholders

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.

Communication with shareholders

General meetings continue to be the Company's principal forum for dialogue with shareholders. At the general meetings, the ED gives a presentation on the Group's performance for the year being reported or the matter of the extraordinary meeting being convened. Shareholders are encouraged to raise questions, express any concerns or give suggestions. Before the voting on each resolution, shareholders are again given opportunities to raise queries.

In line with the continuous disclosure obligations required by the Listing Manual of the SGX-ST, shareholders were promptly notified by the Company of all major developments that may have a material impact on the Group.

The Company's investor relations policy and practices are guided by the principles of fair disclosure and transparency. Clear, relevant and accurate information is provided to shareholders and the investing community in a timely and effective manner. The Company does not practise selective disclosure. All material developments affecting the Group, including financial results, annual reports and other key matters, are announced via the SGXNet within the prescribed timelines and are also available on the Company's website.

The Company's website is regularly updated to ensure that stakeholders have access to the latest corporate information, disclosures, and investor related materials.

CORPORATE GOVERNANCE REPORT

Avenues for communication

The Company is committed to treating all shareholders fairly and equitably, and strives to maintain regular, effective, and transparent communication with its shareholders. Communication channels include the publication of annual reports and shareholder circulars, the conduct of general meetings, and timely announcements via SGXNet and the Company's website.

To further facilitate engagement and gather feedback from shareholders and the broader investment community, the Company provides a dedicated contact email address on its website. This allows shareholders and investors to reach out directly with queries, comments, or suggestions. All feedback and enquiries received are acknowledged and responded to in a timely manner, typically within one week.

MANAGING STAKEHOLDERS' RELATIONSHIPS

Principle 13 – Engagement with stakeholders

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 Board recognises that relationships with material stakeholders are important and may impact the Company's business operations. Accordingly, the strategy and key areas of focus concerning the management of stakeholder relationships during the year are disclosed in the Sustainability Report 2025. The Sustainability Report is published via SGXNet and on the Company's website.

In addition, the Company maintains a corporate website: https://lionasiapac.com.sg to enable stakeholders to communicate and engage with the Company.

OTHER CORPORATE GOVERNANCE MATTERS

Dealings in securities

In compliance with SGX-ST Listing Rule 1207(19), the Company has issued a Compliance Code on Securities Transactions (the "**Compliance Code**") to all directors and officers of the Group. The Compliance Code outlines the implications of insider trading and provides guidelines on dealing in the Company's securities.

Under the Compliance Code and SGX-ST Listing Rule 1207(19), all directors and officers of the Group who have access to price-sensitive information are prohibited from dealing in the Company's securities during the following embargo periods (the "**Embargo Periods**"):

(i) From 1 January until the date of announcement of the second-quarter results (financial period ending 31 December)

(ii) From 1 April until the date of announcement of the third-quarter results (financial period ending 31 March)

(iii) From 1 July until the date of announcement of the full-year results (financial period ending 30 June)

(iv) From 1 October until the date of announcement of the first-quarter results (financial period ending 30 September)

CORPORATE GOVERNANCE REPORT

In addition, the Compliance Code discourages all directors and officers from dealing in the Company's securities based on short-term considerations. The Compliance Code also serves as a reminder of their obligations under insider trading laws. The Company issues regular reminders to its directors and officers that they are not permitted to deal in the Company's securities during the Embargo Periods, or at any time while in possession of unpublished price-sensitive information.

A director is required to notify the Company of their interests in the Company's securities within two business days of:

(a) the date of appointment as a director

(b) the date of acquiring an interest in the Company's securities

A director must also notify the Company of any change in their interests in the Company's securities within two business days after becoming aware of such a change. The Company will then file the relevant disclosure with SGX-ST within one business day of receiving the notification.

Material contracts

Save as disclosed in the Annual Report 2025, there were no other material contracts of the Group involving the interests of any director or controlling shareholder, entered into during the financial year, that were required to be disclosed under the SGX-ST listing rules.

SUMMARY OF SUSTAINABILITY REPORT 2025

The Sustainability Report has been prepared in accordance with the SGX sustainability reporting requirements and the Global Reporting Initiative (GRI) reporting framework. This report also includes climate reporting disclosure guided by the recommendations of the Task Force on Climate-related Financial Disclosures ("**TCFD**"), and greenhouse gas ("**GHG**") emissions identified as a material ESG factor impacting business operations.

An independent consultant, Roma Risk Advisory Limited, was engaged to support the preparation of this report and to ensure compliance with relevant reporting standards. For this year's sustainability report, we have also engaged Access Partner Consultancy & Appraisals Limited to provide external assurance on key sustainability disclosures.

Our internal audit function also conducted a review to identify and establish a functional ESG control environment. This provides an internal assurance that both Management and the Board maintain oversight of the sustainability reporting processes and related control.

Through ongoing engagement with stakeholders, the Sustainability Committee has reviewed and updated the material factors to reflect the changes in the operating environment during the year.

Our key material ESG factors and performance targets are as follows:

Environmental	
Energy management	Maintaining the energy consumption rate within 10% of the baseline (FY2022[1] – 0.93 MWh per MT).
Emission of Greenhouse Gas (GHG)	Maintaining GHG emission intensity within 10% of the baseline (FY2022[1] – 0.81 tonnes of tCO_2e per MT).
Climate Change	Identifying, assessing, and managing climate-related risks and opportunities.
Social	
Employee training and education	Average training hours per employee of 8 hours per year.
Occupational health and safety	Zero work-related fatalities.
Governance	
Economic performance	To deliver stable and sustainable economic growth for the business and financial returns for the shareholders.
Anti-corruption	Zero incidents of anti-corruption behaviour/practice.
Corporate governance	Continual strengthening of the enterprise risk management ("**ERM**") framework.

Note:
(1) FY2022 denotes the financial year ended 30 June 2022.

This summary is to provide stakeholders with a better understanding of our ongoing efforts to improve the environmental governance practices.

The full Sustainability Report for 2025 is available at the Company's website:
https://lionasiapac.com.sg/sustainability/

STATEMENT BY DIRECTORS

The directors of the Company are pleased to present the accompanying financial statements of the Company and of the Group for the reporting year ended 30 June 2025.

1. Opinion of the directors

In the opinion of the directors,

(a) the accompanying financial statements and the consolidated financial statements are drawn up so as to give a true and fair view of the financial position and performance of the Company and, of the financial position and performance of the Group for the reporting year covered by the financial statements or consolidated financial statements; and

(b) at the date of the statement, 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 approved and authorised these financial statements for issue.

2. Directors

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

Chai Woon Chew
Loh Kgai Mun
Tan Sri Cheng Heng Jem
Sam Chong Keen
Koong Lin Loong
Lim Mooi Lang

3. Directors' interests in shares and debentures

The directors of the Company holding office at the end of the reporting year had no interests in shares in or debentures of the Company or other related body corporates as recorded in the register of directors' shareholdings kept by the Company under section 164 of the Companies Act 1967 (the "Act"), except as follows:

	Shareholdings in which a director is deemed to have an interest	
The Company:	**As at 1.7.2024**	**As at 30.6.2025**
	Number of shares of no par value	
Tan Sri Cheng Heng Jem	54,062,680	**54,062,680**

By virtue of section 7 of the Act, the above director is deemed to have an interest in the Company and in all the related body corporates of the Company.

The directors' interests as at 21st July 2025 were the same as those at the end of the reporting year.

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

Neither at the end of the reporting year nor at any time during the reporting year did there subsist arrangements to which the Company is a party, being arrangements 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.

STATEMENT BY DIRECTORS

5. Options

During the reporting year, no option to take up unissued shares of the Company or other body corporate in the Group was granted.

During the reporting year, there were no shares issued by virtue of the exercise of an option to take up unissued shares.

At the end of the reporting year, there were no unissued shares under option.

6. Report of the audit committee

The members of the audit committee at the date of this report are as follows:

Chai Woon Chew	Chairman, Independent Director
Koong Lin Loong	Independent Director
Lim Mooi Lang	Non-Executive Director

The audit committee performs the functions specified by section 201B (5) of the Act. Among other functions, it performed the following:

- Reviewed the audit plan of the independent external auditor.
- Reviewed with the independent external auditor their evaluation of the Company's internal accounting controls relevant to the statutory audit, the audit report on the financial statements and the assistance given by management to the auditor.
- Reviewed with the internal auditors the scope and results of the internal audit procedures (including those relating to financial, operational, compliance controls and risk management) and the assistance given by management to the internal auditor.
- Reviewed the financial statements of the Company and the Group prior to their submission to the directors of the Company for adoption.
- Reviewed the interested person transactions (as defined in Chapter 9 of the Singapore Exchange Securities Trading Limited's Listing Manual).

Other functions performed by the audit committee are described in the report on corporate governance included in the annual report of the Company. It also includes an explanation of how independent auditor objectivity and independence is safeguarded where the independent auditor provides non-audit services.

The audit committee has recommended to the board of directors that the independent auditor, RSM SG Assurance LLP, be nominated for re-appointment as the independent auditor at the next annual general meeting of the Company.

7. Independent auditor

RSM SG Assurance LLP has expressed willingness to accept re-appointment.

8. Directors' opinion on the adequacy of internal controls

The directors' opinion on the adequacy of internal controls is detailed in the report on corporate governance included in the annual report of the Company.

STATEMENT BY DIRECTORS

9. Subsequent developments

On 29 May 2025, the Company announced that it had entered into an amended and restated share purchase agreement with 1207791 B.C. Ltd. (the "Purchaser") for the proposed disposal of all the issued shares (the "Proposed Disposal") in Compact Energy Sdn. Bhd. ("CESB"), on substantially the same terms as the transaction previously announced by the Company in its announcement dated 1 September 2023.

The Company has convened an extraordinary general meeting ("EGM"), at which the shareholders approved the Proposed Disposal of CESB, as announced on 18 August 2025. Upon completion of the Proposed Disposal, CESB will cease to be a subsidiary of the Group, and the Group will cease operating its limestone business segment (i.e. the production and sale of quicklime, hydrated lime and quicklime powder).

The completion of the Proposed Disposal was announced on 2 September 2025, and, within two (2) business days of completion, the Purchaser was obligated to take all necessary steps to discontinue its arbitration claim against the Company. On 18 September 2025, the Company announced that the arbitration claim had been discontinued.

The aggregate of the Initial Consideration and the Adjustment Portion, less the Retention Sum, amounting to approximately USD10.4 million (approximately S$13.3 million) ("Indicative Consideration"), was paid by the Purchaser on 2 September 2025. The Indicative Consideration will be subject to certain post-completion cash, debt and working capital adjustments, based on CESB's actual cash, debt and working capital as at completion. Payment of any such difference will be made within five (5) business days after the final completion accounts are confirmed.

In connection with the above, the Company has also announced a proposed capital reduction exercise to be undertaken by the Company pursuant to Section 78A read with Section 78C of the Companies Act of 2001 to reduce the issued and paid-up share capital of the Company (the "Proposed Capital Reduction"). The Proposed Capital Reduction will be effected by way of a cash distribution of an aggregate amount of S$11.0 million, such amount being the estimated net proceeds from the Proposed Disposal (after deducting estimated expenses relating to professional fees to be incurred in connection therewith and operating capital). The Company has obtained the shareholders' approval for the Proposed Capital Reduction at the EGM, as announced on 18 August 2025.

On behalf of the directors

Loh Kgai Mun
Director

Lim Mooi Lang
Director

23 September 2025

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LION ASIAPAC LIMITED

Report on the audit of the financial statements

Opinion

We have audited the accompanying financial statements of Lion Asiapac 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 30 June 2025, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Group, and statement of changes in equity of the Company for the reporting 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 and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") 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 30 June 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the reporting 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.

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 reporting year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Group

(a) Assessment of impairment loss on property, plant and equipment and right-of-use assets

Please refer to Note 2A to the financial statements on accounting policies, Note 2B on judgements and sources of estimation uncertainties; Note 13A on property, plant and equipment, Note 24 on right-of-use assets; Note 21 on property, plant and equipment and right-of-use assets classified as assets of a disposal group classified as assets held for sale and the section on the audit committee's views and responses to the reported key audit matters in the annual report.

As at 30 June 2025, the Group's market capitalisation of approximately S$28,792,000 was below the net assets of the Group of S$59,998,000. This gave rise to an indicator of impairment of the Group's material non-current non-financial assets, which comprised of property, plant and equipment ("PPE") and right-of-use assets ("ROUA") amounting to S$4,921,000 and S$1,121,000 and representing approximately 6.8% and 1.5% of the Group's total assets respectively, as at 30 June 2025.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF LION ASIAPAC LIMITED

Key audit matters (Continued)

Group (Continued)

(a) Assessment of impairment loss on property, plant and equipment and right-of-use assets (Continued)

In light of the indicator, management was required to perform a detailed assessment of the recoverable amounts of the PPE and ROUA. For the material identified PPE and ROUA exhibiting indicators of impairment, management engaged independent valuation experts for assistance in its assessment. The independent valuation experts adopted the depreciated replacement cost approach for PPE (except for freehold land, which were based on the market approach) and discounted cash flow approach for ROUA. The assessment of the recoverable amount requires significant judgement and is impacted by a number of key assumptions, including useful lives of the assets and the inflation rate adjusted for historical information used. Management also considered the relevant guidance of SFRS(I) 1-36 Impairment of Assets, operating environment as well as the operating results of subsidiaries, in evaluating the impairment allowance for the PPE and ROUA and whether the accumulated impairment allowance on PPE should be reversed as at 30 June 2025.

Due to the inherent judgement involved and uncertainty, the assessment by management of the recoverable amount is considered to be a key audit matter.

As part of our audit procedures, we:

- Evaluated management's impairment assessment which, among others, included procedures around identification of observable impairment indicators, review of the valuation report in determining the recoverable amounts of PPE and ROUA.
- Assessed the independence and competency of the independent valuation experts which included considering their experience and qualification in performing such valuations.
- Involved our own internal valuation experts to assess the appropriateness of management's valuation model, the reasonableness of certain assumptions used in the valuation process and whether the calculations within the model are performed correctly. Our own valuation experts also checked the accuracy and relevance of inputs used by the independent valuation experts. We also considered the adequacy of the disclosures on the degree of critical judgement and estimation made.
- Reviewed the adequacy of the disclosures included in the financial statements.

(b) Assessment of expected credit loss on trade receivables

Please refer to Note 2A to the financial statements on accounting policies, Note 2B on judgements and sources of estimation uncertainties; Note 18 on trade and other receivables; Note 21 on trade and other receivables classified as assets of a disposal group classified as held for sale and the section on the audit committee's views and responses to the reported key audit matters in the annual report.

The carrying amount of trade receivables amounted to S$10,154,000 which represents approximately 14.0% of the Group's total assets as at the reporting year end.

The determination of the amount of the expected credit loss on impairment of trade receivables requires management's judgement on the assessment of the past experience at collecting receipts, any increase in the number of delayed receipts in the portfolio past the average credit period, and forward looking information such as forecasts of economic conditions. Due to the level of judgement and uncertainty, the assessment by management of the recoverable amount is considered to be a key audit matter.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LION ASIAPAC LIMITED

Key audit matters (Continued)

Group (Continued)

(b) Assessment of expected credit loss on trade receivables (Continued)

As part of our audit procedures, we:

- Discussed and evaluated management's assessment in relation to customers' credit worthiness and expected credit losses.
- Performed other audit procedures that included reviewing payment histories and assessing recoverability by obtaining evidence of financial position of the relevant customers and/or receipts subsequent to the reporting year end.
- Reviewed management's process over the recoverability of outstanding trade receivables and evaluated management's assumptions used to estimate the allowance for impairment of trade receivables.
- Reviewed the adequacy of the disclosures included in the financial statements.

Other information

Management is responsible for the other information. The other information comprises the statement by directors and 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 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 the financial reporting standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

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

Auditor's responsibilities for the audit of the financial statements

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LION ASIAPAC LIMITED

Auditor's responsibilities for the audit of the financial statements (Continued)

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) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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, related safeguards.

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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LION ASIAPAC LIMITED

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 Lock Chee Wee.

RSM SG Assurance LLP
Public Accountants and
Chartered Accountants
Singapore

23 September 2025

Engagement partner – effective from year ended 30 June 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

YEAR ENDED 30 JUNE 2025

	Notes	2025 S$'000	2024* S$'000
Revenue	5	**17,267**	25,717
Other income and gains	6	**1,129**	2,098
Goods, materials and consumables used		**(13,368)**	(22,333)
Contract cost recognised		**(816)**	(408)
Depreciation of property, plant and equipment	13	**(29)**	(27)
Depreciation of right-of-use assets	24	**(429)**	(381)
Amortisation of intangible assets	14	**(215)**	(322)
Employee benefits expense	7	**(1,959)**	(1,700)
Other expenses	8	**(2,258)**	(1,770)
Finance costs	9	**(294)**	(260)
Other losses	6	**(519)**	(44)
(Loss)/profit before tax		**(1,491)**	570
Income tax expense	10	**(82)**	(76)
(Loss)/profit from continuing operations for the year		**(1,573)**	494
Discontinued operations			
Profit after tax from discontinued operations	11	**730**	958
(Loss)/profit for the year		**(843)**	1,452
Other comprehensive income/(loss):			
Items that will not be reclassified to profit or loss:			
Fair value changes on equity instruments at fair value through other comprehensive income, net of tax	16A	**324**	(537)
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations, net of tax	23B	**(143)**	(195)
Other comprehensive income/(loss) for the year, net of tax		**181**	(732)
Total comprehensive (loss)/income		**(662)**	720
(Loss)/profit attributable to			
Owners of the Company		**(841)**	1,525
Non-controlling interests		**(2)**	(73)
(Loss)/profit net of tax		**(843)**	1,452
Total comprehensive (loss)/income attributable to			
Owners of the Company		**(660)**	793
Non-controlling interests		**(2)**	(73)
Total comprehensive (loss)/income		**(662)**	720
(Losses)/earnings per share			
Basic and diluted (losses)/earnings per share (cents)			
Continuing operations	12	**(1.94)**	0.70
Discontinued operation	12	**0.90**	1.18

* *Comparative information has been re-presented due to a discontinued operation (Note 11).*

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

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2025

	Notes	Group 2025 S$'000	Group 2024 S$'000	Company 2025 S$'000	Company 2024 S$'000
ASSETS					
Non-current assets					
Property, plant and equipment	13	**2,428**	3,476	**–**	–
Right-of-use assets	24	**320**	1,443	**–**	–
Intangible assets	14	**628**	803	**–**	–
Investments in subsidiaries	15	**–**	–	**42,545**	57,696
Other financial assets	16	**1,580**	1,256	**–**	–
Total non-current assets		**4,956**	6,978	**42,545**	57,696
Current assets					
Inventories	17	**5,390**	9,131	**–**	–
Trade and other receivables	18	**6,502**	15,666	**66**	67
Other non-financial assets	19	**2,253**	552	**137**	–
Cash and cash equivalents	20	**37,693**	42,340	**371**	480
		51,838	67,689	**574**	547
Assets of a disposal group classified as held for sale	21	**15,606**	–	**13,541**	–
Total current assets		**67,444**	67,689	**14,115**	547
Total assets		**72,400**	74,667	**56,660**	58,243
EQUITY AND LIABILITIES					
Equity					
Share capital	22	**47,494**	47,494	**47,494**	47,494
Retained earnings		**21,661**	22,286	**8,313**	9,716
Other reserves (adverse balance)	23	**(10,355)**	(10,536)	**–**	–
Capital and reserves attributable to owners of the Company		**58,800**	59,244	**55,807**	57,210
Non-controlling interests		**1,198**	1,200	**–**	–
Total equity		**59,998**	60,444	**55,807**	57,210
Non-current liabilities					
Deferred tax liabilities	10C	**141**	360	**6**	224
Lease liabilities	24	**130**	1,211	**–**	–
Total non-current liabilities		**271**	1,571	**6**	224
Current liabilities					
Income tax payable		**–**	–	**8**	–
Borrowings	25	**4,589**	5,592	**–**	–
Lease liabilities	24	**393**	365	**–**	–
Trade and other payables	26	**4,460**	6,695	**839**	809
		9,442	12,652	**847**	809
Liabilities of a disposal group classified as held for sale	21	**2,689**	–	**–**	–
Total current liabilities		**12,131**	12,652	**847**	809
Total liabilities		**12,402**	14,223	**853**	1,033
Total equity and liabilities		**72,400**	74,667	**56,660**	58,243

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

STATEMENTS OF CHANGES IN EQUITY

YEAR ENDED 30 JUNE 2025

	Notes	Share capital S$'000	Retained earnings S$'000	(Adverse balance) Other reserves S$'000	Attributable to Company sub-total S$'000	Non-controlling interests S$'000	Total equity S$'000
Group							
Current year:							
Opening balance as at 1 July 2024		47,494	22,286	(10,536)	59,244	1,200	60,444
Transfer of unclaimed dividends to retained earnings		–	216	–	216	–	216
Changes in equity:							
Loss for the year		–	(841)	–	(841)	(2)	(843)
Other comprehensive income		–	–	181	181	–	181
Total comprehensive (loss)/income for the year		–	(841)	181	(660)	(2)	(662)
Closing balance as at 30 June 2025		**47,494**	**21,661**	**(10,355)**	**58,800**	**1,198**	**59,998**
Previous year:							
Opening balance as at 1 July 2023		47,494	20,569	(9,804)	58,259	–	58,259
Changes in equity:							
Profit for the year		–	1,525	–	1,525	(73)	1,452
Other comprehensive loss		–	–	(732)	(732)	–	(732)
Total comprehensive income/(loss) for the year		–	1,525	(732)	793	(73)	720
Acquisition of subsidiaries	15	–	–	–	–	1,563	1,563
Acquisition of non-controlling interests without a change in control	15	–	192	–	192	(290)	(98)
Closing balance as at 30 June 2024		47,494	22,286	(10,536)	59,244	1,200	60,444

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

STATEMENTS OF CHANGES IN EQUITY

YEAR ENDED 30 JUNE 2025

	Share capital S$'000	Retained earnings S$'000	Total equity S$'000
Company			
Current year:			
Opening balance as at 1 July 2024	47,494	9,716	57,210
Transfer of unclaimed dividends to retained earnings	–	216	216
Changes in equity:			
Total comprehensive loss for the year	–	(1,619)	(1,619)
Closing balance as at 30 June 2025	**47,494**	**8,313**	**55,807**
Previous year:			
Opening balance as at 1 July 2023	47,494	11,196	58,690
Changes in equity:			
Total comprehensive loss for the year	–	(1,480)	(1,480)
Closing balance as at 30 June 2024	47,494	9,716	57,210

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

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 30 JUNE 2025

	Notes	2025 S$'000	2024 S$'000
Cash flows from operating activities			
(Loss)/profit before tax from continuing operations		**(1,491)**	570
Profit before tax from discontinued operations		**744**	964
(Loss)/profit before tax		**(747)**	1,534
Adjustments for:			
Depreciation of property, plant and equipment		**426**	400
Depreciation of right-of-use assets		**487**	436
Amortisation of intangible assets		**215**	322
Property, plant and equipment written-off		**7**	4
Reversal of impairment loss on property, plant and equipment		**(886)**	–
(Reversal)/allowance for impairment loss on trade receivables		**(43)**	27
Allowance for inventories		**14**	–
Inventories written-off		**24**	–
Impairment loss on right-of-use assets		**206**	–
Gain on disposal of property, plant and equipment		**–**	(111)
Interest income		**(924)**	(704)
Interest expense		**367**	333
Negative goodwill		–	(979)
Unrealised currency translation differences		**256**	(352)
Operating cash flows before changes in working capital		**(598)**	910
Inventories		**(37)**	209
Trade and other receivables		**5,578**	(4,965)
Other non-financial assets		**(2,171)**	484
Trade and other payables		**(578)**	(566)
Provisions		**–**	(369)
Net cash flows from/(used in) operations		**2,194**	(4,297)
Income tax paid		**(358)**	(453)
Net cash flows from/(used in) operating activities		**1,836**	(4,750)
Cash flows from investing activities			
Acquisition of subsidiaries (net of cash acquired)		**–**	(1,051)
Acquisition of non-controlling interests		**–**	(98)
Purchase of property, plant and equipment		**(776)**	(604)
Disposal of property, plant and equipment		**–**	170
Interest received		**880**	742
Net cash flows from/(used in) investing activities		**104**	(841)
Cash flows from financing activities			
Fixed deposit pledge, restricted in use		**1,912**	(4,144)
Lease liabilities		**(562)**	(488)
Repayment of borrowings		**(13,411)**	(8,063)
Proceeds from borrowings		**12,135**	8,733
Interest paid		**(270)**	(241)
Net cash flows used in financing activities		**(196)**	(4,203)
Net increase/(decrease) in cash and cash equivalents		**1,744**	(9,794)
Cash and cash equivalents, statement of cash flows, beginning balance		**9,435**	16,239
Effects of currency translation on cash and cash equivalents		**(1,021)**	(56)
Movement in cash subject to foreign exchange control		**5,049**	3,046
Cash and cash equivalents, statement of cash flows, ending balance	20	**15,207**	9,435

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

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 30 JUNE 2025

Reconciliation of liabilities arising from financing activities:

			Non-cash changes				
	Opening balance S$'000	Proceeds, principal and interest payments S$'000	Acquisition of subsidiaries S$'000	New leases S$'000	Interest expense S$'000	Foreign exchange movement S$'000	Closing balance S$'000
2025:							
Lease liabilities**	**1,576**	**(562)**	**–**	**303**	**97**	**75**	**1,489**
Borrowings	**5,592**	**(1,546)**	**–**	**–**	**270**	**273**	**4,589**
2024:							
Lease liabilities	1,203	(488)	283	496	92	(10)	1,576
Borrowings	–	440	4,971	–	230	(49)	5,592

** This includes lease liabilities associated with assets classified as held-for-sale (Refer to Note 21).

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

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

1. GENERAL

The Company (Registration No: 196800586R) is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") and incorporated and domiciled in Singapore with limited liability. The address of its registered office is 10 Arumugam Road, #10-00 LTC Building A, Singapore 409957. The financial statements are presented in Singapore dollars and they cover the Company (referred to as "parent") and the subsidiaries.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are described in Note 15. The board of directors approved and authorised these financial statements for issue on the date of the statement by directors.

Statement of compliance with financial reporting standards

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)") and the related Interpretations to SFRS(I) ("SFRS(I) INT") as issued by the Accounting Standards Committee under ACRA ("ASC"). They comply with the provisions of the Companies Act 1967 and with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

Basis of preparation of the financial statements

The financial statements are prepared on a going concern basis under the historical cost convention except where a financial reporting standard requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. The accounting policies in the financial reporting standards may not be applied when the effect of applying them is not material. The disclosures required by financial reporting standards may not be provided if the information resulting from that disclosure is not material.

Basis of presentation and principles of consolidation

The consolidated financial statements include the financial statements made up to the end of the reporting year of the Company and all of its subsidiaries, presented as those of a single economic entity and are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intragroup balances and transactions are eliminated on consolidation. Subsidiaries are consolidated from the date the reporting entity obtains control of the investee. They are de-consolidated from the date that control ceases.

Changes in the Group's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity as transactions with owners in their capacity as owners. The carrying amounts of the Group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. When the Group loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at fair value at the date when control is lost and is subsequently accounted as equity investments financial assets in accordance with the financial reporting standard on financial instruments.

The Company's separate financial statements have been prepared on the same basis, and as permitted by the Companies Act 1967, the Company's separate statement of profit or loss and other comprehensive income is not presented.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

2. MATERIAL ACCOUNTING POLICY INFORMATION AND OTHER EXPLANATORY INFORMATION

2A. MATERIAL ACCOUNTING POLICY INFORMATION

Foreign currency transactions

The functional currency is the Singapore dollar as it reflects the primary economic environment in which the entity operates. Transactions in foreign currencies are recorded in the functional currency at the rates ruling at the dates of the transactions. At each end of the reporting year, recorded monetary balances and balances measured at fair value that are denominated in non-functional currencies are reported at the rates ruling at the end of the reporting year and fair value measurement dates respectively. All realised and unrealised exchange adjustment gains and losses are dealt with in profit or loss except when a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. The presentation is in the functional currency.

Translation of financial statements of other entities

Each entity in the Group determines the appropriate functional currency as it reflects the primary economic environment in which the relevant reporting entity operates. In translating the financial statements of such an entity for incorporation in the consolidated financial statements in the presentation currency the assets and liabilities denominated in other currencies are translated at end of the reporting year rates of exchange and the income and expense items for each statement presenting profit or loss and other comprehensive income are translated at average rates of exchange for the reporting year. The resulting translation adjustments (if any) are recognised in other comprehensive income and accumulated in a separate component of equity until the disposal of that relevant reporting entity.

Fair value measurement

The fair value is 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. When measuring the fair value of an asset or a liability, market observable data to the extent possible is used. If the fair value of an asset or a liability is not directly observable, an estimate is made using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs (eg by use of the market comparable approach that reflects recent transaction prices for similar items, discounted cash flow analysis, or option pricing models refined to reflect the issuer's specific circumstances). Inputs used are consistent with the characteristics of the asset or liability that market participants would take into account. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value.

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety: Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices). Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). Transfers between levels of the fair value hierarchy are recognised at the end of the reporting period during which the change occurred.

The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial instruments may not be disclosed separately unless there are material differences at the end of the reporting year and in the event the fair values are disclosed in the relevant notes to the financial statements. The recurring measurements are made at each reporting year end date.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

2. MATERIAL ACCOUNTING POLICY INFORMATION AND OTHER EXPLANATORY INFORMATION (CONTINUED)

2A. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Revenue and income recognition

General – Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer (which excludes estimates of variable consideration that are subject to constraints, such as right of return exists, and modifications), net of any related taxes and excluding any amounts collected on behalf of third parties. An asset (goods or services) is transferred when or as the customer obtains control of that asset. As a practical expedient the effects of any significant financing component is not adjusted if the payment for the good or service will be within one year.

Sale of goods – Revenue is recognised at a point in time when the performance obligation is satisfied by transferring a promised good to the customer. Control of the goods is transferred to the customer, generally on delivery of the goods (in this respect, incoterms are considered).

Distinct goods or services created over time – For long-term service contracts and projects for constructing an asset the value to the customer is created over time during the contract period and it is accounted for as a single performance obligation that is satisfied over time. This is because the customer simultaneously receives and consumes the benefits of the entity's performance in processing each transaction as and when each transaction is processed; the performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or the performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date. The revenue is recognised over time by using the input method. For the input method the revenue is recognised on the basis of the efforts or inputs to the satisfaction of a performance obligation such as the survey of contract work completed to date which is certified by professional consultants relative to the total expected inputs to the satisfaction of that performance obligation.

Interest income is recognised using the effective interest method.

Employee benefits

Contributions to a defined contribution retirement benefit plan are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it is obligated to contribute for the Singapore employees to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan). Certain subsidiaries overseas have defined contribution retirement benefit plans in which employees are entitled to join upon fulfilling certain conditions. The assets of the fund may or may not be held separately from those of the reporting entity in an independently administered fund. The entity contributes a fixed percentage of the salary of each participating employee. For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

2. MATERIAL ACCOUNTING POLICY INFORMATION AND OTHER EXPLANATORY INFORMATION (CONTINUED)

2A. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Income tax

Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current income tax is the expected tax payable on the taxable income for the reporting year; calculated using rates enacted or substantively enacted at the statement of financial position date; and inclusive of any adjustment to income tax payable or recoverable in respect of previous reporting years. Deferred tax is recognised using the liability method; based on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective income tax bases; and determined using tax rates that have been enacted or substantively enacted by the reporting year end date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax liability or asset is recognised for all taxable temporary differences associated with investments in subsidiaries except where the reporting entity is able to control the timing of the reversal of the taxable temporary difference and it is probable that the taxable temporary difference will not reverse in the foreseeable future or for deductible temporary differences, they will not reverse in the foreseeable future and they cannot be utilised against taxable profits.

Property, plant and equipment

Property, plant and equipment are carried at cost on initial recognition and after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses. Depreciation is provided on a straight-line method to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets (or, for certain leased assets, the shorter lease term). An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle.

Leases of lessee

A lease conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. Where a lease arrangement is identified, a liability to the lessor is recognised as a lease obligation calculated at the present value of minimum unavoidable lease payments. A corresponding right-of-use asset is recorded. Lease payments are apportioned between finance costs and reduction of the lease liability so as to reflect the interest on the remaining balance of the liability. Finance charges are recorded as a finance cost. Leases with a term of 12 months or less and leases for low value are not recorded as a liability and lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

Right-of-use assets

The right-of-use assets are accounted and presented as if they were owned such as property, plant and equipment, and depreciated over the lease terms.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

2. MATERIAL ACCOUNTING POLICY INFORMATION AND OTHER EXPLANATORY INFORMATION (CONTINUED)

2A. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Subsidiaries

A subsidiary is an entity including unincorporated and special purpose entity that is controlled by the reporting entity and the reporting entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The existence and effect of substantive potential voting rights that the reporting entity has the practical ability to exercise (that is, substantive rights) are considered when assessing whether the reporting entity controls another entity.

In the reporting entity's separate financial statements, an investment in a subsidiary is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for a subsidiary is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of the investment in a subsidiary are not necessarily indicative of the amount that would be realised in a current market exchange.

Business combinations

A business combination is a transaction or other event which requires that the assets acquired and liabilities assumed constitute a business. It is accounted for by applying the acquisition method of accounting. The cost of a business combination includes the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the acquirer, in exchange for control of the acquiree. The acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received except for any costs to issue debt or equity securities that are recognised in accordance with the financial reporting standard on financial instruments.

As of the acquisition date, the acquirer recognises, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree measured at acquisition-date fair values as defined in and that meet the conditions for recognition under the financial reporting standard on business combinations. If there is gain on bargain purchase, a reassessment is made of the identification and measurement of the acquiree's identifiable assets, liabilities and contingent liabilities and the measurement of the cost of the business combination and any excess remaining after this reassessment is recognised immediately in profit or loss.

Non-controlling interest

The non-controlling interest is the equity in a subsidiary not attributable, directly or indirectly, to the reporting entity as the parent. The non-controlling interest is presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. For each business combination, any non-controlling interest in the acquiree (subsidiary) is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Where the non-controlling interest is measured at fair value, the valuation techniques and key model inputs used are disclosed in the relevant note.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

2. MATERIAL ACCOUNTING POLICY INFORMATION AND OTHER EXPLANATORY INFORMATION (CONTINUED)

2A. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Intangible assets with finite useful life

An identifiable non-monetary asset without physical substance is recognised as an intangible asset at acquisition cost if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. After initial recognition, an intangible asset with finite useful life is carried at cost less accumulated amortisation and any accumulated impairment losses.

Inventories

Inventories are stated at the lower of cost and selling price less costs to complete and sell. Cost is calculated using the weighted average method. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

Carrying amounts of non-financial assets

The carrying amounts of the non-current non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised in the statement of profit or loss whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

Financial instruments

Recognition and derecognition of financial instruments:

A financial asset or a financial liability is recognised when, and only when, the entity becomes party to the contractual provisions of the instrument. All other financial instruments (including regular-way purchases and sales of financial assets) are recognised and derecognised, as applicable, using trade date accounting or settlement date accounting. A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the entity neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. A financial liability is removed from the statement of financial position when, and only when, it is extinguished, that is, when the obligation specified in the contract is discharged or cancelled or expires.

At initial recognition the financial asset or financial liability is measured at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

2. MATERIAL ACCOUNTING POLICY INFORMATION AND OTHER EXPLANATORY INFORMATION (CONTINUED)

2A. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

Financial instruments (Continued)

Classification of financial assets and financial liabilities and subsequent measurement:

The financial reporting standard on financial instruments requires the certain classification of financial assets and financial liabilities. At the end of the reporting year, the reporting entity had the following classes:

- Financial asset classified as measured at amortised cost: A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss ("FVTPL"), that is (a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Typically trade and other receivables, bank and cash balances are classified in this category.

- Financial asset that is an equity investment measured at fair value through other comprehensive income ("FVTOCI"): On initial recognition of an equity investment that is not held for trading, an irrevocably election may be made to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis. Fair value changes are recognised in OCI but dividends are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. The gain or loss that is presented in OCI includes any related foreign exchange component arising on non-monetary investments (eg, equity instruments).

- On disposal, the cumulative fair value changes are not recycled to profit or loss but remain in reserves within equity. The weighted average or specific identification method is used when determining the cost basis of equities being disposed of.

- Financial liabilities are classified as at FVTPL in either of the following circumstances: (1) the liabilities are managed, evaluated and reported internally on a fair value basis; or (2) the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise. All other financial liabilities are carried at amortised cost using the effective interest method. Reclassification of any financial liability is not permitted.

Cash and cash equivalents

Cash comprises cash on hand and demand deposits. For the statement of cash flows, cash and cash equivalents includes cash and cash equivalents less cash subject to restriction that form an integral part of cash management. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, and items of income or expense associated with investing or financing cash flows.

Other specific material accounting policy information and other explanatory information

These are disclosed at the relevant notes to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

2. MATERIAL ACCOUNTING POLICY INFORMATION AND OTHER EXPLANATORY INFORMATION (CONTINUED)

2B. JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTIES

Disclosures on material information about the assumptions management made about the future, and other major sources of estimation uncertainty at the end of the reporting year, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next reporting year are discussed below or in the in the corresponding Notes to these financial statements. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

Assessment of impairment loss on property, plant and equipment and right-of-use assets:

An assessment is made for the reporting year whether there is any indication that the asset may be impaired. If any such indication exists, an estimate is made of the recoverable amount of the asset. The recoverable amounts of property, plant and equipment was measured based on the depreciated replacement cost approach for PPE (except for freehold land, which were based on the market approach); and the right-of-use assets was assessed based on discounted cash flow approach. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amount of property, plant and equipment and right-of-use assets, inclusive of amounts classified as held for sale, at the end of the reporting year affected by the assumptions amounted to S$4,921,000 and S$1,121,000 (2024: S$3,476,000 and S$1,443,000) respectively.

Assessment of expected credit loss allowance on trade receivables:

The assessment of the expected credit losses (“ECL”) requires a degree of estimation and judgement. In measuring the expected credit losses, management considers all reasonable and supportable information such as the reporting entity’s past experience at collecting receipts, any increase in the number of delayed receipts in the portfolio past the average credit period, and forward looking information such as forecasts of future economic conditions. The carrying amounts might change materially within the next reporting year but these changes may not arise from assumptions or other sources of estimation uncertainty at the end of the reporting year. The carrying amount is disclosed in the note on trade and other receivables.

Assessing loss allowance on inventories:

The assessment of the allowance for impairment loss on inventories requires a degree of estimation and judgement. The level of the loss allowance is assessed by taking into account the recent sales experience, the ageing of inventories, other factors that affect inventory obsolescence and subsequent events. Possible changes in these estimates could result in revisions to the stated value of the inventories. The carrying amounts, inclusive of amounts classified as held for sale, of inventories at the end of the reporting year is disclosed in the note on inventories and assets and disposal group held for sale.

Assessment of revenue recognition of construction activities:

For revenue recognition arising from contracts with customers and the consequential financial performance of the reporting entity, there are significant judgements exercised and assumptions made by management relating to the measurement and timing of revenue recognition and the recognition of related balances in the statement of financial position that result from the performance of the contracts.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

2. MATERIAL ACCOUNTING POLICY INFORMATION AND OTHER EXPLANATORY INFORMATION (CONTINUED)

2B. JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTIES (CONTINUED)

Assessment of revenue recognition of construction activities:

The Group recognises construction revenue over time by reference to the Group's progress towards completing the construction and satisfaction of the performance obligations. The measure of progress is determined based on the proportion of construction costs incurred to date to the estimated total contract costs ("input method"). Significant judgement is required in determining the measure of progress, the extent of construction costs incurred, the estimated total construction costs are reviewed and adjusted where necessary. When it is probable the that the total construction costs will exceed the total construction revenue, a provision for onerous contracts is recognised immediately.

Assessment of impairment loss on cost of investments in subsidiaries and long-term receivables from subsidiaries:

Where an investee is in net equity deficit and or has suffered losses, a test is made whether the investment in the investee has suffered any impairment loss. This measurement requires significant judgement. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flow. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the subsidiaries affected. The carrying amount of the investment in subsidiaries at the end of the reporting year, inclusive of amounts classified as held for sale, affected by the assumption for the Company is S$56,086,000 (2024: S$57,696,000).

3. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

The financial reporting standard on related party disclosures requires the reporting entity to disclose: (a) transactions with its related parties; and (b) relationships between parents and subsidiaries irrespective of whether there have been transactions between those related parties. A party is related to a party if the party controls, or is controlled by, or can significantly influence or is significantly influenced by the other party.

The ultimate controlling party is Tan Sri Cheng Heng Jem, a director of the Company.

3A. RELATED PARTY TRANSACTIONS AND BALANCES

There are transactions and arrangements between the reporting entity and related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The related party balances and transfer of resources, service or obligation if any, are unsecured, without fixed repayment terms and interest or charge unless stated otherwise.

Intragroup transactions and balances that have been eliminated in these consolidated financial statements are not disclosed as related party transactions and balances below.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

3. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

3A. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

In addition to the information disclosed elsewhere in the notes to the financial statements, other related party transactions include the following:

Material related party transactions:

	Group	
	2025 S$'000	**2024 S$'000**
Related parties:		
Revenue on sale of goods	**2,877**	13,564
Purchases of goods	**(102)**	(93)
Rental paid/payable	**(122)**	(105)
Penalties received for shortfall on minimum purchases (Note 11)	**625**	669
Reversal of compensation claim	**–**	201

Related parties are entities that are controlled by Tan Sri Cheng Heng Jem.

3B. KEY MANAGEMENT COMPENSATION

	Group and Company	
	2025 S$'000	**2024 S$'000**
Salaries and other short-term employee benefits	**999**	1,014
Contribution to defined contribution plans	**82**	93
	1,081	1,107

The above amounts are included under employee benefits expense. Key management personnel are the directors and those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly. Further information about the remuneration of individual directors is provided in the report on corporate governance.

4. FINANCIAL INFORMATION BY OPERATING SEGMENTS

4A. INFORMATION ABOUT REPORTABLE SEGMENT PROFIT OR LOSS, ASSETS AND LIABILITIES, CONTINUING OPERATIONS

The reporting entity discloses financial and descriptive information about its consolidated reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components about which separate financial information is available that is evaluated regularly by the chief operating decision maker to allocate resources and in assessing performance. Generally, financial information on segments is reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments. Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by the financial reporting standard on operating segments. This disclosure standard has no impact on the reported financial performance or financial position of the reporting entity.

For management purposes, the reporting entity is organised into the following major strategic operating segments that offer different products and services: (1) Supply of roofing solution (2) trading, (3) investment holding. Such a structural organisation is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

4. FINANCIAL INFORMATION BY OPERATING SEGMENTS (CONTINUED)

4A. INFORMATION ABOUT REPORTABLE SEGMENT PROFIT OR LOSS, ASSETS AND LIABILITIES, CONTINUING OPERATIONS (CONTINUED)

It represents the basis on which the management reports, the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. They are managed separately because each business requires different strategies.

Two or more operating segments may be aggregated into a single operating segment if in the judgement of management the segments have similar economic characteristics, and the segments are similar in some respects such as the nature of the products and services; production processes; type or class of customer; distribution methods.

The segments and the types of products and services are as follows:

a) Supply of roofing solutions – total solution provider for metal roofing and wall cladding.

b) Trading – trading of consumable required for steel product manufacturing and trading of mining equipment.

c) Investment holding – managing investments.

The discontinued operations relate to the disposal of the lime sales segment (Refer to Note 11).

The following tables illustrate the information about the reportable segment profit or loss, assets and liabilities. Certain information on revenue is also given in Note 5.

4B. PROFIT OR LOSS FROM CONTINUING OPERATIONS AND RECONCILIATIONS

The segment results of discontinued operations is excluded as the chief operating decision maker did not separately review the results of the segment since the decision to dispose of it.

	Supply roofing solutions S$'000	**Trading S$'000**	**Investment holding S$'000**	**Total S$'000**
2025:				
Revenue	**16,409**	**858**	**–**	**17,267**
Segment results	**122**	**(909)**	**(1,314)**	**(2,101)**
Other income and gains	**379**	**520**	**230**	**1,129**
Other losses	**(41)**	**(217)**	**(261)**	**(519)**
Loss before tax				**(1,491)**
Income tax expense				**(82)**
Loss for the year				**(1,573)**
Non-cash expenses				
Depreciation and amortisation	**523**	**149**	**1**	**673**
Impairment loss on right-of-use assets	**–**	**206**	**–**	**206**
2024:				
Revenue	14,065	11,652	–	25,717
Segment results	132	(515)	(1,101)	(1,484)
Other income and gains	1,302	355	441	2,098
Other losses	(39)	–	(5)	(44)
Profit before tax				570
Income tax expense				(76)
Profit for the year				494
Non-cash expenses				
Depreciation and amortisation	577	147	6	730

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

4. FINANCIAL INFORMATION BY OPERATING SEGMENTS (CONTINUED)

4C. ASSETS AND RECONCILIATIONS

	Supply roofing solutions S$'000	Trading S$'000	Investment holding S$'000	Discontinued operations S$'000	Total S$'000
2025:					
Reportable segment assets and consolidated total assets	**20,744**	**21,226**	**14,824**	**15,606**	**72,400**
2024:					
Reportable segment assets and consolidated total assets	20,561	21,069	17,564	15,473	74,667

4D. LIABILITIES AND RECONCILIATIONS

	Supply roofing solutions S$'000	Trading S$'000	Investment holding S$'000	Discontinued operations S$'000	Total S$'000
2025:					
Reportable segment liabilities	**8,425**	**379**	**768**	**2,689**	**12,261**
Unallocated:					
Deferred tax liabilities					**141**
Consolidated total liabilities					**12,402**
2024:					
Reportable segment liabilities	9,269	242	733	3,619	13,863
Unallocated:					
Deferred tax liabilities					360
Consolidated total liabilities					14,223

4E. OTHER MATERIAL ITEMS AND RECONCILIATIONS

	Supply roofing solutions S$'000	Trading S$'000	Investment holding S$'000	Total S$'000
2025:				
Capital expenditure	**395**	**2**	**–**	**397**
2024:				
Capital expenditure	135	–	64	199

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

4. FINANCIAL INFORMATION BY OPERATING SEGMENTS (CONTINUED)

4E. OTHER MATERIAL ITEMS AND RECONCILIATIONS (CONTINUED)

The Group's products are sold to local and overseas markets. The management reviews the financial results by business segment to assess performance and make resource allocation decisions.

There are no significant sales or other transactions between the business segments. The revenue from external parties reported to the management is measured in a manner consistent with that in the consolidated statement of profit or loss and other comprehensive income. All assets and liabilities are allocated to reportable segments other than income tax liabilities.

4F. GEOGRAPHICAL INFORMATION

The Group's business segments operated in below geographical areas:

Malaysia – the main activity is trading and provider of roofing solutions.

Singapore – the main activity is investment holding and trading.

	Revenue		Non-current assets	
	2025 S$'000	2024* S$'000	2025 S$'000	2024 S$'000
Malaysia	**17,267**	25,717	**3,364**	5,672
Australia	**–**	–	**1,574**	1,240
Singapore	**–**	–	**18**	66
	17,267	25,717	**4,956**	6,978

Revenues are attributed to countries on the basis of the customer's location, irrespective of the origin of the goods and services. The non-current assets are analysed by the geographical area in which the assets are located. The non-current assets exclude any financial instruments and deferred tax assets.

4G. INFORMATION ABOUT MAJOR CUSTOMERS MEASURED BY REVENUE TRANSACTIONS

	2025 S$'000	2024* S$'000
Top 1 customer in supply of roofing solutions and trading	**1,388**	7,555
Top 2 customers in supply of roofing solutions and trading	**2,562**	9,195
Top 3 customers in supply of roofing solutions and trading	**3,421**	9,750

5. REVENUE

Revenue from contracts with customers.

	Group	
	2025 S$'000	2024* S$'000
Sale of goods	**16,161**	24,554
Revenue from construction contracts	**1,106**	1,163
	17,267	25,717

Sale of goods are recognised based on point in time and the revenue from construction contracts are recognised over time.

* *Comparative information has been re-presented due to discontinued operation (Note 11).*

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

6. OTHER INCOME AND GAINS AND (OTHER LOSSES)

	Group	
	2025 S$'000	**2024* S$'000**
Interest income	**866**	652
Rental recharged	**105**	100
Management fee income	**11**	11
Negative goodwill (Note 15)	**–**	979
Gain on disposal of property, plant and equipment	**–**	111
Inventories written back	**–**	239
Foreign exchange translation losses	**(275)**	(17)
Allowance for inventory (Note 17)	**(14)**	–
Inventories written off	**(24)**	–
Impairment loss on right-of-use assets	**(206)**	–
Reversal/(allowance) for impairment loss on trade receivables	**43**	(27)
Others	**104**	6
	610	2,054
Presented in profit or loss as:		
Other income and gains	**1,129**	2,098
Other losses	**(519)**	(44)
Net	**610**	2,054

7. EMPLOYEE BENEFITS EXPENSE

	Group	
	2025 S$'000	**2024* S$'000**
Short term employee benefits expense	**1,749**	1,521
Employer's contribution to defined contribution plans	**193**	170
Other benefits	**17**	9
Total employee benefits expense	**1,959**	1,700

8. ITEMS IN PROFIT OR LOSS

In addition to the profit and loss line items disclosed elsewhere in the notes to the financial statements, this item includes the following expenses:

	Group	
	2025 S$'000	**2024* S$'000**
Audit fees to the independent auditor of the Company	**114**	115
Audit fees to the other independent auditor – network firms	**44**	33
Audit fees to the other independent auditor – non-network firms	**3**	4
Legal fee	**433**	461
Professional fee	**487**	237

* *Comparative information has been re-presented due to a discontinued operation (Note 11).*

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

9. FINANCE COSTS

	Group	
	2025 S$'000	**2024* S$'000**
Interest expense	**270**	241
Interest on lease liabilities	**24**	19
Total finance costs	**294**	260

10. INCOME TAX

10A. COMPONENTS OF INCOME TAX EXPENSE RECOGNISED IN PROFIT OR LOSS

	Group	
	2025 S$'000	**2024* S$'000**
Current tax expense:		
Current tax expense	**266**	257
Under/(over) adjustments in respect of prior periods	**12**	(45)
Subtotal	**278**	212
Deferred tax income:		
Deferred tax income	**(24)**	(109)
Over adjustments in respect of prior periods	**(172)**	(27)
Subtotal	**(196)**	(136)
Total income tax expense	**82**	76

The following table illustrates the detail of the tax charged to profit or loss on discontinued operations:

	Group	
	2025 S$'000	**2024* S$'000**
Income tax on discontinued operation:		
Current – expense (Note 11)	**14**	6

The income tax in profit or loss varied from the amount of income tax amount determined by applying the Singapore income tax rate of 17.0 % (2024: 17.0 %) to profit or loss before income tax as a result of the following differences:

	Group	
	2025 S$'000	**2024* S$'000**
(Loss)/profit before tax	**(1,491)**	570
Income tax (income)/expense at the above rate	**(253)**	97
Expenses not deductible for tax purposes	**715**	155
Stepped income exemption	**(10)**	(3)
Effect of different tax rates in different countries	**235**	55
Income not subject to tax	**(789)**	(204)
Utilisation of deferred tax assets not recognised previously	**–**	(22)
Over adjustments to tax in respect of prior years	**(160)**	(72)
Deferred tax assets not recognised	**344**	69
Foreign exchange adjustments	**–**	1
Total income tax expense	**82**	76

* *Comparative information has been re-presented due to a discontinued operation (Note 11).*

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

10. INCOME TAX

10A. COMPONENTS OF INCOME TAX EXPENSE RECOGNISED IN PROFIT OR LOSS (CONTINUED)

The amount of income tax payable outstanding as at end of the reporting year is net of tax advances, which, according to the tax rules, were paid before the end of the reporting year.

10B. DEFERRED TAX INCOME RECOGNISED IN PROFIT OR LOSS

	Group	
	2025 S$'000	**2024 S$'000**
Deferred tax associated with withholding tax	**(196)**	–
Excess of book value of intangible assets over tax values	**–**	(136)
Total deferred tax income recognised in profit or loss	**(196)**	(136)

10C. DEFERRED TAX BALANCE IN THE STATEMENT OF FINANCIAL POSITION

	Group		Company	
	2025 S$'000	**2024 S$'000**	**2025 S$'000**	**2024 S$'000**
From deferred tax liabilities recognised in profit or loss:				
Foreign income tax not remitted	**(360)**	(224)	**(224)**	(224)
Deferred tax associated with withholding tax	**219**	–	**218**	–
Excess of book value of intangible assets over tax values	**–**	(136)	**–**	–
Total deferred tax liabilities	**(141)**	(360)	**(6)**	(224)

	Group			
	Gross		Unrecognised deferred tax assets	
	2025 S$'000	**2024* S$'000**	**2025 S$'000**	**2024* S$'000**
Unrecognised deferred tax assets:				
Unused tax losses available	**16,177**	14,643	**3,445**	3,152
Unabsorbed allowances	**4,370**	4,159	**1,049**	998
Unrecognised deferred tax assets	**20,547**	18,802	**4,494**	4,150

Included in unrecognised deferred tax assets are amounts for tax losses of S$2,383,000 (2024: S$2,272,000) that will expire in 2029. The other unrecognised deferred tax assets on unused tax losses and unabsorbed allowances may be carried forward indefinitely.

The utilisation of the above deferred tax asset is subject to conditions imposed by law including the retention of majority shareholders defined.

Temporary differences arising in connection with interests in subsidiaries are insignificant.

* *Comparative information has been re-presented due to a discontinued operation (Note 11).*

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

11. PROFIT FROM DISCONTINUED OPERATIONS, NET OF TAX

On 29 May 2025, the Group announced that it had entered into an amended and restated share purchase agreement with B.C. Ltd. for the proposed disposal of the entire issued share capital of Compact Energy Sdn. Bhd. ("CESB") subject to the terms of the agreement. On 2 September 2025, the sale was completed. From this date, the control of subsidiary, CESB passed to the purchaser. The assets and liabilities of CESB are included in assets and disposal groups held for sale as required by the financial reporting standard on non-current assets held for sale and discontinued operations at the end of the reporting year. Refer to Note 29 for further details.

The results for the reporting year from the discontinued operations which included in the consolidated financial statements, were as follows:

	Group	
	2025 S$'000	**2024 S$'000**
Revenue	**13,407**	15,476
Other income and gains[1][2]	**1,603**	981
Goods, materials and consumable used	**(7,845)**	(9,312)
Depreciation of property, plant and equipment	**(397)**	(373)
Depreciation of right-of-use assets	**(58)**	(55)
Employee benefits expenses[3]	**(1,733)**	(1,684)
Other expenses	**(4,160)**	(3,970)
Finance costs	**(73)**	(73)
Other losses	**–**	(26)
Profit before tax	**744**	964
Income tax expenses	**(14)**	(6)
Total profit on discontinued operations	**730**	958

(1) Consists of S$886,000 of reversal of impairment losses of property, plant and equipment during the reporting year. Refer to Note 13A.

(2) Consists of S$625,000 of penalties received for shortfall on minimum purchases. Refer to Note 3A.

(3) Consists of S$115,000 of key management compensation. Refer to Note 3B.

The cash flows of the discontinued operations for the previous year and for the reporting year, which have been included in the consolidated financial statements, were as follows:

	Group	
	2025 S$'000	**2024 S$'000**
Operating cash flows	**1,594**	981
Investing activities	**(395)**	(334)
Financing activities	**(111)**	(105)
Total cash flows	**1,088**	542

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12. EARNINGS/(LOSSES) PER SHARE

The basic (losses)/earnings per share is calculated by dividing the Group's profit/(loss), net of tax attributable to owners of the Company for the reporting year by the weighted average number of ordinary shares outstanding during the year.

The following table illustrates the numerators and denominators used to calculate basic and diluted amount per share of no par value:

	Continuing operations		Discontinued operations		Total	
	2025	**2024***	**2025**	**2024***	**2025**	**2024***
(Loss)/profit, net of tax attributable to owners of the Company (S$'000)	**(1,571)**	567	**730**	958	**(841)**	1,525
Weighted average number of ordinary shares ('000) (Note 22)	**81,105**	81,105	**81,105**	81,105	**81,105**	81,105
(Losses)/earnings per share (cents)	**(1.94)**	0.70	**0.90**	1.18	**(1.04)**	1.88

The weighted average number of ordinary shares refers to shares in issue outstanding during the reporting period.

The basic amount per share ratio is based on the weighted average number of ordinary shares outstanding during each reporting year.

* *Comparative information has been re-presented due to a discontinued operation (Note 11).*

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13. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land S$'000	Road work, leasehold buildings and infrastructure S$'000	Plant and machinery S$'000	Office equipment, signboard, and motor vehicles S$'000	Furniture and fittings S$'000	Construction-in-progress S$'000	Total S$'000
Cost:							
At 1 July 2023	632	571	25,481	905	86	66	27,741
Arising from acquisition of subsidiaries[a]	1,711	16	92	20	1	–	1,840
Additions[a]	152	63	118	103	–	168	604
Disposals	–	–	–	(694)	–	–	(694)
Written-off	–	–	(209)	(2)	–	–	(211)
Reclassifications	–	40	138	–	–	(178)	–
Foreign exchange adjustments	(21)	(6)	(199)	(4)	–	–	(230)
At 30 June 2024	2,474	684	25,421	328	87	56	29,050
Additions	243	–	266	46	–	221	776
Written off	–	(6)	(705)	(4)	(3)	–	(718)
Reclassifications	–	20	181	–	–	(201)	–
Transfer to disposal group classified as held-for-sale (Note 21)	(659)	(495)	(25,147)	(177)	(53)	(76)	(26,607)
Foreign exchange adjustments	121	45	1,357	24	5	–	1,552
At 30 June 2025	**2,179**	**248**	**1,373**	**217**	**36**	**–**	**4,053**
Accumulated depreciation:							
At 1 July 2023	–	286	25,036	833	55	–	26,210
Depreciation for the year	–	31	341	22	6	–	400
Disposals	–	–	–	(635)	–	–	(635)
Written-off	–	–	(206)	(1)	–	–	(207)
Foreign exchange adjustments	–	(4)	(186)	(4)	–	–	(194)
At 30 June 2024	–	313	24,985	215	61	–	25,574
Depreciation for the year	–	34	363	24	5	–	426
Written off	–	(6)	(700)	(2)	(3)	–	(711)
Reversal of impairment loss	–	(22)	(864)	–	–	–	(886)
Transfer to disposal group classified as held-for-sale (Note 21)	–	(112)	(23,915)	(53)	(34)	–	(24,114)
Foreign exchange adjustments	–	28	1,287	17	4	–	1,336
At 30 June 2025	**–**	**235**	**1,156**	**201**	**33**	**–**	**1,625**
Carrying value:							
At 1 July 2023	632	285	445	72	31	66	1,531
At 30 June 2024	2,474	371	436	113	26	56	3,476
At 30 June 2025	**2,179**	**13**	**217**	**16**	**3**	**–**	**2,428**

(a) The freehold land acquired through the acquisition of subsidiaries and additions made to freehold land during the reporting year relates to progress payments for a plot of freehold land in Malaysia, as part of the sales and purchase agreement entered on 28 April 2021. The final payment was made on 31 July 2024. On 16 April 2025, the Group has received the title deed for the land.

NOTES TO THE FINANCIAL STATEMENTS

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13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The useful lives are as follows:

Freehold land	Not depreciated
Roadwork, leasehold buildings and infrastructure	20 years
Plant and machinery	2 – 15 years
Office equipment, signboard and motor vehicles	2.5 – 20 years
Furniture and fittings	3 – 20 years
Construction-in-progress	Not depreciated until the asset is ready for intended use

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

13A. ASSESSMENT OF IMPAIRMENT LOSS ON PROPERTY, PLANT AND EQUIPMENT

The Group engaged an independent valuation expert, Roma Appraisals Limited ("ROMA"), for assistance in management's assessment of the valuation for property, plant and equipment ("PPE") held by subsidiary, CESB, for the reporting year ended 30 June 2025.

The Group considered both the market approach and cost approach (depreciated replacement cost method) in determining fair value less cost of disposal ("FVLCOD"). It was determined that cost approach is more appropriate, except for freehold land which were based on the market approach, given the unique specifications and nature of the PPE.

The cost approach considers the cost to reproduce, in new condition, the appraised assets in accordance with current market prices for assets, with allowance for depreciation arising from condition, utility, age, wear and tear or obsolescence present, taking into consideration past and present maintenance policy and rebuilding history. This approach generally furnishes a reliable indication of value for the assets in the absence of known market based on comparable sales. Due to the unobservable inputs, it is classified as a level 3 fair value.

During the reporting year, there was a reversal of impairment loss amount of S$886,000 to the carrying amount of the PPE held by CESB.

Key assumptions and inputs used to determine the recoverable amount based on FVLCOD:

1. The assets are kept in reasonable condition and capable of operating for the purpose for which they are designed and produced.

2. The useful lives of the assets are appropriate.

3. The economic and functional obsolescence risks of the underlying relevant assets.

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14. INTANGIBLE ASSETS

Group	Customer contracts S$'000	Purchase orders S$'000	Trademarks S$'000	Customer relationships S$'000	Total S$'000
Cost:					
At 1 July 2023	–	–	–	–	–
Acquisitions	358	120	94	553	1,125
At 30 June 2024	358	120	94	553	1,125
Foreign exchange adjustments	17	6	5	27	55
At 30 June 2025	**375**	**126**	**99**	**580**	**1,180**
Accumulated amortisation:					
At 1 July 2023	–	–	–	–	–
Amortisation for the year	188	120	–	14	322
Foreign exchange adjustments	*	*	*	*	*
At 30 June 2024	188	120	–	14	322
Amortisation for the year	178	–	7	30	215
Foreign exchange adjustments	9	6	–	–	15
At 30 June 2025	**375**	**126**	**7**	**44**	**552**
Carrying value:					
At 1 July 2023	–	–	–	–	–
At 30 June 2024	170	–	94	539	803
At 30 June 2025	**–**	**–**	**92**	**536**	**628**

(*) Amount is less than S$1,000

The useful lives are as follows:

Customer contracts	1.6 years up to 31 March 2025, based on the customer contracts' fulfilment duration.
Purchase orders	7 months up to 31 March 2025, based on the customer purchase order's fulfilment duration.
Trademarks	20 years
Customer relationships	20 years

Assessment is made at each reporting date by evaluating conditions specific to the reporting entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

NOTES TO THE FINANCIAL STATEMENTS

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15. INVESTMENTS IN SUBSIDIARIES

	Company	
	2025 S$'000	**2024 S$'000**
Unquoted equity shares at cost	**28,062**	28,062
Loan receivables[a]	**80,207**	81,029
Allowance for impairment	**(52,183)**	(51,395)
Transfer to disposal group classified as held for sale	**(13,541)**	–
Carrying value	**42,545**	57,696

(a) Loan receivables from subsidiaries are classified as investment in subsidiaries as the Company does not expect settlement of these in the near future, and is considered part of the net investment in the subsidiaries.

	Company	
	2025 S$'000	**2024 S$'000**
Movements during the year:		
Balance at beginning of the year	**57,696**	56,696
Allowance of impairment loss[b]	**(788)**	(1,437)
(Repayment)/additions of loan receivables	**(822)**	2,437
Transfer to disposal group classified as held-for-sale	**(13,541)**	–
Balance at end of the year	**42,545**	57,696
Movements in allowance for impairment:		
Balance at beginning of the year	**51,395**	49,958
Allowance of impairment loss to profit or loss of the Company[b]	**788**	1,437
Balance at end of the year	**52,183**	51,395

(b) The net tangible assets/liabilities of relevant subsidiaries were considered to assess the allowance for impairment as these were deemed to reasonably approximate their carrying amount. The allowance for impairment amounting to S$788,000 (2024:S$1,437,000) arose out of a decline in the performance of certain subsidiaries.

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15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The subsidiaries that are all wholly-owned by the Group are listed below:

Name of subsidiaries, country of incorporation, place of operations and principal activities	Unquoted equity shares at cost 2025 S$'000	2024 S$'000
Held by the Company:		
LAP Trading & Marketing Pte. Ltd.[1] Singapore Trading of scrap metal	**4,750**	4,750
LAP Investment Pte. Ltd.[6] Singapore Investment holding	*	*
LAP Exploration Pte. Ltd.[1] Singapore Investment holding	*	*
LAP Development Pte. Ltd.[1] Singapore Investment holding	*	*
Ternair Jaya Sdn. Bhd.[2] Malaysia Investment holding	*	*
Lion Asiapac Management Consultancy (Shanghai) Co., Ltd.[3] The People's Republic of China Investment holding	**337**	337
Compact Energy Sdn. Bhd. ("CESB")[2][7] Malaysia Lime sales	**22,975**	22,975

NOTES TO THE FINANCIAL STATEMENTS

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15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Name of subsidiaries, country of incorporation, place of operations and principal activities	Effective percentage of equity held by Group 2025	2024
Held by subsidiaries:		
LAP Energy Sdn. Bhd.[2] Malaysia Manufacture and sale of dry cargo containers (Ceased operations in reporting year ended 2000)	**100%**	100%
Semangat Meriah Sdn. Bhd.[2] Malaysia Investment holding	**100%**	100%
Swissma Building Technologies Sdn. Bhd.[2] Malaysia Trading of roofing materials, construction and roofing works	**100%**	100%
Associated Steel Industries (M) Sdn. Bhd.[2] Malaysia Manufacturing of galvanised iron and coloured galvanised iron roofing sheets	**65%**	65%
LAP Trading (Shanghai) Co., Ltd.[4] The People's Republic of China Trading	**100%**	100%
LAP Marshall Pte Ltd[5] The Marshall Islands Investment holding	**100%**	100%

(1) Audited by RSM SG Assurance LLP, Singapore.

(2) Audited by RSM Malaysia PLT, member firm of RSM International of which RSM SG Assurance LLP is a member.

(3) Audited by SBA Stone Forest Certified Public Accountants Co., Ltd., an affiliated firm of RSM SG Assurance LLP.

(4) Other independent auditor. Audited by firms of accountants other than member firms of RSM International network firms. Their name is Shanghai Wei-Zhong Yong-Guang Certified Public Accountants Co., Ltd. (Ordinary partnership).

(5) It is not required to be audited under the laws of the country of incorporation. The amount is not material.

(6) LAP Investment Pte. Ltd. was struck off from the Register of Companies pursuant to Section 344A of the Company Act 1967 on 21 August 2025.

(7) CESB was proposed to be disposed and the proposed disposal was completed on 2 September 2025. The details of the proposed disposal are disclosed in Notes 11, 21 and 29.

(*) Amount is less than S$1,000.

NOTES TO THE FINANCIAL STATEMENTS

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15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

Subsidiary with non-controlling interests:

The subsidiary with non-controlling interests that is considered material to the reporting entity and additional disclosures (amounts before inter-company eliminations) is presented below.

	Group	
	2025 S$'000	**2024 S$'000**
Associated Steel Industries (M) Sdn. Bhd.:		
The loss allocated to NCI of the subsidiary during the reporting year	**(2)**	(73)
Accumulated NCI of the subsidiary at the end of the reporting year	**1,198**	1,200
The summarised financial information of the subsidiary (not adjusted for the percentage ownership held by the group and amounts before inter-company eliminations) is as follows:		
Current assets	**5,986**	6,008
Non-current assets	**157**	25
Current liabilities	**(2,323)**	(2,345)
Revenues	**13,114**	11,626
(Loss)/Profit for the reporting year	**(6)**	206
Total comprehensive income	**172**	170
Net cash flows, increase	**68**	42

15A. ACQUISITION OF SUBSIDIARIES

In the previous reporting year, on 30 August 2023, the Group acquired Semangat Meriah Sdn. Bhd. and its subsidiaries (incorporated in Malaysia) and from that date the Group gained control. The acquisition was made, as it provided an opportunity for the Group to enter Malaysia's construction market and widen its base of revenue and profits.

The subsidiaries acquired by the Group were as follows:

Name of subsidiaries	**Effective interest acquired**
Semangat Meriah Sdn. Bhd.	100.00%
Swissma Building Technologies Sdn. Bhd.	96.79%
Associated Steel Industries (M) Sdn. Bhd.	65.00%

The transaction was accounted for by the acquisition method of accounting.

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15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

15A. ACQUISITION OF SUBSIDIARIES (CONTINUED)

The fair value of identifiable assets and liabilities as at date of acquisition are shown below:

	Fair value S$'000
Group	
30 August 2023:	
Property, plant and equipment	1,840
Right-of-use assets	312
Intangible assets	1,138
Other financial assets	9
Inventories	4,010
Trade and other receivables	4,736
Other non-financial assets	74
Cash and cash equivalents	2,688
Income tax payable	(103)
Borrowings	(4,971)
Lease liabilities	(283)
Trade and other payables	(2,544)
Deferred tax liabilities	(290)
Net assets acquired	6,616
Non-controlling interests at fair value[(a)]	(1,563)
Negative goodwill arising on acquisition[(b)]	(979)
Purchase consideration transferred in cash	4,074

(a) The non-controlling interest of 35% in the acquiree at the acquisition date was measured based on the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

(b) The excess of S$979,000 of the acquirer's interest in the net fair value of the identifiable assets and liabilities over the cost of the business combination has been recognised in profit or loss. It arose from intangible assets of S$1,138,000 which were recognised as a result of the acquisition, comprising mainly of customer contracts and customer relationships. Management engaged an independent consultant to measure the fair values.

The consideration transferred was as follows:

	2024 S$'000
Net cash outflow arising on acquisition:	
Cash consideration	4,074
Deferred purchase consideration payable (Note 26)	(335)
Less: Cash and cash equivalent acquired	(2,688)
Net cash flow on acquisition	1,051

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15. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

15A. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Information on the revenue and profit or loss from the acquisition made during the previous year:

	From date of acquisition in 2024 S$'000	For the reporting year 2024 S$'000
Revenue	14,065	17,036
Profit after tax	834	862

Acquisition of additional interest in non-controlling interests

Subsequent to acquiring control of Semangat Meriah Sdn. Bhd. and its subsidiaries, the Group on 30 August 2023, acquired the remaining 3.21% of the issued shares of Swissma Building Technologies Sdn. Bhd. ("Swissma") for a purchase consideration of approximately S$98,000. The carrying amount of the non-controlling interests in Swissma on the date of acquisition was S$290,000. The Group derecognised the non-controlling interests of S$290,000 and recorded an increase in equity attributable to owners of the Company of S$192,000. Following this transaction, Swissma became a wholly-owned subsidiary of the Group.

16. OTHER FINANCIAL ASSETS

	Group	
	2025 S$'000	2024 S$'000
Balance is made up of:		
Investment in equity shares at FVTOCI	**1,580**	1,256

16A. MOVEMENTS IN BALANCES

	Group	
	2025 S$'000	2024 S$'000
Movements during the year:		
Fair value at beginning of the year	**1,256**	1,784
Arising from acquisition of subsidiaries	**–**	9
Increase/(decrease) in fair value through other comprehensive income	**324**	(537)
Fair value at end of the year	**1,580**	1,256

Other financial assets comprised mainly of quoted shares of Mindax Limited, which is listed on the Australian Securities Exchange ("ASX"). This investment is classified as level 1 in the fair value hierarchy as it is traded in an active market.

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16. OTHER FINANCIAL ASSETS

16B. DISCLOSURES RELATING TO INVESTMENT IN EQUITY SHARES AT FVTOCI

The information gives a summary of the significant sector concentrations within the investment portfolio:

	Group	
	2025 S$'000	**2024 S$'000**
Fair value at end of the year:		
Quoted equity shares:		
Australia	**1,574**	1,240
Unquoted equity shares:		
Malaysia[(a)]	**–**	–
Quoted equity shares:		
Singapore[(b)]	**6**	6

	Group	
	2025 %	**2024 %**
Percentage of equity held by the Group:		
Quoted equity shares:		
Australia	**1.4**	1.6
Unquoted equity shares:		
Malaysia[(a)]	*****	*
Quoted equity shares:		
Singapore[(b)]	*****	*

(*) Percentage holding is not significant.

(a) The unquoted investment is an equity interest in Lion Corporation Berhad ("LCB"), acquired by a subsidiary of the Company in a scheme of arrangement for overdue trade receivables owed by a related party in 2012. LCB was delisted from Bursa Malaysia in 2018, as such the investment has been fully impaired and classified as level 3.

(b) The quoted investment is an equity interest in Hong Lai Huat Group Limited, which was listed on the mainboard of Singapore Exchange ("SGX") on 21 June 2000 and Frankfurt Stock Exchange on 6 December 2021 respectively.

The investments are exposed to both currency risk and market price risk arising from uncertainties about future values of the investment securities.

17. INVENTORIES

	Group	
	2025 S$'000	**2024 S$'000**
Raw materials and consumables	**5,454**	8,536
Finished goods	**73**	718
Allowance	**(137)**	(123)
	5,390	9,131

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17. INVENTORIES (CONTINUED)

Inventories are stated after allowance. Movements in allowance:

	Group	
	2025 S$'000	2024 S$'000
Movements in above allowance:		
At beginning of the year	**123**	123
Charge to profit or loss included in other losses (Note 6)	**14**	–
At end of the year	**137**	123

In addition to the above, the Group has written off inventories amounting to S$24,000 (2024: Nil) in the current reporting year. In the prior year, the Group wrote back inventories of S$239,000. The amounts are included in other income and gains and (other losses) (Note 6).

18. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2025 S$'000	2024 S$'000	2025 S$'000	2024 S$'000
Trade receivables:				
Outside parties	**4,044**	9,160	**–**	–
Related parties[a][b]	**2,102**	5,452	**–**	–
Less: allowance for impairment	**(80)**	(177)	**–**	–
Net trade receivables	**6,066**	14,435	**–**	–
Other receivables:				
Outside parties	**259**	835	**66**	67
Related parties[b]	**6**	270	**–**	–
Interest receivables	**171**	126	**–**	–
Net other receivables	**436**	1,231	**66**	67
Total trade and other receivables	**6,502**	15,666	**66**	67

	Group	
	2025 S$'000	2024 S$'000
Movements in above allowance on trade receivables:		
At beginning of the year	**177**	–
Arising from acquisition of subsidiaries	**–**	150
Bad debts written off	**(62)**	–
(Reversal)/allowance for impairment loss (Note 6)	**(43)**	27
Foreign exchange adjustments	**8**	–
At end of the year	**80**	177

(a) S$800,000 of these amounts have been settled after the end of the reporting year. These amounts are long overdue and the debtor has defaulted on past repayment schedules. As at 19 August 2025, the debtor has obtained financial support on this receivables from its holding company to enable the debtor to meet its liabilities as and when they fall due, and the management has assessed that the holding company of the debtor possesses the ability to settle the outstanding amounts. Should an event of default recur in future reporting periods, or should the holding company fail to render said financial support, the expected loss given default is S$1,302,453.

(b) Related parties are entities that are controlled by Tan Sri Cheng Heng Jem.

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18. TRADE AND OTHER RECEIVABLES (CONTINUED)

There are no collaterals held as security and other credit enhancements for the outside parties trade receivables.

The amounts are written off when there are indications that there is no reasonable expectation of recovery or the failure of a debtor to make contractual payments over an extended period.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade customers is about 30 days (2024: 30 days). However, some customers take a longer period to settle the amounts. The customers' balances are subject to the expected credit loss ("ECL") assessment under the financial reporting standard on financial instruments.

The ECL on the above trade receivables, are based on the simplified approach to measure ECL which uses a lifetime ECL allowance approach for all trade receivables recognised from initial recognition of these assets. These assets are grouped based on shared credit risk characteristics and the days past due for measuring the ECL. The allowance model is based on the historical observed default rates (over a period of certain months) over the expected life of the trade receivables and is adjusted for forward-looking estimates including the impact of the current economic conditions. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The ageing of the trade receivables is as follows:

Group	Gross amount S$'000	Loss allowance S$'000
2025:		
Within due date	**1,900**	**5**
1 to 30 days past due	**1,011**	**5**
31 to 60 days past due	**602**	**5**
61 to 90 days past due	**175**	**5**
Over 91 days past due	**2,458**	**60**
Total	**6,146**	**80**
Group		
2024:		
Within due date	5,963	10
1 to 30 days past due	3,013	11
31 to 60 days past due	3,361	8
61 to 90 days past due	1,492	27
Over 91 days past due	783	121
Total	14,612	177

At each subsequent reporting date, for the individual larger balances, an evaluation is made whether there is a significant change in credit risk by comparing the debtor's credit risk at initial recognition (based on the original, unmodified cash flows) with the credit risk at the reporting date (based on the modified cash flows). Adjustment to the loss allowance is made for any increase or decrease in credit risk.

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18. TRADE AND OTHER RECEIVABLES (CONTINUED)

Concentration of trade receivable customers as at the end of reporting year:

	Group	
	2025 S$'000	2024 S$'000
Top 1 customer	**2,102**	5,117
Top 2 customers	**2,615**	6,295
Top 3 customers	**2,972**	7,410

Other receivables

The other receivables shown above are subject to the ECL allowance assessment under the financial reporting standard on financial instruments. For these material balances judgement is required for the assessment of the credit risk graded individually. At inception they are recorded net of any expected 12 month expected credit losses. At the end of the reporting year a loss allowance is recognised if there has been a material increase in credit risk since initial recognition.

For any material increase or decrease in credit risk an adjustment is made to the loss allowance for the material balances. The credit risk grade assessed is based on predictive nature of the risk of loss (such as the use of internal and external ratings, audited financial statements, management accounts and available published information about customers about debtors that is available without undue cost or effort) and applying experienced credit judgement. Other receivables are normally with no fixed terms and therefore there is no fixed maturity date. Other receivables are regarded as of low credit risk if they have a low risk of default and the debtor has a strong capacity to meet its contractual cash flow obligations in the near term. The methodology applied for impairment loss depends on whether there has been a significant increase in credit risk.

19. OTHER NON-FINANCIAL ASSETS

	Group		Company	
	2025 S$'000	2024 S$'000	2025 S$'000	2024 S$'000
Advance payments	**1,852**	223	**–**	–
Deposits	**244**	97	**137**	–
Prepayments	**57**	149	**–**	–
Goods and Services Tax ("GST") recoverable	**11**	30	**–**	–
Income tax receivables	**89**	53	**–**	–
	2,253	552	**137**	–

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

20. CASH AND CASH EQUIVALENTS

	Group		Company	
	2025 S$'000	2024 S$'000	2025 S$'000	2024 S$'000
Cash at bank and on hand	**3,755**	9,019	**371**	480
Fixed deposits[a]	**33,938**	33,321	**–**	–
Cash at end of the year	**37,693**	42,340	**371**	480

Cash and cash equivalents in the statement of cash flows:

	Group	
	2025 S$'000	2024 S$'000
Amount as shown above	**37,693**	42,340
Cash subjected to foreign exchange control[b]	**(23,712)**	(28,761)
Fixed deposits pledged for bank facilities[c]	**(2,232)**	(4,144)
Cash and cash equivalents included in a disposal group classified as held for sale (Note 21)	**3,458**	–
Cash and cash equivalents in the statement of cash flows	**15,207**	9,435

(a) Cash and cash equivalents bear interest rates from 0.85% to 3.0% (2024: 0.8% to 3.75%) per annum.

(b) Subject to regulations of foreign exchange control in the People's Republic of China ("PRC") that require the approval of State Administration of Foreign Exchange, prior to withdrawal of funds.

(c) Part of the fixed deposits are pledged to a bank for bank facilities granted to a subsidiary.

21. ASSETS AND DISPOSAL GROUP HELD FOR SALE

Identifiable assets and liabilities and any disposal groups are classified as held for sale if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use. The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, except as permitted in certain circumstances by the financial reporting standard on non-current assets held for sale and discontinued operations. Assets that meet the criteria to be classified as held for sale are measured at the lower of carrying amount and fair value less costs of disposal and are presented separately on the face of the statement of financial position. Once an asset is classified as held for sale or included in a group of assets held for sale no further depreciation or amortisation is recorded. Impairment losses on initial classification of the balances as held for sale are included in profit or loss, even when there is a revaluation. The same applies to gains and losses on subsequent remeasurement.

In addition, the results of discontinued operations are presented separately in profit or loss. A discontinued operation is a component of the business that represents a separate major line of business or geographical area of operations that has been sold, or classified as held for sale or has been abandoned. They are shown separately in profit or loss and comparative figures are restated to reclassify them from continuing to discontinued operations.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

21. ASSETS AND DISPOSAL GROUP HELD FOR SALE (CONTINUED)

A subsidiary of the Group, CESB, has been presented as held for sale following the decision of management on 29 May 2025 to sell this disposal group. The sale was completed on 2 September 2025. At the end of the reporting year, the disposal group comprised the following balances:

	2025 S$'000
Group	
Assets	
Cash and cash equivalents	**3,458**
Trade and other receivables	**4,211**
Inventories	**4,184**
Other non-financial assets	**459**
Right-of-use assets	**801**
Property, plant and equipment	**2,493**
Total assets	**15,606**
Liabilities	
Trade and other payables	**1,723**
Lease liabilities	**966**
Total liabilities	**2,689**

As at 30 June 2025, the amounts included in the currency translation reserve relating to CESB was S$9,422,000.

	2025 S$'000
Company	
Assets	
Investment in subsidiary, net of allowance (Note 15)	**13,541**

22. SHARE CAPITAL

	Number of shares issued '000	Share capital S$'000
Group and Company		
Ordinary shares of no par value:		
Balances as at 1 July 2023, 30 June 2024 and 30 June 2025	**81,105**	**47,494**

The ordinary shares of no par value are fully paid, carry one vote each and have no right to fixed income. The Company is not subject to any externally imposed capital requirements.

Capital management

The objectives when managing capital are: to safeguard the reporting Company's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to shareholders by pricing the sales commensurately with the level of risk. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. There were no changes in the approach to capital management during the reporting year. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends to be paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt. Adjusted capital comprises all components of equity.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

22. SHARE CAPITAL (CONTINUED)

Capital management (Continued)

In order to maintain its listing on the Singapore Stock Exchange it has to have share capital with a free float of at least 10% of the shares. The Company met the capital requirement on its initial listing and the rules limiting treasury share purchases mean it will continue to satisfy that requirement, as it did throughout the reporting year.

Management receives a report from the share registrars frequently on substantial share interests showing the non-free float to ensure continuing compliance with the 10% limit throughout the reporting year. There are borrowings but the Group has sufficient cash and cash equivalents to repay these in full. The debt-to-adjusted capital ratio may not provide a meaningful indicator of the risk from borrowings.

23. OTHER RESERVES

	Group	
	2025 S$'000	**2024 S$'000**
Statutory reserve (Note 23A)	**180**	180
Currency translation reserve (Note 23B)	**(4,796)**	(14,075)
Capital reserve (Note 23C)	**2,112**	2,112
Fair value reserve (Note 23D)	**1,571**	1,247
Reserve of disposal group classified as held for sale (Note 21)	**(9,422)**	–
Total at the end of the year (adverse balance)	**(10,355)**	(10,536)

23A. STATUTORY RESERVE

	Group	
	2025 S$'000	**2024 S$'000**
At beginning of the year and end of the year	**180**	180

In accordance with the Foreign Enterprise Law applicable to the subsidiaries in the PRC, wholly-owned subsidiaries are required to make an appropriation to statutory reserve fund ("SRF"). At least 10% of the statutory profits after tax as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to the SRF until the cumulative total of the SRF reaches 50% of the subsidiaries' registered capital. Subject to approval from the relevant PRC authorities, the SRF may be used to offset any accumulated losses or increase the registered capital of the subsidiaries. The SRF is not available for dividend distribution to shareholders.

23B. CURRENCY TRANSLATION RESERVE

	Group	
	2025 S$'000	**2024 S$'000**
At beginning of the year	**(14,075)**	(13,880)
Net currency translation differences from consolidation of foreign operations	**(143)**	(195)
Transfer to reserve of disposal group classified as held-for-sale (Note 21)	**9,422**	–
At end of the year (adverse balance)	**(4,796)**	(14,075)

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

23. OTHER RESERVES (CONTINUED)

23B. CURRENCY TRANSLATION RESERVE (CONTINUED)

Currency translation reserve comprises the exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency and the exchange differences on monetary items which form part of the Group's net investment in foreign operations.

23C. CAPITAL RESERVE

	Group	
	2025 S$'000	**2024 S$'000**
At beginning of the year and at end of the year	**2,112**	2,112

The capital reserve arose from a bonus share issue in a prior year through retained profits by a subsidiary.

23D. FAIR VALUE RESERVE

	Group	
	2025 S$'000	**2024 S$'000**
At beginning of the year	**1,247**	1,784
Increase/(decrease) in fair value of equity investments at FVTOCI	**324**	(537)
At end of the year	**1,571**	1,247

Fair value reserve comprises the aggregate cumulative fair value changes of investments in equity shares at FVTOCI.

All the reserves classified on the face of the statement of financial position as retained earnings represents past accumulated earnings and are distributable as cash dividends. The other reserves are not available for cash dividends unless realised.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

24. LEASE LIABILITIES AND RIGHT-OF-USE ASSETS

The right-of-use assets in the statement of financial position are as follow:

Group	Land S$'000	Office S$'000	Factory S$'000	Motor vehicles S$'000	Total S$'000
Cost:					
At 1 July 2023	1,128	576	–	–	1,704
Arising from acquisition of subsidiaries	–	–	161	151	312
Additions	–	–	496	–	496
Written-off	–	–	(153)	–	(153)
Foreign exchange adjustments	(7)	–	(8)	(1)	(16)
At 30 June 2024	1,121	576	496	150	2,343
Additions	–	303	–	–	303
Written-off	–	(576)	–	–	(576)
Allowance for impairment loss	–	(290)	–	–	(290)
Transfer to disposal group classified as held for sale (Note 21)	(1,149)	–	–	–	(1,149)
Foreign exchange adjustments	28	–	25	8	61
At 30 June 2025	**–**	**13**	**521**	**158**	**692**
Accumulated depreciation and impairment:					
At 1 July 2023	247	374	–	–	621
Depreciation for the year	55	144	199	38	436
Written-off	–	–	(153)	–	(153)
Foreign exchange adjustments	*	*	(4)	*	(4)
At 30 June 2024	302	518	42	38	900
Depreciation for the year	57	146	261	23	487
Written-off	–	(576)	–	–	(576)
Allowance for impairment loss	–	(84)	–	–	(84)
Transfer to disposal group classified as held for sale (Note 21)	(348)	–	–	–	(348)
Foreign exchange adjustments	(11)	*	*	4	(7)
At 30 June 2025	–	4	303	65	372
Carrying value:					
At 1 July 2023	881	202	–	–	1,083
At 30 June 2024	819	58	454	112	1,443
At 30 June 2025	**–**	**9**	**218**	**93**	**320**

(*) Amount is less than S$1,000.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

24. LEASE LIABILITIES AND RIGHT-OF-USE ASSETS (CONTINUED)

The useful lives are as follows:

Land	27 years to 30 years
Office	2 years
Factory	2 years
Motor vehicles	5 years

For the underlying assets, expected useful lives are determined by reference to comparable owned assets or the lease term, if shorter. Material residual value estimates and estimates of useful life are updated as required annually.

Lease liabilities are presented in the statement of financial position as follows:

	Group	
	2025 S$'000	**2024 S$'000**
Lease liabilities, current	**393**	365
Lease liabilities, non-current	**130**	1,211
	523	1,576

A summary of the maturity analysis of lease liabilities is disclosed in Note 28E. Total cash outflows from leases are shown in the statement of cash flows.

Leases for right-of-use assets – the reporting entity has a few leases relating to the land, office space, factory and motor vehicles. Other information about the leasing activities are summarised as follows. The leases prohibit the lessee from selling or pledging the underlying leased assets as security unless permitted by the owners. There are no variable payments linked to an index. The leases are for remaining terms between 1 to 14 years (2024: 1 to 15 years).

The lease liability above does not include the short-term leases of less than 12 months and leases of low-value underlying assets. Variable lease payments which do not depend on an index or a rate or based on a percentage of revenue are not included from the initial measurement of the lease liability and the right-of-use assets.

Lease liabilities under operating leases are secured by the right-of-use assets because these will revert to the lessor in the event of default.

The weighted average incremental borrowing rate applied to lease liabilities recognised ranged between 1.75% to 8.25% (2024: 2.18% to 8.25%). The interest expense on lease liabilities amounted to S$97,000 (2024: S$92,000).

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes to in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use assets, or profit and loss if the right-of-use assets is already reduced to zero.

There were no future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities above.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

24. LEASE LIABILITIES AND RIGHT-OF-USE ASSETS (CONTINUED)

Assessment of impairment loss on right-of-use assets

The Group engaged independent valuation expert, ROMA, for assistance in management's assessment of right-of-use assets ("ROUA") amounting to S$801,000 held by disposal group, CESB, for the reporting year ended 30 June 2025. There were no indicators of impairment noted over its remaining ROUA amounting to S$320,000. The related balances of ROUA that are classified as held for sale are disclosed in Note 21.

The recoverable amount of ROUA was assessed using the discounted cash flow ("DCF") approach. The key input used to determine the recoverable amount is the incremental borrowing rate adjusted with risk premium. As the recoverable amount approximates the carrying amount of ROUA as at 30 June 2025, no impairment charge was necessary.

25. BORROWINGS

	Group	
	2025 S$'000	**2024 S$'000**
Bank borrowings	**4,589**	5,592

These borrowings are secured by a placement of fixed deposits and a corporate guarantee issued from the Company.

The interest terms are fixed and the weighted effective interest rate ranges from 2.18% to 3.13% per annum (2024: 2.18% to 2.76%).

26. TRADE AND OTHER PAYABLES

	Group		Company	
	2025 S$'000	**2024 S$'000**	**2025 S$'000**	**2024 S$'000**
Trade payables:				
Outside parties	**2,398**	3,859	**–**	–
Other payables:				
Outside parties	**833**	1,031	**3**	244
Deferred purchase consideration (Note 15)	**–**	335	**–**	–
Related parties	**–**	51	**–**	–
Subsidiaries	**–**	–	**84**	88
Accrued liabilities	**1,229**	1,419	**752**	477
Other payables – subtotal	**2,062**	2,836	**839**	809
Total trade and other payables	**4,460**	6,695	**839**	809

27. CAPITAL COMMITMENTS

Estimated amounts committed at the end of the reporting year for future capital expenditure but not recognised in the financial statements are as follows:

	Group	
	2025 S$'000	**2024 S$'000**
Commitments to purchase of property, plant and equipment	**–**	152

NOTES TO THE FINANCIAL STATEMENTS

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28. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS AND OTHER EXPLANATORY INFORMATION

28A. CATEGORIES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the reporting year:

	Group		Company	
	2025 S$'000	2024 S$'000	2025 S$'000	2024 S$'000
Financial assets:				
Financial assets at amortised cost	**44,195**	58,006	**437**	547
Financial assets at FVTOCI	**1,580**	1,256	**–**	–
At end of the year	**45,775**	59,262	**437**	547
Financial liabilities:				
Financial liabilities at amortised cost	**9,572**	13,863	**839**	809
At end of the year	**9,572**	13,863	**839**	809

Further quantitative disclosures are included throughout these financial statements.

The carrying amount of financial assets and liabilities at amortised cost recorded at the end of the reporting year that are classified within assets and liabilities of a disposal group classified as held for sale are S$7,669,000 and S$2,689,000 respectively.

28B. FINANCIAL RISK MANAGEMENT

The main purpose for holding or issuing financial instruments is to raise and manage the finances for the entity's operating, investing and financing activities. There are exposures to the financial risks on the financial instruments such as credit risk, liquidity risk and market risk comprising interest rate, currency risk and price risk exposures. Management has certain procedures for the management of financial risks. The guidelines set up the short and long-term objectives and action to be taken in order to manage the financial risks. The guidelines include as follows: All financial risk management activities are carried out and monitored by senior management staff. All financial risk management activities are carried out following acceptable market practices including such activities to minimise interest rate, currency, credit and market risks for most kinds of transactions.

There have been no changes to the exposures to risk; the objectives, policies and processes for managing the risk and the methods used to measure the risk.

The entity company is exposed to currency and interest rate risks. There are no cost effective arrangements to manage such risk exposures through the use of derivatives and other hedging instruments.

28C. FAIR VALUES OF FINANCIAL INSTRUMENTS

The analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 are disclosed in the relevant notes to the financial statements. These include the significant financial instruments stated at amortised cost and at fair value in the statement of financial position. The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value.

NOTES TO THE FINANCIAL STATEMENTS

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28. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS AND OTHER EXPLANATORY INFORMATION (CONTINUED)

28D. CREDIT RISK ON FINANCIAL ASSETS

Financial assets subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner arise principally from cash balances with banks, receivables and other financial assets. The general approach in the financial reporting standard on financial instruments is applied to measure expected credit losses ("ECL") allowance on financial assets measured at amortised cost. On initial recognition, a day-1 loss is recorded equal to the 12 month ECL unless the assets are considered credit impaired. The ECL allowance for debt assets is recognised at an amount equal to the lifetime ECL if the credit risk on that financial instrument has increased significantly since initial recognition. However, for trade receivables that do not contain a material financing component or when the reporting entity applies the practical expedient of not adjusting the effect of a material financing component, the simplified approach in calculating ECL is applied. Under the simplified approach, the loss allowance is recognised at an amount equal to lifetime ECL at each reporting date using historical loss rates for the respective risk categories and incorporating forward-looking estimates. Lifetime ECL may be estimated individually or collectively. For the credit risk on the financial assets an ongoing credit evaluation is performed on the financial condition of the debtors and any loss is recognised in profit or loss. Reviews and assessments of credit exposures in excess of designated limits are made. Renewals and reviews of credits limits are subject to the same review process.

Note 20 discloses the cash balances. There was no identified impairment loss.

28E. LIQUIDITY RISK – FINANCIAL LIABILITIES MATURITY ANALYSIS

Liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be settled at their contractual maturity. The average credit period taken to settle trade payables is about 30 days (2024: 30 days). The other payables are with short-term durations. The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary.

The following table analyses the non-derivative financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows):

Group	Less than 1 year S$'000	1 – 3 years S$'000	3 – 5 years S$'000	Over 5 years S$'000	Total S$'000
Non-derivative financial liabilities:					
2025:					
Borrowings	**4,696**	**–**	**–**	**–**	**4,696**
Gross lease liabilities	**415**	**118**	**16**	**5**	**554**
Trade and other payables	**4,460**	**–**	**–**	**–**	**4,460**
At end of the year	**9,571**	**118**	**16**	**5**	**9,710**
2024:					
Borrowings	5,715	–	–	–	5,715
Gross lease liabilities	452	476	227	1,056	2,211
Trade and other payables	6,695	–	–	–	6,695
At end of the year	12,862	476	227	1,056	14,621

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

28. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS AND OTHER EXPLANATORY INFORMATION (CONTINUED)

28E. LIQUIDITY RISK – FINANCIAL LIABILITIES MATURITY ANALYSIS (CONTINUED)

Company	Less than 1 year S$'000
Non-derivative financial liabilities:	
2025:	
Trade and other payables	**839**
At end of the year	**839**
2024:	
Trade and other payables	809
At end of the year	809

The above amounts disclosed in the maturity analysis are the contractual undiscounted cash flows and such undiscounted cash flows differ from the amount included in the statement of financial position. When the counterparty has a choice of when an amount is paid, the liability is included on the basis of the earliest date on which it can be required to pay.

28F. INTEREST RATE RISK

Interest rate risk arises on interest-bearing financial instruments. Interest rate risk arises on interest-bearing financial instruments. The following table analyses the breakdown of the material financial instruments by type of interest rate:

	Group	
	2025 S$'000	2024 S$'000
Financial assets with interest:		
Fixed rates	**36,040**	37,043
Financial liabilities with interest:		
Fixed rates	**5,112**	7,168

Sensitivity analysis: The effect on pre-tax profit is not material.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

28. FINANCIAL INSTRUMENTS: INFORMATION ON FINANCIAL RISKS AND OTHER EXPLANATORY INFORMATION (CONTINUED)

28G. FOREIGN CURRENCY RISKS

Foreign exchange risk arises on financial instruments that are denominated in a foreign currency that is a currency other than the functional currency in which they are measured. Currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency as defined in the financial reporting standard on financial instruments. Analysis of amounts denominated in non-functional currency:

Group	US Dollar S$'000	China Renminbi S$'000	Total S$'000
2025:			
Financial assets:			
Cash and cash equivalents	**22**	**5,352**	**5,374**
Total financial assets	**22**	**5,352**	**5,374**
2024:			
Financial assets:			
Cash and cash equivalents	23	5,293	5,316
Trade and other receivables	–	264	264
Total financial assets	23	5,557	5,580

Sensitivity analysis: The effect on pre-tax profit is not material.

The above table shows sensitivity to a hypothetical percentage variation in the functional currency against the relevant non-functional foreign currencies. The sensitivity rate used is the reasonably possible change in foreign exchange rates. For similar rate weakening of the functional currency against the relevant foreign currencies above, there would be comparable impacts in the opposite direction.

In management's opinion, the above sensitivity analysis is unrepresentative of the foreign currency risks as the historical exposure does not reflect the exposure in future.

The hypothetical changes in exchange rates are not based on observable market data (unobservable inputs). The sensitivity analysis is disclosed for each non-functional currency to which the entity has significant exposure at end of the reporting year. The analysis above has been carried out on the basis that there are no hedged transactions.

28H. EQUITY PRICE RISK

There are investments in financial instruments. Such investments are exposed to both currency risk and market price risk arising from uncertainties about future values of the financial instruments. The fair values of these are disclosed in Note 16.

Sensitivity analysis: The effect on other comprehensive income is not material.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

29. EVENTS AFTER THE END OF THE REPORTING YEAR

Discontinued operation

On 29 May 2025, the Company announced that it had entered into an amended and restated share purchase agreement with 1207791 B.C. Ltd. (the "Purchaser") for the proposed disposal of all the issued shares (the "Proposed Disposal") in Compact Energy Sdn. Bhd. ("CESB"), on substantially the same terms as the transaction previously announced by the Company in its announcement dated 1 September 2023.

The Company has convened an extraordinary general meeting ("EGM"), at which shareholders approved the Proposed Disposal of CESB, as announced on 18 August 2025. Upon completion of the Proposed Disposal, CESB will cease to be a subsidiary of the Group, and the Group will cease operating its limestone business segment (i.e. the production and sale of quicklime, hydrated lime and quicklime powder).

The completion of the Proposed Disposal was announced on 2 September 2025, and, within two (2) business days of completion, the Purchaser is obligated to take all necessary steps to discontinue its arbitration claim against the Company. On 18 September 2025, the Company announced that the arbitration claim had been discountinued.

The aggregate of the Initial Consideration and the Adjustment Portion, less the Retention Sum, amounting to approximately USD10.4 million (approximately S$13.3 million) ("Indicative Consideration"), was paid by the Purchaser on 2 September 2025. The Indicative Consideration will be subject to certain post-completion cash, debt and working capital adjustments, based on CESB's actual cash, debt and working capital as at completion. Payment of any such difference will be made within five (5) business days after the Final Completion Accounts are confirmed.

In connection with the above, the Company has also announced a proposed capital reduction exercise to be undertaken by the Company pursuant to Section 78A read with Section 78C of the Companies Act of 2001 to reduce the issued and paid-up share capital of the Company (the "Proposed Capital Reduction"). The Proposed Capital Reduction will be effected by way of a cash distribution of an aggregate amount of S$11.0 million, such amount being the estimated net proceeds from the Proposed Disposal (after deducting estimated expenses relating to professional fees to be incurred in connection therewith and operating capital). The Company has obtained the shareholders' approval for the Proposed Capital Reduction at the EGM, as announced on 18 August 2025.

30. CHANGES AND ADOPTION OF FINANCIAL REPORTING STANDARDS

For the current reporting year the ASC issued certain new or revised financial reporting standards. Those applicable to the reporting entity are listed below.

SFRS (I) No.	Title
SFRS(I) 1-1	Presentation of Financial Statements – amendment relating to Classification of Liabilities as Current or Non-current
SFRS(I) 1-1	Presentation of Financial Statements – amendment relating to Non-current Liabilities with Covenants

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2025

31. NEW OR AMENDED STANDARDS IN ISSUE BUT NOT YET EFFECTIVE

The ASC issued certain new or revised financial reporting standards for the future reporting years. The transfer to the applicable new or revised standards from the effective dates is not expected to result in material modification of the measurement methods or the presentation in the financial statements for the following reporting year from the known or reasonably estimable information relevant to assessing the possible impact that application of the new or revised standards may have on the entity's financial statements in the period of initial application. Those applicable to the reporting entity for future reporting years are listed below.

SFRS (I) No.	Title	Effective date for periods beginning on or after
SFRS(I) 1-21	The Effects of Changes in Foreign Exchange Rates (amendment) Lack of Exchangeability	1 Jan 2025
SFRS(I) 9 and 7	Classification and Measurement of Financial Instruments – Amendments	1 Jan 2026
SFRS(I) 18	Presentation and disclosures in financial statements	1 Jan 2027

SFRS(I) 18 Presentation and Disclosure in Financial Statements. It replaces SFRS(I) 1-1. The new version includes (a) revised presentation of specified categories and defined subtotals in the statement of profit or loss; (b) new disclosures on management-defined performance measures in the notes to the financial statements; and (c) improved disclosures of aggregation and disaggregation of balances.

ANNEXURE
RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

At the 54th annual general meeting ("**AGM**") of the Company held on 30 October 2024, shareholders of the Company ("**Shareholders**") approved the renewal of the general mandate for interested person transactions (the "**IPT Mandate**"). This mandate enables the Company, its subsidiaries and associated companies, or any of them that are entities at risk, to enter into certain transactions with the mandated interested persons ("**Mandated Interested Persons**"), as set out in the IPT Mandate.

Pursuant to Chapter 9 of the listing manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), a general mandate for transactions with interested persons is subject to annual renewal. The IPT Mandate was expressed to take effect until the conclusion of the next AGM of the Company, being the forthcoming 55th AGM.

Accordingly, the directors of the Company (the "**Directors**") are proposing that the approval of Shareholders for the renewal of the IPT Mandate be sought at the 55th AGM of the Company to be held at Crowne Plaza Changi Airport, Alstonia Room, Level 2, 75 Airport Boulevard, Singapore 819664 on 30 October 2025 at 11.00 a.m.

General information relating to Chapter 9 of the Listing Manual is set out on pages 108 to 109 of this Annexure.

If Shareholders are in any doubt as to the contents herein or as to the course of action that they should take, they should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers immediately.

The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained, or opinions expressed in this Annexure.

1. Rationale for the Renewal of the IPT Mandate

It is envisaged that the Company, its subsidiaries that are not listed on the SGX-ST or an approved exchange and its associated companies that are not listed on the SGX-ST or an approved exchange over which the Company and its subsidiaries, or the Company and its subsidiaries and their interested person(s), have control (collectively, the "**Group**"), or any company within the Group, will, in the ordinary course of their businesses, enter into transactions (the "**Mandated Interested Person Transactions**") with the Mandated Interested Persons for mutual benefit. Such Mandated Interested Person Transactions are likely to occur with some degree of frequency, and could arise at any time. These Mandated Interested Person Transactions would include the provision of goods and services in the ordinary course of business of the Group to the Mandated Interested Persons or the obtaining of services from such Mandated Interested Persons.

In particular, it is expected that the Group will, from time to time, receive management, administrative and operational support service from, or provide management, administrative and operational support services to, its Mandated Interested Persons in areas of logistics, information technology, legal, compliance, corporate secretarial, tax, accounting, internal audit and leasing of space for warehousing or office purposes. By having access to and providing such management, administrative and operational support, the Group will derive operational and financial leverage in its dealings with third parties as well as benefits from the global network of its Mandated Interested Persons. Such management, administrative and operational support services are necessary for the day-to-day operations of the Group and are thus in the ordinary course of business of the Group.

Given that the Mandated Interested Person Transactions are expected to be recurrent transactions and may occur at any time, and to allow the Group to undertake such transactions in a more expeditious manner, the Directors are seeking the approval of Shareholders for the renewal of the IPT Mandate for the purposes of Chapter 9 of the Listing Manual and for the Group to enter into the categories of Mandated Interested Person Transactions with the Mandated Interested Persons as set out in paragraphs 4 and 3 below respectively.

ANNEXURE
RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

2. Benefits of the IPT Mandate

The IPT Mandate is intended to facilitate the carrying out of the Mandated Interested Person Transactions in the normal course of business of the Group which are transacted, from time to time, with the Mandated Interested Persons, provided that they are carried out on an arm's length basis and on the Group's normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

The IPT Mandate will enhance the ability of the companies in the Group to pursue business opportunities which are time-sensitive in nature, and will eliminate the need to convene separate general meetings from time to time to seek Shareholders' approval as and when the need to enter into a specified category of Mandated Interested Person Transactions with a Mandated Interested Person arises. This will reduce the expenses associated with convening of general meetings on an *ad hoc* basis, improve administrative efficiency considerably, and allow manpower resources and time to be channelled towards attaining other corporate objectives available to the Group.

3. Names of Mandated Interested Persons

The IPT Mandate will apply to the Mandated Interested Person Transactions (as described in paragraph 4 below) with the following Mandated Interested Persons:

S/No.	Name of the Mandated Interested Person	Principal activities
1	Amsteel Mills Sdn Bhd	It is involved in the manufacture of billets, steel bars and wire rods, for use in construction, fabrication and manufacturing industries.
2	Bonus Essential Sdn Bhd	It is involved in property investment and property development.
3	CEDR Corporate Consulting Sdn Bhd	It provides competency-based human resource development solutions and systems for training and development of human resources (training provider).
4	Lion Industries Corporation Berhad	It is an investment holding company and is involved in property development.
5	Lion Mining Sdn Bhd	It is involved in the mining and trading of mineral resources.
6	Lion Steel Sdn Bhd	It is involved in the production of flat steel products.
7	Lion Steelworks Sdn Bhd	It is involved in the manufacture of quality custom-made furniture, steel office furniture, home office desk furniture, physical security products, industrial steel storage system, industrial.
8	Lion Titco Resources Sdn Bhd	It is a slag processing and metal extraction business.
9	Lion Tooling Sdn Bhd	It is involved in the manufacturing and reconditioning of knives, rollers, machinery and engineering parts for various industries and precision electrical discharge machining and vacuum heat treatment for special steel.
10	Lion Trading & Marketing Sdn Bhd	It is involved in the sale and marketing of steel office furniture, physical security products, industrial steel storage system and other steel related fabricated products.
11	Parkson Investment Holding Co., Ltd 金狮百盛投资有限公司	It is an investment holding company. It also provides bookkeeping and accounting services to the Company's subsidiary in Shanghai.
12	Parkson Supplies Pte Ltd	It is involved in the wholesale and trade of a variety of goods without a dominant product and other holding company. It leases office space from the Company.

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RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

3. Names of Mandated Interested Persons (Continued)

S/No.	Name of the Mandated Interested Person	Principal activities
13	Posim Petroleum Marketing Sdn Bhd	It is involved in the trading of building materials, petroleum-based products including automotive and industrial lubricants under the 'Hi-Rev' and 'T-Trax' brands, and automotive components.
14	Secom (M) Sdn Bhd	It is a security solutions provider.
15	Shanghai Hongqiao Parkson Commercial & Trading Co Ltd. 上海虹桥百盛商贸有限公司	It operates and owns a departmental store. It also leases office space to the Company's subsidiary in Shanghai.
16	Shanghai DEbier Management Consulting Co., Ltd. 上海华狮管理咨询有限公司	It provides investment consulting, business consulting, market research and business development planning (operating under license involving licensed business) services.
17	Shanghai AMB Management Consulting Co., Ltd. 上海银狮管理咨询有限公司	It provides enterprise management consulting, investment consulting, business consulting, international economic information consulting, trade information consulting, science and technology consulting and market research (involving licensed business on the basis of license) services.

All of the Mandated Interested Persons are associates of Tan Sri Cheng Heng Jem, who is a Non-Executive Director and controlling shareholder of the Company.

Transactions with interested persons that do not fall within the ambit of the IPT Mandate will be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Listing Manual.

4. Categories of Mandated Interested Person Transactions

The transactions entered into by the Group with the Mandated Interested Persons which will be covered by the IPT Mandate are as follows:

4.1 Sale of Lime Products

The Group will supply lime products to the Mandated Interested Persons. The basis of determining the contract and/or transaction terms is defined herein below.

4.2 Sale of Consumables Required for Steel Product Manufacturing

The Group will supply consumables required for steel product manufacturing to the Mandated Interested Persons. The basis of determining the contract and/or transaction terms is defined herein below.

4.3 Provision and/or Obtaining of Services arising from Business Operations

The Group will in the ordinary course of business provide or obtain, *inter alia*, management, administrative and operational support services in areas of logistics, information technology, legal, compliance, corporate secretarial, tax, accounting, internal audit and leasing of space for warehousing and office purposes relating to its business operations. The basis of determining the contract and/or transaction terms is defined herein below.

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4. Categories of Mandated Interested Person Transactions (Continued)

4.4 Supply of Mining Equipment, Machinery, Heavy Vehicles and Related Spare Parts

The Group will supply mining equipment, machinery, heavy vehicles and related spare parts to the Mandated Interested Persons. The basis of determining the contract and/or transaction terms is defined herein below.

The IPT Mandate will not cover any transaction by a company in the Group with a Mandated Interested Person that is below S$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Listing Manual would not apply to such transactions.

5. Methods and Procedures for Mandated Interested Person Transactions

To ensure that the Mandated Interested Person Transactions are conducted on normal commercial (or, in the absence of other similar comparable transactions, fair and reasonable) terms and will not be prejudicial to the interests of the Company and its minority Shareholders, as a general rule the Group will only enter into transactions with the Mandated Interested Persons if the terms offered by or extended to the Mandated Interested Persons are respectively no less favourable or more favourable than the terms that may be obtainable from or extended to unrelated third parties.

5.1 In general, the Group has internal control procedures to ensure that the Mandated Interested Person Transactions are undertaken at arm's length, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

(a) Sale of Lime Products

The methods and procedures are as follows:

(i) all contracts entered into or transactions with Mandated Interested Persons are to be carried out at the prevailing market prices determined by market conditions on terms which are no more favourable to the Mandated Interested Persons than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential prices/rates/discounts accorded to a class of customers or for bulk purchases and long-term contracts where the giving of such preferential prices/rates/discounts are commonly practised within the applicable industry and may be extended to unrelated third parties), or otherwise in accordance with applicable industry norms. The Company will source for documented evidence of market prices and quotations, where practicable, for ascertaining the reasonableness of the pricing;

(ii) where the prevailing market prices or rates are not available due to the lack of demand for the lime products from unrelated third parties (as it may not be economically viable for such unrelated third parties to purchase from the Group after taking into account transportation costs) or the then prevailing business conditions, the Company will apply a reasonable percentage mark-up from cost to ensure that the pricing for such products or services to a Mandated Interested Person is in accordance with industry norms and usual business practices, the strategic direction of the Group, pricing policies of the relevant company in the Group and the Group obtains a positive gross margin on the transactions. The Company will seek the Audit Committee's prior approval for the percentage mark-up on a quarterly basis. In determining the percentage mark-up for such products, the Audit Committee will take into account factors such as, but not limited to, specifications, quantity, volume, customer requirements, duration of contract, cost of funds to the Group and credit worthiness; and

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5. Methods and Procedures for Mandated Interested Person Transactions (Continued)

(a) Sale of Lime Products (Continued)

(iii) notwithstanding the aforementioned, prior approval will have to be sought for contracts and transactions in accordance with the following thresholds:

(A) contracts and transactions amounting to or exceeding S$100,000 but less than S$500,000 in value to be reviewed and approved by the Group Internal Audit Manager;

(B) contracts and transactions amounting to or exceeding S$500,000 but less than S$1,000,000 in value to be reviewed and approved by the Group Internal Audit Manager and any one of the members of the Audit Committee (who does not have an interest in the contracts and/or transactions); or

(C) contracts and transactions amounting to or exceeding S$1,000,000 in value to be reviewed and approved by the Audit Committee.

(b) Sale of Consumables Required for Steel Product Manufacturing

The methods and procedures are as follows:

(i) all contracts entered into or transactions with Mandated Interested Persons are to be carried out at the prevailing market prices determined by market conditions on terms which are no more favourable to the Mandated Interested Persons than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential prices/rates/discounts accorded to a class of customers or for bulk purchases and long-term contracts where the giving of such preferential prices/rates/discounts are commonly practised within the applicable industry and may be extended to unrelated third parties), or otherwise in accordance with applicable industry norms. The Company will source for documented evidence of market prices and quotations, where practicable, for ascertaining the reasonableness of the pricing;

(ii) where the prevailing market prices or rates are not available due to the lack of demand for the same or substantially similar products by unrelated third parties (as it may not be economically viable for such unrelated third parties to purchase from the Group after taking into account transportation costs) or the then prevailing business conditions, the Company will apply a reasonable percentage mark-up from cost to ensure that the pricing for such products or services to a Mandated Interested Person is in accordance with industry norms and usual business practices, the strategic direction of the Group, pricing policies of the relevant company in the Group and the Group obtains a positive gross margin on the transactions. The Company will seek the Audit Committee's prior approval for the percentage mark-up on a quarterly basis. In determining the percentage mark-up for such products, the Audit Committee will take into account factors such as, but not limited to, specifications, quantity, volume, customer requirements, duration of contract, cost of funds to the Group and credit worthiness; and

ANNEXURE
RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

5. Methods and Procedures for Mandated Interested Person Transactions (Continued)

(b) Sale of Consumables Required for Steel Product Manufacturing (Continued)

(iii) notwithstanding the aforementioned, prior approval will have to be sought for contracts and transactions in accordance with the following thresholds:

(A) contracts and transactions amounting to or exceeding S$100,000 but less than 2% of the Group's latest audited net tangible assets ("**NTA**") to be reviewed and approved by the Group Internal Audit Manager;

(B) contracts and transactions amounting to or exceeding 2% of the Group's latest audited NTA but less than 5% of the Group's latest audited NTA to be reviewed and approved by the Group Internal Audit Manager and any one of the members of the Audit Committee (who does not have an interest in the contracts and/or transactions); or

(C) contracts and transactions amounting to or exceeding 5% of the Group's latest audited NTA to be reviewed and approved by the Audit Committee.

(c) Provision and/or Obtaining of Services arising from Business Operations

The methods and procedures are as follows:

(i) all contracts entered into or transactions with Mandated Interested Persons are to be carried out at the prevailing market prices determined by market conditions on terms which are no more favourable to the Mandated Interested Persons than the usual commercial terms extended to or obtained from unrelated third parties (including, where applicable, preferential prices/rates/discounts accorded to a class of customers and long-term contracts where the giving of such preferential prices/rates/discounts are commonly practised within the applicable industry and may be extended to or obtained from unrelated third parties), or otherwise in accordance with applicable industry norms. The Company will source for documented evidence of market prices, where practicable, for ascertaining the reasonableness of the pricing;

(ii) where the prevailing market prices or rates are not available due to the nature of the services to be provided to a Mandated Interested Person, the lack of demand for the same or substantially similar services by unrelated third parties or the then prevailing business conditions (such as the provision of information technology services by the Group to the Mandated Interested Person or the supply of utilities by the Group to the Mandated Interested Persons as the Group is the main account holder for such services utilised by the entities within the Group and Mandated Interested Persons), the Company will apply a reasonable percentage mark-up from cost or through a formula, to ensure that the pricing for such services to the Mandated Interested Person is in accordance with industry norms and usual business practices, the transfer pricing guidelines issued by the relevant tax authorities (if applicable), the strategic direction of the Group, pricing policies of the relevant company in the Group and the Group obtains a positive gross margin on the transactions. The Company will seek the Audit Committee's prior approval for the percentage mark-up on a quarterly basis. In determining the percentage mark-up for such services, the Audit Committee will take into account factors such as but not limited to, service requirements, duration of contract, credit worthiness, cost of funds to the Group and the benefit of such transactions to the Group.

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5. Methods and Procedures for Mandated Interested Person Transactions (Continued)

(c) Provision and/or Obtaining of Services arising from Business Operations (Continued)

(iii) where the prevailing market prices or rates are not available due to the nature of the services to be obtained from a Mandated Interested Person (for example, where the Mandated Interested Person is the sole provider for such services which includes administrative services for bookkeeping and statutory filling purposes, which are provided by the Mandated Interested Persons in the People's Republic of China (the "**PRC**") to the Group's subsidiary in the PRC), the Company will assess and ensure that the pricing for such services from the Mandated Interested Person is not prejudicial to the interests of the Company and its minority Shareholders and/or is in accordance with industry norms and usual business practices. In determining the transaction price or rate payable by the Group for such services, the Audit Committee will take into account factors such as, but not limited to, service requirements, duration of contract, credit worthiness, cost of fund to the Group and the benefit of such transactions to the Group;

(iv) in relation to leasing arrangements entered into between the Company and Mandated Interested Persons, the rental fees will be determined based on third party valuations; and

(v) notwithstanding the aforementioned, prior approval will have to be sought for contracts and transactions in accordance with the following thresholds:

(A) contracts and transactions amounting to or exceeding S$100,000 but less than S$500,000 in value to be reviewed and approved by the Group Internal Audit Manager;

(B) contracts and transactions amounting to or exceeding S$500,000 but less than S$1,000,000 in value to be reviewed and approved by the Group Internal Audit Manager and any one of the member of the Audit Committee (who does not have an interest in the contracts and/or transactions); or

(C) contracts and transactions amounting to or exceeding S$1,000,000 in value to be reviewed and approved by the Audit Committee.

(d) Supply of Mining Equipment, Machinery, heavy Vehicles and Related Spare Parts

The methods and procedures are as follows:

(i) all contracts entered into or transactions with the Mandated Interested Persons are to be carried out at terms which will not be less favourable than those ordered by the Group to at least two (2) unrelated third party customers after taking into consideration various factors including, *inter alia*, the size of transaction, the product specifications, the delivery schedule, the payment milestones as well as freight and installation charges (the "Relevant Factors");

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5. Methods and Procedures for Mandated Interested Person Transactions (Continued)

(d) Supply of Mining Equipment, Machinery, heavy Vehicles and Related Spare Parts (Continued)

(ii) where such unrelated third party comparisons are not available (for example, due to the lack of sale of the same or similar products to unrelated third party customers, customisation of the products required by the Mandated Interested Persons according to the requirements of their mines or the then prevailing business conditions), the Company will apply a percentage mark-up from cost, to ensure that the pricing for such products to the Mandated Interested Person is in accordance with industry norms and usual business practices, the strategic direction of the Group and pricing policies of the relevant company in the Group and the Group obtains a positive gross margin on the transactions. The Company will seek the Audit Committee's prior approval for the percentage mark-up on a quarterly basis. In determining the percentage mark-up for such products, the Audit Committee will take into account the Relevant Factors as well as other applicable factors (such as the terms offered by suppliers and cost of funds to the Group) to ensure that the Group will always achieve a better return from such transactions; and

(iii) notwithstanding the aforementioned, prior approval will have to be sought for contracts and transactions in accordance with the following thresholds:

(A) contracts and transactions amounting to or exceeding S$100,000 but less than 2% of the Group's latest audited NTA shall be reviewed and approved by the Group Internal Audit Manager;

(B) contracts and transactions amounting to or exceeding 2% of the Group's latest audited NTA but less than 5% of the Group's latest audited NTA shall be reviewed and approved by the Group Internal Audit Manager and any one of the members of the Audit Committee (who does not have an interest in the contracts and/or transactions); or

(C) contracts and transactions amounting to or exceeding 5% of the Group's latest audited NTA shall be reviewed and approved by the Audit Committee.

The thresholds as set out above are determined by factors which include, *inter alia*, the potential frequency of the contracts/transactions, the indicative cost of the products/services and the anticipated contract/transaction volume.

5.2 Additional Controls

(a) The Company will maintain a register of transactions carried out with Mandated Interested Persons pursuant to the IPT Mandate (recording the basis, including the quotations obtained to support such basis, on which they were entered into) and those transactions that are below S$100,000.

(b) The Group Internal Audit Manager shall sample review the transactional documents relating to the sale of lime products and provision and/or obtaining of services arising from business operation to or from the Mandated Interested Persons once every six (6) months.

(c) The Company's annual internal audit plan shall incorporate a review of (i) all Mandated Interested Person Transactions; and (ii) the established methods and procedures for monitoring of such Mandated Interested Person Transactions, in the relevant financial year pursuant to the IPT Mandate.

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5. Methods and Procedures for Mandated Interested Person Transactions (Continued)

5.2 Additional Controls (Continued)

(d) The Audit Committee shall review and approve the maximum value ("**Pre-Approved Cap**") of Mandated Interested Person Transactions for each category of Mandated Interested Person Transactions for the forthcoming 12 months or for a shorter period, as may be determined by the Audit Committee. The Pre-Approved Cap shall be determined based on historical values of the Mandated Interested Person Transactions, the indicative pricing of future Mandated Interested Persons and the latest audited NTA of the Group. Notwithstanding that a contract or a transaction is within the thresholds set out in paragraphs 5.1(a)(iii), 5.1(b)(iii), 5.1(c)(v) or 5.1(d)(iii) above, ratification shall be sought from the Audit Committee should the Pre-Approved Cap for that contract or transaction be breached.

(e) The Group Internal Audit Manager shall report to the Audit Committee on all Mandated Interested Person Transactions, and the basis of such transactions, entered into with all Mandated Interested Persons during the preceding period every three (3) months. The Audit Committee shall review such Mandated Interested Person Transactions at its periodic meeting except where the Mandated Interested Person Transactions are required under the established methods and procedures to be approved by the Audit Committee prior to the entry thereof.

(f) The Audit Committee will conduct periodic reviews at least once every six (6) months of the established methods and procedures for Mandated Interested Person Transactions. If, during these periodic reviews, the Audit Committee is of the view that these methods and procedures are no longer appropriate or sufficient to ensure that the Mandated Interested Person Transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, the Company will seek a fresh IPT Mandate from the Shareholders based on new methods and procedures for Mandated Interested Person Transactions. While a fresh IPT Mandate is being sought from the Shareholders, the Audit Committee shall review and approve all Mandated Interested Person Transactions prior to the entry thereof.

(g) For the purposes of the above review and approval process, any Director who is not considered independent for the purposes of the IPT Mandate and/or any Mandated Interested Person Transactions will abstain from voting on any resolution relating thereof, and/or abstain from participating in the Audit Committee's decision during its review of the established methods and procedures for the Mandated Interested Person Transactions or during its review or approval of any Mandated Interested Person Transaction.

5.3 Further Compliance

The Directors will ensure that all relevant disclosures, approvals and other requirements on Mandated Interested Person Transactions, including those required by prevailing legislation, the Listing Manual and accounting standards, are duly complied with.

6. Validity Period of the IPT Mandate

If approved by Shareholders at the 55th AGM, the IPT Mandate will take effect from the date of the passing of the ordinary resolution for the renewal of the IPT Mandate, and will continue to be in force until the conclusion of the next AGM of the Company or the date by which such AGM is required by law to be held, whichever is the earlier, unless revoked or varied by the Company in a general meeting.

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7. Disclosure

Pursuant to Rule 920(1)9a) of the Listing Manual:

(a) disclosure will be made in the annual report of the Company, giving details of the aggregate value of the interested person transactions conducted pursuant to the IPT Mandate during the financial year under review and in the annual reports for the subsequent financial years during which the IPT Mandate is in force, as required by the provisions of the Listing Manual;

(b) announcement will be made regarding the aggregate value of the interested person transactions conducted pursuant to the IPT Mandate for the financial periods which the Company is required to report on pursuant to Rule 705 of the Listing Manual within the time required for the announcement of such report; and

(c) the names of the interested persons and the corresponding aggregate value of the interested person transactions will be presented in the following format (pursuant to Rule 907 of the Listing Manual):

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholder's mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)

8. Directors' and Substantial Shareholders' Interests in the Company

The interests of the Directors and substantial Shareholders of the Company ("**Substantial Shareholders**") in the ordinary shares in the capital of the Company ("**Shares**") as at 15 September 2025 can be found on page 112 of the Annual Report 2025.

9. Abstentions

Tan Sri Cheng Heng Jem, is a Non-Executive Director and Controlling Shareholder of the Company. By virtue of his interest in the Mandated Interested Persons, Tan Sri Cheng Heng Jem will abstain, and will ensure that his associates abstain, from voting on the ordinary resolution relating to the renewal of the IPT Mandate at the 55th AGM.

Further, Tan Sri Cheng Heng Jem and his associates will decline to accept appointment as proxies to vote at the 55th AGM in respect of the ordinary resolution approving the renewal of the IPT Mandate unless specific instructions as to voting are given by the Shareholder concerned.

Each of the Substantial Shareholders as set out on page 112 of the Annual Report 2025 will abstain, and will ensure that their associates abstain, from voting on the ordinary resolution relating to the renewal of the IPT Mandate at the 55th AGM.

Further, each of the Substantial Shareholders and their associates will decline to accept appointment as proxies to vote at the 55th AGM in respect of the ordinary resolution approving the renewal of the IPT Mandate unless specific instructions as to voting are given by the Shareholders concerned.

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10. Non-Interested Directors' Recommendation

Tan Sri Cheng Heng Jem has abstained from making any recommendation on the proposed renewal of the IPT Mandate. Please refer to paragraph 9 above for his relationship with the Mandated Interested Persons.

The Directors who are independent for the purposes of the IPT Mandate, namely Mr Chai Woon Chew, Mr Loh Kgai Mun, Datuk Koong Lin Loong, Mr Sam Chong Keen and Datin Lim Mooi Lang (the "**Non-Interested Directors**"), are of the opinion that the renewal of the IPT Mandate is in the best interests of the Company and not prejudicial to the interests of minority Shareholders. Accordingly, the Non-Interested Directors recommended that Shareholders vote in favour of the ordinary resolution relating to the renewal of the IPT Mandate at the forthcoming 55th AGM.

11. Statement of the Audit Committee

The Audit Committee comprises Mr Chai Woon Chew (Chairman of the Audit Committee), Datuk Koong Lin Loong and Datin Lim Mooi Lang.

The Audit Committee confirms that:

(a) the methods and procedures for determining the transaction prices have not changed since the Shareholders' approval of the IPT Mandate at the 54th AGM held on 30 October 2024;

(b) the methods and procedures referred to in paragraph 11(a) above are sufficient to ensure that the Mandated Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders; and

(c) the Company will obtain a fresh mandate from the Shareholders based on new methods and procedures for Mandated Interested Person Transactions if the methods and procedures referred to in paragraph 11(a) above are no longer appropriate or sufficient to ensure that the Mandated Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

12. Directors' Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Annexure and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Annexure constitutes full and true disclosure of all material facts about the renewal of the IPT Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Annexure misleading.

Where information contained in this Annexure has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this Annexure in its proper form and context.

ANNEXURE
RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

GENERAL INFORMATION RELATING TO CHAPTER 9 OF THE LISTING MANUAL

Chapter 9 of the Listing Manual applies to transactions which a company listed on the SGX-ST or any of its subsidiaries or associated companies, which is considered to be an "entity at risk" within the meaning of Rule 904(2) of the Listing Manual, proposes to enter into with a counterparty who is an interested person of the listed corporation within the meaning of Rule 904(4) of the Listing Manual.

Definitions

(a) An "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Listing Manual.

(b) An "**associate**" in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means his immediate family (i.e. spouse, child, adopted child, step-child, sibling and parent), the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more. An "**associate**" in relation to a substantial shareholder or controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.

(c) An "**associated company**" means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group.

(d) The term "**control**" means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company.

(e) A "**controlling shareholder**" means a person who:

(i) holds (directly or indirectly) 15% or more of the total voting rights in the company (provided that the SGX-ST may determine that a person who satisfies the foregoing is not a controlling shareholder); or

(ii) in fact exercises control over a company.

(f) An "**entity at risk**" means:

(i) the listed company;

(iii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or

(iii) any associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company.

(g) An "**interested person**" in the case of a company means:

(i) a director, chief executive officer or controlling shareholder of the listed company; or

(ii) an associate of such director, chief executive officer or controlling shareholder.

(h) An "**interested person transaction**" means a transaction between an entity at risk and an interested person.

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RENEWAL OF INTERESTED PERSON TRANSACTIONS MANDATE

General Requirements

An immediate announcement and/or Shareholders' approval would be required in respect of transactions with interested persons if the value of the transaction is equal to or exceeds certain financial thresholds.

Rule 905 of the Listing Manual states that a listed company must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of the group's latest audited consolidated net tangible assets, or if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited consolidated net tangible assets, the listed company must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.

Rule 906 of the Listing Manual states that a listed company must also obtain shareholder approval for any interested person transaction of a value equal to, or more than (i) 5% of the group's latest audited consolidated net tangible assets; or (ii) 5% of the group's latest audited consolidated net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

Rule 920 of the Listing Manual also permits a listed company to seek a general mandate from its shareholders for recurrent transactions with interested persons of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses, that may be carried out with the interested persons. Transactions conducted under such a mandate are not subject to Rules 905 and 906 of the Listing Manual. The general mandate is subject to annual renewal.

Excluded Transactions

In line with the rules set out in Chapter 9 of the Listing Manual, a transaction with a value of less than S$100,000 is not considered material and is not taken into account for the purposes of this Annexure. However, while transactions below S$100,000 are not normally aggregated, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction having regard to the objective of Chapter 9 of the Listing Manual and the economic and commercial substance of the interested person transaction, instead of legal form and technicality.

INTERESTED PERSON TRANSACTIONS

The aggregate value of the interested person transactions ("**IPTs**") entered into during the financial year ended 30 June 2025 pursuant to the IPT Mandate obtained under Chapter 9 of the SGX-ST Listing Manual is set out as follows:

Name of interested person	Nature of relationship	Aggregate value of all IPTs during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) S$'000	Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000) S$'000
Amsteel Mills Sdn Bhd	Associates of Tan Sri Cheng Heng Jem, who is the non-executive director and controlling shareholder of the Company		
– Sales of lime products		–	**2,019**
– Penalties received for shortfall on minimum purchases		–	**625**
Lion Mining Sdn Bhd			
– Sales of mining equipment		–	**858**

SHAREHOLDING STATISTICS

AS AT 15 SEPTEMBER 2025

SHARE CAPITAL

Issued and fully paid-up capital	:	S$47,494,085.40
Number of issued shares	:	81,104,539
Number of treasury shares	:	Nil
Number of subsidiary holdings	:	Nil
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share

SHAREHOLDING DISTRIBUTION

Size of shareholdings	No. of shareholders	% of shareholders	No. of shares	% of shares
1 – 99	5	0.19	254	0.00
100 – 1,000	1,052	39.71	779,532	0.96
1,001 – 10,000	1,326	50.06	4,838,849	5.97
10,001 – 1,000,000	261	9.85	16,772,249	20.68
1,000,001 and above	5	0.19	58,713,655	72.39
Total	2,649	100.00	81,104,539	100.00

TOP 20 SHAREHOLDERS

Name	No. of shares	%
AMB Venture Sdn Bhd	29,750,128	36.68
Omali Corporation Sdn Bhd	24,312,552	29.98
Morph Investments Ltd	1,800,000	2.22
Andar Investment Pte Ltd	1,770,775	2.18
DBS Nominees Pte Ltd	1,080,200	1.33
OCBC Securities Private Ltd	910,400	1.12
Lim Chin Hian	655,000	0.81
Gordon Cai Zhen Qiang or Wilson Cai Weicheng	610,000	0.75
See Beng Lian Janice	605,500	0.75
Ng Hian Gay	603,200	0.75
Phillip Securities Pte Ltd	596,909	0.74
Lee Cheow Yin	589,500	0.73
Tan Sien Chuan	553,300	0.68
ABN AMRO Clearing Bank N.V.	487,300	0.60
Allan Chua Tiang Kwang	480,000	0.59
Estate of Tan Boon Kay, deceased	320,000	0.39
Cheong Soh Chin @ Julie	320,000	0.39
Hexacon Construction Pte Ltd	309,400	0.38
Lim Thiam Hong	269,000	0.33
Moomoo Financial Singapore Pte. Ltd.	257,024	0.32
Total	66,280,188	81.72

SHAREHOLDINGS HELD BY THE PUBLIC

Based on the information available to the Company as at 15 September 2025, approximately 33.34% of the issued ordinary shares of the Company are held by the public, and therefore the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

SHAREHOLDING STATISTICS

AS AT 15 SEPTEMBER 2025

SUBSTANTIAL SHAREHOLDERS

Name	Direct Interest No. of shares	Deemed Interest* No. of shares	Total Interest No. of shares	%
Omali Corporation Sdn Bhd ("**Omali**")[1]	24,312,552	–	24,312,552	29.98
Bright Steel Sdn Bhd[2]	–	24,312,552	24,312,552	29.98
Total Triumph Investments Limited[2]	–	24,312,552	24,312,552	29.98
Lion Corporation Berhad ("**LCB**")[3]	–	24,312,552	24,312,552	29.98
Lion Diversified Holdings Berhad (In liquidation) ("**LDHB**")[4]	–	24,312,552	24,312,552	29.98
AMB Venture Sdn Bhd ("**AMBV**")[5]	29,750,128	–	29,750,128	36.68
Lion AMB Resources Sdn Bhd[6]	–	29,750,128	29,750,128	36.68
Lion Posim Berhad[6]	–	29,750,128	29,750,128	36.68
Amsteel Mills Sdn Bhd[6]	–	29,750,128	29,750,128	36.68
Steelcorp Sdn Bhd[6]	–	29,750,128	29,750,128	36.68
LLB Steel Industries Sdn Bhd[6]	–	29,750,128	29,750,128	36.68
Lion Industries Corporation Berhad ("**LICB**")[7]	–	54,062,680	54,062,680	66.66
Tan Sri Cheng Heng Jem[8]	–	54,062,680	54,062,680	66.66

Notes:

* Deemed interests pursuant to Section 7 of the Companies Act 1967 of Singapore.

(1) Omali is the beneficial and registered owner of 24,312,552 shares.

(2) Bright Steel Sdn Bhd and Total Triumph Investments Limited are deemed interested in the 24,312,552 shares held by Omali.

(3) LCB, as the ultimate holding company of Omali, is deemed interested in the 24,312,552 shares held by Omali.

(4) LDHB is deemed interested in the 24,312,552 shares held by Omali by virtue of its interest in LCB.

(5) AMBV is the beneficial and registered owner of 29,750,128 shares.

(6) Lion AMB Resources Sdn Bhd, Lion Posim Berhad, Amsteel Mills Sdn Bhd, Steelcorp Sdn Bhd and LLB Steel Industries Sdn Bhd are deemed interested in the 29,750,128 shares held by AMBV.

(7) LICB is deemed interested in (a) the 29,750,128 shares held by AMBV as it is the ultimate holding company of AMBV, and (b) the 24,312,552 shares held by Omali by virtue of its interest in LCB.

(8) Tan Sri Cheng Heng Jem, by virtue of his interest in LICB, is deemed interested in (a) the 29,750,128 shares held by AMBV, and (b) the 24,312,552 shares held by Omali.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 55th Annual General Meeting of Lion Asiapac Limited (the "**Company**") will be held at Crowne Plaza Changi Airport, Alstonia Room, Level 2, 75 Airport Boulevard, Singapore 819664 on Thursday, 30 October 2025 at 11.00 a.m. to transact the following business:

ROUTINE BUSINESS

1 To receive and adopt the directors' statement and audited financial statements for the financial year ended 30 June 2025 and the auditors' report thereon. **Resolution 1**

2 To re-elect Mr Chai Woon Chew, who will be retiring pursuant to regulation 98 of the Company's Constitution and who, being eligible, has offered himself for re-election. **Resolution 2**

3 To re-elect Tan Sri Cheng Heng Jem, who will be retiring pursuant to regulation 98 of the Company's Constitution and who, being eligible, has offered himself for re-election. **Resolution 3**

4 To approve the payment of S$157,000 as directors' fees for the financial year ended 30 June 2025 (2024: S$111,000). **Resolution 4**

5 To re-appoint RSM SG Assurance LLP as auditors of the Company and to authorise the directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolutions which will be proposed as Ordinary Resolutions:

6 **Share Issue Mandate** **Resolution 6**

That authority be and is hereby given to the directors of the Company to:

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

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the directors may in their absolute discretion deem fit; and

(b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while this Resolution is in force,

provided that:

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to the Resolution) shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

NOTICE OF ANNUAL GENERAL MEETING

(2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that this Resolution is passed; and

(ii) any subsequent bonus issue, consolidation or subdivision of shares,

and, in paragraph (1) above and this paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

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

7 **Renewal of Interested Person Transactions Mandate** **Resolution 7**

That:

(a) approval be and is hereby given, for the purposes of Chapter 9 ("**Chapter 9**") of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Company, its subsidiaries and associated companies that are considered "entities at risk" under Chapter 9 or any of them, to enter into any of the transactions falling within the categories of interested person transactions set out on pages 99 and 100 of the Company's Annual Report 2025 (the "**Annual Report**"), with the interested persons described on pages 98 and 99 of the Annual Report, provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the methods and procedures for interested person transactions as set out on pages 100 to 105 of the Annual Report (the "**IPT Mandate**");

(b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date on which the next annual general meeting of the Company is required by law to be held, whichever is the earlier;

(c) the Audit Committee of the Company be and is hereby authorised to take such actions as it deems proper in respect of the methods and procedures for the IPT Mandate and/or to modify or implement such methods and procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and

NOTICE OF ANNUAL GENERAL MEETING

(d) the directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

Kem Huey Lee Sharon
Company Secretary

Singapore, 10 October 2025

Explanatory Notes:

Resolution 2 – If re-elected, Mr Chai Woon Chew will remain as the Chairman of the Board, the Audit Committee, the Nominating Committee and the Remuneration Committee. He is considered an independent director. Detailed information on Mr Chai can be found under the Board of Directors, Corporate Governance Report and Additional Information on Directors Seeking Re-election sections in the Annual Report 2025.

Resolution 3 – If re-elected, Tan Sri Cheng Heng Jem will continue to serve as a member of the Board. He is considered as a non-independent and non-executive director of the Company. Detailed information on Tan Sri Cheng can be found under the Board of Directors, Corporate Governance Report and Additional Information on Directors Seeking Re-election sections in the Annual Report 2025.

Resolution 4 – This resolution is to approve the payment of an aggregate sum of S$157,000 as directors' fees for the non-executive directors of the Company for the financial year ended 30 June 2025 (FY2024: S$111,000). Details of the directors' fees framework are set out in the Corporate Governance Report section in the Annual Report 2025.

Resolution 6 – This resolution, if passed, will empower the directors of the Company, from this annual general meeting ("**AGM**") until the date of the next AGM, to issue shares, make or grant Instruments convertible into shares and to issue shares in pursuance of such Instruments up to a number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20% for issues other than on a pro rata basis to shareholders of the Company.

Resolution 7 – This resolution is to (i) renew the IPT Mandate to enable the Company, its subsidiaries and associated companies, from this AGM until the date of the next AGM, to enter into certain recurring interested person transactions as described on pages 99 and 100 of the Annual Report 2025 and (ii) empower the directors of the Company to do all acts necessary to give effect to the IPT Mandate.

Notes:

Format of meeting

1 The 55th AGM will be held in a wholly physical format at Crowne Plaza Changi Airport, Alstonia Room, Level 2, 75 Airport Boulevard, Singapore 819664 on Thursday, 30 October 2025 at 11.00 a.m..

2 Shareholders, including Supplementary Retirement Scheme ("**SRS**") investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually.

Access to documents

3 Printed copies of this Notice of AGM, Proxy Form and Request Form will be sent by post to members. These documents (together with the Annual Report 2025) are available on the Company's website at https://lionasiapac.com.sg/general-meetings/ and the SGX website at https://www.sgx.com/securities/company-announcements.

NOTICE OF ANNUAL GENERAL MEETING

4 Shareholders may request a printed copy of the Annual Report 2025 by completing and submitting the Request Form by 17 October 2025.

Submission of questions

5 Shareholders (including SRS investors) may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the meeting:

(a) by post to the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or

(b) via email to the Company's Share Registrar at main@zicoholdings.com.

6 When submitting questions by post or via email, the following details should be provided for verification purposes:

(a) Full name
(b) Address
(c) Contact number/email address
(d) Manner in which the shares are held (e.g. via CDP, SRS, and/or scrip)

7 All questions submitted in advance of the AGM must be received by 17 October 2025 ("**Question Submission Deadline**").

Addressing questions

8 The Company will address all substantial and relevant questions received from shareholders by the Question Submission Deadline by publishing its responses to such questions on the Company's website at https://lionasiapac.com.sg/general-meetings/ and the SGX website at https://www.sgx.com/securities/company-announcements by 24 October 2025.

9 The Company will respond to the questions or follow-up questions submitted after the Question Submission Deadline either within a reasonable timeframe before the AGM or at the AGM itself.

10 Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Appointment of proxy(ies)

11 (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no proportion is specified, the first-named proxy shall be deemed to represent 100% of the shareholding to which the instrument of proxy relates, and the second-named proxy shall be deemed to be an alternate to the first-named proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

(c) A proxy need not be a member of the Company.

12 Members (whether individual or corporate) appointing the chairman of the AGM ("**Chairman**") as a proxy to attend, speak and vote at the AGM must give specific instructions as to voting or abstentions from voting in the instrument of proxy, failing which the appointment of the Chairman as the proxy will be treated as invalid.

13 The instrument appointing a proxy(ies) must be signed under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal (if any) or under the hand of an officer or its attorney duly authorised.

NOTICE OF ANNUAL GENERAL MEETING

14 The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

(a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or

(b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com,

and in each case, must be lodged or received (as the case may be) not less than 72 hours before the time set for the AGM.

15 Persons, who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including SRS investors, and wish to exercise their votes by appointing a proxy(ies), should approach their respective relevant intermediaries (including SRS Operators) to submit their voting instructions by 11.00 a.m. on 17 October 2025.

General

16 The Company shall be entitled to reject an instrument appointing a proxy(ies) if it 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(ies) (such as in the case where the appointor submits more than one instrument of proxy). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument appointing a proxy(ies) if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited ("**CDP**") to the Company.

17 A depositor's name must appear in the Depository Register maintained by CDP as at 72 hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend and vote at the AGM.

Personal Data Privacy

By (a) submitting a form appointing a proxy(ies) and/or a representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; and/or (b) submitting any question prior to or at the AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes: (i) processing and administration by the Company (or its agents or service providers) of proxies and/or representatives appointed for the AGM (including any adjournment thereof); (ii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); (iii) processing of the registration for purpose of granting access to shareholders (or their representatives in the case of shareholders which are legal entities) and providing them with any technical assistance where necessary; (iv) addressing substantial and relevant questions from shareholders received prior to and/or at the AGM and if necessary, following up with the shareholders in relation to such questions; and (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities. The member's personal data, his proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its Share Registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of director	Chai Woon Chew ("Mr Chai")	Tan Sri Cheng Heng Jem ("Tan Sri Cheng")
Date of appointment	31 December 2021	7 September 2010
Date of last re-appointment	31 October 2022	31 October 2022
Age	67	82
Country of principal residence	Malaysia	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Nominating Committee recommended the re-election of Mr Chai as a director of Lion Asiapac Limited ("**LAP**" or the "**Company**"). The Board considered Mr Chai's background, knowledge, expertise and experience, as well as the overall size and composition of the Board, and is satisfied that he will make a valuable contribution. If re-elected, he will strengthen the Board's collective capabilities in terms of skills, experience and diversity, and support the Company's needs and strategic plans.	The Nominating Committee recommended the re-election of Tan Sri Cheng as a director of the Company. The Board considered Tan Sri Cheng's background, knowledge, expertise and experience, as well as the overall size and composition of the Board, and is satisfied that he will make a valuable contribution. If re-elected, he will strengthen the Board's collective capabilities in terms of skills, experience and diversity, and support the Company's needs and strategic plans.
Whether appointment is executive, and if so, the area of responsibility	Non-executive	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director Chairman of the Board Chairman of the Audit Committee Chairman of the Nominating Committee Chairman of the Remuneration Committee	Non-independent and Non-executive Director
Professional qualifications	Bachelor of Laws (Honours) from the University of Buckingham Bachelor of Science (Honours) from the University of Surrey, United Kingdom Barrister-at-Law from Lincoln's Inn, England	Not applicable

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of director	Chai Woon Chew ("Mr Chai")	Tan Sri Cheng Heng Jem ("Tan Sri Cheng")
Working experience and occupation(s) during the past 10 years	2014 to present – Partner of Michael Chai & Co., Advocates & Solicitors	1989 to present – Chairman and Managing Director of Parkson Holdings Berhad 1991 to present – Chairman of Lion Posim Berhad 2005 to present – Executive Director and Chairman of Parkson Retail Group Limited 2011 to present – Executive Chairman of Parkson Retail Asia Limited 2022 to present – Managing Director of Lion Industries Corporation Berhad
Shareholding interest in the Company and its subsidiaries	Nil	Please refer to Tan Sri Cheng's interests under "Directors' interests in shares and debentures" in the Statement by Directors section of the Annual Report 2025.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the Company and/or substantial shareholder of the Company or of any of its principal subsidiaries	None	Tan Sri Cheng is a substantial shareholder of the Company by virtue of his deemed interests in AMB Venture Sdn Bhd and Omali Corporation Sdn Bhd.
Conflict of interest (including any competing business)	None	Please refer to the Interested Person Transactions section of the Annual Report 2025.
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the Company	Yes	Yes

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of director	Chai Woon Chew ("Mr Chai")	Tan Sri Cheng Heng Jem ("Tan Sri Cheng")
Other principal commitments including directorships		
Past (for the last 5 years)	Directorship • Bank of China (Malaysia) Berhad	Directorships • ACB Resources Berhad • Andalas Development Sdn Bhd • Antara Steel Mills Sdn Bhd • Bandar Akademia Corporation (M) Sdn Bhd • Bandar Akademia Sdn Bhd • Brands Pro Management Sdn Bhd • Corporate Code Sdn Bhd • Deluxe Venture International Limited • Eden Flame Sdn Bhd • Limpahjaya Sdn Bhd • Lion Aquaculture Sdn Bhd • Lion Corporation Sd Bhd • Lion Mining (Sabah) Sdn Bhd • Marlow House Asia Limited • Megasteel Sdn Bhd • Nan Xin Investments Limited • Narajaya Sdn. Bhd. • Superior Achievement Sdn Bhd • Tirta Enterprise Sdn Bhd • Utara Enterprise Sdn Bhd • Watatime (M) Sdn Bhd Other principal commitment • Federation of Asia-Pacific Retailers Associations
Present	Directorships • KKB Engineering Berhad • Parkson Retail Asia Limited Other principal commitments • Partner, Michael Chai & Co. • Deputy Secretary-General, The Associated Chinese Chambers of Commerce and Industry of Malaysia	Directorships • Amsteel Mills Sdn Bhd • Angkasa Marketing (Singapore) Pte Ltd • Bonus Essential Sdn Bhd • Classima Capital Limited • Community CSR Sdn Bhd • East Crest International Limited • Jana Pendidikan Malaysia Sdn Bhd • Kuen Cheng Holistic Education Berhad • Lion Industries Corporation Berhad • Lion Mining Limited • Lion Mining Investments Limited • Lion Investment (A) Sdn Bhd • Lion Mining Sdn Bhd

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of director	Chai Woon Chew ("Mr Chai")	Tan Sri Cheng Heng Jem ("Tan Sri Cheng")
		• Lion Posim Berhad • Lion Steel Sdn Bhd • M3C Productions Company Limited • Pan Malaysian Pools Sdn Bhd • Parkson Corporation Sdn Bhd • Parkson Holdings Berhad • Parkson Retail Asia Limited • Parkson Retail Development Co., Ltd. • Parkson Retail Group Limited • PP.SW Development Co., Ltd. • Puncak Pelita Sdn Bhd • Qingdao No. 1 Parkson Co., Ltd. • SERC Sdn Bhd • Sims Holdings Sdn Bhd • Sunsuria Venture Sdn Bhd • The Community Chest • William Cheng Sdn Bhd <u>Other principal commitments</u> • The Associated Chinese Chambers of Commerce and Industry of Malaysia • The Chinese Chamber of Commerce and Industry of Kuala Lumpur and Selangor • Malaysia Steel Association • Kuen Cheng High School • Malaysia Retailers Association • The Associated Chinese Chambers of Commerce and Industry of Malaysia's Socio-Economic Research Trust
Information required pursuant to Listing Rule 704(7)		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of director	Chai Woon Chew ("Mr Chai")	Tan Sri Cheng Heng Jem ("Tan Sri Cheng")
(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	Yes Please refer to footnotes for details.
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of director	Chai Woon Chew ("Mr Chai")	Tan Sri Cheng Heng Jem ("Tan Sri Cheng")
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:		
i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	Yes Please refer to footnotes for details.
ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of director	Chai Woon Chew ("Mr Chai")	Tan Sri Cheng Heng Jem ("Tan Sri Cheng")
(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	Yes Please refer to footnotes for details.

Footnotes:

1. Item (b)

   A winding-up petition had been filed against Lion Diversified Holdings Berhad (in liquidation) ("**LDHB**"), a company which Tan Sri Cheng was a director. On 15 October 2019, the Kuala Lumpur High Court had ordered that LDHB be wound up under the provisions of the Companies Act 2016 of Malaysia.

2. Item (j)i.

   Tan Sri Cheng is/was a director of the following corporations that received letters from the Monetary Authority of Singapore ("**MAS**") on 13 January 2010 relating to a breach of Section 137 of the Securities and Futures Act 2001 of Singapore ("**SFA**") for late notification to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") of substantial shareholdings in, or changes in substantial shareholdings in LAP:

   (a) Lion Corporation Berhad ("**LCB**");

   (b) LDHB (in liquidation since 15 October 2019);

   (c) ACB Resources Berhad ("**ACB**");

   (d) Lion Posim Berhad ("**LPB**"); and

   (e) Amsteel Mills Sdn Bhd ("**AMSB**").

   Composition fines were subsequently imposed on LCB, LDHB, ACB and LPB by MAS and such composition fines were duly paid on 26 January 2010 to MAS and a supervisory warning letter was issued by MAS to AMSB on 13 January 2010.

   LCB, LDHB and AMSB also received letters from the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**") on 13 January 2010 relating to a breach of Section 83 of the Companies Act 1967 of Singapore ("**CA**") for failing to notify LAP of their respective changes in substantial shareholdings in LAP within the stipulated timeframe under that Section.

   Composition fines were subsequently imposed on LCB and LDHB by ACRA and such composition fines were duly paid on 26 January 2010 to ACRA and a stern warning in lieu of prosecution action was issued by ACRA to AMSB on 13 January 2010.

   LPB also received a letter from ACRA on 13 January 2010 relating to a breach of Section 82 of the CA for failing to notify LAP of its becoming a substantial shareholder of LAP within the stipulated timeframe under that Section. Subsequent to the aforementioned investigation by ACRA, a composition fine was imposed on LPB by ACRA and such composition fine was duly paid on 26 January 2010 to ACRA.

   ACB also received a letter from ACRA on 13 January 2010 for breach of Section 84 of the CA for failing to notify LAP of its ceasing to be a substantial shareholder of LAP within the stipulated timeframe under that Section. Subsequent to the aforementioned investigation by ACRA, a composition fine was imposed on ACB by ACRA and such composition fine was duly paid on 26 January 2010 to ACRA.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

In 2007, LCB had been compounded an amount of RM7,000 by the Companies Commission of Malaysia for the breach of Section 69F(2) of the Companies Act, 1965 of Malaysia in relation to disclosure of changes in substantial shareholding. The compound was paid on 27 February 2007.

In 2002, LCB was compounded an amount of RM100,000 in respect of the infringement of Section 32(6) of the Securities Commission Act, 1993 of Malaysia ("**SC Act**") in relation to utilisation of proceeds from rights issue ("**Rights Issue Utilisation of Proceeds**"). The compound was paid on 13 June 2002.

3. Item (k)

Tan Sri Cheng received a letter from MAS on 13 January 2010 relating to a breach of Section 137 of the SFA for late notification to the SGX-ST of his substantial shareholdings in LAP. A composition fine was subsequently imposed by MAS on Tan Sri Cheng and such composition fine was duly paid on 26 January 2010.

Tan Sri Cheng also received a letter from ACRA on 13 January 2010 relating to a breach of Section 82 of the CA for failing to notify LAP of his becoming a substantial shareholder of LAP within the stipulated timeframe under that Section.

Between the years 2000 and 2001, Tan Sri Cheng was requested by the Securities Commission in Malaysia ("**SC**"), in his position as Managing Director of LCB to give a statement in relation to the SC's inquiry into the Rights Issue Utilisation of the Proceeds. In June 2002, the SC concluded its inquiry and compounded LCB for infringement of Section 32(6) of the SC Act by LCB. The compound of RM100,000 was paid in June 2002.

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LION ASIAPAC LIMITED

(Company Registration. No. 196800586R)
(Incorporated in Singapore)

PROXY FORM
ANNUAL GENERAL MEETING

IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore may appoint more than 2 proxies to attend, speak and vote at the Annual General Meeting.
2. For Supplementary Retirement Scheme ("**SRS**") investors who have used their SRS monies to buy Lion Asiapac Limited shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS investors should contact their respective SRS Operators if they have any queries regarding their appointment as proxies.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 10 October 2025.

I/We _____ (Name)

_____ (NRIC/Passport/Company Registration No.)

of _____

_____ (Address)

being a member(s) of Lion Asiapac Limited (the "**Company**") hereby appoint:

Name	**NRIC/Passport No.**	**Proportion of Shareholding**	
		No. of Shares	**%**
Address			

and/or (delete as appropriate)

Name	**NRIC/Passport No.**	**Proportion of Shareholding**	
		No. of Shares	**%**
Address			

or failing him/her, the Chairman of the Annual General Meeting ("**AGM**") of the Company (the "**Chairman**"), as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the AGM to be held at Crowne Plaza Changi Airport, Alstonia Room, Level 2, 75 Airport Boulevard, Singapore 819664 on Thursday, 30 October 2025 at 11.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM or at any adjournment thereof, the proxy/proxies (other than the Chairman) will vote or abstain from voting at his/her/their discretion. In the absence of specific directions in respect of a resolution, the appointment of the Chairman as your proxy for that resolution will be treated as invalid.

No.	**Resolutions**	**No. of Shares For***	**No. of Shares Against***	**No. of Shares Abstained***
Routine Business				
1	To adopt the directors' statement and audited financial statements			
2	To re-elect Mr Chai Woon Chew			
3	To re-elect Tan Sri Cheng Heng Jem			
4	To approve directors' fees for the financial year ended 30 June 2025			
5	To re-appoint RSM SG Assurance LLP as auditors and to authorise the directors to fix their remuneration			
Special Business				
6	To approve Share Issue Mandate			
7	To approve the renewal of the Interested Person Transactions Mandate			

*Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" or abstain from voting on a resolution, please tick (√) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2025.

Total Number of Shares Held

_____

Signature(s) or Common Seal of Member(s)

IMPORTANT: Please read notes overleaf

Notes:

1 (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no proportion is specified, the first-named proxy shall be deemed to represent 100% of the shareholding to which the instrument of proxy relates, and the second-named proxy shall be deemed to be an alternate to the first-named proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

2 A proxy need not be a member of the Company.

3 Completion and return of this instrument appointing a proxy(ies) shall not preclude a member from attending, speaking and voting at the AGM. Any appointment of a proxy(ies) shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the AGM.

4 A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (maintained by The Central Depository (Pte) Limited) ("**CDP**"), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members (maintained by or on behalf of the Company), he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members, he/she should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.

5 The instrument appointing a proxy(ies) must be signed under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal (if any) or under the hand of an officer or its attorney duly authorised.

6 Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted personally or by post, be lodged with the instrument, or if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.

7 The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

(a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or

(b) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com,

and in each case, must be lodged or received (as the case may be) not less than 72 hours before the time set for the AGM.

8 Persons, who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including SRS Investors, and wish to exercise their votes by appointing a proxy(ies), should approach their respective relevant intermediaries (including SRS Operators) to submit their voting instructions by 11.00 a.m. on 17 October 2025.

9 The Company shall be entitled to reject an instrument appointing a proxy(ies) if it 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(ies) (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument appointing a proxy(ies) if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by CDP to the Company.

AGM
Proxy Form

AFFIX POSTAGE STAMP

The Share Registrar of
LION ASIAPAC LIMITED
c/o B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

LION ASIAPAC LIMITED
(Company Registration No. 196800586R)

10 Arumugam Road
#10-00 LTC Building A
Singapore 409957
Tel: (65) 6632 0500
Website: www.lionasiapac.com.sg