NEW WAVE HOLDINGS LTD.

ANNUAL REPORT 2025

CONTENTS

CHAIRMAN'S MESSAGE

DEAR SHAREHOLDERS,

The financial year ended 31 March 2025 ("FY2025") has been marked with turbulence underscored by a series of geopolitical events. From the protracted Russia-Ukraine war with no end in sight to the short-lived India-Pakistan conflict and the ongoing Iran–Israel war, tensions have been rife in different regions creating a sentiment of unrest.

Furthermore, the volatile nature of the Trump administration has thrown the state of world economy into great uncertainty with the implementation of unpredictable trade and tariff policies. External headwinds grew as superpowers, China and US, are locked in a persistent trade deadlock, though prospects of resolution may be on the horizon as trade talks between the two countries get under way.

In view of these events, challenges remain as weak business sentiments, and the probability of a global economic slowdown, weigh on global markets. This has resulted in supply chain disruption in the regions where the Group operates, and the situation has been compounded by higher tariffs and protectionism policies which has affected product demand and elevated production costs.

On a related note, our customers have also grappled with higher operating costs, leading to a less predictable demand for our products coupled with shorter lead-time to meet delivery deadlines and mounting market pressure to make our pricing competitive.

In spite of the uncertainty in the global economy, Group sales for the second half year of FY2025 ("2HFY25") and FY2025 increased by 18.5% and 12.8% respectively, indicating improving sales trend during the year, though operating challenges remain amidst the unstable geopolitical situation.

Gross margin in 2HFY25 was also higher at 17.7% against 11.3% for the corresponding half year period last year ("2HFY24"). For the full year, gross margin in FY2025 was relatively stable at 17.0% as compared to 12.5% in the last year ("FY2024"). This was attributed to the weaker demand for our aluminium products last year, which necessitated downward adjustments of our products margin. The demand uptick in FY2025 helped to uplift our margins correspondingly.

Separately, other income for FY2025 remained relatively unchanged as compared to FY2024 due to consistent sources of income.

In line with increased sales, most categories of expenses rose during the year against the year before, particularly distribution costs, which included sales commissions, freight outwards and transport expenses, hiked by 19.1%.

Consequently, the Group reported a narrowed loss before tax of S$2.12 million against loss before income tax of S$4.3 million in the previous year with a positive working capital of S$3.23 million as at the end of the financial year.

SEGMENTAL HIGHLIGHTS

The Group's business is mainly segregated into two main segments, namely Components Distribution and Aluminium Products Distribution.

During the year, the Aluminium Products Distribution division delivered revenue amounting to S$14.9 million against S$13.3 million in FY2024, which translated to a moderate increase of 12.0%. This was largely due to stronger performance from the Malaysia subsidiaries, which was partially offset by a contraction in revenue contribution from the People's Republic of China ("PRC") subsidiaries.

Separately, the Components Distribution division reported a 19.1% surge in revenue from S$1.9 million in FY2024 to S$2.2 million in the current year as a result of the strong performance achieved by the info-comms sector in Singapore, which in turn boosted the demand for our test instruments and technical support.

The Group mainly operates in three geographical regions – Malaysia, Singapore and the PRC. Overall, the Group saw an uptick in gross margin alongside increased revenues.

Sales growth was the highest in our Malaysia segment with a revenue increase of 28.8%. This was attributed to an improvement in business activities as the Group secured new customers.

Our Singapore segmental revenue expanded by 17.1% but profitability was challenged by escalating local operating costs and the sluggish pace of recovery.

Meanwhile, the Chinese economy, which has been languishing from slowing productivity growth and uncertainty in trade policies and tariffs, led the revenue to decrease by 19.8% year-on-year. Domestic demand remained weak and compounded by geopolitical issues and customers turning to local sources in search of more competitive pricing, resulted in lower revenues and an urgent need to implement product localisation.

BUSINESS OUTLOOK

As geopolitical events unfolded during the year, it became clear that the new world order would be one fraught with uncertainties. The trade and tariffs policies of the United States will continue to impact the manufacturing industries and hence, our customers' businesses. The resultant disruption of the supply chain may affect the demand for our products.

Nevertheless, we did observe the uplift of business activities and positive growth trends for the Group's products in the Malaysia market, as some of our customers have successfully navigated the difficult operating environment. We foresee that our Malaysia business will continue in its upward trajectory amidst the trend of businesses shifting their production from China to Malaysia. The Group will also actively adjust our operations in China to cater to customers' requirements by expanding our range of locally sourced products and keeping prices competitive.

In view of the above developments, the Group is taking steps to focus on refining our product portfolio, expanding our market coverage in the Malaysia region, lowering our operating costs, securing new supply sources and enhancing our inventory management, amongst other goals. To align with our areas of focus, we will work towards strengthening our market network and coverage, as well as improve our delivery turnaround time to capitalise on opportunities as and when they arise.

IN APPRECIATION

On behalf of the Board of Directors, I would like to extend my appreciation to our customers, business associates and shareholders who have stood by the Group all these years through both good and challenging times with their strong support.

I would also like to express my gratitude to our dedicated management and staff for their commitment towards the Group and their help in navigating through the obstacles along the way. We look forward to your continuous support as we strive to overcome this difficult business environment and to emerge stronger.

Soh Beng Keng
Independent Non-Executive Chairman

FINANCIAL REVIEW

Turnover and Gross Profit

Group revenue for the financial year ended 31 March 2025 ("FY2025") increased by 12.8% to S$17.11 million when compared to Group revenue of S$15.16 million recorded for the previous financial year ended 31 March 2024 ("FY2024"). Our records showed that revenue was on an improving trend over the past year; however, we noted that going forward our operating environment remains challenging amidst the unstable geopolitical situation. During FY2025, sales growth was the highest in the Malaysia segment, which recorded revenue increase of 28.8%. Singapore segment also recorded a revenue increase of 17.1%; however, our PRC segment's revenue dropped 19.8% year-on-year. The Chinese economy has been facing headwinds from slowing productivity growth, the after-effects of the property sector collapse and trade policies and tariffs uncertainties.

The components distribution division recorded an increase in revenue of 19.1% in FY2025 mainly due to the strong performance of the info-comms sector in Singapore, which boosted the demand for our test instruments and technical support. The aluminium products distribution division recorded a moderate increase in revenue of 12.0% as the stronger performance from the Malaysia subsidiaries was partially offset by the decline in revenue from the PRC subsidiaries.

Gross margin in FY2025 was 17.0%, increasing from 12.5% in FY2024. The weak demand for our aluminium products in FY2024 necessitated downward adjustments of our products margin; but with the increased demand in FY2025, our margins have improved correspondingly.

Loss Before Income Tax

Other income for FY2025 was fairly constant compared to FY2024 as the sources of other income have remained consistent.

Most categories of expenses increased in FY2025 as compared to FY2024 in tandem with increased sales; in particular, distribution costs, which included sales commissions, freight outwards and transport expenses, increased 19.4%. Administrative expenses increased 5.2% due partly to a marginal 2.0% increase in employment costs and partly to other general increases in expenses in line with increased business transactions e.g. bank charges and utilities. In addition, the Group incurred legal fees for securing a new term loan, and paid licensing fees for an online platform to improve the collection and analysis of sustainability related data.

In FY2024, the Group provided approximately S$75,000 of loss allowance for trade receivables due to the lacklustre economic environment then. The bulk of these impaired debts however were collected during FY2025 such that, after making appropriate provisions for expected credit losses as at year end, the net result was a reversal of loss allowance of approximately S$22,000.

Other operating expenses on the other hand, decreased from S$1.98 million in FY2024 to S$0.58 million in FY2025. In FY2024, there was an amortization of intangible asset of S$0.23 million and an impairment of the remaining intangible assets of S$1.03 million. As all intangible assets were fully written down as at the end of FY2024, these two expenses were absent in FY2025. Furthermore, the Group recorded exchange losses of S$0.17 million in FY2024, whereas in FY2025, the Group recorded a small exchange gain of approximately S$6,000 under other income.

Depreciation charge on property, plant and equipment fell about 10.8% as certain assets were fully depreciated by the end of FY2024. Conversely, amortisation of right-of-use assets increased by 8.4%, mainly due to the renewal of the lease for the Penang factory.

Finance costs increased 7.5% in FY2025 compared to FY2024, mainly due to interest payments made on the additional term loan secured during the year.

Assets and Liabilities

Assets

Property, plant and equipment remained at the same level at the end of FY2025 and FY2024. The amount was decreased through a depreciation charge of S$0.10 million, however this was offset by additions of S$0.04 million which were incurred for the purchase of two demonstration test instrument sets for the components division, an air compressor and other sundry assets, and upgrading our ERP software. The difference was offset by the increase in value of existing assets in Malaysia as the Ringgit strengthened as at end of FY2025.

Right-of-use assets, which included leased plant and equipment as well as capitalised lease rentals, decreased slightly from S$0.69 million to $0.56 million. Right-of-use leased plant and equipment increased by S$0.05 million due to the purchase of a cutting machine installed at our Johor factory via a finance lease. There were also increases arising from the extension of the lease for the Penang factory and the acquisition of a new factory lease in Kunshan, PRC, following the termination of the old lease. However, all these increases were more than offset by amortisation charges on the new leases and existing leases.

Investment properties maintained at S$5.17 million with no fair value adjustments made.

Inventories decreased in spite of increased sales. This was due in part to improved management of our product portfolio. Increased local sourcing has also reduced the need to stockpile.

Trade and other receivables increased in line with increased sales.

Prepayments decreased in FY2025 mainly due to the settlement of prepaid purchases made to a supplier upon receipt of goods.

Liabilities

Trade and other payables increased due to higher purchases to support increased sales, as well as more advance billings made through the components distribution division towards the end of the year. Advance billings comprise consideration received in advance from customers for sale of maintenance services that will be rendered in the next or later financial years.

Total lease liabilities (after aggregating current and non-current liabilities) decreased from S$0.67 million to S$0.52 million. Finance lease liabilities increased through the purchase of a cutting machine for the Malaysian factory of S$0.05 million, while right-of-use lease liabilities increased by S$0.31 million, mainly due to the extension of the lease agreement for the Penang factory and the acquisition of a new factory lease in Kunshan, PRC following termination of the old lease. However, these increases were more than offset by instalment payments made on the finance leases as well as payments made in accordance with the various rental lease agreements.

Current interest-bearing liabilities increased by a new term loan of S$1.5 million obtained during the financial year, but the increase was partially offset by instalment payments made towards other term loans. Non-current interest-bearing liabilities also decreased as two existing term loans will mature within the next year and have been reclassified to current liabilities.

The Group had a positive working capital of S$3.23 million as at the end of the financial year.

FINANCIAL REVIEW

Cash Flow and Working Capital

The Group recorded a loss before tax of S$2.12 million. After adjustments for non-cash items and working capital changes, there was a net cash inflow from operations of S$0.64 million. Working capital changes comprise inflows arising from a decrease in inventories of S$1.61 million and a decrease in trade and other payables of S$1.47 million, offset against an outflow of S$1.29 million from an increase in trade and other receivables.

Net cash used in investing activities was mainly incurred for the purchase of plant and equipment including two test instrument kits used to conduct demonstrations, an air compressor and other sundry assets, as well as the expenditure incurred for a minor upgrade to the ERP system. There was an offset from the proceeds received from disposal of used assets.

Net cash used in financing activities amounted to approximately S$6,000. Inflows were from a new term loan and from trust receipts utilised for purchases of stocks, while cash outflows comprised repayments of matured trust receipts, repayments of term loans, repayments of finance lease instalments and other lease payments.

As a result of the above, cash and cash equivalents increased by $0.11 million to $0.88 million as at 31 March 2025.

BOARD OF DIRECTORS

SOH BENG KENG

Non-Executive Chairman and Independent Director

Mr Soh Beng Keng was first appointed to the Board on 26 June 2024. After his re-election at the annual general meeting held on 29 July 2024, Mr Soh was appointed as the Non-Executive Chairman of the Board in place of Mr Tito Shane Isaac, who has retired after the said general meeting. Mr Soh obtained a Bachelor of Commerce Degree from Nanyang University in August 1979. He is a fellow of the Institute of Singapore Chartered Accountants since January 2010. Mr Soh has more than 20 years of experience in the field of auditing, accounting and financial management in private and listed companies in Singapore. From 1997 to 2003, he held the post of Director – Finance at Heeton Management Pte Ltd, a company which provides administrative and management services, and from 2003 to 2004, he was an executive director in charge of finance functions at Heeton Holdings Limited, an SGX-ST listed company. Mr Soh then went on to serve as the Financial Controller of Kim Heng Marine & Oilfield Pte Ltd and Miclyn Offshore Pte. Ltd. and as the Chief Financial Officer of P99 Holdings Limited respectively till 2009. For various periods between 2007 to 2020, Mr Soh served as the lead independent director in four SGX-ST listed companies, namely, BM Mobility Ltd, Sino Grandness Food Industry Group Limited, Yamada Green Resources Limited and China Haida Ltd. In 2005, Mr Soh was appointed as an independent, non-executive director of ISDN Holdings Limited, an SGX-ST listed company, and he retired from this post on 30 April 2024.

ONG KIAN SOON

Chief Executive Officer

Mr Ong Kian Soon was appointed as the Chief Executive Officer of the Company on 1 July 2011 and his directorship was approved at the following annual general meeting of the Company held on 29 July 2011. Mr Ong was last re-elected on 28 July 2023. He has more than 15 years of experience in the areas of accounting, finance, administration and sales. He served as an Executive Director of CPH Ltd. (renamed as Shanaya Limited from August 2021) from 29 December 1998 till 30 June 2011, after which he was re-designated as Non-Independent Non-Executive Director.

Mr Ong is responsible for strategic planning and business development and oversees the business operations of the Group.

TAN BON TAN

Executive Director

Mr Tan Bon Tan was first appointed to the Board on 20 August 2009 and was last re-elected on 28 July 2022. He has more than 15 years' experience in the installation and maintenance of computer network systems and telecommunication systems. He holds a Diploma in Electronics & Communications Engineering from the Singapore Polytechnic and a Postgraduate Certificate in Network Engineering from the Information Communication Institute of Singapore of Nanyang Technological University. Mr Tan obtained his RCDD (Registered Communication Distribution Designer) accreditation from BICSI (Building Industry Consulting Service International, Inc.), a global telecommunication association in February 2001 and is also a member of IEEE (Institute of Electrical and Electronics Engineers, Inc.). Mr Tan oversees the sales and operations of the Group's Components Distribution Division.

BOARD OF DIRECTORS

CHEA CHIA CHAN

Executive Director

Mr Chea Chia Chan was first appointed to the Board on 23 September 2010 and was last re-elected on 29 July 2024. He joined the Group in 2007 and was instrumental in setting up the Group's first metal service centre in Malaysia. Before joining the Group, he was the production manager of Circuits Plus (M) Sdn. Bhd. and has more than 20 years of experience in the management of a business operation. He is responsible for the day-to-day functioning of the main service centre at Johor Bahru, oversees the operations of the Penang metal service centre, and manages the sales and marketing operations within Malaysia.

CHOO TUNG KHENG

Non-Executive Director

Mdm Choo Tung Kheng was first appointed to the Board on 19 November 1999 and was last re-elected on 29 July 2024. She has more than 15 years of experience in finance and accounting with local and multi-national companies prior to her appointment as Executive Director on 21 June 2002. Mdm Choo was redesignated as the Non-Executive Director of the Company with effect from 1 July 2011. From 11 November 2011 to 17 August 2021, she was the Managing Director of CPH Ltd. (renamed as Shanaya Limited from August 2021).

XIE XINGBEI, PEARLYN

Independent Non-Executive Director

Ms Pearlyn Xie was first appointed to the Board on 26 June 2024 and was last re-elected on 29 July 2024. She graduated from the National University of Singapore in 2007 with a Bachelor of Law Degree (Second Class (Upper Division) Honours). In May 2008, she was admitted as an Advocate and Solicitor of the Supreme Court, and became a member of the Law Society of Singapore. Since graduation, Ms Xie has been with ShookLin & Bok LLP, a leading Singapore law firm, and has risen through the ranks to become a Partner of the firm. Ms Xie has led and managed a wide range of corporate transactions, with a particular focus on corporate finance, regulatory compliance and mergers and acquisitions. She has acted for listed companies on initial public offerings, cross-border dual listings, reverse take-overs, de-listings and fund-raising exercises such as rights issues and placements. She has also advised on other general corporate matters involving mergers and acquisitions, joint ventures, and private equity investments.

KEY MANAGEMENT

SIM PUAY HWANG

Financial Controller

Ms Sim Puay Hwang is a member of the Association of Chartered Certified Accountants and has more than 40 years of working experience in finance and administration. Ms Sim is responsible for the areas of financial planning and reporting and corporate services of the Group and works closely with the Company Secretaries on secretarial matters.

ONG SIEW KIM

Accounts Manager

Ms Ong Siew Kim has more than 35 years of working experience in the Company's subsidiary, General Electronics & Instrumentation Corporation Private Limited, handling accounts and administrative matters. She holds a London Chamber of Commerce and Industry higher stage group diploma in Accounting.

TAN YEAT CHEONG

Business Development Manager

Mr Tan Yeat Cheong holds a Bachelor of Science Degree from SIM University. He first joined the Group in October 2006 and underwent training in various areas of the Group's operations, including sales and corporate services. He was promoted to his current position on 18 January 2012. He is responsible for the development of the aluminium products distribution business in Malaysia and China.

Mr Tan is the son of Mdm Choo Tung Kheng, a Non-Executive Director of the Company.

CORPORATE INFORMATION

BOARD OF DIRECTORS
Soh Beng Keng
(Non-Executive Chairman and Independent Director)

Ong Kian Soon
(Chief Executive Officer)

Tan Bon Tan
(Executive Director)

Chea Chia Chan
(Executive Director)

Choo Tung Kheng
(Non-Executive Director)

Xie XingBei, Pearlyn
(Independent Non-Executive Director)

AUDIT COMMITTEE
Soh Beng Keng
(Chairman)
Xie XingBei, Pearlyn
Choo Tung Kheng

NOMINATING COMMITTEE
Xie XingBei, Pearlyn
(Chairman)
Soh Beng Keng
Choo Tung Kheng

REMUNERATION COMMITTEE
Soh Beng Keng
(Chairman)
Xie XingBei, Pearlyn
Choo Tung Kheng

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SHARE REGISTRAR
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#14-03/07 Keppel Bay Tower
Singapore 098632

INDEPENDENT AUDITOR
BDO LLP
Public Accountants and Chartered Accountants
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778
Partner-in-Charge: Lee Kuang Hon
(Appointed since the financial year ended 31 March 2021)

PRINCIPAL BANKERS
United Overseas Bank Limited
Malayan Banking Berhad

SPONSOR
PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay,
#10-00 Collyer Quay Centre
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COMPANY SECRETARIES
Chng Thian Hooi
Koh Geok Hoon, Judy

CORPORATE GOVERNANCE REPORT

New Wave Holdings Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") recognises the importance of maintaining good corporate governance to protect the interest of shareholders and promote investors' confidence. This report describes the Company's corporate governance practices with specific reference to the Code of Corporate Governance 2018 (the "**Code**"), and the relevant provisions in the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"). The Company is substantially in compliance with the principles and provisions of the Code and any deviations are explained in this report.

BOARD MATTERS

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

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

- providing entrepreneurial leadership, approving policies, setting strategies and financial objectives and monitoring the performance of Management;
- overseeing the processes for evaluating the adequacy of internal controls and the risk management system;
- approving nominations to the Board or Board committees;
- approving annual budgets, funding requirements, expansion programmes, capital investments, major acquisitions and divestments proposals, dividend policies and any substantial transactions which have a material effect on the Group;
- approving half yearly and full yearly financial results announcements, the Annual Report, the Sustainability Report and other announcements;
- setting the Company's values and standards (including ethical standards), and ensuring that obligations to shareholders and other stakeholders are understood and met; and
- considering sustainability issues as part of the Company's strategic formulation.

All Directors discharge their duties and responsibilities objectively at all times as fiduciaries in the interest of the Company. Each Director must promptly disclose any conflicts of interest, direct or indirect, in relation to any transaction or proposed transaction with the Group or with any matters discussed by the Board. Directors facing conflicts of interest must recuse themselves from further discussions and decisions involving the issue in question.

To improve management efficiency, certain functions have been delegated to the Board Committees, namely the Audit Committee, the Nominating Committee and the Remuneration Committee. Each of these Board Committees has its own terms of reference which are regularly reviewed, and its actions are reported regularly to and monitored by the Board.

Directors are provided with regular updates on changes to the relevant laws and regulations that impact the Group's operations. They are encouraged to attend workshops and seminars to enhance their skills and knowledge. If and when new Directors are appointed, they will receive comprehensive orientation and information on the Group's history, business operations, policies and strategies. Newly appointed Directors will also receive formal appointment letters setting out their duties and obligations. The Company will also provide training for first-time Directors in areas such as accounting, legal and industry specific knowledge, where appropriate, which is as prescribed under the Catalist Rules. The training of Directors will be arranged and funded by the Company. Two new Independent Directors, Mr Soh Beng Keng and Ms Xie Xingbei, Pearlyn joined the Board in June 2024. As one of them is a first-time Director, as required under Catalist Rule 406(3)(a), such Director has accordingly completed the Board of Directors Masterclass Programme, an approved training course for new directors conducted jointly by the Institute of Singapore Chartered Accountants and SAC Capital Private Limited.

CORPORATE GOVERNANCE REPORT

During FY2025, the Directors were briefed by the external auditors, BDO LLP, on the developments in the Singapore financial reporting standards, in particular SFRS(I) 18 *Presentation and Disclosure in Financial Statements* and the mandatory climate reporting rules under ACRA and the Singapore Exchange. Future climate related disclosures will have to be prepared using requirements aligned to the ISSB. Singapore Exchange has also set various timelines for additional disclosures for sustainability reporting, with considerations of external assurance for greenhouse gas emissions.

The Board conducts regular meetings to oversee the business affairs of the Group and approve the Group's financial results announcements. There will be a minimum of two meetings each year, but ad-hoc meetings are arranged as and when necessary. The Company's Constitution also provides for telephonic and videoconference meetings.

The Board is provided with adequate and timely information to enable it to fulfil its responsibilities. Where a decision must be made before a Board meeting, the necessary information including but not limited to financial reports are provided to the Directors to enable them to make informed decisions.

At each meeting, the Directors are updated on the Group's results of operations with explanations provided for variances. They are also updated on any major changes in the environment and the markets within which the Group operates. The Directors are provided with Board papers with explanatory information where necessary, as well as an updated report of the work done for risk management and internal controls.

The Directors always have separate and independent access to the Group's Management and the Company Secretaries. At least one Company Secretary is present at all Board meetings to ensure that they are conducted in accordance with the Constitution of the Company and that the requirements of the Companies Act and the Catalist Rules have been complied with. The Company Secretaries also ensure information flows well within the Board and its Board Committees and between Management and Independent Directors. The appointment and removal of a Company Secretary is a matter for the Board as a whole. Should the Directors, whether individually or as a group, require independent professional advice, such professionals will be selected with the approval of the Board and will be appointed at the Company's expense.

The attendance of the Directors at meetings of the Board and Board Committees held in FY2025 is set out as follows:

	Board		Audit Committee		Nominating Committee		Remuneration Committee	
Directors	**No. of meetings held**[1]	**No. of meetings attended**	**No. of meetings held**[1]	**No. of meetings attended**	**No. of meetings held**[1]	**No. of meetings attended**	**No. of meetings held**[1]	**No. of meetings attended**
Soh Beng Keng[3]	1	1	1	1	–	–	–	–
Xie Xingbei, Pearlyn[3]	1	1	1	1	–	–	–	–
Ong Kian Soon	2	2	2	2[2]	1	1[2]	1	1[2]
Choo Tung Kheng	2	2	2	2	1	1	1	1
Tan Bon Tan	2	2	2	2[2]	1	1[2]	1	1[2]
Chea Chia Chan	2	2	2	2[2]	1	1[2]	1	1[2]
Tito Shane Isaac[4]	1	1	1	1	1	1	1	1
Lee Teong Sang[4]	1	1	1	1	1	1	1	1

CORPORATE GOVERNANCE REPORT

Notes:

(1) The number of meetings held as applicable to each individual Director.

(2) Attendance at meetings was on a "**By Invitation**" basis.

(3) Appointed as Directors of the Company on 26 June 2024.

(4) Retired as Directors of the Company at the last annual general meeting held on 29 July 2024.

Board Composition and Guidance

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

The Board currently comprises three Executive Directors, a Non-executive Director and two Independent Non-executive Directors:

Executive Directors
Ong Kian Soon – Chief Executive Officer ("**CEO**")
Tan Bon Tan
Chea Chia Chan

Non-executive Director
Choo Tung Kheng

Independent Non-executive Directors
Soh Beng Keng – Chairman of the Board
Xie Xingbei, Pearlyn

The Company has a Board Diversity Policy and understands and believes that a diverse Board will help it improve its overall performance and operation capability through enhanced Board discussions. Board members with diversified views will be more effective in dealing with organisational changes and will enhance the Board's decision-making capability. The Nominating Committee ("**NC**") shall be responsible for regular review of the Board Diversity Policy and for setting its targets, plans and timelines.

For FY2025, the Board has achieved the first target set in the prior year, which was to appoint at least two new Independent Directors to replace the two Independent Directors who had retired at the annual general meeting held in July 2024, and that one of them should possess either legal or financial competencies. Accordingly, the Board appointed two new Independent Directors on 26 June 2024, one of whom is an advocate and solicitor of the Supreme Court, while the other has not only vast experience in accounting and finance management but has also served many years as director of various private and listed companies. During the selection process, the NC took into consideration the Board's Diversity Policy with regards to gender, age, experience, skills, and knowledge, so as to provide a range of perspectives, insights and challenges for effective decision-making. The NC has set criteria that are inclusive and unbiased, with no potential barriers that may disproportionately affect women. By adopting more inclusive criteria, the Company should be better positioned to attract a wider range of candidates and create a more gender-diverse Board.

The second target set for FY2025 was to always have at least one female Board member, as that would make up almost 20% of the Board. As post June 2024, there are two female Board members, which made up one-third of the Board, we have also achieved this second target.

CORPORATE GOVERNANCE REPORT

The NC conducts an annual review to assess if the existing attributes and core competencies of the Board are complementary and contribute to the efficacy of the Board. The review also explores possible areas of expertise that may be lacking by the Board, with a view to using such results when recommending the appointment of new Directors.

After due consideration, the Board decides that for the following year, the targets will remain unchanged, that is, we shall continue to maintain at least one female Board member and to ensure that the members of the Board would include Directors who possess either legal competencies or financial competencies. Accordingly, the Board does not have any targets set to achieve for the next financial year, unless there is a change in board composition.

The current Board composition provides a range of diversity of skills, experience, gender and knowledge as indicated in the table below.

	Number of Directors	**Proportion of Board (%)**
Core Competencies		
– Business management or accounting	6	100
– Legal	1	17
– Industry knowledge and experience	4	67
Gender		
– Male	4	67
– Female	2	33

Currently, the Board and its Committees comprise Directors who as a group provide an appropriate balance and diversity of skills, experience, and knowledge that the Company requires for an effective Board. At Board and Committee meetings, key issues and strategies, as well as challenges arising from the changes in the evolving competitive environment are critically examined, taking into consideration the long-term interests of the Group and its shareholders. The two new Independent Directors also provide the necessary balance to the Board to ensure that strategies and plans proposed by the Management of the Company are fully discussed and examined, taking into account the long-term interests of the Group.

At present, the Board has three Executive Directors and three Non-executive Directors. As such, we do not have a clear majority of Non-executive Directors as required under provision 2.3 of the Code. Nevertheless, given that two of our three Non-executive Directors are also Independent Directors, this enables the Board to exercise independent judgement on corporate affairs and provide Management with a diverse and objective perspective on various issues. Further, the Chairman, being himself an Independent Director, will ensure robust discussions at Board meetings and further enhance the independence element of the Board.

The NC reviews annually the independence of the Independent Directors taking into account the examples of relationships as set out in the Code and the Catalist Rules, whether the Director has any business relationships with the Group, and if so, whether such relationships could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement. In FY2025, the NC has conducted rigorous reviews when considering the independence of each Independent Director, based on Catalist Rule 406(3)(d) and the Code's definition of what constitutes an independent director and has affirmed that Mr Soh Beng Keng and Ms Xie

CORPORATE GOVERNANCE REPORT

Xingbei, Pearlyn are independent. Both Directors concerned have demonstrated a strong level of independence and judgement in fulfilling their duties and responsibilities and have actively contributed individual and independent viewpoints, engaged in constructive debates and objectively scrutinised Management's decisions.

The Independent Directors had met once in the absence of Executive Directors, the Non-independent Non-executive Director and key management personnel in FY2025. Where appropriate, the chairman of such meeting/(s) will provide feedback to the Board.

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

The roles of the Chairman and the CEO are separate and distinct, with a clear division of responsibilities between the two Directors to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.

Mr Soh Beng Keng, an Independent Director, is the Chairman of the Board and he is responsible for, among others, ensuring the effectiveness of the Board on all aspects of its role, ensuring that all the Directors receive complete, adequate and timely information, encouraging constructive relations within the Board and between the Board and the Management, and promoting a high standard of corporate governance.

As CEO, Mr Ong Kian Soon assumes full executive responsibilities for the operational decisions of the Group.

The Chairman and the CEO are not related to each other. All the Board Committees are also chaired by Independent Directors. There are, therefore, adequate accountability and safeguards to ensure an appropriate balance of power and authority for good corporate governance.

As the Chairman is a separate independent individual, there is no need for a lead independent director to be appointed.

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

The NC currently comprises the following Directors, the majority of whom, including the Chairman, are independent:

Xie Xingbei, Pearlyn – Chairman
Soh Beng Keng – Member
Choo Tung Kheng – Member

The NC has adopted specific written terms of reference and is scheduled to meet at least once a year.

The key terms of reference which set out the role of the NC include, amongst others, the following:

- establishes an objective and transparent process for the appointment or re-election of members of the Board and of the various Board Committees (including alternate Directors, if any);
- evaluates and assesses the performance of the Board, Board Committees and the contribution of each Director to their performance and effectiveness;

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- reviews succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- determines the independence of Directors, and
- reviews training and professional development programs for the Board.

In the event that any member of the NC has an interest in a matter being deliberated upon by the NC, he or she will abstain from participating in the review and approval process relating to that matter.

For new appointment of Directors, the NC will take into consideration the current Board size and its mix and determine if the candidate's background, knowledge, expertise and business experience will bolster the core competencies of the Board as well as ensure that the Board Diversity Policy is adhered to. The selected candidate must also be a person of integrity and be prepared to commit time and attention to the Company's affairs, especially if he or she is serving on multiple boards.

In identifying suitable candidates, the NC may:

1. Advertise or use the services of external consultants to facilitate the search;
2. Approach alternative sources such as the Singapore Institute of Directors; and
3. Consider candidates from a wide range of backgrounds from internal or external sources.

After shortlisting the candidates, the NC shall:

(a) consider and interview all candidates on merit against objective criteria, taking into consideration that the appointees will have sufficient time to devote to the position; and
(b) evaluate and agree on a preferred candidate for recommendation to and appointment by the Board.

The Board does not deem it necessary at present to fix a maximum number of board representations that a Director may hold as long as each Board member is able to commit his or her time and attention to the affairs of the Group. The Board believes that each individual Director is best placed to determine and ensure that he or she is able to devote sufficient time and attention to discharge his or her duties and responsibilities as a Director of the Company, bearing in mind his or her other commitments. The Board takes into consideration the number of other board representations, other principal commitments that these Board members hold, the size and composition of the Board and the nature, scope and size of the Group's operations to assess the capacity of the Directors. Although some of the Board members have board representations in other listed companies, the NC is satisfied that sufficient time and attention had been given by these Directors to the Group.

The NC has reviewed and confirmed that the independence of the Independent Directors is in accordance with the Code, Practice Guidance of the Code and the Catalist Rules. The Independent Directors have also confirmed their independence in accordance with the Code, Practice Guidance and Catalist Rules.

All Directors are required under Article 89 of the Company's Constitution and the Catalist Rules to submit themselves for re-nomination and re-election at least once every three years. New Directors who were appointed by the Board during the year would hold office until the next annual general meeting and would be eligible for re-election. The NC reviews and recommends to the Board the re-nomination and re-election of the retiring Directors. In its review, the NC will take into consideration the time and effort that each respective Director devotes to the Group's business and affairs, his/her contribution in terms of experience, business perspective, management skills, individual expertise, pro-activeness in participation at meetings and his independence, where applicable.

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The NC has reviewed the Directors due for retirement and re-election and has recommended to the Board that the following Directors be nominated for re-election under Article 89 of the Company's Constitution at the forthcoming AGM:

(i) Mr Ong Kian Soon
(ii) Mr Tan Bon Tan

Mr Ong Kian Soon will upon his re-election remain as an Executive Director and the Chief Executive Officer of the Company. Mr Tan Bon Tan will upon his re-appointment remain as an Executive Director of the Company.

There are no relationships (including immediate family relationships) between each of Mr Ong Kian Soon and Mr Tan Bon Tan and the other Directors, the Company and its 10% shareholders. The disclosure of information on the Directors seeking re-election can be found on pages 29 and 30 of this Annual Report.

In making the recommendation, the NC had considered the Directors' overall contribution and performance, and the time spent and attention given by the Directors to the Company's affairs, and is satisfied that both Directors have adequately discharged their duties.

Key information regarding the Directors is set out below and can also be found on pages 7 and 8 of this Annual Report.

Directors	Board Membership	Date of initial appointment	Date of last re-election	Directorships in other listed companies		Principal commitments
				Current	Past 3 Years	Current
Soh Beng Keng	Non-executive Chairman and Independent Director	26 June 2024	29 July 2024	Nil	ISDN Holdings Limited	Nil
Ong Kian Soon	Executive Director/Chief Executive Officer	1 July 2011	28 July 2023	Shanaya Limited	Nil	Nil
Tan Bon Tan	Executive Director	20 August 2009	28 July 2022	Nil	Nil	Nil
Chea Chia Chan	Executive Director	23 September 2010	29 July 2024	Nil	Nil	Nil
Choo Tung Kheng	Non-executive Director	19 November 1999	29 July 2024	Nil	Nil	Nil
Xie Xingbei, Pearlyn	Independent Non-executive Director	26 June 2024	29 July 2024	Nil	Nil	Partner, ShookLin & Bok LLP

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Board Performance
Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its Board Committees and individual Directors.

The Company did not use an external facilitator to perform the assessment of the Board, the Board Committees and each Director for the financial year in review. Instead, the Company has established an annual assessment procedure to evaluate the effectiveness of the Board as a whole, the Board Committees and the contribution by each Director to the effectiveness of the Board. The NC has proposed a set of performance criteria, approved by the Board, against which actual performances are measured.

The performance criteria for the Board's evaluation as a whole and the Board Committees include, *inter alia*, the Board structure, conduct of meetings, corporate strategy and planning, risk management and internal controls, recruitment and evaluation, compensation, succession planning, financial reporting and communication with shareholders.

The assessment criteria for each individual Director include, inter alia, attendance at Board meetings and related activities, adequacy of preparation for Board meetings, generation of constructive debates, maintenance of independence (where applicable), contributions to strategic or business decisions or in other areas, for instance, in finance, legal or risk management.

For the purpose of evaluating the Board's overall performance, and the performance of each of the Board Committee, each Director will complete an appraisal form for the Board and for each Board Committee, and submit these appraisals to the Chairman of the NC who will have these compiled and thereafter reports its review and findings to the Board. Each Director will also complete a self-appraisal form and submit it to the NC for its evaluation and assessment of the individual Director's contribution to the effectiveness of the Board. The results of the evaluation process will be used by the NC, in consultation with the Chairman of the Board, to effect continuing improvements on Board processes.

The NC has assessed the current Board and each Board Committee's performance to-date, as well as the performance of each individual Director and is of the view that the performance of the Board as a whole, each Board Committee, and each individual Director has been satisfactory. The Board has assessed and is satisfied that it has met its performance objectives for FY2025.

The Company does not have any alternate Directors and none of the Directors hold shares in the subsidiaries of the Company.

Procedures for Developing Remuneration Policies
Principle 6: The Board has a formal and transparent procedure for developing policies on Director and Executive remuneration, and for fixing the remuneration packages of individual Directors and Key Management Personnel. No Director is involved in deciding his or her own remuneration.

The Remuneration Committee ("**RC**") comprises the following Non-executive Directors, the majority of whom, including the Chairman, are independent:

Soh Beng Keng – Chairman
Xie Xingbei, Pearlyn – Member
Choo Tung Kheng – Member

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The RC has adopted specific written terms of reference and is scheduled to meet at least once a year.

The key terms of reference which set out the responsibilities of the RC include:

- Reviews and recommends to the Board a framework of remuneration and determines the appropriateness and fairness of specific remuneration packages awarded to attract, retain and motivate Executive and Non-executive Directors, the CEO and key management personnel. The recommendations should cover all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits in kind;
- Considers the terms of compensation in the Directors' and the CEO's service contracts, if any, in the event of early termination with a view to be fair and avoid rewarding poor performance in the case of service contracts;
- Considers whether the Directors, CEO and key management personnel should be eligible for benefits under share-based incentives and such other long-term incentive schemes as may from time to time be implemented; and
- Considers the disclosure requirements for Directors' and top 5 key management personnel remuneration as required by the Code.

As part of its review, the RC ensures that the remuneration packages are comparable within the industry and with companies with similar business activities to ensure that the Directors and key management personnel are adequately but not excessively remunerated. The RC has also taken into consideration the Group's relative performance and the performance of individual Directors.

All revisions to the remuneration packages for Directors and key management personnel are subject to the review and approval of the Board. No Director is involved in deciding his/her own remuneration package. Directors' fees will be paid only after approval by shareholders at the annual general meeting. Where necessary, the RC will consult human resource experts on remuneration matters of Directors and key management personnel. In FY2025, the Company did not engage any remuneration consultant.

Level and Mix of Remuneration
Principle 7: The level and structure of remuneration of the Board and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

The remuneration package for Executive Directors and key management personnel comprises a basic salary, allowances and a performance-related bonus linked to their respective contributions. The performance-related element of remuneration is designed to align the interests of the Executive Directors and key management personnel with those of shareholders and links rewards to corporate and individual performance. The performance related bonus is payable on the achievement of individual and corporate performance targets, such as sales targets. The RC has reviewed and is satisfied that the corporate performance targets have been met for FY2025.

Non-executive Directors receive a basic fee for their services as Directors of the Company. The RC also ensures that the remuneration of Non-executive Directors is appropriate to their level of contribution.

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Disclosure on Remuneration

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

Below is the breakdown of the level and mix of remuneration for each Director and the three key executives for FY2025. Directors' remuneration is fully disclosed on a named basis and in bands of $250,000 each.

	Salary	Bonus	Others	Fees	Total
	S$	S$	S$	S$	S$
Directors					
Below $250,000					
Ong Kian Soon	192,000	16,000	20,677	–	228,677
Tan Bon Tan	61,261	5,105	–	–	66,366
Chea Chia Chan	60,597	6,060	2,445	–	69,102
Choo Tung Kheng	–	–	–	18,000(4)	18,000
Lee Teong Sang(1)	–	–	–	6,333(1)	6,333
Tito Shane Isaac(1)	–	–	–	7,000(1)	7,000
Soh Beng Keng(2)	–	–	–	15,750(4)	15,750
Xie Xingbei, Pearlyn(2)	–	–	–	14,250(4)	14,250

	Salary	Bonus	Others	Fees	Total
	%	%	%	%	%
Key management personnel					
Below $250,000					
Sim Puay Hwang	92	8	–	–	100
Ong Siew Kim	92	8	–	–	100
Tan Yeat Cheong(3)	90	8	2	–	100

Notes:

(1) Mr Lee Teong Sang and Mr Tito Shane Isaac retired as Directors at the annual general meeting held on 29 July 2024. Directors' fees paid were approved at the said meeting.

(2) Mr Soh Beng Keng and Ms Xie Xingbei, Pearlyn were appointed as Directors on 26 June 2024.

(3) Mr Tan Yeat Cheong is the son of Mdm Choo Tung Kheng, the Non-executive Director of the Company. His aggregate remuneration was within the S$100,000 to S$200,000 band.

(4) Directors' fees payable are subject to shareholders' approval at the upcoming annual general meeting.

There are only three key management personnel (who are not Directors) and their remuneration is shown in bands of $250,000. The aggregate remuneration paid to the three key management personnel was $231,386.

For FY2025, there were no termination, retirement or post-employment benefits granted to Directors and key management personnel.

The Board members did not receive any share-based incentives or other long-term incentives in FY2025.

Further information on the Directors and key management personnel can be found on pages 7 to 9 of this Annual Report.

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Employees who are substantial shareholders or are immediate family members of a Director, the CEO and substantial shareholder of the Company
Other than Mr Tan Yeat Cheong whose remuneration is as disclosed in the table above, Mr Tan Yeat Chia, Mr Tan Yeat Chun and Ms Tan Yeat Bei, sons and daughter respectively of Mdm Choo Tung Kheng, the Non-executive Director of the Company, each had an aggregate remuneration below the S$100,000 band for FY2025.

Save as disclosed above, there were no other employees who are substantial shareholders or are immediate family members of a Director, the CEO and substantial shareholders of the Company.

Share option scheme
The Company does not have any employee share option schemes.

ACCOUNTABILITY AND AUDIT

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

The Board has assessed and decided that it would not be necessary to establish a separate Risk Management Committee to oversee the Group's risk management framework and policies. Instead, this responsibility would be assumed by the Audit Committee. The Group has established an enterprise-wide risk management framework ("**ERM Framework**") which is embedded in the internal controls system of the Group so as to enhance its risk management capabilities. The key risks of the Group have been identified and the management will regularly review the key risks and improve the controls on the key risks and will take necessary measures to address and mitigate these risks.

Each year, the Audit Committee reviews the adequacy and effectiveness of the Company's internal control systems, including financial, operational, compliance and information technology controls as well as the risk management policies and systems established by the management.

The Group has in place a system of internal controls and a risk management framework that address financial, operational, compliance and information technology risks to safeguard shareholders' investment and the Group's assets. The internal controls and the risk management framework maintained by the management are in place throughout the financial year to provide reasonable assurance against material financial misstatements or loss, and include the safeguarding of assets, the maintenance of proper accounting records, compliance with appropriate legislation, regulations and best practices, and the identification and containment of business risks. The Company's external auditors had conducted a review of the effectiveness and adequacy of the Company's internal controls and risk management policies and systems and had reported to the Audit Committee on any material non-compliance or failures in internal controls, with recommendations for improvements where necessary. The Company has outsourced the internal audit function to CLA Global TS Risk Advisory Pte. Ltd. ("**CLA Global**"), a management consultancy firm. For FY2025, CLA Global has reviewed the internal controls of the Group and has reported their findings to the Audit Committee. The Audit Committee has also reviewed the effectiveness of the actions taken by the management on the recommendations made by both the external and internal auditors.

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The Board has obtained assurance from:

(i) the CEO and the Financial Controller that the financial records have been properly maintained and the financial statements for FY2025 give a true and fair view of the Company's operations and finances; and
(ii) the CEO, the Financial Controller and other key management personnel that in FY2025 the Company's risk management and internal control systems in place are adequate and effective in addressing the material risks in the company in its current business environment including material financial, operational, compliance and information technology controls, and risk management systems.

Based on the Group's risk management framework and internal controls established and maintained by the Group, the assurance from the management, the work undertaken by CLA Global, the work undertaken by the external auditors as part of their statutory audit, the Board, with the concurrence of the Audit Committee, is of the opinion that the Group's internal controls and risk management system is adequate and effective and that there are adequate internal controls in place to address financial, operational, compliance and information technology risks of the Group as at 31 March 2025.

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

The AC currently comprises the following three Directors, all non-executive, the majority of whom, including the Chairman, are independent:

Soh Beng Keng – Chairman
Xie Xingbei, Pearlyn – Member
Choo Tung Kheng – Member

Two of the members have accounting and financial management training. As such, the Board considers that the AC members are appropriately qualified to discharge the responsibilities of the AC. None of the AC members were previous partners or directors of the Company's external audit firm and none of the AC members hold any financial interest in the external audit firm.

The AC meets at least twice each year and plays a key role in assisting the Board to ensure the quality and integrity of the accounting reports, audit procedures, internal controls and financial practices of the Group. The external auditors are in attendance at each of these meetings and update the AC on changes to accounting standards and other issues which may have a direct impact on the financial statements. The AC has explicit authority to investigate any matter within its terms of reference, full access to management and full discretion to invite any Director or key management personnel to attend its meetings, and reasonable resources to enable it to discharge its functions properly. The AC has received full co-operation from the Group's officers and management in the course of carrying out its duties.

The key terms of reference which set out the main functions of the AC include the following:

- To review the overall scope of examination of the external auditors, the audit plan and their evaluation of the Group's system of internal accounting controls;
- To review significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the issuer and any announcements relating to the issuer's financial performance;

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- To review on an annual basis the independence of the external auditors, recommend the appointment of the external auditors and their level of audit fees;
- To review the assurance from the CEO and Financial Controller on the financial records and financial statements;
- To review on an annual basis the adequacy and effectiveness of the Company's internal controls and risk management systems;
- To review the assistance given by management to the external auditors, and discuss problems and concerns, if any, arising from the final audits;
- To review the Group's half year and full year results announcements prior to the Board's approval;
- To review all interested person transactions;
- To review and comment on the independence, adequacy, effectiveness, scope and results of the external audit and the Company's internal audit function;
- To recommend to the Board on (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;
- To undertake such other reviews and projects as may be requested by the Board, and report to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- To review the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on; and
- To undertake such other functions and duties as may be required by statute or the Catalist Rules, or by such amendments as may be made thereto from time to time.

The AC, having reviewed the scope and value of the non-audit services provided to the Group by the external auditors, is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors. The AC is also satisfied with the level of co-operation rendered by Management to the external auditors and the adequacy of the scope and quality of their audits.

The AC has met with the external auditors without the presence of the Management in FY2025.

The AC has recommended to the Board the nomination of BDO LLP for re-appointment as external auditors at the forthcoming annual general meeting.

The breakdown of audit and non-audit fees paid or payable to the external auditors of the Company, BDO LLP, for their services rendered to the Group for FY2025 is as follows:

Description	**Amount**	**Percentage (%)**
Statutory audit fees		
– current year	S$105,750	82.4
– underprovision for prior year	S$7,597	5.9
Non-audit fees payable in respect of tax advisory services rendered to the Group	S$15,013	11.7
Total	S$128,360	100.0

The Company is in compliance with Catalist Rules 712 and 715.

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Internal Audit

The Board is of the opinion that the size of the Group's operations does not warrant the Group having a separate full-time internal audit function. For FY2025, the Company has engaged CLA Global to undertake the internal audit function. An internal audit team from CLA Global has reviewed the Group's internal controls and has reported their findings directly to the Board and the AC. The objective of their review was to assist Management in evaluating and testing the effectiveness of internal controls that are in place. The internal control review was conducted with a view to identify control gaps in the current business processes, to verify that operations were conducted within the policies and procedures laid down and to identify areas for improvements, where controls can be strengthened. When performing their internal audit reviews, the internal audit team has unfettered access to all the Company's documents, records, properties and personnel, including the AC.

The AC has reviewed and is of the view that the Group's internal audit function is independent, effective and adequately resourced for FY2025. The AC also confirms that the audit team is adequately resourced, has appropriate standing within the organisation.

For FY2025, the AC met once with the internal audit team from CLA Global without the presence of the Management.

The AC and the Board will assess the adequacy of the internal control systems maintained by the management on a periodic basis. The AC also reviews and decides on the appointment and termination of internal auditors.

Whistle-blowing policy

To encourage proper work ethics and deter any misconduct or wrongdoing within the Group, the Company has established a whistle-blowing policy that stipulates the mechanism and procedures through which any concerns about improprieties, misconduct or any other wrongdoings may be raised. The Company has a dedicated email address that provides a channel for both employees of the Group as well as third parties as set out below to report in good faith and in confidence and without fear of reprisals, concerns about possible improprieties in financial reporting, suspicion of corruption or fraud or other wrongdoing directly to the AC, which is responsible for oversight and monitoring of whistle-blowing.

The AC is the designated independent function to investigate all whistle-blowing reports made in good faith. The AC will take such action as is necessary to address the issues and concerns raised and has the authority to instruct any staff to co-operate fully in any investigation undertaken. The AC will also ensure that appropriate follow up actions are taken based on the results of the investigations. Any information obtained through the channel are kept confidential and restricted to only key personnel on a need-to-know basis, so as to protect the identity and interest of the whistle-blowers to ensure they do not suffer any detrimental or unfair treatment or reprisals. The whistle-blowing policy is also extended to external parties who may voice their concerns or lodge any complaint of improprieties conducted by the staff or officers of the Company to the AC via the email address (auditcom@newwave.com.sg) indicated on the Company's website. For FY2025, no whistle-blowing reports were received.

CORPORATE GOVERNANCE REPORT

SHAREHOLDER RIGHTS AND ENGAGEMENT

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

In line with the continuing obligations of the Group pursuant to the Catalist Rules and the Companies Act, the Board's policy is to treat all shareholders fairly and equitably and to provide them with timely information on the Group's financial performance and material developments. The Group does not practise selective disclosure. Shareholders are provided with information on the Company through public announcements via SGXNET, publications in the press where appropriate, circulars to shareholders and the annual reports.

At the annual general meeting, separate resolutions are proposed for each separate issue, unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company would include an explanation for the proposed resolution where appropriate in the notice of the general meetings.

The Board and Management together with the external auditors are present at each annual general meeting to address any queries of the attending shareholders or their proxies in respect of the conduct of audit and the preparation and content of the auditors' report. Shareholders are encouraged to attend and participate actively at these meetings and to raise questions, air their views and put in their votes for each of the resolutions tabled at the meetings. All the Directors of the Company were present at the last annual general meeting held physically in July 2024.

To facilitate voting by shareholders, the Company's Constitution allows a shareholder, who is not a relevant intermediary (as defined by Section 181(6) of the Companies Act), to appoint one or two proxies to attend and vote on his/her behalf at all general meetings. There is no limit imposed on the number of proxy votes for relevant intermediaries, which include entities holding capital markets services licence to provide custodial services for securities, banking corporation licensed under the Banking Act (Chapter 19) and the Central Provident Fund Board.

At its general meetings, the Company will conduct voting by poll for all resolutions. The detailed results showing the number of votes cast for and against each resolution and the respective percentages will be announced immediately after the meeting through the SGXNET.

The attending Company Secretary will prepare minutes of general meetings that include relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and Management. The Company will publish the minutes of general meetings on its corporate website and on the SGXNET as soon as practicable and within one (1) month from the date of such general meetings.

The Company currently does not have a fixed dividend policy. The declaration and payment of future dividends will depend upon the Group's operating results, cash flows projections and investment plans. The Company did not propose any dividend payment as the Company did not have any distributable profits for FY2025.

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Engagement with Shareholders

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

The Board is mindful of the obligation, in accordance with the Catalist Rules, to keep shareholders informed of all major developments that affect the Company. Price sensitive information is publicly released via SGXNET.

Information is communicated to shareholders on a timely and non-selective basis through:

- annual reports that are prepared and issued to all shareholders within the mandatory period;
- half-year and full-year financial statements containing a summary of the financial information, analysis and detailed explanations of the performance and assessment of the Group's financial position and prospects, released via SGXNET;
- public announcements via SGXNET;
- press releases on major developments via SGXNET;
- Company's corporate website at www.newwave.com.sg at which shareholders can access information on the Group; and
- notices of shareholders' meetings advertised in a newspaper in Singapore.

Shareholders may also communicate with the Company through the email address NW_IR@newwave.com.sg should they have queries or wish to convey their viewpoint.

In compliance with the Catalist Rules, the Board also provides a negative assurance statement to the shareholders in its half yearly results announcement, confirming to the best of its knowledge that nothing has come to the attention of the Board which may render the interim financial statements to be false or misleading in any material aspect.

Shareholders are encouraged to attend the annual general meetings of the Company, as part of the Company's efforts to ensure a high level of accountability to shareholders and allow shareholders to stay informed of the Company's strategies and goals. Shareholders are encouraged to put forth any questions they may have prior to or during the annual general meetings.

The Company acknowledges that voting by poll in all its general meetings is integral to the enhancement of corporate governance. To ensure greater transparency, all resolutions at the Company's general meetings are put to vote by poll and the detailed results of each resolution showing the number of votes cast for and against each resolution and the respective percentages will be announced via SGXNET after the general meetings.

The Company does not have a dedicated investors' relations team and a formal investor relations policy. Instead the CEO and the corporate secretaries are responsible for the Company's communications with shareholders. However, if the need arises, the Company may engage the assistance of an external investor relations company to facilitate communications with the public. Communication with shareholders and the public may take the form of press releases or media briefings to allow the public to have more in-depth understanding of the Company's performance and developments. Such briefings will also act as platforms to interact with investors and analysts and to solicit their views.

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MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

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

The Company has identified the key stakeholders through regular assessment of their significance and relative impact to or by the Group's business operations. The stakeholders who could have an impact on the Company's long-term sustainability and its service standards are our shareholders, employees, customers, suppliers, regulators as well as the community. In FY2025, the Company regularly engaged its stakeholders through various formal and informal means and through different communication channels including regular meetings, telephonic discussions, induction programmes and training for employees, participation at seminars and product demonstrations. The Company believes that its interests are best served if the Company could carefully consider and balance the needs and interests of the material stakeholders. Information regarding the Group is also available at the corporate website at www.newwave.com.sg.

More details on the Company's approach to stakeholder engagement will be provided in the Sustainability Report which the Company will release on a stand-alone basis within the stipulated period of four months after its financial year end, i.e. by 31 July 2025. As required by Catalist Rule 711B(3), the Group has subjected our sustainability reporting process to an internal review by CLA Global TS Risk Advisory Pte. Ltd.

Dealings in Securities

In line with Catalist Rule 1204(19), the Group has adopted an internal code of conduct to provide guidance to its officers with regard to dealings in the Company's securities. The code prohibits dealing in the Company's securities by the Company, Directors and employees of the Group while in possession of unpublished price-sensitive information and during the period commencing one (1) month before the announcement of the Company's half year and full year financial results and ending on the date of the announcement of the results. Directors and officers of the Company are not allowed to deal in the Company's securities on short-term considerations. The Directors and officers are also required to adhere to the provisions of the Companies Act and any other relevant regulations with regard to their securities transactions. Directors and officers are expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading periods.

The Board confirms that for FY2025, the Group has complied with Catalist Rule 1204(19).

Material Contracts

There were no material contracts of the Company or its subsidiaries involving the interest of the CEO, any Director or controlling shareholder, either still subsisting as at 31 March 2025 or if not then subsisting, entered into since the end of the previous financial year.

Interested Person Transactions

The Company does not have a general shareholders' mandate for interested person transactions pursuant to Catalist Rule 920. The Board confirms that there were no interested person transactions conducted during FY2025.

CORPORATE GOVERNANCE REPORT

Non-sponsorship Fees

In compliance with Catalist Rule 1204(21), there were no non-sponsorship fees paid or payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. during FY2025.

Sustainability Report

The Group conducted a materiality assessment exercise during FY2025 with the help of an external consultant to re-validate the previously selected material environment, social and governance (ESG) factors. Engaging over 100 internal and external stakeholders across employee groups, customers, suppliers, management, and the Board, the exercise updated our understanding of stakeholder priorities and provided a robust data-driven foundation for validating the ESG factors. The findings of the assessment confirm the continued relevance of previously disclosed ESG factors while sharpening our focus on digital resilience, operational ethics, and employee well-being. The factors disclosed are economic performance, procurement practices, anti-corruption, energy conservation, waste management, diversity and equal opportunity for its employment practices, occupational health and safety, corporate governance, enterprise risk management and business ethics.

In FY2024, the Group has reported its Scope 1 and Scope 2 emissions, set targets to reduce such emissions, and identified certain climate-related risks. For FY2025, the Group will be providing further climate-related disclosures in line with the Task Force on Climate-Related Financial Disclosures' recommendations.

The Company will publish its Sustainability Report for FY2025 on a stand-alone basis by 31 July 2025.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Tan Bon Tan and Mr Ong Kian Soon are the Directors seeking re-election at the Company's forthcoming Annual General Meeting ("**AGM**") (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist (the "**Rules of Catalist**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the information relating to the Retiring Directors as set out in Appendix 7F to the Rules of Catalist is set out below:

	MR TAN BON TAN	**MR ONG KIAN SOON**
Date of Appointment	20 August 2009	1 July 2011
Date of Last Re-appointment (if applicable)	28 July 2022	28 July 2023
Age	61 years	70 years
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered the recommendation of the NC and has reviewed and considered the past contribution and suitability of Mr Tan Bon Tan ("**Mr Tan**") for re-appointment as Executive Director of the Company. The Board has reviewed and concluded that Mr Tan possesses the experience, expertise, knowledge and skills to continue to contribute towards the existing businesses of the Group.	The Board of Directors of the Company has considered the recommendation of the NC and has reviewed and considered the past contribution and suitability of Mr Ong Kian Soon ("**Mr Ong**") for re-appointment as Executive Director of the Company. The Board has reviewed and concluded that Mr Ong possesses the experience, expertise, knowledge and skills to continue to contribute towards the existing businesses of the Group.
Whether appointment is executive, and if so, the area of responsibility	Executive Mr Tan oversees the sales and operations of the Group's Components Distribution business.	Executive Mr Ong is the Chief Executive Officer of the Group and oversees the entire business operations of the Group.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director	Executive Director/Chief Executive Officer
Professional qualifications	Diploma in Electronics and Communications Engineering, Singapore Polytechnic Postgraduate Certificate in Network Engineering, Nanyang Technological University	Bachelor of Commerce (Accountancy) Degree from Nanyang University, Singapore
Working experience and occupation(s) during the past 10 years	July 2007 to Present: Executive Director of General Electronics & Instrumentation Corporation Private Limited August 2009 to Present: Executive Director of New Wave Holdings Ltd	Dec 1998 to June 2011: Executive Director of CPH Ltd. (now known as Shanaya Limited) July 2011 to Present: Chief Executive Officer of New Wave Holdings Ltd.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR TAN BON TAN	MR ONG KIAN SOON
Shareholding interest in the listed issuer and its subsidiaries	Direct Interest: 23,175,000 shares (1.3%) Deemed Interest: 2,500 shares held by spouse	Direct Interest: 31,180,000 shares (1.8%)
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships		
Other Directorships for the past 5 years	Nil	Circuits Plus Pte Ltd Circuits Plus (M) Sdn Bhd CP Lifestyle Pte. Ltd.
Other Present Directorships	General Electronics & Instrumentation Corporation Private Limited Eplus Technologies Pte Ltd Eplus Technologies Sdn. Bhd.	Shanaya Limited Eplus Technologies Pte Ltd Eplus Technologies Sdn. Bhd. General Electronics & Instrumentation Corporation Private Limited Manufacturing Network Pte Ltd MNPL Aluminium Centre Sdn Bhd MNPL Investments Pte. Ltd. MNPL Metals Co., Ltd. MSC Aluminium Holdings Pte. Ltd. Twin Metal Service Centre Sdn. Bhd. Twin Metal (Penang) Sdn. Bhd. Alutech Metals Asiatic Pte. Ltd. Alutech Metals Co., Ltd.
Other Principal Commitments	–	–

Mr Tan Bon Tan and Mr Ong Kian Soon have each provided a negative confirmation on items (a) to (k) of Appendix 7F to the Catalist Rules, and there has been no change to these declarations that have been previously disclosed.

DIRECTORS' STATEMENT

The Directors of New Wave Holdings Ltd. (the "Company") present their statement to the members together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 31 March 2025, the statement of financial position of the Company as at 31 March 2025 and the statement of changes in equity of the Company for the financial year ended 31 March 2025.

1. Opinion of the Directors

In the opinion of the Board of Directors,

(a) the consolidated financial statements of the Group, the statement of financial position and statement of changes in equity of the Company together with the notes thereon are drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025, and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

The Directors of the Company in office at the date of this statement are as follows:

Chea Chia Chan	
Choo Tung Kheng	
Ong Kian Soon	
Tan Bon Tan	
Soh Beng Keng	(Appointed on 26 June 2024)
Xie Xingbei, Pearlyn	(Appointed on 26 June 2024)

3. Arrangements to enable Directors to acquire shares or debentures

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

DIRECTORS' STATEMENT

4. Directors' interests in shares or debentures

The Directors of the Company holding office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporation 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 registered in the name of Directors		Shareholdings in which Directors are deemed to have an interest	
	Balance as at 1.4.2024	**Balance as at 31.3.2025**	**Balance as at 1.4.2024**	**Balance as at 31.3.2025**
The Company		**Number of ordinary shares**		
Chea Chia Chan	19,500,000	**19,500,000**	–	**–**
Choo Tung Kheng	196,314,197	**196,314,197**	176,378,000	**176,378,000**
Ong Kian Soon	31,180,000	**31,180,000**	–	**–**
Tan Bon Tan	23,175,000	**23,175,000**	2,500	**2,500**

By virtue of Section 7 of the Act, Mdm Choo Tung Kheng is deemed to have an interest in all related corporations of the Company. In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of the Directors' Shareholdings, the Directors' interests as at 21 April 2025 in the shares of the Company have not changed from those disclosed as at 31 March 2025.

5. Share options

There were no share options granted by the Company or its subsidiary corporations during the financial year.

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

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

DIRECTORS' STATEMENT

6. **Audit committee**

The audit committee of the Company is chaired by Soh Beng Keng, an Independent Director, and includes Xie Xingbei, Pearlyn, an Independent Director, and Choo Tung Kheng, a non-executive Director. The audit committee has met twice since the last Annual General Meeting ("AGM") and has carried out its functions in accordance with Section 201B(5) of the Act, including reviewing the following, where relevant, with the executive Directors and external auditor of the Company:

(a) the audit plan of the external auditor and the results of the auditor's examination and evaluation of the Group's systems of internal accounting controls relevant to the preparation of the Group's financial statements;

(b) the Company's and the Group's financial and operating results and accounting policies;

(c) the statement of financial position and statement of changes in equity of the Company and the consolidated financial statements of the Group and external auditor's report on those financial statements before their submission to the Directors of the Company;

(d) the half-yearly and annual announcements of the results and financial position of the Company and the Group;

(e) the co-operation and assistance given by the management to the Company's external auditor; and

(f) the re-appointment of the external auditor of the Company.

The audit committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and executive officer to attend its meetings. The external auditor has unrestricted access to the audit committee.

The audit committee has recommended to the Directors the nomination of BDO LLP for re-appointment as external auditor of the Company at the forthcoming AGM of the Company.

DIRECTORS' STATEMENT

7. Independent auditor

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Ong Kian Soon	**Choo Tung Kheng**
Director	Director

Singapore
3 July 2025

TO THE MEMBERS OF NEW WAVE HOLDINGS LTD.

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of New Wave Holdings Ltd. (the "Company") and its subsidiaries (the "Group"), as set out on Pages 40 to 89, which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 March 2025;
- the consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows of the Group and statement of changes in equity of the Company for the financial year then ended; and
- notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group, the financial position of the Company as at 31 March 2025, and of its consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the financial 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 period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

TO THE MEMBERS OF NEW WAVE HOLDINGS LTD.

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements (Continued)

1 Impairment assessment of the Company's investments in subsidiaries and recoverability of amounts due from subsidiary

Key Audit Matter

As at 31 March 2025, the net carrying amount of the Company's investments in subsidiaries and non-trade amounts due from subsidiary amounted to $10,389,971 and $Nil respectively. The subsidiaries are in the business of components distribution and aluminium products distribution.

With regards to impairment of investments in subsidiaries, management assesses whether there is any indication that the investments in subsidiaries may be impaired in accordance with *SFRS(I) 1-36 Impairment of Assets*. Where there are indicators of impairment, management determines the recoverable amount based on higher of fair value less cost of disposal ("FVLCD") and value-in-use ("VIU"). In estimating the VIU for a subsidiary with indicators of impairment, management prepared discounted cash flow projections which involved judgement in estimating the expected future cash flows using estimated revenue growth rates, gross profit margins, discount rate and terminal growth rate in order to calculate the present value of those cash flows. Based on management's assessment, there was no further impairment or reversal for impairment recognised during the financial year in the Company's profit or loss.

With regards to the non-trade amounts due from subsidiaries, management assessed the subsidiary's credit risk and determined the loss allowance using lifetime expected credit loss ("ECL") model. The assessment led to a loss allowance amounting to $60,740 recognised during the financial year in the Company's profit or loss.

We have determined the impairment assessment of the Company's investments in subsidiaries and recoverability of amounts due from the subsidiaries to be a key audit matter as these assessments involved significant judgements and estimates with regard to the key assumptions applied by the management which may be affected by future market and economic conditions.

Related Disclosures

Refer to notes 6, 10 and 28.1 of the accompanying financial statements.

Audit Response

Our procedures included, amongst others, the following:

- We discussed with management the appropriateness of using FVLCD to determine the recoverable amount;
- We discussed with management and evaluated the key assumptions and estimates used to determine the recoverable amount of the investment in subsidiary which included revenue growth rates, gross profit margins, discount rate and terminal growth rate by comparing to historical performance;
- We evaluated the key assumptions and estimates used in the FVLCD and VIU calculation to assess the reasonableness of the inputs and the adjustments made;
- We evaluated the adequacy of ECL allowance at end of the financial year, including assessing whether management's approach is in accordance with SFRS(I) 9 requirements;
- We engaged our internal valuation specialist to independently assess the reasonableness of the discount rate and terminal growth rate applied; and
- We assessed the adequacy of the disclosures in the financial statements.

TO THE MEMBERS OF NEW WAVE HOLDINGS LTD.

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements (Continued)

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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.

TO THE MEMBERS OF NEW WAVE HOLDINGS LTD.

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

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

TO THE MEMBERS OF NEW WAVE HOLDINGS LTD.

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements (Continued)

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

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.

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 Lee Kuang Hon.

BDO LLP
Public Accountants and
Chartered Accountants

Singapore
3 July 2025

AS AT 31 MARCH 2025

STATEMENTS OF FINANCIAL POSITION

		Group		Company	
	Note	2025	2024	2025	2024
		$	$	$	$
Non-current assets					
Property, plant and equipment	3	**1,841,120**	1,836,566	**–**	–
Right-of-use assets	4	**558,680**	686,090	**–**	–
Investment properties	5	**5,170,000**	5,170,000	**–**	–
Investments in subsidiaries	6	**–**	–	**10,389,971**	10,389,971
Intangible assets	7	**–**	–	**–**	–
Deferred tax assets	8	**5,303**	5,303	**–**	–
		7,575,103	7,697,959	**10,389,971**	10,389,971
Current assets					
Inventories	9	**7,505,502**	8,904,706	**–**	–
Trade and other receivables	10	**5,006,296**	3,574,393	**–**	494,952
Prepayments		**105,886**	182,878	**10,401**	10,851
Cash and bank balances	11	**1,062,828**	1,029,892	**22,960**	22,695
Current income tax recoverable		**481,157**	333,565	**–**	–
		14,161,669	14,025,434	**33,361**	528,498
Less:					
Current liabilities					
Trade and other payables	12	**5,890,077**	4,327,954	**3,325,498**	3,250,839
Lease liabilities	13	**294,985**	414,329	**–**	–
Interest-bearing liabilities	14	**4,747,810**	4,067,972	**–**	–
		10,932,872	8,810,255	**3,325,498**	3,250,839
Net current assets/(liabilities)		**3,228,797**	5,215,179	**(3,292,137)**	(2,722,341)
Less:					
Non-current liabilities					
Deferred tax liabilities	8	**–**	–	**–**	–
Lease liabilities	13	**223,277**	255,789	**–**	–
Interest-bearing liabilities	14	**510,798**	757,173	**–**	–
		734,075	1,012,962	**–**	–
Net assets		**10,069,825**	11,900,176	**7,097,834**	7,667,630
Equity					
Share capital	15	**27,459,753**	27,459,753	**27,459,753**	27,459,753
Asset revaluation reserve	16	**314,842**	314,842	**–**	–
Share-based payment reserve	17	**31,000**	31,000	**31,000**	31,000
Foreign currency translation account	18	**(2,642,412)**	(2,922,915)	**–**	–
Accumulated losses		**(15,277,214)**	(13,132,023)	**(20,392,919)**	(19,823,123)
Equity attributable to owners of the parent		**9,885,969**	11,750,657	**7,097,834**	7,667,630
Non-controlling interest		**183,856**	149,519	**–**	–
Total equity		**10,069,825**	11,900,176	**7,097,834**	7,667,630

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

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	2025	2024
		$	$
Revenue	19	**17,106,044**	15,158,614
Cost of sales		**(14,203,549)**	(13,263,206)
Gross profit		**2,902,495**	1,895,408
Other items of income			
Interest income		**6,586**	6,395
Other income	20	**198,537**	206,020
Other items of expense			
Distribution costs		**(336,286)**	(281,618)
Administrative expenses		**(3,953,631)**	(3,758,466)
Finance costs	21	**(373,039)**	(346,940)
Loss allowance reversed/(made) for trade receivables	10	**21,515**	(75,103)
Other expenses		**(581,772)**	(1,981,474)
Loss before income tax	22	**(2,115,595)**	(4,335,778)
Income tax expense	23	**(5,883)**	(144,820)
Loss for the financial year		**(2,121,478)**	(4,480,598)
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		**291,127**	(461,626)
Total comprehensive income for the financial year		**(1,830,351)**	(4,942,224)
Loss attributable to:			
Owners of the parent		**(2,145,191)**	(4,333,979)
Non-controlling interest		**23,713**	(146,619)
		(2,121,478)	(4,480,598)
Total comprehensive income attributable to:			
Owners of the parent		**(1,864,688)**	(4,761,154)
Non-controlling interest		**34,337**	(181,070)
		(1,830,351)	(4,942,224)
Loss per share (Cents)			
– Basic and diluted	24	**(0.12)**	(0.25)

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

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital $	Asset revaluation reserve $	Share-based payment reserve $	Foreign currency translation account $	Accumulated losses $	Equity attributable to owners of the parent $	Non-controlling interest $	Total equity $
Group								
Balance as at 1.4.2024	27,459,753	314,842	31,000	(2,922,915)	(13,132,023)	11,750,657	149,519	11,900,176
Loss for the financial year	–	–	–	–	(2,145,191)	(2,145,191)	23,713	(2,121,478)
Other comprehensive income for the financial year								
Exchange differences on translating foreign operations	–	–	–	280,503	–	280,503	10,624	291,127
Total comprehensive income for the financial year	–	–	–	280,503	(2,145,191)	(1,864,688)	34,337	(1,830,351)
Balance as at 31.3.2025	**27,459,753**	**314,842**	**31,000**	**(2,642,412)**	**(15,277,214)**	**9,885,969**	**183,856**	**10,069,825**

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

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Share capital $	Asset revaluation reserve $	Share-based payment reserve $	Foreign currency translation account $	Accumulated losses $	Equity attributable to owners of the parent $	Non-controlling interest $	Total equity $
Group								
Balance as at 1.4.2023	27,459,753	314,842	31,000	(2,495,740)	(8,798,044)	16,511,811	330,589	16,842,400
Loss for the financial year	–	–	–	–	(4,333,979)	(4,333,979)	(146,619)	(4,480,598)
Other comprehensive income for the financial year								
Exchange differences on translating foreign operations	–	–	–	(427,175)	–	(427,175)	(34,451)	(461,626)
Total comprehensive income for the financial year	–	–	–	(427,175)	(4,333,979)	(4,761,154)	(181,070)	(4,942,224)
Balance as at 31.3.2024	27,459,753	314,842	31,000	(2,922,915)	(13,132,023)	11,750,657	149,519	11,900,176

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

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

STATEMENTS OF CHANGES IN EQUITY

	Share capital $	Share-based payment reserve $	Accumulated losses $	Total equity $
Company				
Balance as at 1.4.2024	27,459,753	31,000	(19,823,123)	7,667,630
Loss for the financial year, representing total comprehensive income for the financial year	–	–	(569,796)	(569,796)
Balance as at 31.3.2025	**27,459,753**	**31,000**	**(20,392,919)**	**7,097,834**
Balance as at 1.4.2023	27,459,753	31,000	(8,083,873)	19,406,880
Loss for the financial year, representing total comprehensive income for the financial year	–	–	(11,739,250)	(11,739,250)
Balance as at 31.3.2024	27,459,753	31,000	(19,823,123)	7,667,630

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

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	2025 $	2024 $
Operating activities			
Loss before income tax		**(2,115,595)**	(4,335,778)
Adjustments for:			
Impairment of intangible assets	7	**–**	1,029,865
Loss allowance (reversed)/made for trade receivables	10	**(21,515)**	75,103
Amortisation of intangible assets	7	**–**	227,533
Amortisation of right-of-use assets	4	**476,990**	439,973
Bad debts written off	22	**4,687**	6,058
Depreciation of property, plant and equipment	3	**99,389**	111,382
Gain on disposal of property, plant and equipment	20	**(8,166)**	(7,700)
Plant and equipment written off	22	**407**	1,093
Gain on lease modification	20	**(250)**	–
Interest expense	21	**373,039**	346,940
Interest income		**(6,586)**	(6,395)
Inventories written back		**(395)**	(828)
Unrealised foreign exchange (gain)/loss		**(38,542)**	12,902
Operating cash flows before working capital changes		**(1,236,537)**	(2,099,852)
Working capital changes:			
Inventories		**1,612,667**	4,075,945
Trade and other receivables		**(1,290,644)**	455,114
Trade and other payables		**1,474,269**	560,056
Prepayments		**77,703**	(2,740)
Cash from operations		**637,458**	2,988,523
Interest received		**6,586**	6,395
Interest paid		**(373,039)**	(346,940)
Income taxes (paid)/refunded, net		**(131,190)**	37,854
Net cash generated from operating activities		**139,815**	2,685,832
Investing activities			
Proceeds from disposal of property, plant and equipment		**15,348**	7,700
Purchase of property, plant and equipment		**(42,534)**	(80,802)
Net cash used in investing activities		**(27,186)**	(73,102)
Financing activities			
Proceeds from trust receipts (Note A)		**8,490,074**	6,409,617
Repayment of trust receipts (Note A)		**(8,382,938)**	(8,297,070)
Proceeds from a term loan (Note A)		**1,500,000**	–
Repayment of term loan (Note A)		**(1,152,099)**	(1,115,185)
Repayments of principal of lease liabilities	13	**(461,192)**	(434,203)
Net cash used in financing activities		**(6,155)**	(3,436,841)
Net change in cash and cash equivalents		**106,474**	(824,111)
Cash and cash equivalents as at the beginning of the financial year		**758,309**	1,619,867
Effects of currency translation on cash and cash equivalents		**17,158**	(37,447)
Cash and cash equivalents as at the end of the financial year	11	**881,941**	758,309

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

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

CONSOLIDATED STATEMENT OF CASH FLOWS

Note A: Reconciliation of liabilities arising from financing activities

			Non-cash changes	
	1 April 2024	**Financing cash flows**	**Foreign exchange differences**	**31 March 2025**
	$	**$**	**$**	**$**
Trust receipts (Note 14)	2,646,975	107,136	34,865	**2,788,976**
Term loan (Note 14)	1,906,587	347,901	34,257	**2,288,745**
	4,553,562	455,037	69,122	**5,077,721**

			Non-cash changes	
	1 April 2023	**Financing cash flows**	**Foreign exchange differences**	**31 March 2024**
	$	$	$	$
Trust receipts (Note 14)	4,555,684	(1,887,453)	(21,256)	2,646,975
Term loan (Note 14)	3,056,712	(1,115,185)	(34,940)	1,906,587
	7,612,396	(3,002,638)	(56,196)	4,553,562

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

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

NOTES TO THE FINANCIAL STATEMENTS

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

1. General information

New Wave Holdings Ltd. (the "Company") is a public company limited by shares, incorporated and domiciled in the Republic of Singapore with its registered office and principal place of business at 101 Kitchener Road, #02-17 Jalan Besar Plaza, Singapore 208511. The Company's registration number is 199906870Z. The Company is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST").

The principal activity of the Company is that of an investment holding company. The principal activities of the subsidiaries are set out in Note 6 to the financial statements.

The statement of financial position and the statement of changes in equity of the Company and the consolidated financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 31 March 2025 were authorised for issue in accordance with a Directors' resolution dated 3 July 2025.

2. Basis of preparation of financial statements

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

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

All accounting policies have been consistently applied to the current financial year and comparative period, unless otherwise stated. Where accounting policy information is not disclosed in the financial statements, it is considered as not material and mainly standardised accounting requirements. The accounting policy information that are material and necessary for the understanding of the financial statements are disclosed in the relevant notes to the financial statements.

The preparation of financial statements in compliance with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the Group's application of accounting policies and reported amounts of assets and liabilities and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are summarised below and detailed disclosures are included in the respective notes to the financial statements.

Management is of the opinion that there are no critical judgements that have a significant effect on the amounts recognised in the financial statements.

2. Basis of preparation of financial statements (Continued)

Significant accounting estimates and assumptions used:

- Fair value of investment property (Note 5)
- Impairment of investments in subsidiaries (Note 6)
- Expected credit losses of trade and other receivables (Note 28.1)

<u>Changes in accounting policies</u>

New standards, amendments and interpretations effective from 1 April 2024

On 1 April 2024, the Company adopted the new or amended SFRS(I) and interpretations to SFRS(I) that are mandatory for application for the financial year. The adoption of these standards did not result in significant changes to the Group's accounting policies and had no material impact to the Group's financial statements.

New standards, amendments and interpretations issued but not yet effective

Effective in future accounting periods and the Group has not decided to early adopt. The Group does not expect any of these standards upon adoption will have a material impact to the Group, except as disclosed below:

SFRS(I)18 Presentation and Disclosure in Financial Statements

The SFRS(I)18 replaces SFRS(I)1-1 Presentation of Financial Statements and provides guidance on presentation and disclosure in financial statements, focus on the statement of profit or loss.

SFRS(I)18 introduces:

- New structure on statement of profit or loss with defined subtotals;
- Disclosure related to management-defined performance measures (MPMs), which are measures of financial performance based on a total or sub-total required by accounting standards with adjustments made (e.g. 'adjusted profit or loss'). A reconciliation of MPMs to the nearest total or subtotal calculated in accordance with accounting standards; and
- Enhanced principles on aggregation and disaggregation of financial information which apply to the primary financial statements and notes in general.

SFRS(I)18 will take effect on 1 April 2027 and management anticipates that the new requirements will change the current presentation and disclosure in the financial statements. An impact assessment regarding the adoption of SFRS(I) 18 is still underway and has not yet been completed.

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

NOTES TO THE FINANCIAL STATEMENTS

3. Property, plant and equipment

	Plant and machinery $	Office equipment $	Furniture, fittings and renovation $	Motor vehicles $	Computer equipment and accessories $	Buildings $	Freehold land $	Total $
Group								
Cost								
Balance as at 1.4.2024	890,672	82,309	161,026	364,828	372,249	1,709,786	637,632	4,218,502
Additions	10,597	1,985	1,660	–	28,292	–	–	42,534
Disposals	(780)	(3,683)	–	–	(21,609)	–	–	(26,072)
Written-off	(119)	(3,083)	–	–	(17,959)	–	–	(21,161)
Reclassified from right-of-use assets* (Note 4)	–	–	–	57,600	–	–	–	57,600
Foreign currency translation differences	18,251	220	7,892	2,506	4,439	38,252	38,528	110,088
Balance as at 31.3.2025	**918,621**	**77,748**	**170,578**	**424,934**	**365,412**	**1,748,038**	**676,160**	**4,381,491**
Accumulated depreciation								
Balance as at 1.4.2024	828,242	75,538	158,620	346,565	294,957	678,014	–	2,381,936
Depreciation for the financial year	14,833	2,275	1,216	5,455	42,369	33,241	–	99,389
Disposals	(780)	(3,530)	–	–	(14,580)	–	–	(18,890)
Written-off	(87)	(2,708)	–	–	(17,959)	–	–	(20,754)
Reclassified from right-of-use assets* (Note 4)	–	–	–	57,600	–	–	–	57,600
Foreign currency translation differences	17,984	270	7,758	2,516	4,240	8,322	–	41,090
Balance as at 31.3.2025	**860,192**	**71,845**	**167,594**	**412,136**	**309,027**	**719,577**	**–**	**2,540,371**
Carrying amount								
Balance as at 31.3.2025	**58,429**	**5,903**	**2,984**	**12,798**	**56,385**	**1,028,461**	**676,160**	**1,841,120**

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

NOTES TO THE FINANCIAL STATEMENTS

3. **Property, plant and equipment (Continued)**

	Plant and machinery $	Office equipment $	Furniture, fittings and renovation $	Motor vehicles $	Computer equipment and accessories $	Buildings $	Freehold land $	Total $
Group								
Cost								
Balance as at 1.4.2023	939,433	106,905	168,131	343,355	390,225	1,746,015	674,123	4,368,187
Additions	58	532	349	–	79,863	–	–	80,802
Disposals	–	(21,888)	–	–	(8,889)	–	–	(30,777)
Written-off	(24,216)	(1,592)	–	–	(84,766)	–	–	(110,574)
Reclassified from right-of-use assets* (Note 4)	–	–	–	27,255	–	–	–	27,255
Foreign currency translation differences	(24,603)	(1,648)	(7,454)	(5,782)	(4,184)	(36,229)	(36,491)	(116,391)
Balance as at 31.3.2024	890,672	82,309	161,026	364,828	372,249	1,709,786	637,632	4,218,502
Accumulated depreciation								
Balance as at 1.4.2023	836,305	97,651	164,394	329,356	355,458	652,257	–	2,435,421
Depreciation for the financial year	37,813	2,141	1,515	378	36,566	32,969	–	111,382
Disposals	–	(21,888)	–	–	(8,889)	–	–	(30,777)
Written-off	(24,216)	(842)	–	–	(84,423)	–	–	(109,481)
Reclassified from right-of-use assets* (Note 4)	–	–	–	22,258	–	–	–	22,258
Foreign currency translation differences	(21,660)	(1,524)	(7,289)	(5,427)	(3,755)	(7,212)	–	(46,867)
Balance as at 31.3.2024	828,242	75,538	158,620	346,565	294,957	678,014	–	2,381,936
Carrying amount								
Balance as at 31.3.2024	62,430	6,771	2,406	18,263	77,292	1,031,772	637,632	1,836,566

3. Property, plant and equipment (Continued)

* The ownership of the leased motor vehicles with a cost and carrying amount of $57,600 and Nil (2024: $27,255 and $4,997) respectively was transferred to the Group's property, plant and equipment during the financial year after settlement of the final instalment of the lease payments.

	Computer equipment and accessories $
Company	
Cost	
Balance as at 1.4.2024 and 31.03.2025	1,468
Accumulated depreciation	
Balance as at 1.4.2024 and 31.03.2025	1,468
Carrying amount	
Balance as at 31.3.2025	–
Cost	
Balance as at 1.4.2023 and 31.03.2024	1,468
Accumulated depreciation	
Balance as at 1.4.2023 and 31.03.2024	1,468
Carrying amount	
Balance as at 31.3.2024	–

Material accounting policy information

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on the straight-line method so as to allocate the depreciable amount of the property, plant and equipment over their estimated useful lives as follows:

	Years
Plant and machinery	5 – 10
Office equipment	3 – 10
Furniture, fittings and renovation	3 – 10
Motor vehicles	4 – 5
Computer equipment and accessories	3 – 5
Buildings	50

NOTES TO THE FINANCIAL STATEMENTS

3. Property, plant and equipment (Continued)

Material accounting policy information (Continued)

Freehold land has an unlimited useful life and therefore is not depreciated.

The carrying amounts of property, plant and equipment of the Group which were pledged as security for banking facilities as disclosed in Note 14 to the financial statements were as follows:

	2025	**2024**
	$	**$**
Building	**515,782**	499,053
Freehold land	**676,160**	637,632

4. Right-of-use assets

	Plant & machinery	**Motor vehicles**	**Leased premises**	**Total**
	$	**$**	**$**	**$**
Group				
Balance as at 1 April 2024	–	77,154	608,936	686,090
Additions	50,857	–	243,105	293,962
Lease modification	–	–	66,104	66,104
Lease termination	–	–	(16,203)	(16,203)
Amortisation	(9,324)	(25,458)	(442,208)	(476,990)
Currency translation	709	1,140	3,868	5,717
Balance as at 31 March 2025	**42,242**	**52,836**	**463,602**	**558,680**
Balance as at 1 April 2023	–	114,711	408,045	522,756
Additions	–	–	619,299	619,299
Reclassified to property, plant and equipment* (Note 3)	–	(4,997)	–	(4,997)
Amortisation	–	(30,772)	(409,201)	(439,973)
Currency translation	–	(1,788)	(9,207)	(10,995)
Balance as at 31 March 2024	–	77,154	608,936	686,090

The Group leases office and factory premises for its operations and a hostel facility for housing its foreign workers. In addition, the Group's leased plant & machinery and motor vehicles are mainly used for the operations, delivery and transportation of goods. There is no externally imposed covenant on these leasing arrangements.

* Motor vehicles with a carrying amount of $Nil (2024: $4,997) was transferred to the Group's property, plant and equipment during the financial year after settlement of the final instalment of the lease payments.

4. Right-of-use assets (Continued)

Certain lease liabilities of the Group are secured by leased assets, which will revert to the lessor in the event of default by the Group. Plant, machinery and motor vehicles with a carrying amount of $95,078 (2024: $77,154) are secured over lease liabilities of $81,587 (2024: $60,097). These assets will be seized and returned to lessor in the event of default by the Group.

Material accounting policy information

Right-of-use assets are measured at cost less any accumulated amortisation, any accumulated impairment losses. The right-of-use assets are amortised over the lease term of the right-of-use assets.

	Years
Plant and machinery	3
Leased premises	2 – 3
Motor vehicles	5 – 7

5. Investment properties

	Group	
	2025	**2024**
	$	**$**
At fair value		
At the beginning and end of the financial year	**5,170,000**	5,170,000

The following amounts were recognised in profit or loss:

	Group	
	2025	**2024**
	$	**$**
Operating lease income – investment properties	**60,401**	60,101
Direct operating expenses (including repairs and maintenance) arising from rental-generating investment properties	**(28,864)**	(29,193)

Material accounting policy information

Investment properties are measured initially at cost, including transaction costs. Subsequent to the initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair value of investment properties are recognised in profit or loss for the period which they arise.

Investment property with carrying value of $3,150,000 are held as security for the Group's borrowings (Note 14).

NOTES TO THE FINANCIAL STATEMENTS

5. Investment properties (Continued)

Significant estimates

Fair value of investment properties

The Group's investment properties comprise freehold shop units that are held for long-term rental yields and for capital appreciation. The fair values of the Group's investment properties at the end of the financial year were determined on the basis of valuation carried out by an independent valuer having an appropriate recognised professional qualification and recent experience in the locations and category of the properties being valued. The "Direct Comparison Method" was used where comparisons were made with transactions of similar properties within a reasonable period. Adjustments were made for differences in location, age, tenure, type, size, design and layout, condition, standard of finishes, date of transactions and the prevailing market conditions affecting the property market. The most significant input into the valuation model was the price per square foot of the properties. The valuations were performed in accordance with International Valuation Standards. The estimation of the fair values of the properties was based on the highest and best use of the properties which is in line with their current use. The fair value measurement of investment properties was classified within Level 3 of the fair value hierarchy.

Valuation policies and procedures

Management of the Group oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures.

For valuations performed by external valuation experts, the management reviews the appropriateness of the valuation methodologies and assumptions adopted. The management also evaluates the appropriateness and reliability of the inputs used in the valuations. Significant changes in fair value measurements from period to period are evaluated by the management for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

The Directors have exercised their judgement in relying on the valuation reports and are satisfied that the fair value is reflective of current market situation.

Fair value hierarchy

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

5. Investment properties (Continued)

Significant estimates (Continued)

Fair value hierarchy (Continued)

The following table presents the valuation technique and key inputs that were used to determine the fair value of the investment properties categorised under Level 3 of the fair value hierarchy.

Location	Description	Valuation technique	Unobservable inputs	Relationship of unobservable inputs to fair value	Tenure
101 Kitchener Road Jalan Besar Plaza Singapore 208511					
Unit #02-11	Shop unit	Direct Comparison Method	Price p.s.f.* $1,910 – $2,973 (2024: $1,910 – $3,167)	The higher the price, the higher the fair value.	Freehold
Unit #02-22	Shop unit	Direct Comparison Method	Price p.s.f.* $1,910 – $2,973 (2024: $1,910 – $3,167)	The higher the price, the higher the fair value.	Freehold
Unit #02-23	Shop unit	Direct Comparison Method	Price p.s.f.* $1,910 – $2,973 (2024: $1,910 – $3,167)	The higher the price, the higher the fair value.	Freehold

* The price per square foot ("p.s.f.") was determined based on the differences in location, area, age, condition, tenure, design and layout, dates of transaction and the prevailing economic conditions affecting the property market.

There have been no changes in the valuation techniques of investment properties as at the end of the financial year.

NOTES TO THE FINANCIAL STATEMENTS

6. Investments in subsidiaries

	Company	
	2025	**2024**
	$	**$**
Unquoted equity in corporations, at cost	**41,895,236**	41,895,236
Allowance for impairment loss	**(31,505,265)**	(31,505,265)
	10,389,971	10,389,971

Movement in allowance for impairment loss in relation to investment in subsidiaries are as follows:

	2025	**2024**
	$	**$**
Balance as at the beginning of the financial year	**31,505,265**	23,855,137
Allowance made during the financial year	**–**	7,650,128
Balance as at the end of the financial year	**31,505,265**	31,505,265

<u>Significant estimates</u>

Impairment of investments in subsidiaries

At the end of each financial year, management follows the guidance of SFRS(I) 1-36 in assessing whether there is any objective evidence or indication that investments in subsidiaries may be impaired. Where an indication exists, the recoverable amount will be determined using the higher of fair value less costs of disposal ("FVLCD") and value-in-use ("VIU") method, which requires the use of estimates.

During the financial year, an impairment loss of $Nil (2024: $7,650,128) was recognised in profit or loss relating to the investment in Manufacturing Network Pte Ltd. ("MNPL"), under aluminium products distribution segment. The recoverable amount of $1,110,962 was determined based on the value-in-use (2024: FVLCD) method comprising cash flow projections based on financial budgets approved by management covering a five-year period and projections to terminal years.

2025 impairment testing

The cash flow forecasts derived from the most recent financial budgets approved by management for the next five years and applied the key assumptions as follows:

	2025
	%
Pre-tax discount rate	**11.7**
Terminal growth rate	**2.0**
Gross profit margin	**19.6 – 20.0**
Revenue growth rate	**4.1 – 20.3**

Management estimates the pre-tax discount rate that reflect current market assessment of the time value of money and the risks specific to the subsidiary. The growth rate and gross profit margin are based on management's estimates and expectations from historical trends.

NOTES TO THE FINANCIAL STATEMENTS

6. Investments in subsidiaries (Continued)

Sensitivity to changes in key assumptions

The following changes in assumptions, while holding all other assumptions constant, would have resulted in a significant decrease in the recoverable amount as follows:

	Recoverable amount decrease by **$**
Decrease in the revenue growth by 1%	1,556,095
Decrease in the gross profit margin by 1%	2,505,017
Increase in the pre-tax discount rate by 1%	541,827
Decrease in the terminal growth rate by 1%	573,435

2024 impairment testing

The valuation techniques and significant unobservable inputs used in determining the FVLCD of the subsidiary, as well as the inter-relationship between key unobservable inputs and fair value, are set out in the table below.

	Valuation technique	**Unobservable inputs**	**Relationship of unobservable inputs to fair value**
Freehold land and buildings	Comparable properties	Price p.s.f.	The higher the price, the higher the fair value.
Inventories	Replacement cost	Aluminium price	The higher the price, the higher the fair value.

The FVLCD is categorised within Level 3 of fair value hierarchy.

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

NOTES TO THE FINANCIAL STATEMENTS

6. Investments in subsidiaries (Continued)

Details of the subsidiaries are as follows:

Name of company (Country of incorporation and principal place of business)	**Principal activities**	**Effective equity held by the Group 2025 %**	**Effective equity held by the Group 2024 %**
Held by the Company			
General Electronics & Instrumentation Corporation Private Limited[1] (Singapore)	Trading in electrical and electronic equipment and components, hardware and software engineering in micro-computer and communication systems	**100**	100
Eplus Technologies Pte Ltd[1] (Singapore)	Trading in electrical and electronics components and provision of IT and software consultancy services	**100**	100
Manufacturing Network Pte Ltd[1] (Singapore)	Wholesale of aluminium plates, wedges and bars including cutting and refining aluminium plates, trading and distribution of metal precision components and investment holding	**100**	100
Eplus Technologies Sdn. Bhd.[2] (Malaysia)	Trading and distribution of cables, electrical and electronics components	**100**	100
Held by Manufacturing Network Pte Ltd			
MNPL Aluminium Centre Sdn. Bhd.[2] (Malaysia)	Wholesale of aluminium plates, rods and bars including cutting and refining aluminium plates, rods and bars	**100**	100
MNPL Investments Pte. Ltd.[1] (Singapore)	Investment holding	**100**	100
MSC Aluminium Holdings Pte. Ltd.[1] (Singapore)	Import and export of aluminium alloy products and investment holding	**100**	100
Alutech Metals Asiatic Pte. Ltd.[1] (Singapore)	Investment holding	**100**	100

NOTES TO THE FINANCIAL STATEMENTS

6. Investments in subsidiaries (Continued)

Details of the subsidiaries are as follows: (Continued)

Name of company (Country of incorporation and principal place of business)	**Principal activities**	**Effective equity held by the Group 2025 %**	**2024 %**
Held by MNPL Investments Pte. Ltd.			
MNPL Metals Co., Ltd.[3] (People's Republic of China)	Sale and distribution of aluminium alloy, steel, stainless steel and other ferrous and non-ferrous semi-finished products	**100**	100
Held by MSC Aluminium Holdings Pte. Ltd.			
Twin Metal Service Centre Sdn. Bhd.[2] (Malaysia)	Fabricating and trading of aluminium products	**100**	100
Twin Metal (Penang) Sdn. Bhd.[2] (Malaysia)	Fabricating and trading of aluminium products	**60**	60
Held by Alutech Metals Asiatic Pte. Ltd.			
Alutech Metals Co., Ltd.[3] (People's Republic of China)	Trading in aluminium alloy, steel, stainless steel and other metal products	**100**	100

(1) Audited by BDO LLP, Singapore

(2) Audited by BDO PLT, Malaysia, a member of BDO International Limited

(3) Audited by SBA Stone Forest CPA Co Ltd, People's Republic of China

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

NOTES TO THE FINANCIAL STATEMENTS

6. Investments in subsidiaries (Continued)

Non-controlling interest

Twin Metal (Penang) Sdn. Bhd., a 60% owned subsidiary of the Group, has material non-controlling interests ("NCI").

Summarised financial information in relation to Twin Metal (Penang) Sdn. Bhd., before intra-group eliminations, is presented below together with amounts attributed to NCI:

For the financial year ended 31 March	**2025** **$**	**2024** **$**
Revenue	**3,339,645**	2,639,267
Profit/(Loss) before income tax	**59,284**	(367,388)
Income tax credit	**–**	840
Profit/(Loss) for the financial year	**59,284**	(366,548)
Other comprehensive income	**26,558**	(86,128)
Total comprehensive income for the financial year	**85,842**	(452,676)
Loss attributable to NCI	**(23,713)**	(146,619)
Total comprehensive income attributable to NCI	**34,337**	(181,070)
Net cash used in operating activities	**70,311**	(2,185)
Net cash used in investing activity	**(1,742)**	(452)
Net cash used in financing activities	**(45,175)**	(46,650)
Net cash outflows	**23,394**	(49,287)
At 31 March		
Non-current assets	**130,523**	106,542
Current assets	**2,395,968**	1,814,691
Current liabilities	**(1,982,612)**	(1,500,743)
Non-current liabilities	**(84,240)**	(46,693)
Accumulated non-controlling interests	**183,856**	149,519

7. Intangible assets

	Goodwill $	Customer relationships $	Total $
Group			
Cost			
Balance as at 1.4.2024 and 31.3.2025	4,358,638	3,108,488	7,467,126
Accumulated amortisation and impairment			
Balance as at 1.4.2024 and 31.3.2025	4,358,638	3,108,488	7,467,126
Carrying amount			
Balance as at 31.3.2025	–	–	–
Cost			
Balance as at 1.4.2023 and 31.3.2024	4,358,638	3,108,488	7,467,126
Accumulated amortisation and impairment			
Balance as at 1.4.2023	3,556,306	2,653,422	6,209,728
Amortisation charge	–	227,533	227,533
Impairment loss	802,332	227,533	1,029,865
Balance as at 31.3.2024	4,358,638	3,108,488	7,467,126
Carrying amount			
Balance as at 31.3.2024	–	–	–

Intangible assets acquired in a business combination relates to customer relationships with finite useful life and is amortised on a straight-line method over the estimated useful life of 7 to 10 years.

Customer relationships were acquired in the financial year ended 31 March 2011 and 31 March 2019 as part of the acquisition of MSC Group and Alutech Group respectively. The fair value on the date of initial recognition was based on its intended use and the expected future economic benefits to be derived from the future operating cash inflows from products associated with the acquired customer relationships. The remaining useful lives for customer relationships is Nil (2024: 1 year).

Amortisation expense was included in “Other expenses” line item of profit or loss.

Goodwill arising from business combinations is allocated to the cash generating units (“CGUs”) that are expected to benefit from that business combination. The carrying amount of goodwill was allocated to MSC Aluminium Holdings Pte. Ltd. and its subsidiaries (“MSC Group”) and Alutech Metals Asiatic Pte. Ltd. and its subsidiary (“Alutech Group”) as 2 CGUs respectively.

NOTES TO THE FINANCIAL STATEMENTS

8. Deferred tax assets/(liabilities)

	Group	
	2025	**2024**
	$	**$**
Deferred tax assets		
Balance as at the beginning of the financial year	**5,303**	266,288
Derecognised due to reassessment during the financial year	**–**	(260,985)
Balance as at the end of the financial year	**5,303**	5,303
Recognised deferred tax assets are attributable to the following:		
Unutilised tax losses	**5,303**	5,303
Deferred tax liabilities		
Balance as at the beginning of the financial year	**–**	(117,378)
Credited to profit or loss	**–**	118,418
Foreign currency translation differences	**–**	(1,040)
Balance as at the end of the financial year	**–**	–

9. Inventories

	Group	
	2025	**2024**
	$	**$**
Trading goods	**7,505,502**	8,904,706

Aluminium products distribution

Cost of inventories under this segment is determined on the "first-in, first-out" basis and includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Components distribution

Cost of inventories under this segment is determined on the "weighted average" basis and includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The cost of inventories recognised as an expense and included in "Cost of sales" line item in profit or loss amounted to $14,203,549 (2024: $13,263,206).

The Group has recognised a write back of $395 (2024: $828) pursuant to a review of the net realisable value of the inventories. The write back was included under "other income" (2024: "other expenses").

NOTES TO THE FINANCIAL STATEMENTS

10. Trade and other receivables

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
Trade receivables	**4,462,268**	3,319,632	**–**	–
Loss allowance	**(229,005)**	(242,729)	**–**	–
	4,233,263	3,076,903	**–**	–
Notes receivables	**3,359**	5,829	**–**	–
Other receivables				
– third parties	**6,015**	29,562		–
– subsidiaries	**–**	–	**3,191,957**	3,902,527
Loss allowance				
– subsidiaries	**–**	–	**(3,191,957)**	(3,407,575)
	6,015	29,562	**–**	494,952
Deposits	**102,074**	89,488	**–**	–
Advance payments to suppliers	**661,585**	367,986	**–**	–
GST/VAT recoverable	**–**	4,625	**–**	–
Total trade and other receivables	**5,006,296**	3,574,393	**–**	494,952
Less: Advance payments to suppliers	**(661,585)**	(367,986)	**–**	–
Less: GST/VAT recoverable	**–**	(4,625)	**–**	–
Add: Cash and bank balances	**1,062,828**	1,029,892	**22,960**	22,695
Financial assets at amortised costs	**5,407,539**	4,231,674	**22,960**	517,647

Trade and other receivables are unsecured, non-interest bearing and generally on 7 to 90 days' (2024: 7 to 90 days') credit terms.

The non-trade amounts due from subsidiaries are unsecured, non-interest bearing and repayable on demand.

Advance payments to suppliers pertain to the payments made in advance for the purchase of maintenance and contract services.

NOTES TO THE FINANCIAL STATEMENTS

10. Trade and other receivables (Continued)

Movements in loss allowance for trade receivables during the financial year were as follows:

	Group	
	2025	**2024**
	$	**$**
Non-credit impaired		
Balance as at the beginning of the financial year	**242,729**	198,289
Write-off against allowance	**(2,822)**	(20,351)
Loss allowance (reversed)/made during the financial year		
– for lifetime expected credit loss, not credit impaired	**29,096**	25,872
– for lifetime expected credit loss, credit impaired	**(50,611)**	49,231
Foreign currency translation differences	**10,613**	(10,312)
Balance as at the end of the financial year	**229,005**	242,729

Movement in loss allowance for non-trade amount due from subsidiaries during the financial year were as follows:

	Company	
	2025	**2024**
	$	**$**
Credit impaired		
Balance at beginning of financial year	**3,407,575**	76,000
Allowance made during the financial year (Note 28.1)	**60,740**	3,331,575
Allowance reversed during the financial year (Note 28.1)	**(276,358)**	–
Balance at end of financial year	**3,191,957**	3,407,575

Trade and other receivables are denominated in the following currencies:

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
United States dollar	**321,075**	423,209	**–**	–
Singapore dollar	**1,353,549**	820,215	**–**	494,952
Malaysian ringgit	**2,779,983**	1,999,937	**–**	–
Chinese renminbi	**551,689**	331,032	**–**	–
	5,006,296	3,574,393	**–**	494,952

NOTES TO THE FINANCIAL STATEMENTS

11. Cash and bank balances

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
Fixed deposits with banks	**277,449**	256,581	**5,945**	5,945
Cash and bank balances	**785,379**	773,311	**17,015**	16,750
Total cash and bank balances	**1,062,828**	1,029,892	**22,960**	22,695
Less: Bank overdrafts (Note 14)	**(180,887)**	(271,583)	**–**	–
Cash and cash equivalents per consolidated cash flow statement	**881,941**	758,309	**22,960**	22,695

Cash and cash equivalents are denominated in the following currencies:

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
United States dollar	**24,527**	93,948	**11,797**	11,872
Singapore dollar	**225,666**	71,970	**11,163**	10,823
Malaysian ringgit	**450,874**	401,434	**–**	–
Chinese renminbi	**361,762**	462,540	**–**	–
	1,062,828	1,029,892	**22,960**	22,695

The fixed deposits with banks mature within 1 month (2024: 1 month) from the end of the financial year. The weighted average effective interest rate on the fixed deposits is approximately 2.34% (2024: 0.89%) per annum.

Cash and bank balances of $361,768 (2024: $462,547), held with subsidiaries in the People's Republic of China, are subject to local exchange control regulations. These regulations place restrictions on exporting capital out of the country other than through dividends and thus significantly affect the Group's ability to access or use assets, and settle liabilities, of the Group.

NOTES TO THE FINANCIAL STATEMENTS

12. Trade and other payables

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
Trade payables – third parties	**2,820,285**	1,974,406	**–**	–
Other payables				
– third parties	**1,242,596**	759,506	**91,205**	95,303
– subsidiaries	**–**	–	**2,982,998**	2,930,389
Deposits received from customers	**200,588**	393,586	**–**	–
Advance billings	**780,695**	431,506	**–**	–
GST payables	**77,071**	30,770	**–**	–
Rental deposit received	**10,700**	10,540	**–**	–
Accrued operating expenses	**701,865**	673,948	**217,395**	188,397
Accrued unutilised leave	**56,277**	53,692	**33,900**	36,750
Total trade and other payables	**5,890,077**	4,327,954	**3,325,498**	3,250,839
Less:				
Deposits received from customers	**(200,588)**	(393,586)	**–**	–
Advance billings	**(780,695)**	(431,506)	**–**	–
GST payables	**(77,071)**	(30,770)	**–**	–
Accrued unutilised leave	**(56,277)**	(53,692)	**(33,900)**	(36,750)
Add:				
Interest-bearing liabilities	**5,258,608**	4,825,145	**–**	–
Lease liabilities	**518,262**	670,118	**–**	–
Financial liabilities carried at amortised cost	**10,552,316**	8,913,663	**3,291,598**	3,214,089

Advance billings relate to advance consideration from customers for sales of maintenance services.

Trade and other payables are unsecured, non-interest bearing and generally on 30 to 90 days' (2024: 30 to 90 days') credit terms. The non-trade amounts due to subsidiaries are unsecured, non-interest bearing and repayable on demand.

Trade and other payables are denominated in the following currencies:

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
United States dollar	**1,659,932**	682,983	**–**	–
Singapore dollar	**1,915,117**	1,470,165	**3,325,498**	3,250,839
Malaysian ringgit	**1,166,292**	1,125,399	**–**	–
Chinese renminbi	**1,148,736**	1,049,407	**–**	–
	5,890,077	4,327,954	**3,325,498**	3,250,839

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

NOTES TO THE FINANCIAL STATEMENTS

13. Lease liabilities

	Group	
	2025	**2024**
	$	**$**
Balance at beginning of financial year	**670,118**	495,171
Additions	**293,962**	619,299
Lease modification	**66,104**	–
Lease termination	**(16,453)**	–
Interest expense	**31,018**	27,846
Lease payments		
– Principal portion	**(501,033)**	(434,203)
– Interest portion	**(31,018)**	(27,846)
Exchange difference	**5,564**	(10,149)
Balance at end of financial year	**518,262**	670,118

Certain lease liabilities of the Group are secured by leased assets, which will revert to the lessor in the event of default by the Group. Plant, machinery and motor vehicles with a carrying amount of $95,078 (2024: $77,154) are secured over lease liabilities of $81,587 (2024: $60,097). These assets will be seized and returned to lessor in the event of default by the Group.

The maturity analysis of lease liabilities at the end of each financial year were as follows:

	Group	
	2025	**2024**
	$	**$**
Contractual undiscounted cash flows		
Not later than a year	**313,268**	436,130
Later than one year and not later than five years	**239,055**	267,791
	552,323	703,921
Less: Future interest expense	**(34,061)**	(33,803)
Present value of lease liabilities	**518,262**	670,118
Presented in the statement of financial position		
Current	**294,985**	414,329
Non-current	**223,277**	255,789
	518,262	670,118

Total cash outflows for all leases including low value asset leases were $500,136 (2024: $469,083) for the financial year ended 31 March 2025.

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

NOTES TO THE FINANCIAL STATEMENTS

13. Lease liabilities (Continued)

Lease liabilities are denominated in the following currencies:

	Group	
	2025	**2024**
	$	**$**
Singapore dollar	**195,154**	506,512
Malaysian ringgit	**170,783**	103,592
Chinese renminbi	**152,325**	60,014
	518,262	670,118

Interest rates are fixed at the contract date. The leases are on a fixed repayment basis and no arrangement has been entered into for contingent rental payments.

As at 31 March 2025, the incremental borrowing rate applied in the lease liabilities measurement ranged from 2.68% to 6.82% (2024: 2.72% to 5.00%).

14. Interest-bearing liabilities

	Group	
	2025	**2024**
	$	**$**
Current liabilities		
Term loans – secured	**1,554,025**	48,069
Term loans – unsecured	**223,922**	1,101,345
Bank overdrafts – unsecured	**180,887**	271,583
Trust receipts – secured	**2,788,976**	2,646,975
	4,747,810	4,067,972
Non-current liabilities		
Term loans – secured	**510,798**	533,213
Term loans – unsecured	**–**	223,960
	510,798	757,173
Total interest-bearing liabilities	**5,258,608**	4,825,145

The interest rates per annum charged during the financial year were as follows:

	Group	
	2025	**2024**
	$	**$**
Term loans	**3.00 – 6.00**	3.00 – 4.75
Overdrafts	**5.75 – 6.00**	5.75 – 6.00
Trust receipts	**5.27 – 9.00**	5.18 – 13.50

14. Interest-bearing liabilities (Continued)

The term loans are repayable over 60 to 240 monthly instalments from their respective first drawdown date.

Trust receipts have maturity date of 150 days from the date of invoice and/or the date of drawdown.

The Group's banking facilities (term loans and trust receipts) amounting to $5,270,859 (2024: $4,841,982) were secured by corporate guarantees provided by the Company and a charge over a freehold property of the Group (Note 3) and a charge over an investment property (Note 5).

As at the end of the financial year, the Group had undrawn banking facilities as follows:

	Group	
	2025	**2024**
	$	**$**
Facilities undrawn	**3,483,809**	4,267,654

Subsequent to the financial year, the Group acquired a term loan facility of $2,500,000 from a financial institution. The bank loan facility is secured by a freehold property of the Group, with carrying amount of $512,680 (Note 3).

Subsequent to the financial year, the Group has converted some outstanding trust receipts to short term loans, which are repayable over 6 monthly instalments commencing from July 2025 and secured by the mortgage of investment properties of the Group with carrying amount of $2,020,000 (Note 5).

Interest-bearing liabilities are denominated in the following currencies:

	Group	
	2025	**2024**
	$	**$**
United States dollar	**1,990,879**	1,833,881
Singapore dollar	**2,231,914**	1,777,503
Malaysian ringgit	**1,035,815**	1,213,761
	5,258,608	4,825,145

15. Share capital

	Group and Company			
	2025	**2024**	**2025**	**2024**
	Number of ordinary shares		**$**	**$**
Issued and fully paid up:				
At the beginning and end of the financial year	**1,727,469,695**	1,727,469,695	**27,459,753**	27,459,753

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

NOTES TO THE FINANCIAL STATEMENTS

16. Asset revaluation reserve

Group

Asset revaluation reserve represents surplus on revaluation of the Group's freehold property transferred from property, plant and equipment to investment property in 2009 and is not distributable.

17. Share-based payment reserve

Group and Company

During the financial year ended 31 March 2010, a shareholder, who was also the Director of the Company, transferred his shares to certain employees to reward their services rendered to the Group. The fair value of the shares was measured at the weighted average quoted market price at the date of transfer.

The share-based payment reserve is non-distributable.

18. Foreign currency translation account

Group

The foreign currency translation account comprises the foreign exchange differences arising from the translation of the financial statements of subsidiaries whose functional currencies are different from that of the Group's presentation currency and is non-distributable.

19. Revenue

(a) Disaggregation of revenue

The Group has disaggregated revenue into various categories in the following table which is intended to:

- depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic date; and
- enable users to understand the relationship with revenue segment information provided in Note 28 to the financial statements.

	Components		**Aluminium**		**Total**	
	2025	**2024**	**2025**	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**	**$**	**$**
Primary Geographical market						
Singapore	**2,045,029**	1,658,071	**3,156,260**	2,783,656	**5,201,289**	4,441,727
Malaysia	**107,555**	163,317	**8,756,610**	6,718,879	**8,864,165**	6,882,196
People's Republic of China	**–**	–	**2,919,925**	3,638,739	**2,919,925**	3,638,739
Others	**73,017**	47,795	**47,648**	148,157	**120,665**	195,952
	2,225,601	1,869,183	**14,880,443**	13,289,431	**17,106,044**	15,158,614
Timing of transfer of goods						
– Point in time	**1,826,980**	1,497,124	**14,880,443**	13,289,431	**16,707,423**	14,786,555
– Overtime	**398,621**	372,059	**–**	–	**398,621**	372,059

19. Revenue (Continued)

(a) Disaggregation of revenue (Continued)

Material accounting policy information

Sale of goods

The Group is involved in the supply of aluminium products and components. The revenue is recognised at a point in time when control of the goods (i.e. risk of obsolescence and loss of shipment) is transferred to the customers. This is generally when the goods are delivered to the customers. For overseas sales, control might also be transferred when the goods are ready for collection, delivered either to the port of departure or port of arrival, depending on the specific terms of the contract. There is limited judgement required to identify when the point of control passes to customers. In certain circumstances where the Group makes advance billings to customers and at the end of each financial year, these are included in "Trade and other payables".

Maintenance income

Revenue from maintenance and service contracts are recognised over time when the Company satisfies its performance obligations upon rendering of the services. As the Company's efforts or inputs are expended throughout the performance period for maintenance and contract services, revenue is recognised on a straight-line basis over the specified contract period.

The Group's contract liabilities represent advance consideration received from customers as at the end of each financial year and generally would be utilised within 3 years.

(b) Contract balances

	Group	
	2025	**2024**
	$	**$**
Contract liabilities		
Advance billings (Note 12)		
– Maintenance income	**780,695**	431,506

The contract liabilities arise from maintenance income mainly due to the advance payments received from customers at end of financial year do not necessarily equal to the amount of revenue recognised on the contracts.

The amount of revenue that will be recognised in future periods on these contracts when those remaining performance obligations will be satisfied is analysed as follows:

	2026	**2027**	**2028**	**Total**
	$	**$**	**$**	**$**
As at 31.3.2025	**392,366**	**304,713**	**83,616**	**780,695**

	2025	**2026**	**2027**	**Total**
	$	**$**	**$**	**$**
As at 31.3.2024	312,003	110,626	8,877	431,506

NOTES TO THE FINANCIAL STATEMENTS

19. Revenue (Continued)

(b) Contract balances (Continued)

Significant changes in contract liabilities during the financial year are tabled as follow:

	Group	
	2025	**2024**
	$	**$**
As at beginning of financial year	**431,506**	394,707
Amount recognised as revenue	**(374,560)**	(372,059)
Cash received in advance of performance and not recognised as revenue	**723,749**	408,858
As at end of financial year	**780,695**	431,506

20. Other income

	Group	
	2025	**2024**
	$	**$**
Gain on disposal of property, plant and equipment	**8,166**	7,700
Government grants		
– Grants from Enterprise Singapore	**28,000**	20,320
– Wage Credit Schemes	**4,846**	17,806
– Corporate Income Tax rebate	**6,000**	–
– Others	**5,070**	12,742
Operating lease income – investment properties	**60,401**	60,101
Sale of recycled materials	**76,944**	53,884
Gain on termination of lease	**250**	–
Write back of inventories	**395**	–
Miscellaneous income	**8,465**	33,467
	198,537	206,020

21. Finance costs

	Group	
	2025	**2024**
	$	**$**
Interest expenses on:		
bank overdrafts	**8,324**	9,725
lease liabilities	**31,018**	27,846
term loan	**139,252**	87,530
trust receipts	**194,445**	221,839
	373,039	346,940

NOTES TO THE FINANCIAL STATEMENTS

22. Loss before income tax

The above is arrived at after charging:

	Group	
	2025	**2024**
	$	**$**
Distribution costs		
Entertainment expenses	**81,927**	60,715
Freight outwards	**97,007**	79,133
Sales commission	**14,586**	8,846
Transport expenses	**58,456**	44,808
Administrative expenses		
Directors' fees	**85,333**	82,000
Employee benefits expense[1]		
– salaries, bonus and other benefits	**2,441,035**	2,405,579
– defined contribution plans	**271,079**	260,578
Audit fees		
– Auditors of the Company		
– current year	**105,750**	103,750
– under provision for prior year	**7,597**	5,242
– Other auditors – network firm	**29,794**	26,603
– Other auditors – non-network firms	**19,798**	18,736
Non-audit fees – non-audit related service[2]		
– Auditors of the Company	**15,013**	13,774
– Other auditors – network firms	**6,520**	6,540
Low asset value lease	**7,926**	7,034
Professional fees	**214,826**	167,305
Office maintenance	**68,587**	63,154
Bank charges	**56,442**	37,094
Other expenses		
Amortisation of intangible assets	**–**	227,533
Depreciation of property, plant and equipment	**99,389**	111,382
Plant and equipment written off	**407**	1,093
Bad debts written off	**4,687**	6,058
Impairment of intangible assets	**–**	1,029,865
Amortisation of right-of-use assets	**476,990**	439,973
Foreign exchange loss, net	**–**	165,744
Write back of inventories	**–**	(828)

(1) These include key management personnel remuneration as disclosed in Note 26 to the financial statements.

(2) There are no audit-related services fee paid/payable to the auditors of the Company and other auditors.

NOTES TO THE FINANCIAL STATEMENTS

22. Loss before income tax (Continued)

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes, namely in Singapore, Malaysia and People's Republic of China ("PRC"), are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

23. Income tax expense

	Group	
	2025	**2024**
	$	**$**
Current income tax		
– current financial year	**5,883**	2,253
Deferred income tax		
– current financial year	**–**	(86,881)
– under provision in prior financial years	**–**	229,448
	–	142,567
Total income tax expense recognised in profit or loss	**5,883**	144,820

Reconciliation of effective income tax rate

Domestic income tax is calculated at 17% (2024: 17%) of the estimated assessable profit for the financial year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The income tax expense varied from the amount of income tax expense determined by applying the applicable income tax rate of 17% (2024: 17%) to profit or loss before income tax as a result of the following differences:

	Group	
	2025	**2024**
	$	**$**
Loss before income tax	**(2,115,595)**	(4,335,778)
Income tax calculated using applicable tax rate of 17% (2024: 17%)	**(359,651)**	(737,082)
Effect of different tax rate in other countries	**(30,945)**	(111,491)
Tax effect of expenses not deductible for tax purposes	**390,363**	486,300
Tax effect of income not subject to tax	**(237,683)**	(1,031)
Under provision of deferred tax in prior financial years	**–**	229,448
Deferred tax assets not recognised in profit or loss	**451,351**	278,676
Utilisation of deferred tax assets previously not recognised	**(43,375)**	–
Others	**(164,177)**	–
	5,883	144,820

23. Income tax expense (Continued)

Unrecognised deferred tax assets

	Group	
	2025	**2024**
	$	**$**
Balance as at the beginning of the financial year	**1,803,566**	1,590,132
Reassessment of unrecognised deferred tax assets	**451,351**	278,676
Utilised during the financial year	**(43,375)**	–
Foreign currency translation difference	**(25,984)**	(65,242)
Balance as at the end of the financial year	**2,185,558**	1,803,566

Unrecognised deferred tax assets are attributable to the following:

	Group	
	2025	**2024**
	$	**$**
Other temporary differences	**73,580**	39,286
Unabsorbed capital allowances	**21,222**	4,374
Unutilised tax losses	**2,090,756**	1,759,906
	2,185,558	1,803,566

Subject to the agreement by relevant tax authorities, at the end of financial year, the Group had unutilised tax losses of approximately $12,298,000 (2024: $11,460,000) available for offset against future profits. As at the end of the financial year, deferred tax assets were recognised for unutilised tax losses of approximately $31,000 (2024: $31,000). However, no deferred tax asset have been recognised in respect of the remaining $12,267,000 (2024: $11,429,000) due to the unpredictability of profit streams.

The unutilised tax losses arising from the subsidiaries in the jurisdiction of People's Republic of China ("China") and Malaysia amounting to $1,869,000 and $841,000 (2024: $1,824,024 and $870,191) respectively can only be utilised for the set-off against its future taxable profits within five years for China and within ten years for Malaysia from the date the tax losses were incurred. The unutilised tax losses will expire from 2025 to 2035.

Except as disclosed above, the unutilised tax losses may be carried indefinitely subject to the conditions imposed by relevant tax authorities and provisions of the tax legislations of the respective countries in which the Group operates.

NOTES TO THE FINANCIAL STATEMENTS

24. Loss per share

	Group	
	2025	**2024**
Loss per share (Cents)		
– Basic and diluted	**(0.12)**	(0.25)
The calculation of basic and diluted loss per share is based on:		
Loss attributable to the owners of the parent ($)	**(2,145,191)**	(4,333,979)
Actual number of ordinary shares	**1,727,469,695**	1,727,469,695

Basic loss per share is calculated by dividing the Group's loss attributable to the owners of the parent by the actual number of shares in issue during the financial year.

Diluted loss per share for the current financial year is the same as the basic loss per share as the Group does not have any potential dilutive ordinary shares as at the end of the current and previous financial years.

25. Operating lease commitments

When the Group is a lessor

As at the end of the financial year, there were operating lease commitments for the freehold shop unit which are receivable in subsequent accounting periods as follows:

	Group	
	2025	**2024**
	$	**$**
Not later than one year	**25,200**	54,101
Later than one year and not later than five years	**18,900**	–
	44,100	54,101

The rents receivable under the lease are subject to revision after expiry. The above commitments were based on prevailing rental rates for the financial year.

NOTES TO THE FINANCIAL STATEMENTS

26. Significant related party transactions

Key management personnel remuneration

The remuneration of key management personnel of the Group and the Company during the financial year are as follows:

	Group		Company	
	2025	2024	2025	2024
	$	$	$	$
Directors' fee	**85,333**	82,000	**61,333**	58,000
Short-term employee benefits	**691,269**	665,368	**430,255**	414,502
Post-employment benefits	**55,333**	54,695	**36,047**	35,041
	831,935	802,063	**527,635**	507,543

The remuneration to the Directors of the Company and of the subsidiaries during the financial year are as follows:

	Group		Company	
	2025	2024	2025	2024
	$	$	$	$
Directors of the Company				
Directors' fee	**61,333**	58,000	**61,333**	58,000
Short-term employee benefits	**364,146**	348,610	**228,677**	220,677
Post-employment benefits	**24,770**	27,603	**8,694**	8,366
	450,249	434,213	**298,704**	287,043
Directors of subsidiaries				
Directors' fee	**24,000**	24,000	**–**	–
Short-term employee benefits	**213,420**	204,876	**123,500**	118,750
Post-employment benefits	**20,996**	20,188	**20,996**	20,188
	258,416	249,064	**144,496**	138,938
	708,665	683,277	**443,200**	425,981

NOTES TO THE FINANCIAL STATEMENTS

27. Segment information

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker. A segment is a distinguishable component of the Group that is engaged either in providing products (business segment), or in providing products within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

Management monitors the operating results of the segments separately for the purposes of making decisions about resources to be allocated and of assessing performance. Segment performance is evaluated based on operation profit or loss which is similar to the accounting profit or loss.

Income taxes are managed by the management of respective entities within the Group.

The accounting policies of the operating segments are the same as those described in the material accounting policy information. There is no asymmetrical allocation to reportable segments. Management evaluates performance on the basis of profit or loss from operations before tax expense.

There is no change from prior periods in the measurement methods used to determine reported segment profit or loss.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise corporate assets, liabilities and expenses.

The Group is organised into two main business segments namely:

(i) Components distribution; and

(ii) Aluminium products distribution.

NOTES TO THE FINANCIAL STATEMENTS

27. Segment information (Continued)

Business segments

	Components distribution $	Aluminium products distribution $	Unallocated $	Consolidated $
Group				
2025				
Revenue				
External revenue	2,225,600	14,880,444	–	17,106,044
Results				
Segment results	133,026	(520,374)	(785,415)	(1,172,763)
Interest income	376	6,209	1	6,586
Finance costs	(106,532)	(266,507)	–	(373,039)
Amortisation of right-of-use assets	–	(476,990)	–	(476,990)
Depreciation of property, plant and equipment	(29,554)	(69,835)	–	(99,389)
Loss before income tax	(2,684)	(1,327,497)	(785,414)	(2,115,595)
Income tax expense	–	(5,883)	–	(5,883)
Loss after income tax	(2,684)	(1,333,380)	(785,414)	(2,121,478)
Additions to non-current assets*	27,412	309,084	–	336,496
Assets and liabilities				
Segment assets	7,151,110	14,065,841	33,361	21,250,312
Current income tax recoverable and deferred tax assets	6,439	480,021	–	486,460
Total assets	7,157,549	14,545,862	33,361	21,736,772
Segment liabilities	3,257,456	8,066,991	342,500	11,666,947
Current income tax payable and deferred tax liabilities	–	–	–	–
Total liabilities	3,257,456	8,066,991	342,500	11,666,947

NOTES TO THE FINANCIAL STATEMENTS

27. Segment information (Continued)

Business segments (Continued)

	Components distribution $	Aluminium products distribution $	Unallocated $	Consolidated $
Group				
2024				
Revenue				
External revenue	1,869,183	13,289,431	–	15,158,614
Results				
Segment results	(6,716)	(1,422,197)	(757,567)	(2,186,480)
Interest income	7	6,368	20	6,395
Finance costs	(26,587)	(320,353)	–	(346,940)
Impairment loss on intangible assets	–	(1,029,865)	–	(1,029,865)
Amortisation of intangible assets	–	(227,533)	–	(227,533)
Amortisation of right-of-use assets	–	(439,973)	–	(439,973)
Depreciation of property, plant and equipment	(28,094)	(83,288)	–	(111,382)
Loss before income tax	(61,390)	(3,516,841)	(757,547)	(4,335,778)
Income tax expense	(30,697)	(114,123)	–	(144,820)
Loss after income tax	(92,087)	(3,630,964)	(757,547)	(4,480,598)
Additions to non-current assets*	12,202	687,899	–	700,101
Assets and liabilities				
Segment assets	6,704,460	14,646,519	33,546	21,384,525
Current income tax recoverable and deferred tax assets	6,374	332,494	–	338,868
Total assets	6,710,834	14,979,013	33,546	21,723,393
Segment liabilities	1,520,972	7,981,795	320,450	9,823,217
Current income tax payable and deferred tax liabilities	–	–	–	–
Total liabilities	1,520,972	7,981,795	320,450	9,823,217

* Additions to non-current assets comprise of additions of property, plant and equipment and right-of-use assets.

NOTES TO THE FINANCIAL STATEMENTS

27. Segment information (Continued)

Geographical information

The Group's business segments operate in three main geographical areas. Sales revenue is based on the country in which goods are delivered (Note 19). Non-current assets consist primarily of property, plant and equipment, right-of-use assets, investment properties and intangible assets. Non-current assets are shown by the geographical area in which the assets are located.

	Singapore $	Malaysia $	People's Republic of China $	Consolidated $
Group				
2025				
Non-current assets	**5,928,670**	**1,394,582**	**246,548**	**7,569,800**
2024				
Non-current assets	6,283,562	1,277,790	131,304	7,692,656

Major customers

Revenue from four (2024: three) customers of the aluminium products distribution segment represents approximately 14% (2024: 11%) of total revenue.

28. Financial instruments, financial risks and capital management

The Group's and the Company's activities expose them to credit risk, market risks (including interest rate risk and foreign exchange risk), and liquidity risk. The Group's and the Company's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Group's and the Company's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group and the Company. The Group's and the Company's management then establishes the detailed policies such as authority levels, oversight responsibilities, risk identification and measurement and exposure limits, in accordance with the objectives and underlying principles approved by the Board of Directors.

There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which they manage and measure the risk.

28. Financial instruments, financial risks and capital management (Continued)

28.1 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from credit sales. It is the Group's policy to assess the credit risk of new customers before entering contracts.

The Group does not have any significant credit exposure to any single counterparty or any group of counterparties having similar characteristics except for three (2024: three) trade receivables from third parties of the Group amounting to approximately $835,410 (2024: $583,179) as at the end of the financial year.

The Group's and the Company's major classes of financial assets are cash and bank balances and trade and other receivables. Bank deposits are mainly deposits with reputable banks, which are rated A to AA based on an international credit rating agency.

Given the high credit ratings, the Group and the Company does not expect any credit losses from non-performance by the counterparties.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

	Company	
	2025	**2024**
	$	**$**
Corporate guarantee provided to banks on subsidiaries' loans and trust receipts	**5,270,859**	4,841,982

For the corporate guarantee issued, the Company has assessed that these subsidiaries have sufficient financial capabilities to meet their contractual cash flows obligation in the near future hence, does not expect any material loss allowance under 12-month expected credit loss model.

As at the end of the financial year, there were credit risks in respect of guarantees given by the Company to banks in connection with banking facilities granted to the subsidiaries amounting to $8,754,668 (2024: $9,102,798). The banking facilities utilised by certain subsidiaries amounted to $5,270,859 (2024: $4,841,982).

These guarantees are financial guarantee contracts as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of the facilities drawn. The financial guarantees have not been recognised in the financial statements of the Company as the probability of reimbursement is remote.

NOTES TO THE FINANCIAL STATEMENTS

28. Financial instruments, financial risks and capital management (Continued)

28.1 Credit risk (Continued)

For trade receivables from third parties, the Group applies simplified approach to measure the loss allowance using lifetime expected credit loss model. In determining the expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and aging. The Group considers the historical customers' payment profile of respective countries, past due status of the receivables, historical loss rate and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers of respective countries to settle the receivables. The Group has identified the country risk rating and gross domestic product growth rate in which it sells goods and services to be the most relevant factor and the historical loss rates is adjusted accordingly based on the expected changes to these factors.

Trade receivables are in default if the debtor fail to make contractual payment when they fall due. Trade receivables are written off when there is no reasonable expectation of recovery, such as the debtor is in severe financial difficulty. Where receivables are written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss. As at 31 March 2025, trade receivables of $4,687 (2024: $6,058) were written off to profit and loss.

The Group's credit risk exposure in relation to trade receivables under SFRS(I) 9 are set out in the provision matrix as follows:

	Current $	Past due for 1 to 90 days $	Past due for 91 to 180 days $	Past due for 181 to 365 days $	Past due for more than 365 days $	Total $
Group						
31 March 2025						
Gross carrying amount						
Trade receivables	**2,485,130**	**1,270,287**	**341,616**	**279,989**	**85,246**	**4,462,268**
Loss allowance:						
– Non-credit impaired	**(58,383)**	**(29,084)**	**(8,178)**	**(5,685)**	**(589)**	**(101,919)**
– Credit impaired	**–**	**–**	**(21,799)**	**(40,466)**	**(64,821)**	**(127,086)**
	2,426,747	**1,241,203**	**311,639**	**233,838**	**19,836**	**4,233,263**
31 March 2024						
Gross carrying amount						
Trade receivables	1,780,922	1,233,896	119,494	57,389	127,931	3,319,632
Loss allowance:						
– Non-credit impaired	(41,007)	(24,564)	(3,347)	(436)	(282)	(69,636)
– Credit impaired	–	–	(13,730)	(38,177)	(121,186)	(173,093)
	1,739,915	1,209,332	102,417	18,776	6,463	3,076,903

28. Financial instruments, financial risks and capital management (Continued)

28.1 Credit risk (Continued)

As at 31 March 2025, trade receivables of $127,086 (2024: $173,093) were past due and credit impaired due to difficulties in recovering the amount due from the customers.

The Group has applied the general approach in accordance with SFRS(I) 9 to measure the loss allowance of other receivables using 12-month ECL. Credit risk for these assets has not increased significantly since their initial recognition. Other receivables are subject to immaterial ECL.

For other receivables due from subsidiaries, the Board of Directors has taken into account information that it has available internally about these subsidiaries' past, current and expected operating performance. The Board of Directors monitors and assesses at the end of each financial year on any indicator of significant increase in credit risk on the amount due from the respective subsidiaries, by considering the availability of sufficient liquid assets and cash to repay its debt upon demand, their performance ratio and any default in external debts.

For subsidiaries with sufficient liquid assets and cash to repay its debt upon demand, the risk of default is considered to be minimal and has been measured based on 12-month expected credit loss model and subject to immaterial credit loss.

With respect to any subsidiary which did not have sufficient liquid assets and cash to repay its debt upon demand resulting in an increase in credit risk, management performed an assessment of the subsidiary's credit risk and recognised a reversal of loss allowance (2024: loss allowance) based on lifetime expected credit loss model of $215,618 (2024: $3,331,575) during the financial year in the Company's profit or loss.

28.2 Market risks

The Group's and the Company's activities expose them primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Group and the Company seek to identify areas of significant risks as well as appropriate measures to control and mitigate these risks.

<u>Foreign currency risks</u>

Currency risk arises from transactions denominated in currencies other than the respective functional currencies of the entities of the Group. The currency that gives rise to this risk is primarily the United States dollar ("USD").

NOTES TO THE FINANCIAL STATEMENTS

28. Financial instruments, financial risks and capital management (Continued)

28.2 Market risks (Continued)

Foreign currency risks (Continued)

The Group and the Company monitor their foreign currency exchange risks closely and maintains funds in various currencies to minimise currency exposure due to timing differences between sales and purchases. Currency translation risk arises when commercial transactions, recognised assets and liabilities and net investment in foreign operations are denominated in a currency that is not the entity's functional currency.

Currency risk arises from transactions denominated in currencies other than the respective functional currencies of the entities of the Group. The currency that gives rise to this risk is primarily the United States dollar ("USD").

It is not the Group's and the Company's policy to take speculative positions in foreign currencies. Where appropriate, the Group and the Company enter into foreign currency forward contracts with its principal bankers to mitigate the foreign currency risks (mainly export sales and import purchases).

As at the end of the financial year, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the functional currency of the entities within the Group were as follows:

	Monetary liabilities		**Monetary assets**	
	2025	**2024**	**2025**	**2024**
	$	**$**	**$**	**$**
Group				
USD	**3,650,811**	2,516,864	**345,602**	517,157
Company				
USD	**–**	–	**11,797**	11,872

The Group and the Company are mainly exposed to fluctuations in the United States dollar ("USD").

The sensitivity analysis below shows the effect on profit or loss before income tax of a 7% (2024: 4%) change in the relevant foreign currency against the functional currency of the entities within the Group. The sensitivity analysis assumes an instantaneous 7% (2024: 4%) change in the foreign currency exchange rates from the end of the financial year, with all variables held constant. The results of the model are also constrained by the fact that only monetary items, which is denominated in USD is included in the analysis.

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

NOTES TO THE FINANCIAL STATEMENTS

28. Financial instruments, financial risks and capital management (Continued)

28.2 Market risks (Continued)

Foreign currency risks (Continued)

Foreign currency sensitivity analysis

	Group		Company	
	(Increase)/Decrease loss		(Increase)/Decrease loss	
	2025	2024	2025	2024
	$	$	$	$
USD				
Strengthens against SGD	**(231,365)**	(79,988)	**826**	475
Weakens against SGD	**231,365**	79,988	**(826)**	(475)

Interest rate risks

The Group's and the Company's exposure to the risk of changes in interest rates arise mainly from the Group's and the Company's term loan, trust receipts and bank overdrafts. The Group's policy is to maintain an efficient and optimal interest cost structure using a combination of fixed and variable rate debts. For interest income from fixed deposits, the Group and the Company manage the interest rate risks by placing fixed deposits with its principal bankers on varying maturities and interest rate terms.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rate risks for financial liabilities at the end of the financial year. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the end of the financial year was outstanding for the whole year. The sensitivity analysis assumes an instantaneous 1% (2024: 1%) change in the interest rates from the end of the financial year, with all variables held constant.

If the interest rate increases/decreases by 1% (2024: 1%), loss before income tax will increase or decrease by:

	Profit or loss	
	2025	2024
	$	$
Group		
Term loan	**5,648**	5,813
Trust receipts	**27,890**	26,470
Bank overdrafts	**1,809**	2,716

The Company does not have any significant interest rate risk exposure.

NOTES TO THE FINANCIAL STATEMENTS

28. Financial instruments, financial risks and capital management (Continued)

28.3 Liquidity risk

Liquidity risk refers to the risk in which the Group and the Company encounter difficulties in meeting their short-term obligations. Liquidity risks are managed by matching the payment and receipt cycle.

The Group and the Company actively manage their operating cash flows so as to finance the Group's and the Company's operations. As part of overall prudent liquidity management, the Group and the Company maintain sufficient level of cash to meet working capital requirements.

The following table details the Group's and the Company's remaining contractual maturity for its financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earlier of the contractual date or when the Group and the Company are expected to receive or pay. The table includes both interest and principal cash flows.

Contractual maturity analysis

	On demand or less than one year $	Later than one year and not later than five years $	More than five years $	Total $
Group				
Financial liabilities				
Non-interest bearing				
– Trade and other payables[1]	4,775,446	–	–	4,775,446
Fixed interest bearing				
– term loan	1,747,100	–	–	1,747,100
Variable interest bearing	3,084,989	318,757	298,834	3,702,580
Lease liabilities	313,268	239,055	–	552,323
As at 31.3.2025	**9,920,803**	**557,812**	**298,834**	**10,777,449**
Financial liabilities				
Non-interest bearing				
– Trade and other payables[1]	3,418,400	–	–	3,418,400
Fixed interest bearing				
– term loan	1,126,502	224,134	–	1,350,636
Variable interest bearing	3,024,924	300,609	356,973	3,682,506
Lease liabilities	436,130	267,791	–	703,921
As at 31.3.2024	8,005,956	792,534	356,973	9,155,463

(1) Excluded GST payables, deposits received from customers, advance billings and accrued unutilised leave.

NOTES TO THE FINANCIAL STATEMENTS

28. Financial instruments, financial risks and capital management (Continued)

28.3 Liquidity risk (Continued)

Contractual maturity analysis (Continued)

	On demand or less than one year $
Company	
Financial liabilities	
As at 31.3.2025	
Other payables	**3,291,598**
Corporate guarantees	**5,270,859**
As at 31.3.2024	
Other payables	3,214,089
Corporate guarantees	4,841,982

The Group's operation is financed mainly through equity and interest-bearing liabilities. Adequate lines of credit are maintained to ensure the necessary liquidity is available when required.

The repayment terms of the Group's interest-bearing liabilities are disclosed in Note 14 to the financial statements.

The maximum amount that the Company could be forced to settle under the corporate guarantee obligations if the full guaranteed amount is claimed by the counterparties to the guarantees, is $5,270,859 (2024: $4,841,982). The earliest period that the guarantees could be called is within 1 year (2024: 1 year) from the end of the financial year. The Company considers that it is more likely than not that no amount will be payable under the arrangement.

28.4 Capital management policies and objectives

The Group manages its capital to ensure that the Group is able to continue as a going concern and maintains an optimal capital structure so as to maximise shareholders' value. The capital structure of the Group consists of debt and equity attributable to owners of the parent, comprising bank borrowings, issued capital, asset revaluation reserve, share-based payment reserve, foreign currency translation account as disclosed in Notes 14, 15, 16, 17 and 18 respectively. The Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

28. Financial instruments, financial risks and capital management (Continued)

28.4 Capital management policies and objectives (Continued)

Management monitors capital based on a gearing ratio. The Group and the Company are also required by the banks to maintain a debt-to-equity ratio of not exceeding 150% (2024: 150%). The gearing ratio is defined as ratio of total bank borrowings against total net worth. The Group's and the Company's strategy, which was unchanged from the previous financial year, is also to maintain gearing ratio of not exceeding 150% for the Group and the Company.

As at 31 March 2025, included in accumulated losses of the Group is the statutory reserve fund of $198,652 (2024: $198,652). Certain subsidiaries of the Group are required by the Foreign Enterprise Law of PRC to contribute and maintain a non-distributable statutory reserve fund whose utilisation is subject to approval by the relevant PRC authorities.

The Group and the Company are in compliance with externally imposed capital requirements as mentioned above for the financial years ended 31 March 2025 and 2024.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as interest-bearing liabilities, lease liabilities plus trade and other payables less cash and bank balances. Total capital is calculated as equity plus net debt.

	Group	
	2025	**2024**
	$	**$**
Interest-bearing liabilities	**5,258,608**	4,825,145
Lease liabilities	**518,262**	670,118
Trade and other payables	**5,890,077**	4,327,954
Less: Cash and bank balances	**(1,062,828)**	(1,029,892)
Net debt	**10,604,119**	8,793,325
Total equity	**10,069,825**	11,900,176
Total capital	**20,673,944**	20,693,501
Gearing ratio	**51.3%**	42.5%

28.5 Fair value of financial assets and financial liabilities

The carrying amounts of cash and bank balances, trade and other current receivables and payables approximate their respective fair values due to the relative short-term maturity of these financial instruments.

The carrying amounts of the Group's non-current financial liabilities in relation to bank borrowings approximate their fair value as these financial instruments are mostly at floating interest rates and market interest rates respectively.

AS AT 24 JUNE 2025

STATISTICS OF SHAREHOLDINGS

Issued and fully paid up share capital	:	S$27,459,753
Number of shares	:	1,727,469,695
Class of shares	:	Ordinary shares
Voting rights	:	1 vote per ordinary share
Number of treasury shares	:	Nil
Number of subsidiary holdings	:	Nil

Based on the information available to the Company as at 24 June 2025, approximately 53.22% of the issued ordinary shares of the Company are held in the hands of the public. Accordingly, Rule 723 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited has been complied with.

Distribution of Shareholdings

Size of shareholdings	No. of shareholders	%	No. of shares	%
1 – 99	43	2.47	758	0.00
100 – 1,000	120	6.89	70,882	0.00
1,001 – 10,000	255	14.64	1,668,811	0.10
10,001 – 1,000,000	1,229	70.55	218,389,566	12.64
1,000,001 and above	95	5.45	1,507,339,678	87.26
Total:	**1,742**	**100.00**	**1,727,469,695**	**100.00**

Twenty Largest Shareholders

No.	Name	No. of shares	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	522,064,200	30.22
2	CHOO TUNG KHENG	196,314,197	11.36
3	HU WING KO	85,000,000	4.92
4	POH CHONG PENG	70,000,000	4.05
5	ZENG HANG CHENG	34,290,000	1.98
6	ONG KIAN SOON	31,180,000	1.80
7	ZHOU CHAO	30,000,000	1.74
8	ZHOU QIZHI	30,000,000	1.74
9	CGS INTL SECURITIES SINGAPORE PTE. LTD.	29,338,400	1.70
10	KOH SWEE LENG	27,863,772	1.61
11	TAN ENG CHUA EDWIN	27,192,900	1.57
12	PHILLIP SECURITIES PTE LTD	23,949,349	1.39
13	TAN BON TAN	23,175,000	1.34
14	MAYBANK SECURITIES PTE. LTD.	20,901,093	1.21
15	DBS NOMINEES (PRIVATE) LIMITED	20,358,860	1.18
16	ONG POH CHOO	20,100,000	1.16
17	YEO TIONG BOON	20,000,000	1.16
18	LIM KAH HIN	20,000,000	1.16
19	TAN KOCK HENG	20,000,000	1.16
20	CHEA CHIA CHAN	19,500,000	1.13
		1,271,227,771	**73.58**

AS AT 24 JUNE 2025

STATISTICS OF SHAREHOLDINGS

STATISTICS OF SHAREHOLDINGS

Substantial Shareholders' Information as at 24 June 2025

	Direct interest		Deemed interest	
Name	**No. of shares**	**%**	**No. of shares**	**%**
Choo Tung Kheng	196,314,197	11.36	176,378,000[1]	10.21
Koh Wee Meng	–	–	345,500,000	20.00

Note:

(1) Mdm Choo Tung Kheng ("Mdm Choo") is deemed to be interested in 176,378,000 shares held by Citibank Nominees Singapore Pte Ltd for the account of Sea Treasures Ltd, a Cayman Islands incorporated company wholly-owned by Mdm Choo.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting ("**AGM**") of New Wave Holdings Ltd. (the "**Company**") will be held at 8 First Lok Yang Road, Singapore 629731 on Wednesday, 30 July 2025 at 10.00 a.m. to transact the following business:–

AS ORDINARY BUSINESS

1 To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2025, together with the Independent Auditor's Report thereon. **Resolution 1**

2 To re-elect the following Directors, who are retiring pursuant to Article 89 of the Constitution of the Company and who, being eligible, offer themselves for re-election

(a) Mr. Tan Bon Tan **Resolution 2**
(b) Mr. Ong Kian Soon **Resolution 3**

(See Explanatory Notes)

3 To approve the payment of Directors' fees amounting to S$48,000 for the financial year ended 31 March 2025 (FY2024: S$58,000). **Resolution 4**

4 To re-appoint BDO LLP as the Independent Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 5**

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

AS SPECIAL BUSINESS

6 To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:–

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to: **Resolution 6**

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

(b) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

NOTICE OF ANNUAL GENERAL MEETING

(2) (notwithstanding 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 was in force,

provided that:

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

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

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

(ii) new Shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(iii) any subsequent bonus issue, consolidation or sub-division of Shares;

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

(See Explanatory Notes)

By Order of the Board

Koh Geok Hoon (Ms)
Company Secretary

Singapore
15 July 2025

Explanatory Notes:

Resolution 2

Mr. Tan Bon Tan, upon re-election as a Director of the Company, will continue to serve as an Executive Director. There are no relationships, including immediate family relationships, between Mr. Tan Bon Tan and any of the other Directors, the Company, or its 10% shareholders. Further details on Mr. Tan Bon Tan can be found in the sections titled "Board of Directors", "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report.

Resolution 3

Mr. Ong Kian Soon, upon re-election as a Director of the Company, will continue to serve as the Chief Executive Officer of the Company. There are no relationships, including immediate family relationships, between Mr. Ong Kian Soon and any of the other Directors, the Company, or its substantial shareholders. Further details on Mr. Ong Kian Soon can be found in the sections titled "Board of Directors", "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-Election" in the Company's Annual Report.

NOTICE OF ANNUAL GENERAL MEETING

Resolution 6

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the next annual general meeting, to allot and issue Shares and/or convertible securities (whether by way of rights, bonus or otherwise) at any time. The number of Shares and/or convertible securities that the Directors of the Company may allot and issue under this Resolution must not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of which the aggregate number of Shares and/or convertible securities issued other than on a pro rata basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed.

IMPORTANT NOTES:

1. The members of the Company are invited to attend the Twenty-Sixth Annual General Meeting ("**AGM**") physically. There will be no option for shareholders to participate virtually. This Notice of the AGM together with the Proxy Form and the Company's Annual Report 2025 will be published electronically on the Company's website at the URL http://www.newwave.com.sg and are also available on SGX website at the URL https://www.sgx.com/securities/company-announcements.

   Members who wish to obtain a printed copy of the Annual Report 2025 should send in their request via email to NW_IR@newwave.com.sg stating their full name, identification/registration number, current mailing address, contact number and number of shares held.

2. Members (including Central Provident Fund Investment Scheme Investors ("**CPFIS Investors**") and/or Supplementary Retirement Scheme Investors ("**SRS Investors**")) may participate in the AGM by:

   (a) attending the AGM in person;

   (b) raising questions at the AGM or submitting questions in advance of the AGM, and/or

   (c) voting at the AGM

      (i) themselves personally; or

      (ii) through their duly appointed proxy(ies).

   CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5 p.m. on 20 July 2025, being seven (7) working days prior to the date of the AGM.

   Please bring along your NRIC/passport so as to enable the Company to verify your identity.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company who is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

   Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

NOTICE OF ANNUAL GENERAL MEETING

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, 1967.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

   If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or

   (b) if submitted electronically, be submitted via email to the Company at NW_IR@newwave.com.sg

   in either case, by 10.00 a.m. on 28 July 2025, being no later than 48 hours before the time set for the AGM.

7. The Chairman of the AGM, or any other proxy appointed, need not be a member of the Company.

8. Members may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by 10.00 a.m. on 22 July 2025 ("**Cut-Off Time**"):

   (a) by email to NW_IR@newwave.com.sg; or

   (b) by post to the registered office of the Company at 101 Kitchener Road #02-17, Jalan Besar Plaza, Singapore 208511.

   When submitting the questions, please provide the Company with the full name, identification number, current address, contact number, shareholding type and number of shares held for verification purpose.

   The Company will address all substantial and relevant questions submitted prior to the Cut-Off Time by publishing the responses to such questions on SGXNet by 10.00 a.m. on 25 July 2025. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after 10.00 a.m. on 22 July 2025 which have not already been addressed prior to the AGM, at the AGM itself.

9. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the SGXNet within one month after the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

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NEW WAVE HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Reg. No. 199906870Z

ANNUAL GENERAL MEETING PROXY FORM

IMPORTANT:
1. A relevant intermediary may appoint more than two (2) proxies to attend the Annual General Meeting and vote (please see Note 3 for the definition of "**Relevant Intermediary**").
2. For investors who have used their CPF or SRS monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them. CPFIS and SRS investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPFIS and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5 p.m. on 20 July 2025.
3. Please read the notes to the Proxy Form.

I/We, ______________________________ (Name)

______________________________ (NRIC/Passport/Company Registration No.)

of ______________________________ (Address)

being a member/members of New Wave Holdings Ltd. (the "**Company**") hereby appoint:

	Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
				No. of Shares	**(%)**
(a)					
and/or (delete as appropriate)					
				No. of Shares	**(%)**
(b)					

or failing him/them, the Chairman of the Annual General Meeting ("**AGM**"), as my/our proxy/proxies to attend, speak and vote on my/our behalf at the AGM of the Company to be held at 8 First Lok Yang Road, Singapore 629731 on Wednesday, 30 July 2025 at 10.00 a.m. and at any adjournment thereof.

I/we have directed my/our proxy/proxies to vote for or against, or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific directions as to voting are given, the proxy/proxies (other than the Chairman of the AGM) may vote or abstain from voting at his/their discretion, as he/they will on any other matters arising at the AGM and/or at any adjournment thereof.

Voting on all resolutions will be conducted by poll. Please indicate your vote "For" or "Against" or "Abstain" with a tick [√] within the box provided.

No.	RESOLUTIONS RELATING TO:	For	Against	Abstain
	Ordinary Business			
1	To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2025, together with the Independent Auditor's Report thereon.			
2	To re-elect Mr. Tan Bon Tan as a Director of the Company.			
3	To re-elect Mr. Ong Kian Soon as a Director of the Company.			
4	To approve the payment of Directors' fees amounting to S$48,000 for the financial year ended 31 March 2025 (FY2024: S$58,000).			
5	To re-appoint BDO LLP as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration.			
	Special Business			
6	To approve the authority granted to the Directors to issue shares and/or convertible securities.			

In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this ________ day of ________________ 2025

Total Number of Shares Held

____
Signature(s) of Member(s)/
Common Seal of Corporate Member

Notes:

1. Please insert the total number of shares in the capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

   Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of Shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.
3. For any member who acts as a Relevant Intermediary pursuant to Section 181 of the Companies Act, 1967, who is either:
   (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Shares in that capacity;
   (b) a person holding a capital markets services license to provide custodial services under the Securities and Futures Act 2001 and who holds Shares in that capacity; or
   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of Shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

   A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM but each proxy must be appointed to exercise the rights attached to a different share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the intermediary to the Company, the Company may have the sole discretion to disallow the said participation of the said proxy at the forthcoming AGM.

   A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

fold along this line (1)

Please affix postage stamp

New Wave Holdings Ltd.
c/o Boardroom Corporate & Advisory Services Pte Ltd
1 Harbourfront Avenue #14-07
Keppel Bay Tower,
Singapore 098632

fold along this line (2)

4. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:
   (a) If submitted by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
   (b) If submitted electronically, be submitted via email to NW_IR@newwave.com.sg

   in either case, by 10.00 a.m. on 28 July 2025, being no later than 48 hours before the time set for the AGM. A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.
5. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the 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 relevant instrument appointing a proxy(ies) to the AGM.
6. The Proxy Form must be signed by the appointer or his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, 1967.

General:

The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of members whose shares are entered in the Depository Register, the Company shall be entitled to reject any instrument of proxy lodged if the member, being the appointer, is not shown to have any shares entered against his name in the Depository Register as at 72 hours before the time set for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 15 July 2025.

NEW WAVE HOLDINGS LTD.
Registration No 199906870Z

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Jalan Besar Plaza
Singapore 208511

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Fax: (65) 6261 9961