



MEMIONTEC
Membrane Ionexchange Technology

**BALI
DESALINATION
PLANT BOOT**

INNOVATING WATER SECURING TOMORROW

ANNUAL REPORT 2025

“ INNOVATING WATER EXCELLENCE FOR A CONNECTED FUTURE ”

Harnessing advanced treatment technologies and digital intelligence, including seawater reverse osmosis (SWRO), to deliver efficient, reliable and sustainable water solutions for integrated tourism and world-class hospitality developments.



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This annual report has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"). This annual report has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report. The contact person for the Sponsor is Ms Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone: (65) 6636 4201.

ABOUT US

VISION

**Transforming Water
Transforming the World
Transforming Lives**

At Memiontec, we envision a world where every drop of water is respected, responsibly managed, and sustainably reused. Through advanced water treatment technologies and the promotion of circular water solutions, we strive to create a lasting, positive impact on the environment, uplift communities, and safeguard critical resources for future generations.

OUR MISSION

Our mission is to develop and deliver smart, efficient, and sustainable water and wastewater treatment solutions that empower industries, uplift communities, and protect ecosystems.

We are committed to excellence in engineering, environmental responsibility, and long-term partnerships that support a resilient and water-secure future.

OUR CULTURE

At the heart of Memiontec lies a culture shaped by:

Synergistic partnerships that foster collaboration with clients, communities and one another to drive shared success

A growth mindset that fuels innovation and continuous improvement

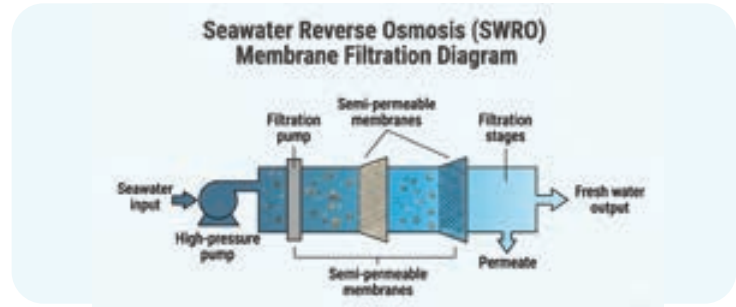
Open communication that builds trust and alignment across all levels

Working with heart, bringing passion, empathy, and purpose to everything we do

We are purpose-driven, performance-focused, and people-powered.

Together, we grow. Together, we deliver. Together, we lead with heart.

COMPANY OVERVIEW



Memiontec Holdings Ltd. ("**Memiontec**") is a one-stop water technology total solutions provider in water management with a proven track record of over 30 years in the water industry.

Memiontec's integrated approach combines a diverse range of advanced treatment processes—including membrane filtration, ion exchange, and physical, chemical, and biological processes—with robust in-house design, customized engineering, and turnkey project implementation. This holistic model delivers water and wastewater solutions that are not only reliable and compact, but also cost-effective.

With rapid deployment capabilities and adaptability across both municipal and industrial applications, Memiontec has established a strong presence in key Asian markets such as Singapore, Indonesia, China, and Vietnam.

This comprehensive strategy highlights Memiontec's commitment to sustainable and effective water management in a fast-evolving, high-demand environment.

CORE BUSINESS SEGMENTS

TSEPC

Total Solutions with Engineering, Procurement & Construction

OMS

Operation, Maintenance & Servicing

SDS

Sales & Distribution

SOW & INVESTMENTS

Sales of Water Build-Own-Operate-Transfer ("**BOOT**") and Transfer-Own-Operate-Transfer ("**TOOT**") Projects

SYNERGISTIC BUSINESS MODEL

We are committed to continuous shareholder value creation through our core competencies and a sustainable business model. This includes strategic, long-term investments in BOOT (Build-Own-Operate-Transfer) and TOOT (Transfer-Own-Operate-Transfer) projects, which generate stable, recurring income streams and reinforce our position as a trusted partner in water and wastewater infrastructure.

WE HARNESS OPPORTUNITIES ACROSS THE ENTIRE WATER VALUE CHAIN— FROM SOURCE TO TREATMENT, DISTRIBUTION, RECOVERY, AND REUSE—DELIVERING COMPREHENSIVE SOLUTIONS THAT DRIVE OPERATIONAL EFFICIENCY, SUSTAINABILITY, AND LONG-TERM VALUE.



SOW & INVESTMENT

Selling of water as co-owner of BOOT/TOOT projects

- Generating recurring income from long-term service concessionary agreements
- Strategic partnerships with established and reputable business partners



TSEPC

Providing TSEPC services for a wide variety of municipal and industrial applications

- Water/waste water treatment solutions
- Water recycling solution
- Seawater treatment and desalination solution



SDS

Undertaking sales and distribution activities of systems and equipment

- Modular water systems
- Water treatment equipment
- Chemicals, components and spare parts
- Customised skidmounted water treatment facilities
- Containerised desalination plants



OMS

Offering consultation, support and maintenance works in municipal and private industrial sectors

- Duration of OMS contracts generally ranges from 1 to 3 years
- Long concessionary periods of 20 to 25 years of OMS contracts for the Group's BOOT/TOOT projects

OUR STRATEGIC ACTIONS

- The Group is a co-owner in 5 BOOT and TOOT projects in Indonesia
- To grow our recurring income base via more service concession projects in Asia

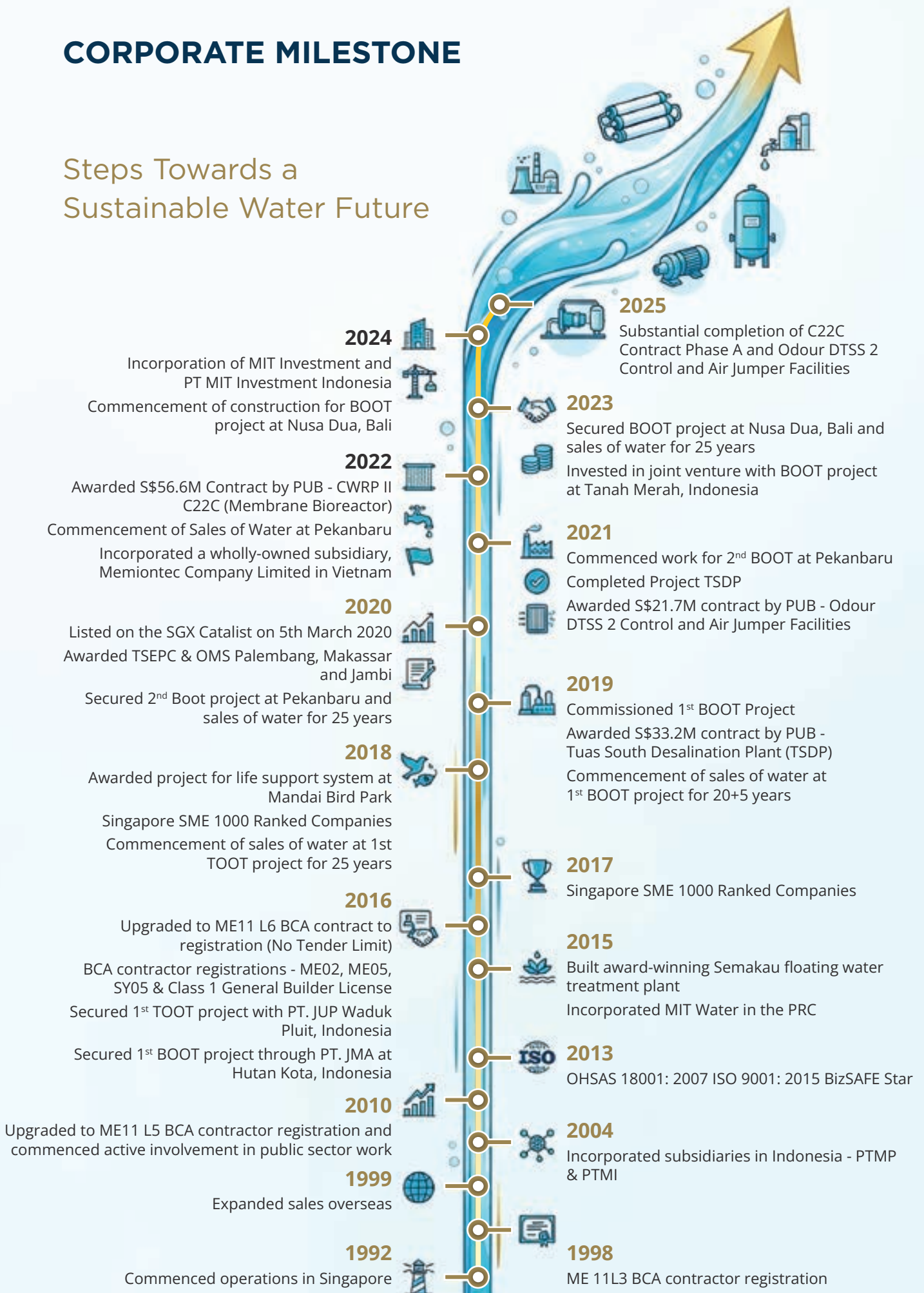
- Market prospects remain strong in key markets with rising water demand
- Customised solutions with our in-house expertise and technological know-how
- Optimising process and cost efficiency
- Scale up project size

- Broadening our sales and distribution channels
- Securing new regional distribution rights to expand product portfolio
- Improving cost efficiency via new collaborations

- Pursuing new OMS contracts and opportunities
- Leveraging on established operating track record in Asia
- Developing more synergies with the Group's presence in Asia

CORPORATE MILESTONE

Steps Towards a Sustainable Water Future



INDUSTRY PROSPECTS

ASIA-PACIFIC



2.7 BILLION PEOPLE

improved access to safe water since 2013; gaps remain in rural and underserved areas.⁽¹⁾

Water quality issues persist, with **pollution, ecosystem degradation, and climate risks affecting supply reliability.** ⁽¹⁾

Investment needs: **~US\$4 TRILLION** by 2040 to achieve sustainable water, sanitation, and hygiene ⁽¹⁾

SINGAPORE



Water demand to almost double by 2065 from current **440 MILLION gallons per day**⁽²⁾

NEWater currently meets a significant portion of demand and is expected to supply



of Singapore's future water demand by 2060⁽³⁾

INDONESIA

Half of Indonesians lack safe water ⁽⁴⁾



7 out of 10 population rely on potentially contaminated sources. ⁽⁴⁾

Only 1/3 of urban population has access to piped water services ⁽⁴⁾

Indonesia's water resources accounts for **6% OF THE WORLD, 21% OF ASIA-PACIFIC,**

YET 68% OF RIVERS IN INDONESIA ARE HEAVILY POLLUTED, OF THOSE 70% ARE POLLUTED BY DOMESTIC WASTE⁽⁵⁾



VIETNAM

Pollution is expected to cost Vietnam 3.5% of its GDP by 2035 according to World Bank ⁽⁶⁾



All urban cities in Vietnam will have **CENTRALISED MUNICIPAL WASTEWATER TREATMENT AND COLLECTION SYSTEMS**



Vietnam's water demand will increase by **32% by 2030** requiring around \$9 billion worth of infrastructure investment for water treatment and drainage, according to World Bank⁽⁷⁾

Notes:

(1) <https://www.adb.org/awdo/editions/2025>

(2) <https://www.pub.gov.sg/public/waterloop/water-conservation>

(3) <https://www.nlb.gov.sg/main/article-detail?cmsuuiid=7a2d59ef-ec52-443a-afb0-291f4326eb3f&utm>

(4) <https://www.worldbank.org/en/news/feature/2025/11/12/turning-the-tide-dumai-journey-to-clean-water-in-indonesia>

(5) <https://waterindonesiaexpo.com/about/about-the-show/>

(6) <https://documents1.worldbank.org/curated/en/305771560143287803/pdf/Vietnam-s-Growth-and-Success-comes-with-Challenges-for-Water-Resources.pdf>

(7) <https://e.vnexpress.net/news/environment/vietnam-needs-9b-worth-of-water-infrastructure-investments-world-bank-4727773.html>

5 YEAR FINANCIAL HIGHLIGHTS

KEY FINANCIAL INFORMATION (S\$'000)	FY2025	FY2024	FY2023	FY2022	FY2021
GROUP PROFIT OR LOSS:					
Revenue	25,948	52,914	66,850	42,787	45,645
Gross (loss)/profit	(1,675)	(1,360)	9,285	8,633	6,327
(Loss)/Profit before income tax	(8,738)	(6,987)	3,920	3,544	2,086
(Loss)/Profit attributable to owners of the Company	(9,473)	(7,390)	3,235	2,551	1,533
GROUP BALANCE SHEET:					
Cash and bank balances, included in current assets	6,305	9,055	13,967	13,334	15,451
Total current assets	31,425	42,743	49,521	33,142	30,101
Total non-current assets	5,284	6,680	5,681	5,091	5,375
Total current liabilities	26,091	34,531	31,818	15,890	13,048
Total non-current liabilities	3,447	902	1,722	2,976	4,204
Total equity	7,171	13,990	21,662	19,367	18,224
Net current assets	5,334	8,212	17,703	17,252	17,053
PER SHARE DATA: #,##					
(Loss)/Earnings per share (cents)	(0.83)	(0.65)	0.28	0.22	0.40
Net assets value (cents)	0.59	1.21	1.89	1.69	4.77
FINANCIAL RATIOS:					
Gearing ratio (borrowings / total equity)	1.74	1.17	0.52	0.22	0.29
Current ratio	1.20	1.24	1.56	2.09	2.31

The number of ordinary shares in issue has been retrospectively adjusted with 3 for 1 share split that was completed in May 2022 to enable a better comparison of the earnings per share and net asset value per share.

The number of shares has been retrospectively adjusted to 1,101,285,000 as a result of the completion of the Rights cum Warrants Issue exercise in May 2025 to enable a better comparison of the earnings per share and net asset value per share.

CHAIRMAN AND CEO'S MESSAGE

DEAR SHAREHOLDERS,

On behalf of the Board of Directors ("**Board**") of Memiontec Holdings Limited ("**Memiontec**" the "**Company**" and together with its subsidiaries, the "**Group**"), we hereby present the Annual Report for the financial year ended 31 December 2025 ("**FY2025**").

RESILIENCE AMIDST CHALLENGES

FY2025 was a year where the Group navigated a demanding operating environment characterised by project execution challenges, tighter liquidity conditions and continued cost pressures.

Despite these headwinds, the Group remained resilient and focused on executing its strategic priorities. Guided by our belief that challenges present opportunities for transformation, we took decisive steps to strengthen operational discipline, enhance cost management and reinforce our foundation for sustainable growth.

PERFORMANCE OVERVIEW

The Group maintained prudent cost management during FY2025 and continued to exercise discipline over its administrative expenses and working capital. Management also remained actively engaged with customers, suppliers and financial institutions to support operational continuity and manage cash flows.

The Group experienced margin pressures during FY2025, largely arising from its Singapore projects, due to project delays, cost overruns and elevated operating costs.

The Group has also made meaningful progress in advancing key projects in Singapore towards completion. During FY2025 and subsequent to year-end, several projects have achieved key milestones, including the attainment of Certificate of Substantial Completion ("**CSC**") for major projects. These milestones are expected to support the Group's cash flow position as final certifications and collections are realised.

In addition, the Group has submitted variation order ("**VO**") claims arising from project delays and prolonged execution periods. These claims are subject to review and certification by our customers and have not been recognised in the Group's financial statements, nor have they been relied upon in the preparation of the Group's cash flow projections.



Mr. Tay Kiat Seng

Executive Director and Chief Executive Officer



Mr. Hor Siew Fu

Independent Non-Executive Chairman

Our Indonesia operations continued to deliver stable and positive contributions, reinforcing the importance of geographical diversification within the Group's business model.

STRENGTHENING OUR FOUNDATION FOR GROWTH

Looking ahead, the Group remains focused on strengthening its operational and financial position while laying the groundwork for future growth.

In addition to improving project execution and cost efficiencies, the Group continues to prioritise cash flow management and working capital discipline.

CHAIRMAN AND CEO'S MESSAGE

The Group has also undertaken and is actively evaluating various funding initiatives to support its operations and growth. These include equity fundraising exercises, as well as ongoing discussions with financial institutions for potential debt financing.

The Group expects that its existing order book, together with projects secured and potential new contracts, will continue to generate operating cash flows to support its ongoing operations.

Together with the progress of projects towards completion and the submission of variation order claims, these measures provide multiple avenues for the Group to manage its liquidity requirements.

The Group will continue to adopt a disciplined and selective approach to tendering, while exploring strategic partnerships to enhance its capabilities and expand its market presence.

Indonesia remains a key pillar of growth, supported by strong demand for water and wastewater infrastructure. The Group will continue to build on its presence and capabilities in Indonesia, while exploring opportunities in other regional markets such as Vietnam, where long-term demand fundamentals remain favourable.

OUR CORE STRENGTHS

Memiontec continues to leverage its core capabilities and competitive strengths, including:

- Established technical expertise and operational know-how in water and wastewater treatment
- Strong track record and reputation in Singapore and Indonesia
- Strategic partnerships and networks across key markets
- Licences and qualifications that enable participation in large-scale projects

These strengths position the Group to capture opportunities across the water value chain, including Engineering, Procurement and Construction, operations and maintenance, and long-term water infrastructure projects.

INDUSTRY OUTLOOK

Water remains an essential resource underpinning economic growth and environmental sustainability. With increasing urbanisation, industrialisation and environmental awareness across the region, demand for water and wastewater treatment solutions is expected to remain resilient over the longer term.

That said, the Group remains mindful of ongoing global uncertainties, including geopolitical developments, volatility in energy prices and supply chain disruptions, which may impact project costs, execution timelines and overall business conditions.

The Group will continue to adopt a prudent and disciplined approach in navigating these uncertainties, while leveraging its capabilities and partnerships to capture opportunities in its core markets.

While near-term challenges remain, the Group remains focused on strengthening its operational and financial position as it works towards stabilisation and recovery.

GRATITUDE AND APPRECIATION

On behalf of the Board, we would like to express our appreciation to the management team and staff for their dedication and resilience during this challenging period. We would also like to express our gratitude to fellow Board members for their invaluable contributions towards the Group with their expertise and experience.

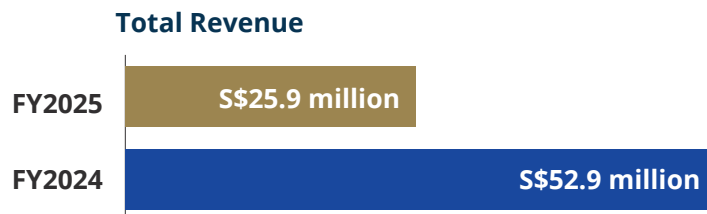
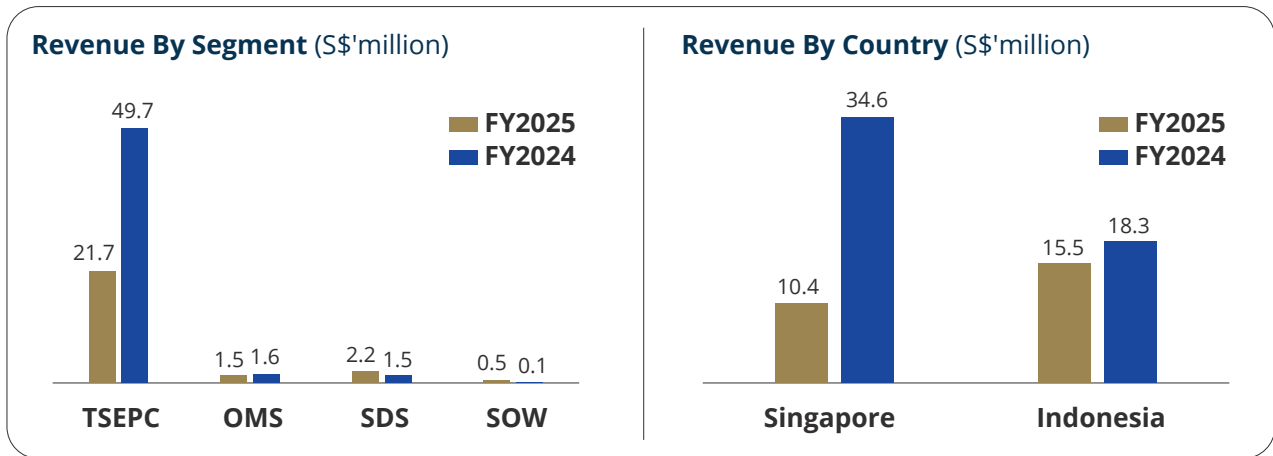
We also wish to thank our shareholders, customers, business partners, financial institutions and other stakeholders for their continued trust, support and understanding.

We sincerely thank you.

Mr. Hor Siew Fu
Independent Non-Executive Chairman

Mr. Tay Kiat Seng
Executive Director and Chief Executive Officer

OPERATING AND FINANCIAL REVIEW



The Group registered total revenue of S\$25.9 million in FY2025, as compared to S\$52.9 million in FY2024.

In terms of revenue breakdown by business segments, the Group's TSEPC business segment continues to be the key contributor with revenue of S\$21.7 million recorded in FY2025, as compared to S\$49.7 million in FY2024. In FY2025, TSEPC, OMS, Trading and Sales of water accounted for 83.8%, 5.8%, 8.6% and 1.8% of the Group's total revenue respectively, as compared to 93.9%, 3.1%, 2.8% and 0.2% of the Group's total revenue in FY2024 respectively.

Geographically, Indonesia became the Group's main revenue generator in FY2025, accounting for 60.0% of the Group's total revenue, compared to Singapore which was the main revenue generator with 65.3% of the Group's total revenue in FY2024.

In Indonesia, a lower volume of work was carried out in FY2025 as compared to FY2024 following the completion of significant works for several larger projects in the prior year. Despite the decline in revenue, Indonesia accounted for 60.0% of the Group's total revenue in FY2025, as compared to 34.7% of the Group's total revenue registered in FY2024.

Gross margin also declined mainly due to lower margins from projects undertaken by the TSEPC segment in Singapore during the financial year under review.

In line with the lower gross margin, the Group's gross loss decreased to S\$1.7 million in FY2025, as compared to S\$1.4 million in FY2024.

The Group's other income decreased by 44.2% from S\$0.5 million to S\$0.3 million in FY2025 mainly due to lower government grant received and lower interest income generated from fixed deposits.

The Group incurred slightly higher general and administrative expenses in FY2025, mainly due to the increase in directors' remuneration due to the reversal of bonuses accrued for executive directors in the prior financial year, higher rental expenses due to higher dormitory occupancy during the first half of 2025, higher foreign exchange loss due to the depreciation of Indonesian Rupiah against Singapore Dollar and recognition of impairment losses on trade receivables.

Finance costs increased due to the increase in borrowings during the respective years under review.

OPERATING AND FINANCIAL REVIEW

Share of loss of a joint venture relates to the Group's 40% interest in its joint venture company, PT Jakpro Memiontec Air.

The joint venture has a BOOT water treatment plant at Hutan Kota, Jakarta. The share of loss recorded in FY2025 was due to lower volume produced during the financial year under review.

FINANCIAL POSITION

	FY2025	FY2024	Changes	
	(S\$'M)	(S\$'M)	(S\$'M)	%
Net current assets	5.3	8.2	(2.9)	(35.4)
Total non-current assets	5.3	6.7	(1.4)	(20.9)
Total non-current liabilities	3.5	0.9	2.6	>100

Net current assets decreased to S\$5.3 million as at 31 December 2025. This was mainly due to the decrease in contract assets due to billing issued for the completed works for TSEPC projects and decrease in trade receivables primarily due to improved collections during the year.

Non-current assets decreased to \$5.3 million as at 31 December 2025. This was mainly due to the depreciation of property, plant and equipment and foreign exchange translation loss arising from overseas subsidiaries' assets in FY2025 and decrease in investment in a joint venture from the share of losses of S\$0.6 million.

Non-current liabilities increased to S\$3.5 million as at 31 December 2025, from S\$0.9 million as at 31 December 2024, which was mainly due to reclassification of bank borrowings from current in FY2024 to non-current in FY2025 and additional borrowing received in FY2025.

CASH FLOW

	S\$'M
1 January 2025	7.4
Operating Cash Flows	(1.7)
Investing Cash Flows	0.1
Financing Cash Flows	(1.6)
Effect of exchange rate changes	(0.5)
31 December 2025	3.7

Net cash used in operating activities amounted to S\$1.7 million in FY2025 (FY2024: S\$10.0 million), mainly due to improved working capital movements, particularly the collection of contract assets, partially offset by payments made to suppliers and subcontractors.

Net cash generated from investing activities amounted to S\$0.1 million in FY2025 (FY2024: S\$0.3 million), mainly due to interest income received and proceeds from disposal of right-of-use assets, partially offset by the equity injection in a joint venture company for the execution of BOOT project in Pekan Baru, Indonesia.

Net cash used in financing activities amounted to S\$1.6 million in FY2025 (FY2024: net cash generated from financing activities of S\$5.4 million) as the Group repaid debts amounting to S\$15.5 million (FY2024: S\$25.4 million) and drew down short-term financing facilities of S\$12.0 million (FY2024: S\$30.1 million) during FY2025. The Group also received proceeds from the Rights cum Warrants Issue of S\$2.2 million and loan from a director of S\$2.0 million, while placing S\$1.1 million of fixed deposits pledged and earmarked with bank for financing facilities. Dividends amounting to S\$Nil (FY2024: S\$1.3 million paid in respect of the financial year ended 31 December 2023) for FY2023 were paid during FY2024.

Consequently, the Group's overall cash and cash balances stood at S\$6.3 million as at 31 December 2025, of which S\$0.6 million were time deposits pledged for banking facilities purpose and S\$2.0 million earmarked with bank for financing facilities.

PROJECT PORTFOLIO

SINGAPORE



1 Tuas South Desalination Plant

- Ultrafiltration System
- Capacity: 8,800 LPS



2 Jurong Water Reclamation Plant

- Membrane Bioreactor System
- Capacity: 787 LPS



3 Semakau Landfill

- Wastewater Treatment Plant & Power Generation System
- Capacity: 208 LPS



4 Changi Water Reclamation Plant

- High Rate Clarification System
- Capacity: 2,300 LPS



5 Kranji NEWater Factory

- Reverse Osmosis Membranes
- Capacity: 900 LPS
- Microfiltration Membranes
- Capacity: 1,193 LPS



6 Bedok Water Work

- Electrochlorination System
- Capacity: 1,578 LPS
- Chlorine Contact Tank
- Capacity: 1,578 LPS



7 Mandai Zoo - Penguin Exhibit

- Animal Life Support System
- Capacity: 388 LPS



8 Jurong Island Sewage Treatment Plants

- Replacement of M&E Equipment



9 Kranji NEWater Factory

- Pressurized Microfiltration System
- RO membrane
- Capacity: 266 LPS



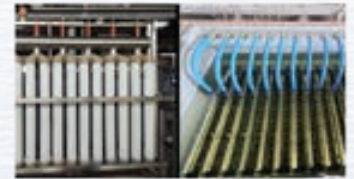
10 Deep Tunnel Sewerage System Phase 2

- Odour Control & Air Jumpers Facilities



11 Changi Water Reclamation Plant

- Phase 2 C22C MBR Plant
- Capacity: 1,736 LPS



12 Kranji NEWater Factory (Ph 1, 2, FE)

- Microfiltration Membrane
- 1,193 LPS

BOOT & TOOT PORTFOLIO

OUR BOOT PROJECT



1 PEKANBARU INDONESIA (BUILD-OWN-OPERATE-TRANSFER)

Location:

Riau, Pekanbaru

Status:

Upgrading completed in 2022

Our Interest:

15% (PT PP: 85%)

Concession Period:

25 years

Capacity:

Up to 750 litres/second



2 JAKARTA INDONESIA (BUILD-OWN-OPERATE-TRANSFER)

Location:

Hutan Kota, Jakarta

Status:

Construction completed in 2019

Our Interest:

40% (PT JUP: 60%)

Concession Period:

20 + 5 years from 2019

Capacity:

500 litres/second (43,200 m³/day)

OUR TOOT PROJECT



3 JAKARTA INDONESIA (TRANSFER-OWN-OPERATE-TRANSFER)

Location:

Waduk Pluit, Jakarta

Status:

Upgrading completed in 2018

Our Interest:

40% (PT JUP: 60%)

Concession Period:

25 years from 2018

Capacity:

Up to 2,500 m³/day



4 JAKARTA INDONESIA (BUILD-OWN-OPERATE-TRANSFER)

Location:

Tanah Merah, Jakarta

Status:

Construction completed in 2025

Our Interest:

42% (PT PP: 51%)

Concession Period:

20 years

Capacity:

200 litres/second



5 BALI INDONESIA (BUILD-OWN-OPERATE-TRANSFER)

Location:

Nusa Dua, Bali

Status:

Construction in progress

Our Interest:

80% (PT BSBK: 20%)

Concession Period:

At least 15 years

Capacity:

46 litres/second

PROJECT PORTFOLIO

INDONESIA



ON-GOING PROJECTS



COMPLETED PROJECTS



BOOT/TOOT PROJECTS



06 Jambi City Wastewater Treatment Plant

- Aerobic Reactor, UV System and Sand and Carbon Filter
- Capacity: 88 LPS



07 Palembang City Sewage Treatment Plant

- Aerobic Baffled Reactor, Biotricking Filter & Chlorination
- Capacity: 230 LPS



08 Makassar Wastewater Treatment Plant

- Aerobic Reactor, UV System & Sand and Carbon Filter
- Capacity: 185 LPS



09 PAM Jaya Water Treatment Plant

- Moving Bed Biofilm (MBBR) System, Ultrafiltration
- Capacity: 10 LPS



10 Indolako Wastewater Treatment Plant

- Moving Bed Biofilm (MBBR) System, Ultrafiltration & Reverse Osmosis
- Capacity: 10 LPS



11 Rehabilitation of Oloboju Water Treatment Plant

- System: Clarifier Gravity Filter - Reservoir
- Capacity 300 LPS



12 Adaro Relocation Intake Project

- Installation for HDPE Pipe Transmission 8 km



13 Tarjun Water Treatment Plant

- Upgrading existing WTP system up to 250m³/hour



14 FOI Waste Water Treatment Plant

- Upgrading existing WWTP from 300 to 600 m³/day



15 IKK Intake Pipeline Installation

- Installation of Transmission HDPE pipe from intake to WTP, Length 8 km



16 IKK MEIA Installation Works

- Installation of Mechanical, Electrical, Control and Automation for WTP
- Capacity: 120,000 m³/day



17 Biodiesel Effluent Treatment Plant (WPS)

- WWT using AnAerobic Tech
- Capacity: 50 m³/day



18 Amman Water Treatment Plant at New Townsite Area

- WTP using Reverse Osmosis tech
- Capacity: 1,500 m³/day



19 Suryacipta Water Treatment Plant

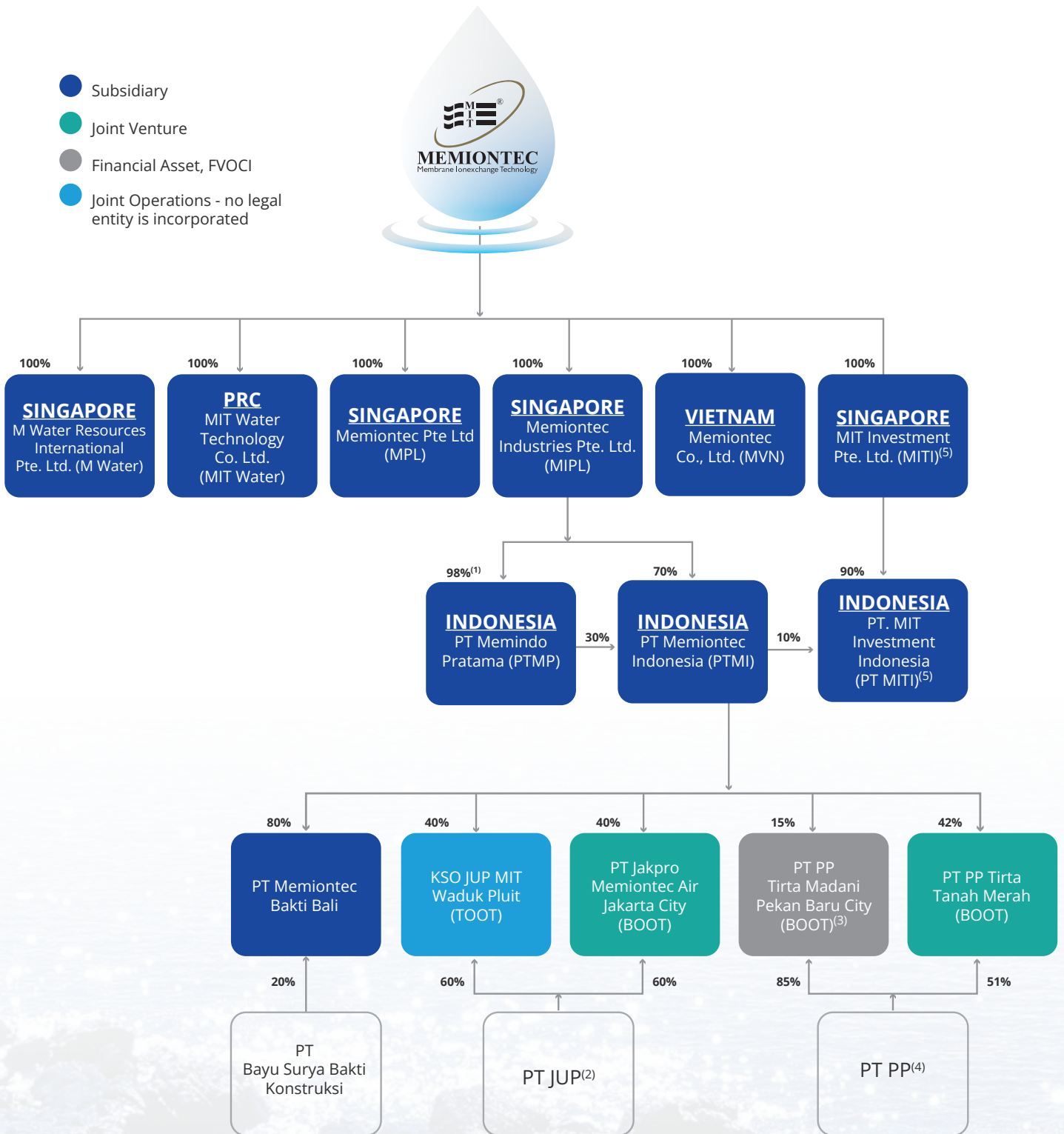
- Design and build industrial WTP
- Capacity: 5,000 m³/day



20 Dumai Water and Waste Water Treatment Plant

- Design and Build WTP and WWTP for Plantation
- Capacity: WTP - 350m³/day, WWTP - 590m³/day

CORPORATE STRUCTURE



¹ The Company has established effective control over (i) 98.0% of PTMP; and (ii) a further 29.4% of PTMI through PTMP's 30.0% shareholding interest in PTMI, through MIPL, via a set of contractual agreements. Accordingly, PTMI and PTMP are considered a 99.4% subsidiary and 98.0% subsidiary of our Company respectively, from an accounting perspective.

² PT JUP is a wholly-owned subsidiary of PT Jakarta Propertindo, an enterprise which is ultimately owned by the state government, Daerah Khusus Ibukota Jakarta.

³ PT PPTM is a joint venture company which signed a cooperation agreement with the government water agency of Pekanbaru, Indonesia.

⁴ PT PP is a reputable state-owned civil and infrastructure contractor and developer in Indonesia.

⁵ MITI, PT MITI and PT Memiontec Bakti Bali are newly incorporated during this year.

BOARD OF DIRECTORS

HOR SIEW FU

*Independent
Non-Executive Chairman*



First appointed: **30 December 2019**
Last re-elected: **25 April 2025**

Mr Hor is our Independent Non-Executive Chairman and was first appointed on 30 December 2019. He was then appointed as our Independent Non-Executive Chairman with effect from 22 July 2024.

Mr Hor was formerly Chief Financial Officer of Albedo Limited from 2014 until his retirement in 2016. Prior to that, he was the Chief Financial Officer of CosmoSteel Holdings Limited from 2007 to 2013. Between 1996 and 2007, he expanded his experience in the finance field at various organisations. From 1984 to 1996, he was with Deutz MWM Asia Pacific Pte Ltd as its Company Secretary and Financial Controller. Mr Hor was with the Keppel group of companies from 1976 to 1984.

He obtained a Bachelor of Accountancy from the University of Singapore in 1976 and a Master of Business Administration from Macquarie University in 1994. Mr Hor is a Fellow Chartered Accountant of the Institute of Singapore Chartered Accountants, a Fellow of the Association of Chartered Certified Accountants of United Kingdom and a Professional (Life) Member of the Singapore Human Resources Institute.

TAY KIAT SENG

*Executive Director and
Chief Executive Officer*



First appointed: **6 March 2013**
Last re-elected: **29 April 2022**

Mr Tay co-founded Memiontec in 1992. He has over 30 years of experience in the water treatment industry. Prior to co-founding Memiontec, Mr Tay spent two years as a senior manager at a water treatment company, Watermac Engineering Pte Ltd. He started his career with Memtec Ltd, an Australian water treatment company, where he worked as a design engineer, focusing on the MEMCOR membrane product line for two years.

As Executive Director and CEO of the Group, Mr Tay is responsible for overseeing its business performance and direction as well as formulating, developing and overseeing the execution of business strategies for growth and expansion. He also drives the Group's business growth and is directly responsible for growing the Group's foreign subsidiaries in Indonesia, Vietnam and China.

Mr Tay graduated from the University of Strathclyde, United Kingdom, with a Bachelor of Engineering in Mechanical Engineering in 1988 and is a member of the Singapore Institute of Directors. He attended the Scale-Up SG Stanford Executive Programme by Stanford University Graduate School of Business in 2021.

Mr Tay is seeking re-election as a Director at the Company's forthcoming Annual General Meeting to be held on 30 April 2026.

BOARD OF DIRECTORS

LING CHUNG YEE

*Independent
Non-Executive Director*



First appointed: **22 July 2024**
Last re-elected: **25 April 2025**

Prof Ling is our Independent Director and was appointed on 22 July 2024.

Prof. Ling is a distinguished Board Chair & Global Independent Director with deep expertise in ESG & Sustainability Governance, Asian Real Estate, and Corporate Finance. Concurrently, he also serves as the CEO & Founder of FollowTrade, and an Adjunct Instructor with NUS, SMU and SUSS.

With over 20 years of investment banking experience at JPMorgan, Lehman Brothers, Goldman Sachs, and Salomon Smith Barney, Prof. Ling has led some of the most prominent advisory and capital market transactions in Asia. He brings over 18 years of corporate governance experience, serving as a Board Chair & Independent Director on many public-listed and non-profit organizations. Recognized for his industry leadership, Prof. Ling was honored as Real Estate Executive of the Year by Singapore Business Review, and recognized as one of the Top 20 Rising Stars in Real Estate by Institutional Investor.

Prof. Ling holds a Global EMBA from INSEAD and a BBA (Hons) from the National University of Singapore.

Prof Ling is seeking re-election as a Director at the Company's forthcoming Annual General Meeting to be held on 30 April 2026.

CHUA SIONG KIAT

*Non-Executive
Non-Independent Director*



First appointed: **26 April 2025**
Last re-elected: **Not Applicable**

Mr Chua Siong Kiat is our non-Executive, non-Independent Director and was appointed on 26 April 2025.

He was previously appointed as Chief Financial Officer from 28 April 2023 to 25 April 2025. He has over 3 decades of international broad-based financial and management experience, having lived and worked in London, Beijing, Ho Chi Minh City and now in Singapore. His experience covers business strategy and management, corporate governance and compliance, investor relations, corporate finance and M&A, fund raising, public listing, finance transformation, financial reporting, controls and planning. He is currently a director of Lighthouse Business Consulting Pte Ltd, a boutique business consulting firm he founded in 2017. He also sits on the Board of three other SGX listed companies as independent non-executive director.

Mr Chua is a Fellow Chartered Certified Accountant (FCCA), Fellow Chartered Accountant of Singapore (FCA Singapore), Certified Internal Auditor (CIA), Chartered Valuer and Appraiser (CVA) and Senior Accredited Director conferred by Singapore Institute of Directors (SID). He holds a Master of Business Administration and Diploma of the Imperial College in Management (MBA, DIC) from Imperial College of Science, Technology and Medicine, University of London.

MANAGEMENT TEAM

SOELISTYO DEWI SOEGIHARTO

*Director,
Memiontec Pte Ltd*



Ms Dewi co-founded Memiontec in 1992. She has more than 30 years of experience in the water treatment business. Prior to co-founding Memiontec, she worked as a sales and project engineer for a year at Scottscenter Pte. Ltd., a water treatment solutions company in Singapore.

She is responsible for the business direction, management and oversight of the operations of Memiontec Pte Ltd, our Singapore-incorporated subsidiary. She was also instrumental in developing the market and foundation of the Group's Indonesian subsidiary.

Ms Dewi graduated from the University of New South Wales, Australia, with a Bachelor of Engineering in Chemical Engineering in 1991 and is a member of the Singapore Institute of Directors. She attended the Scale-Up SG Stanford Executive Programme by Stanford University Graduate School of Business in 2021.

IRAWATI TAN

*Director,
PT Memiontec Indonesia*



Ms Irawati first joined the Group in 2009. She assists our Executive Director and CEO in managing the overall business and operations in Indonesia and is responsible for sales and marketing, project execution, procurement, budget and cost control of the Group's Indonesia business units.

She started her career at the Astel Group after her graduation, where she held various roles, including budget and finance controller. Before Ms Irawati left the Astel Group to join the Group in 2009, she last held the position of procurement manager.

Ms Irawati graduated from Bina Nusantara University with a Bachelor of Accounting in 2004.

LIM WEI KUAN

*Director,
Memiontec Pte Ltd*



Mr Lim Wei Kuan has been with the Group since his university graduation in 2006 when he joined as a Project & Application Engineer. He was promoted to General Manager of Memiontec Pte Ltd ("**MPL**") in 2014 and in December 2019, Mr Lim was appointed to his current role as Director of MPL.

As Director of MPL, Mr Lim is responsible for design and engineering, securing sales orders, overseeing project implementation and maintenance and service work in Singapore. He is also accountable for the budget, cost control and overall performance of our operations in Singapore.

Mr Lim obtained a Bachelor of Engineering in Chemical Engineering from the University of Malaya in 2006.

TOH KAI EN

Financial Controller



Mr Toh Kai En was appointed as Financial Controller on 25 April 2025. He supports the CEO of the Company in implementing the Group's business strategies, is responsible for the corporate finance and governance of the Company including listing compliance, investor relations, treasury and risk management as well as the Company's financial reporting and accounting.

Mr Toh joined the Group in 2021 as Group Accountant and was promoted to Group Finance Manager in May 2023. Prior to joining the Group, he worked at Baker Tilly TFW LLP from 2017 to 2021, where he gained extensive experience in audit and financial reporting.

Mr Toh is a Chartered Accountant of Singapore (CA Singapore) and holds a Bachelor of Accountancy from Nanyang Technological University in 2017.

SUSTAINABILITY REPORT

ABOUT THIS REPORT

Memiontec Holdings Ltd. ("**Memiontec**" or "**the Company**", and together with its subsidiaries, "**the Group**") is pleased to present its Sustainability Report for the financial year ended 31 December 2025 ("**FY2025**"). This report provides an overview of the Group's material environmental, social and governance ("**ESG**") topics, sustainability approach, performance and priorities, and reflects our continued commitment to responsible business conduct, transparency and long-term value creation.

As an integrated water and wastewater treatment solutions provider, the Group recognises that sustainability is integral to operational resilience, resource efficiency, stakeholder trust and long-term competitiveness. Sustainability considerations are progressively embedded into the Group's governance, strategy, risk management and operations.

This report outlines how the Group manages sustainability-related impacts, risks, and opportunities, and responds to evolving stakeholder expectations, industry developments, and regulatory requirements. The Board has reviewed and approved the material ESG topics and disclosures presented.

REPORTING PERIOD

This report covers the period from 1 January 2025 to 31 December 2025. It is published on an annual basis. Where relevant, historical data is included for comparative purposes to support trend analysis and enhance the consistency of disclosures.

REPORTING FRAMEWORK

The Sustainability Report has been prepared with reference to the Global Reporting Initiative ("**GRI**") Standards (2021 revision), which provide a globally recognised and structured framework for reporting on material ESG matters. The GRI Standards support transparent, consistent, and comparable disclosure of the Group's sustainability performance, management approaches, and impacts across its operations.

In compliance with regulatory requirements, this report aligns with Singapore Exchange Securities Trading Limited ("**SGX-ST**") Catalist Rules 711A and 711B, as well as Practice Note 7.6 – Sustainability Reporting Guide.

Climate-related Disclosures and TCFD Alignment

The Group is in the process of enhancing its climate-related disclosures and seeks to progressively align its Sustainability Report with the recommendations of the Task Force on Climate-related Financial Disclosures ("**TCFD**"), as encouraged by SGX. The TCFD framework provides a structured approach for identifying, assessing, and disclosing climate-related risks and opportunities across four key pillars: governance, strategy, risk management, and metrics and targets.

Through adopting the TCFD recommendations, the Group aims to enhance transparency, support informed decision-making, and strengthen accountability in managing climate-related matters across its water and wastewater treatment, engineering, and operational activities.

Transition Towards ISSB Standards

In anticipation of evolving sustainability reporting requirements, the Group is progressively preparing for a transition towards the International Sustainability Standards Board ("**ISSB**") Standards, including International Financial Reporting Standards ("**IFRS**") S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures. The Group will continue to monitor regulatory developments and strengthen its internal reporting processes, governance systems, and data management capabilities to support future readiness.

Greenhouse Gas Emissions Reporting

For greenhouse gas ("**GHG**") emissions reporting, the Group applies the GHG Protocol, which is the most widely used international standard for corporate GHG accounting and reporting. The GHG Protocol provides a consistent methodology for measuring and reporting Scope 1 and Scope 2 emissions, and serves as the foundation for progressively improving the completeness, consistency, and accuracy of the Group's emissions data.

As the Group continues to strengthen its climate reporting approach, it will also progressively enhance its understanding of emission sources across its operations and value chain, including the phased assessment of relevant Scope 3 emissions where appropriate.

SUSTAINABILITY REPORT

REPORTING SCOPE

This report covers the ESG performance of the Group's principal operating entities that are material to our business operations:

- Memiontec Pte Ltd ("**MPL**") – Singapore
- PT Memiontec Indonesia ("**PTMI**") – Indonesia

These entities collectively represent the majority of our operational activities in water and wastewater treatment system design, engineering, installation, commissioning, and related services.

Where data limitations or estimation methodologies apply, appropriate explanations are provided. ESG data from smaller subsidiaries, joint ventures or operations assessed to be immaterial in scale and impact are excluded from this report.

There were no significant changes to the Group's organisational structure, value chain, or principal business activities during FY2025 that materially affect the comparability of the disclosed information.

DATA, REVIEW AND ASSURANCE

Sustainability data disclosed in this report is compiled through internal reporting processes and reviewed by relevant functions and management. The Group has also engaged an external sustainability consultant to support reporting quality and alignment with applicable frameworks and SGX requirements.

This report has undergone internal review. It has not been externally assured. The Group will continue to strengthen its data management, internal controls and reporting processes to improve the quality and robustness of future sustainability disclosures.

ACCESSIBILITY AND FEEDBACK

This report is available electronically through the Company's corporate website and the SGX-ST announcement platform. Stakeholders are welcomed to share feedback or enquiries regarding this report at irmr@memiontec.com.

RESTATEMENTS

Certain ESG data have been restated in the current reporting period to enhance completeness and comparability. In particular, water consumption data have been revised to include project-related activities where relevant. In addition, selected social performance data have been refined, with non-material entities excluded based on updated assessment of operational relevance.

These restatements do not have a material impact on the overall interpretation of the Group's ESG performance.

EXCLUSIONS

This report excludes ESG performance data of subsidiaries, joint ventures, and operations deemed immaterial due to their scale and limited impact. In particular, data from operations in China and Vietnam are not included at this stage, as these are currently not material to the Group's overall operations.

SUSTAINABILITY REPORT

BOARD STATEMENT

The Board of Directors of Memiontec remains committed to integrating sustainability considerations into the Group's business strategy and operations, recognising that sound ESG practices are essential to long-term value creation and business resilience.

As a provider of water and wastewater treatment solutions, the Group understands the important role it plays in supporting environmental protection, resource efficiency, and sustainable development. Against a backdrop of increasing climate-related challenges, evolving stakeholder expectations, and a dynamic regulatory landscape, the Board continues to strengthen its oversight of sustainability-related risks and opportunities to ensure that the Group remains responsive, responsible, and forward-looking.

The Board is responsible for overseeing the Group's sustainability direction and has considered ESG factors in determining the Group's strategic priorities. Supported by management and the Sustainability Reporting Committee, the Board oversees the identification of material ESG factors, reviews the Group's sustainability performance, and monitors progress against relevant targets and initiatives. Sustainability-related considerations, including climate-related issues, are incorporated into the Group's broader governance and risk management processes.

In FY2025, the Group continued to enhance its sustainability reporting processes and internal data management practices to improve the quality, consistency, and reliability of ESG-related disclosures. The Board also reviewed the Group's material ESG topics, taking into account the business context, stakeholder feedback, and the significance of the Group's economic, environmental, and social impacts. These material topics form the basis of this Sustainability Report and guide the Group's sustainability strategy and reporting priorities.

The Board acknowledges the growing importance of climate change to the Group's operations and long-term business continuity. In response, the Group has continued to strengthen its approach to climate-related governance, risk assessment, and disclosure, while progressively enhancing its understanding of climate-related risks and opportunities across its operations and value chain. The Board will continue to support efforts to improve climate resilience, operational efficiency, and responsible resource management as part of the Group's sustainability journey.

The Board has reviewed and approved the material ESG factors identified for FY2025 and is satisfied that the sustainability information presented in this report fairly represents the Group's sustainability performance, position, and progress for the financial year.

The Board would like to express its appreciation to our employees, customers, business partners, investors, and other stakeholders for their continued trust, support, and collaboration. Together, we will continue to strengthen Memiontec's sustainability performance and contribute towards a more resilient and sustainable future.

Board of Directors

Memiontec Holdings Ltd.

SUSTAINABILITY REPORT

SUPPORTING THE UN SDGS



In September 2015, the United Nations Sustainable Development Goals (“UN SDGs”) were unanimously adopted by 193 member states during the UN Summit, setting a transformative vision for global development. These goals offer a unified framework guiding governments, businesses, and civil society in addressing critical social and environmental challenges.

The SDGs emphasize that achieving sustainable development requires collective effort, highlighting the private sector’s essential role in driving innovation, mobilizing resources, and leveraging influence. Businesses are more than contributors; they are catalysts for meaningful, long-term change.

At the Group, sustainability is integral to our core operations. We go beyond compliance, proactively embedding sustainable practices into all facets of our business to foster an inclusive, resilient, and sustainable future. Through strategic partnerships, responsible business conduct, and focused investments in sustainability, we demonstrate our firm commitment to ongoing environmental stewardship and social advancement.

Aligned with our FY2025 strategic business objectives, we prioritize the following SDGs that best reflect and support our operational focus and ambitions.



SUSTAINABILITY REPORT

CORPORATE PROFILE

Memiontec is a Singapore-headquartered water technology group that provides integrated solutions across the water and wastewater value chain. With over 30 years of operating experience, the Group serves both municipal and industrial customers through a combination of engineering, project delivery, operations support, equipment distribution and water concession-related activities. Its business model is supported by in-house capabilities in design, engineering, fabrication and assembly, which enable the Group to deliver customised, cost-efficient and space-optimised solutions suited to diverse operating environments.

The Group applies a range of treatment processes and technologies, including membrane, ion exchange, physical, chemical and biological treatment methods, to address customer needs in water purification, wastewater treatment, process water management and related infrastructure. These capabilities support the delivery of reliable and scalable solutions that respond to increasing demand for water security, regulatory compliance and operational efficiency across its markets.

Headquartered in Singapore, the Group maintains a business presence in Singapore, Indonesia, People's Republic of China and Vietnam. Its operations are structured to capture opportunities across different parts of the water value chain, from project-based engineering, procurement and construction to operations, maintenance, servicing and concession-style water sales.

BUSINESS SEGMENTS

The Group's principal business segments are as follows:

Total Solutions with Engineering, Procurement and Construction ("TSEPC")

Provision of integrated engineering, procurement and construction solutions for municipal and industrial water and wastewater treatment applications. This includes project design, system integration, fabrication, assembly and turnkey delivery of treatment plants and related infrastructure.

Operations, Maintenance and Services ("OMS")

Provision of consultation, technical support, plant operations, maintenance and servicing works for municipal and private-sector customers. This segment supports operational continuity, plant performance and long-term asset reliability.

Sales and Distribution of Systems and Equipment ("SDS")

Supply, trading and distribution of water treatment systems, components and related equipment to support customer operations and project delivery requirements.

Selling of Water ("SOW")

Generation of recurring income through the sale of treated water under concession-style arrangements, including Build-Own-Operate-Transfer ("**BOOT**") and Transfer-Own-Operate-Transfer ("**TOOT**") projects where the Group acts as owner or co-owner.

SUSTAINABILITY REPORT

GEOGRAPHIC FOOTPRINT AND PRINCIPAL ACTIVITIES

A summary of the Group's principal operating locations and activities is set out below, based on publicly available corporate disclosures:

Location	Principal activities
Singapore	Design, engineering, procurement and turnkey construction of water and wastewater treatment systems and plants, as well as maintenance and servicing of related equipment, systems and facilities.
Indonesia	Design, engineering, procurement, fabrication, assembly and turnkey construction of water and wastewater treatment plants, together with water management services and investment holding activities.
People's Republic of China	Trading and distribution of water treatment components and equipment.
Vietnam	Construction of water supply and drainage system.

VALUE CHAIN

Memiontec operates across the water and wastewater value chain, providing integrated solutions from project origination and system design to plant delivery, operational support and, in selected projects, long-term water supply under concession-type arrangements.

At the upstream stage, the Group engages with suppliers, equipment manufacturers, service providers and subcontractors for the sourcing of membranes, pumps, piping, instrumentation, treatment components, mechanical and electrical systems, and other project inputs.

These inputs support the Group's in-house design, engineering, fabrication and assembly capabilities, which are central to developing customised and space-efficient water treatment solutions for municipal and industrial customers.

Within its core operations, the Group creates value through the design, engineering, procurement, fabrication, assembly and turnkey construction of water and wastewater treatment plants and systems. Under its TSEPC segment, the Group delivers integrated treatment solutions tailored to customer specifications and site conditions. This is supported by its ability to apply a range of treatment technologies, including membrane, ion exchange, physical, chemical and biological processes.

Beyond project delivery, the Group extends its role into the operational phase of customer assets through its OMS segment, which includes operations, preventive maintenance, corrective maintenance, technical support and servicing activities. This allows the Group to support plant reliability, operational continuity and treatment performance over the asset lifecycle, while strengthening long-term customer relationships.

The Group also participates in the value chain through the sales and distribution of water treatment systems, components and equipment under its SDS segment. This segment supports both project execution and stand-alone customer needs, and complements the Group's engineering and service capabilities. In selected cases, the Group further captures downstream value through its SOW segment, under which it sells treated water and generates recurring income from BOOT and TOOT arrangements as owner or co-owner of water assets.

At the downstream stage, the Group serves municipal agencies, industrial facilities and private-sector customers that depend on reliable water and wastewater treatment performance for regulatory compliance, operational efficiency and water security. Through this end-to-end model, Memiontec creates value not only by delivering treatment infrastructure, but also by supporting customers' ongoing water management needs across the full asset lifecycle.

SUSTAINABILITY REPORT

BUSINESS MEMBERSHIPS AND CERTIFICATION

CERTIFICATION

Name of Certificate	Year of Issuance	Valid Till
ISO 9001:2015 Quality Management System	July 2025	July 2028
ISO 14001:2015 Environmental Management System	July 2025	July 2028
ISO 45001:2018 Occupational Health and Safety Management	July 2025	July 2028

ACCREDITATION

Accreditation	Issued by	Year of Issuance	Valid Till
Bizsafe Level Star	Workplace Safety and Health Council	July 2025	July 2028
General Builder Class 1	Building and Construction Authority	June 2025	June 2028
Progressive Wage Mark	Singapore Business Federation	March 2025	March 2026
Intellectual Property- Class 11	Intellectual Property Office of Singapore	March 2024	Sep 2034
Intellectual Property- Class 7	Intellectual Property Office of Singapore	Feb 2023	April 2033
BCA CRS	Building and Construction Authority	June 2024	July 2027

AWARD

Name of Award	Year of Award
Outstanding Performance and Exemplary Workmanship for Wastewater Neutralization Unit on the MELS No.3 Line/6TF Project	2025

SUSTAINABILITY REPORT

SUSTAINABILITY RISKS AND OPPORTUNITIES

Stage	ESG Pillar	Risks	Key Opportunities
Upstream	Governance	Corruption, regulatory breaches, and limited transparency in the supply chain.	Enhance supplier due diligence; enforce Supplier Code of Conduct; embed ESG into procurement and contracts.
	Environmental	High energy use and GHG emissions in equipment and component manufacturing; use of hazardous or non-sustainable materials; supply disruption from climate and water stress.	Source from low-carbon and ISO 14001-certified suppliers; adopt green procurement and lifecycle-based sourcing.
	Social	Weak labour practices in supplier operations; health and safety risks in manufacturing, transport, and handling.	Apply responsible sourcing standards; strengthen supplier engagement on labour, safety, and community development.
Core Activities	Governance	Regulatory non-compliance, project delays, and unethical subcontractor practices.	Strengthen ISO-based management systems; improve site monitoring and whistleblowing controls.
	Environmental	High energy and water use; waste and chemical generation; exposure to flooding and extreme weather.	Use energy-efficient designs such as MBR and UF systems; promote water reuse; build climate-resilient systems.
	Social	Workplace safety incidents; labour shortages and skills gaps; community concerns linked to projects.	Strengthen H&S management and training; support inclusive hiring; engage local communities.
Downstream	Governance	Data privacy, customer safety, and weak ESG performance reporting.	Strengthen compliance and audit processes; use ESG performance to support tender competitiveness.
	Environmental	High energy demand in water production; discharge non-compliance; climate impacts on plant performance.	Expand water recycling and near-zero discharge solutions; digitalise operations; increase renewable-powered treatment systems.
	Social	Service disruptions affecting communities; unmet stakeholder expectations.	Improve service reliability; promote water conservation awareness; expand access to safe water.

SUSTAINABILITY REPORT

SUSTAINABLE DEVELOPMENT POLICY

At the Group, we are committed to advancing sustainable development through our core business in water and wastewater treatment solutions. As a regional water technology leader, we recognise our responsibility to operate with integrity, protect the environment, empower our people, and contribute positively to society. This policy sets out our sustainability principles and guides our decisions to ensure long-term value creation for our stakeholders.

OUR COMMITMENTS

Environmental Stewardship

- Promote resource efficiency and environmental protection across all project phases.
- Reduce greenhouse gas emissions through energy-efficient technologies and renewable integration.
- Prevent pollution and minimise environmental impacts in design, construction, operations, and maintenance.
- Support climate adaptation and resilience through infrastructure planning and sustainable engineering.
- Comply with ISO 14001:2015 Environmental Management System and relevant environmental regulations.

Climate Action

- Identify, assess and manage climate-related risks in alignment with TCFD recommendations.
- Conduct scenario analysis to enhance resilience under 1.5°C and 2°C futures.
- Integrate carbon pricing and climate resilience into strategic planning, procurement, and design.
- Develop low-carbon and circular water solutions to help clients meet their decarbonisation goals.

Social Responsibility

- Ensure safe, healthy, and inclusive workplaces that support diversity and equal opportunity.
- Promote fair employment practices, learning, and professional development.

- Engage local communities and support access to clean water and sanitation.
- Safeguard human rights throughout our value chain and prohibit all forms of discrimination or forced labour.
- Implement ISO 45001:2018 Occupational Health and Safety Standards.

Corporate Governance and Ethics

- Uphold integrity, transparency, and accountability in all our business dealings.
- Enforce a zero-tolerance policy on corruption, bribery, fraud, and unethical conduct.
- Ensure all employees and partners comply with our Code of Business Conduct and Ethics.
- Provide secure channels for whistleblowing and protect whistleblowers from retaliation.

Sustainable Procurement

- Partner with suppliers who share our ESG values and support local economic development.
- Integrate social and environmental criteria into vendor selection and evaluation.
- Promote the use of eco-friendly materials, energy-efficient systems, and circular practices.
- Enforce our Supplier Code of Conduct across all procurement activities.

Implementation & Oversight

- The Board of Directors oversees the Group's sustainability direction and climate-related risks.
- The Strategic and Sustainable Development Committee ensures integration of ESG principles across operations and projects.
- The ESG Working Team drives implementation, tracks performance, and coordinates stakeholder engagement.

The Group is committed to reviewing and updating this policy regularly, reflecting stakeholder expectations, technological advances, regulatory developments, and performance insights. We aim to embed sustainability as a culture—beyond compliance—into every layer of our business.

POLICY COMMITMENT

The Group is committed to conducting its business in a responsible, ethical, and sustainable manner. As a provider of total water and wastewater treatment solutions, the Group recognises the importance of maintaining a sound policy and governance framework to support the effective management of its material economic, environmental and social impacts.

The Group's sustainability commitments are guided by internal policies and procedures that establish expectations for responsible business conduct, regulatory compliance, operational excellence, environmental stewardship, employee welfare and stakeholder accountability. These policies support the integration of sustainability considerations into the Group's strategy, business operations and decision-making processes, and provide the foundation for managing material ESG matters in a consistent and structured manner.

Key policy areas supporting the Group's sustainability approach include:

- **Human Resource policies**, which guide fair employment practices, equal opportunity, employee well-being, training and development, and workplace conduct;
- **Health, Safety and Environment ("HSE") policies**, which support the protection of employees, contractors and other relevant stakeholders through the management of occupational health, safety and environmental risks;
- **Environmental policies**, which guide the Group's efforts to manage resource consumption, pollution prevention, waste generation and broader environmental impacts associated with its operations;
- **Quality policy**, which supports service quality, operational reliability, customer satisfaction and continuous improvement;
- **Sustainable development policy**, which provides direction for the integration of sustainability principles into the Group's business planning and operational activities; and
- **Governance-related policies**, which reinforce ethical business conduct, accountability, anti-corruption, compliance and transparency across the organisation.

These policies are reviewed and implemented through the Group's established governance and management processes, and where applicable, are supported by internal controls. Collectively, they enable the Group to manage its material topics, address stakeholder expectations, and support long-term business resilience and sustainable value creation.

REMEDiate NEGATIVE IMPACTS FROM OUR OPERATION ACTIVITIES

The Group recognises that its operations may give rise to actual and potential negative impacts on the environment and society if not appropriately managed.

In line with the GRI Standards' emphasis on impact management, the Group seeks to prevent and mitigate adverse impacts where possible, and to remediate negative impacts that arise from its activities. This approach supports responsible business conduct and strengthens the Group's ability to manage material ESG risks and impacts across its value chain.

The Group's approach to managing and remediating negative impacts is based on the following principles:

- Identification and assessment of impacts through risk-based processes, inspections, monitoring activities and management reviews;
- Implementation of controls and mitigation measures to reduce the likelihood and severity of adverse environmental, health, safety and social impacts;
- Corrective and preventive action to address identified incidents, non-conformities or weaknesses in operational controls;
- Stakeholder engagement, where relevant, to understand concerns, strengthen responsiveness and improve management measures; and
- Continuous improvement through review of performance, lessons learnt, capability building and enhancement of systems and procedures.

SUSTAINABILITY REPORT

Where adverse impacts are identified, the Group takes appropriate follow-up actions depending on the nature and significance of the matter. These may include investigation of root causes, implementation of corrective actions, strengthening of internal controls, review of work practices, additional training, engagement with relevant stakeholders, and monitoring of outcomes to reduce the risk of recurrence.

Through this structured approach, the Group seeks to manage its operational impacts responsibly, uphold its accountability to stakeholders, and support the delivery of reliable and sustainable solutions in the water sector.

REPORTING PRINCIPLES

The reporting principles are the fundamental to achieving high-quality, sustainability reporting. The Group applies the 8 reporting principles in accordance with GRI Standards 2021 version.

Accuracy	Balance	Clarity	Comparability
Completeness	Sustainability Context	Timeliness	Verifiability

Principle	Explanation
Accuracy	The information disclosed in this Report is correct and sufficiently detailed to assess the Group's business impacts towards ESG perspective.
Balance	The information is disclosed in an unbiased way and provides a fair representation of the Group's negative and positive impacts.
Clarity	The information presented in this SR is accessible and understandable.
Comparability	The Group endeavours to select and compile the report information consistently to enable an analysis of changes in the Group's impacts over time.
Completeness	The Group tries its best to provide sufficient information to enable the transparency of its efforts in ESG topics.
Sustainability Context	The Group ensures that the information it discloses in this SR is about its business impacts within the context of sustainable development.
Timeliness	The Group reviews its ESG material topics on a regular basis to ensure that all the information declared in this SR is updated.
Verifiability	This SR is internally reviewed. Our Sustainability Consultant and internal reviewer has guided us to ensure the accuracy of the key materiality data.

SUSTAINABILITY REPORT

GOVERNANCE

Strong corporate governance underpins the Group’s long-term resilience, accountability, and sustainable value creation. The Group is committed to maintaining high standards of governance and ethical business conduct, recognising that effective oversight supports sound decision-making, risk management, regulatory compliance, and stakeholder confidence.

The Board of Directors has overall responsibility for the Group’s strategic direction, governance framework, and sustainability-related matters. Sustainability considerations are integrated into business strategy, risk management, and operational decision-making. The Board is supported by established policies, internal controls, and risk management processes, while Management is responsible for implementation, performance monitoring, and reporting.

This governance structure enables effective oversight of material sustainability-related impacts, risks, and opportunities, and supports accountability across all levels of the organisation.

As at FY2025, the Board comprises four (4) members, including 50% Independent Directors, 25% Non-Independent Non-Executive Director and 25% Executive Director, ensuring balanced oversight and independent judgment. The Board currently consists of all-male members, reflecting the expertise and skill sets required for the Group’s operations.

Collectively, the Board and key management possess competencies in business strategy, financial management, accounting, legal and regulatory compliance, and risk management, supporting informed decision-making and effective governance oversight.

BOARD DIRECTOR SUSTAINABILITY TRAINING

All Directors have completed the one-time sustainability training required under SGX-ST requirements. The Group will continue to support ongoing Board development through relevant updates and briefings on sustainability, governance and regulatory developments where appropriate. All Board of Directors have attended the one-time director sustainability training required by SGX-ST.

SUSTAINABILITY AND CLIMATE RISK GOVERNANCE

The Group’s Sustainability and Climate Risk Committee (“**SCRC**”)’s structure and key functions are detailed below:



SUSTAINABILITY REPORT

The Board of Directors provides overall oversight of the Group's sustainability agenda, including climate-related risks and opportunities. It is responsible for approving ESG material topics, sustainability disclosures, climate-related targets, and overseeing the adequacy of internal controls supporting sustainability reporting.

Supporting the Board is the SCRC, comprising a Steering Committee and Working Committee, chaired by the Chief Executive Officer.

The Steering Committee drives the Group's sustainability strategy, including developing ESG initiatives and targets, integrating sustainability into operations, monitoring performance, and managing climate-related risks and opportunities.

The Working Committee supports implementation by managing ESG and climate-related data, tracking performance, executing initiatives, and facilitating cross-functional coordination.

This governance structure ensures effective oversight and implementation of sustainability-related matters across the Group.

STAKEHOLDER ENGAGEMENT

The Group recognises stakeholders as individuals and organisations that may affect, or be affected by, our business activities and performance. Stakeholder engagement is an integral part of our sustainability governance, supporting the identification and management of sustainability-related impacts, risks, and opportunities.

A structured approach is adopted to identify and prioritise key stakeholders, including customers, employees, suppliers and sub-contractors, shareholders and investors, government and regulatory authorities, and local communities.

Engagement is conducted through various channels such as meetings, surveys, performance reviews, training sessions, and ongoing dialogue to understand stakeholder expectations on business conduct, operations, environmental management, and regulatory compliance.

Feedback is reviewed by Management and informs the Group's materiality assessment, sustainability priorities, risk management processes, and disclosures in this Report.

STAKEHOLDERS IDENTIFICATION

Below are the definitions of our Internal and External stakeholders:

Internal Stakeholders	External Stakeholders
Shareholder and Investors	Business Partner
Board of Directors	Customers
Management and Employees	Government and Regulators
	Suppliers

SUSTAINABILITY REPORT

STAKEHOLDER ENGAGEMENT APPROACH:

The engagement channel with our key stakeholders is outlined in the following table:

Stakeholders	Engagement Channel
Management and Employees 	<p>The Group prioritizes employee engagement through structured programs such as the new employee induction programme, ensuring that new hires are well-integrated into the organization.</p> <p>On-going training sessions and transitional assistance programmes support employee development, while company events and informal feedback channels provide opportunities for open dialogue.</p> <p>Team bonding events are organized to foster collaboration and strengthen workplace relationships.</p> <p>Employee Performance Reviews serve as a formal mechanism for evaluating performance, providing feedback, and facilitating career progression.</p>
Customers 	<p>Actively engage with customers through customer-related surveys and feedback channels, enabling us to assess their needs and improve our products and services.</p> <p>Regular customer site visits, informal feedback sessions, and direct customer meetings provide further opportunities for dialogue, relationship-building, and service enhancement.</p>
Suppliers 	<p>Engaging with suppliers regularly through meetings and dialogue sessions to align on expectations, requirements, and project needs.</p> <p>Supplier evaluations are conducted to ensure adherence to quality, ethical practices, and sustainability standards throughout the supply chain.</p>
Government and Regulators 	<p>Actively participate in industry seminars, conferences, consultations, and discussions to stay updated on sector trends and regulatory changes.</p> <p>Engage in government-led initiatives and training programmes to strengthen compliance and deepen industry knowledge.</p> <p>Collaborate with industry associations and regulatory bodies on key activities, including regulatory adherence, sustainability initiatives, and best practices in water and construction projects.</p>
Communities 	<p>The Group is committed to being a responsible community partner and maintains dedicated channels for local stakeholders to provide feedback and raise concerns.</p>
Shareholders and Investors 	<p>Keep shareholders informed of the Group's key developments through press releases and Annual Reports.</p> <p>Conduct Annual General Meetings and investor meetings to facilitate transparent, two-way communication with shareholders and investors.</p>

SUSTAINABILITY REPORT

STAKEHOLDER ENGAGEMENT OUTCOME

In FY2025, the Group conducted a stakeholder engagement survey to obtain feedback from key stakeholder groups as part of its sustainability strategy. The survey aimed to better understand stakeholder priorities, expectations, and areas of concern relating to the Group's ESG performance. The results of the survey have informed the identification and validation of the Group's material sustainability topics, as presented below.

EXTERNAL STAKEHOLDER	SIGNIFICANT	<ul style="list-style-type: none"> Waste Management Material Usage and Management 	<ul style="list-style-type: none"> Water and Effluents 	<ul style="list-style-type: none"> Business Conduct
	MODERATE	<ul style="list-style-type: none"> Diversity and Inclusion Community Engagement Emission/GHG Reduction Climate Risk 	<ul style="list-style-type: none"> Energy Saving Customer Security and Data Privacy 	<ul style="list-style-type: none"> Business Ethics and Transparency Occupational Health and Safety Employee Training and Skill Development
	LESS	<ul style="list-style-type: none"> Innovation Economic Performance 	<ul style="list-style-type: none"> Compliance 	<ul style="list-style-type: none"> Employee Relationship
		LESS	MODERATE	SIGNIFICANT
INTERNAL STAKEHOLDER				

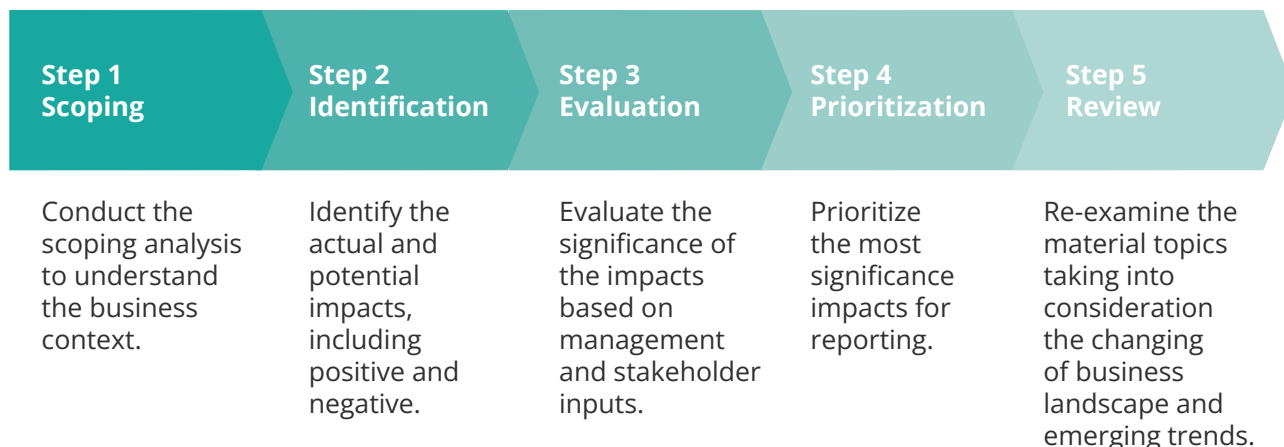
Based on stakeholder feedback, the Group also considered its operational activities, value chain, risk management processes, and other relevant factors. Taking into account industry developments and management's strategic priorities, the Group has identified the material sustainability topics to focus on in FY2025.

SUSTAINABILITY REPORT

MATERIAL TOPICS IDENTIFICATION

The Group adhere to the GRI framework to define our material topics. According to GRI Standards 2021, specifically GRI 3: Material Topics, material topics are those that represent an organisation's most significant impacts on the economy, environment and society.

MATERIAL TOPIC IDENTIFICATION PROCESS



The materiality assessment begins with a scoping exercise to understand the Group's business context, value chain, stakeholder expectations, regulatory developments and industry trends. Potential material topics are then identified and evaluated based on the significance of the Group's actual and potential impacts on the economy, environment and people, peer benchmarking, as well as the extent to which such matters may create risks or opportunities that could affect the Group's strategy, financial performance and long-term resilience.

Following identification, the topics are evaluated based on their significance to the Group and its stakeholders. This evaluation takes into account management perspectives, stakeholder feedback, and the potential scale, scope and likelihood of impacts, as well as the nature and extent of related risks and opportunities to the Group. Inputs are gathered from relevant internal functions and, where appropriate, external stakeholder groups to support a balanced assessment.







The Group then prioritises the most significant topics for reporting and management attention. Relevant internal functions and stakeholder engagement are considered in assessing and prioritising the topics. Subsequently, the results of the materiality assessment are reviewed by Management and presented to the Board for oversight and approval as part of the Group's sustainability reporting and governance process.

Material topics are reviewed periodically, and at least annually, to reflect changes in the business environment, stakeholder concerns, regulatory developments and emerging sustainability trends. Through this process, the Group seeks to maintain the relevance of its disclosures and strengthen the integration of sustainability considerations into its strategy, risk management and decision-making processes.

SUSTAINABILITY REPORT

STAKEHOLDER FOCUS

The Group is committed to ongoing improvement through active engagement with essential stakeholder groups. The details of these engagements are outlined in the table provided:

Stakeholder Group	Stakeholder Focus
Management and Employees 	Economic Growth Occupational Health and Safety Community Engagement Fair Employee Relationship
Government and Regulators 	Economic Growth Compliance with Laws and Regulations
Customers 	Energy Saving and Improve Energy Efficiency Employee Training and Skill Development Diversity and Inclusion Supply Chain Management
Suppliers 	Economic Performance Waste Management Diversity and Inclusion
Local Communities 	Social Responsibility Compliance with Environmental Regulations Fair Employment
Shareholders and Investors 	Economic Performance Community Engagement Diversity and Inclusion Fair Employee Relationship

SUSTAINABILITY REPORT

LIST OF MATERIAL TOPICS

Material Topics	International Standards	U.N. SDGs
GOVERNANCE AND ECONOMIC		
Economic Performance	GRI 201 Economic Performance	 
Procurement Practices	GRI 204 Procurement Practices	
Business Ethics	GRI 205 Anti-corruption GRI 206 Anti-competitive Behavior	
Regulatory and Legal Compliance	GRI 2-27 Regulatory and Legal Compliance	
ENVIRONMENT		
Response to Climate Change	TCFD Climate Risk Disclosure	     
Energy and Emissions	GRI 302 Energy GRI 305 Emissions	
Water Management	GRI 303 Water and Effluents	
Waste Management	GRI 306 Waste	
SOCIAL		
Fair Employment Condition and Employee Diversity	GRI 401 Employment GRI 402 Labor/Management Relations GRI 405 Diversity and Equal Opportunity GRI 406 Non-discrimination	  
Occupational Health and Safety	GRI 403 Occupational Health and Safety	
Training and Skill Development	GRI 404 Training and Education	
Local Communities	GRI 413 Local Communities	
Customer Health and Safety	GRI 416 Customer Health and Safety	

SUSTAINABILITY REPORT

GOVERNANCE AND ECONOMIC

Key Material Topics	Key SDGs	Key GRI
<ul style="list-style-type: none"> Economic Performance Procurement Practices Business Ethics Regulatory and Legal Compliance 	 	<ul style="list-style-type: none"> GRI 201 Economic Performance GRI 204 Procurement Practices GRI 205 Anti-corruption GRI 206 Anti-competitive Behavior GRI 2-27 Compliance with laws and regulations

ECONOMIC PERFORMANCE

MATERIAL TOPIC(s)
GRI 201 Economic Performance
RELEVANT SDG(s)
 

Management Approach

The Group approaches economic performance with a dual focus: achieving financial growth while driving sustainable impact across industries and communities. We integrate sustainability considerations into our strategic planning and operational processes, ensuring that every decision balances profitability with long-term environmental and social responsibility. By prioritizing innovation in water treatment technologies, digital water management solutions, and resource-efficient processes, we enhance operational efficiency and market competitiveness.

Our approach also emphasizes proactive adaptation to regulatory changes, climate-related risks, and decarbonization trends in construction and water infrastructure. This enables the Group to maintain resilience in an increasingly resource-constrained and climate-sensitive world, while contributing to the circular economy and sustainable water practices.

Why This Is Important

Economic performance underpins the Group's ability to grow, innovate, and maintain its position as a global leader in water management solutions. Robust financial health allows the Group to invest continuously in Research & Development ("R&D"), expand its market footprint, and cultivate strategic partnerships, all of which strengthen stakeholder confidence and safeguard business continuity against economic volatility, resource cost fluctuations, and evolving regulatory landscapes.

Beyond direct financial outcomes, the Group generates significant indirect economic value. Our solutions enhance industrial productivity, support municipal water infrastructure, create employment opportunities, and fortify supply chains. By improving water access and promoting sustainable water management practices, we contribute to public health, environmental protection, and community resilience. Through these efforts, the Group ensures that economic growth aligns with environmental stewardship and societal benefit, delivering lasting value for stakeholders and communities alike.

FY2025 Performance

For detailed financial results and commentary on the significant trends and competitive conditions of the industry, please refer to the following sections in our Annual Report FY2025:

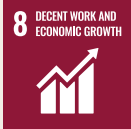
- Financial Highlights;
- Financial Review; and
- Financial Statements.

SUSTAINABILITY REPORT

TARGET SETTING

Term	Target
Short Term FY2026	<ul style="list-style-type: none"> Strengthen financial resilience by embedding sustainability risk assessments into strategic planning and decision-making processes, emphasizing climate-related risks and opportunities. Execute or complete at least 3 TSEPC projects at municipal and industrial sectors.
Medium Term (Till 2030)	<ul style="list-style-type: none"> Enhance long-term economic value through active adoption and integration of innovative and sustainable water treatment technology.
Long Term (Beyond 2030)	<ul style="list-style-type: none"> Achieve sustained economic growth and market leadership by consistently responding and adapting to evolving market demands and regulatory environments, particularly in terms of sustainable construction practices, decarbonization efforts, and climate resilience.

PROCUREMENT PRACTICES

MATERIAL TOPIC(s)
GRI 204 Procurement Practices
RELEVANT SDG(s)


Why This Is Important

Procurement is a key enabler of the Group’s ability to deliver reliable, efficient and sustainable water and wastewater solutions across its markets. As the Group depends on a broad network of suppliers, contractors and service providers for materials, components, equipment and technical support, procurement practices directly influence operational continuity, product quality, project execution, cost management and customer satisfaction.

Responsible procurement also supports the Group’s wider sustainability objectives by promoting quality assurance, regulatory compliance and supply chain integrity.

By strengthening procurement governance and integrating relevant environmental, social and ethical considerations into supplier evaluation and engagement, the Group enhances supply chain resilience, supports responsible business conduct and reinforces long-term value creation for stakeholders.

Management Approach

The Group adopts a structured procurement approach to support operational reliability, quality assurance, regulatory compliance and responsible supply chain management. Procurement activities are guided by internal controls, vendor evaluation processes and ongoing supplier performance monitoring to ensure that purchased materials, equipment and services meet the Group’s technical, safety and business requirements.

New suppliers are assessed before engagement based on relevant criteria such as product and service quality, technical capability, certification status, environmental considerations, health and safety performance, reliability and track record. Only suppliers that meet the Group’s requirements are included in the Approved Vendor List, which serves as the basis for procurement engagements.

The Group also conducts periodic reviews of existing suppliers to monitor performance and address identified issues relating to quality, delivery, compliance or service standards.

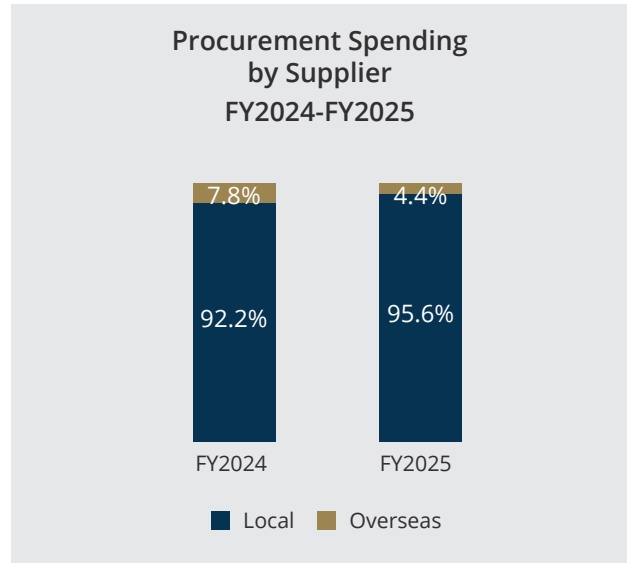
In managing procurement-related sustainability risks and opportunities, the Group seeks to incorporate relevant ESG considerations into supplier selection and engagement, particularly in relation to product quality, environmental responsibility, workplace health and safety, labour practices, business ethics and regulatory compliance. The Group also communicates expected standards of conduct to suppliers, including compliance with applicable laws and requirements.

SUSTAINABILITY REPORT

The Group recognises the value of working with local suppliers and contractors where appropriate and contribute to local economic development. At the same time, the Group continues to strengthen supplier engagement through regular communication, project coordination, performance reviews and procurement oversight.

FY2025 Performance

In FY2025, the Group allocated 95.6% of its procurement budget to local suppliers, while 4.4% was spent on overseas suppliers, continuing to surpass the Group's established target and reflecting its commitment to supporting the local economy and community.



TARGET SETTING

Term	Target
Short Term (FY2026)	<ul style="list-style-type: none"> Maintain at least 50% of total procurement budget spent on local suppliers, to actively support the local economy and community.
Medium Term (Till 2030)	<ul style="list-style-type: none"> Consistently ensure that a minimum of 50% of procurement budget is allocated to local suppliers, reinforcing sustained local economic support. Establish regular communication channels with local suppliers to reinforce expectations around sustainability practices, compliance, and performance standards.
Long Term (Beyond 2030)	<ul style="list-style-type: none"> Sustainably maintain procurement from local suppliers at or above 90%, continuously reinforcing support for local economic development. Introduce capacity-building programs for diversified local suppliers, focusing on improving their ESG practices and readiness to meet the Group's sustainability standards.

BUSINESS ETHICS

MATERIAL TOPIC(s)
GRI 205 Anti-corruption GRI 206 Anti-competitive Behavior
RELEVANT SDG(s)


Why This Is Important

Business ethics is fundamental to the Group’s ability to operate responsibly, maintain stakeholder confidence and support long-term business sustainability. Operating across multiple markets, the Group upholds strong ethical standards to manage legal, operational, and reputational risks.

Unethical conduct—including corruption, bribery, fraud, and anti-competitive practices—may expose the Group to regulatory, financial, and reputational risks. Maintaining integrity and accountability is therefore essential to safeguarding the Group’s licence to operate.

The Group promotes a culture of integrity, transparency, and responsible conduct, embedding ethical practices into its governance framework, policies, and internal controls.

Management Approach

The Group adopts a zero-tolerance approach to bribery, corruption, fraud and anti-competitive behaviour, and is committed to conducting business in a fair, ethical and transparent manner. This commitment is supported by the Group’s governance framework, internal policies and reporting mechanisms, which apply across the Board, management, employees and, where relevant, suppliers and business partners.

The Group has established a Code of Business Conduct and Ethics which sets out expectations for responsible business behaviour, including compliance with applicable laws and regulations, avoidance of conflicts of interest, fair dealing, proper conduct in business relationships, and adherence to ethical standards in day-to-day operations. The Code also provides guidance on matters relating to workplace conduct, legal compliance and accountability.

To strengthen anti-corruption controls, the Group has implemented a Group Anti-Bribery and Corruption Policy which outlines its anti-bribery principles, compliance expectations and control framework. The policy requires employees and relevant parties acting on the Group’s behalf to comply with applicable anti-bribery and anti-corruption laws and regulations, and supports the Group’s broader risk management and internal control systems.

The Group also communicates its ethical expectations to suppliers through its Supplier Code of Conduct, which sets out standards relating to integrity, lawful conduct and responsible business practices. Suppliers are expected to avoid bribery, corruption, fraud, facilitation payments and other unethical conduct in their dealings with the Group. This helps extend the Group’s business ethics expectations across its supply chain and supports responsible procurement practices.

In addition, the Group maintains a Whistleblowing Policy that provides channels for employees and external stakeholders, including suppliers, customers and contractors, to report suspected misconduct, unethical behaviour or non-compliance in confidence and in good faith. The policy supports responsible reporting and includes safeguards intended to protect whistleblowers from retaliation or adverse consequences. Reported matters are handled in accordance with established procedures and are subject to appropriate review and follow-up.

Through these measures, the Group seeks to foster a culture of integrity and accountability, strengthen oversight of ethics-related risks and maintain compliance with applicable legal and regulatory requirements. The Group will continue to enhance awareness, implementation and monitoring of its ethical business practices as part of its commitment to sound corporate governance and long-term value creation.

FY2025 Performance

In FY2025, the Group recorded no confirmed incidents or legal cases related to corruption. Similarly, no employees were dismissed or disciplined for corrupt practices, and all contracts with business partners remained in good standing, with none terminated or withheld due to corruption-related violations.

SUSTAINABILITY REPORT

TARGET SETTING

Term	Target
Short Term FY2026	<ul style="list-style-type: none"> Maintain non-significant misconduct reported across all operational levels, reinforcing the highest standards of ethical practices. Establish clear and accessible whistleblowing channels, promoting transparency and encouraging timely reporting of any ethical concerns.
Medium Term (Till 2030)	<ul style="list-style-type: none"> Continue to achieve non-significant incidents of misconduct annually, embedding a culture of integrity and ethical responsibility across the organization.
Long Term (Beyond 2030)	<ul style="list-style-type: none"> Sustain an ongoing zero-tolerance approach to misconduct, maintaining a flawless ethical compliance record indefinitely. Conduct mandatory annual ethics and anti-corruption training for all employees to strengthen awareness and prevention of misconduct. Build a robust ethical culture through consistent stakeholder engagement, transparency, and periodic ethical conduct assessments, reinforcing a shared organizational commitment to integrity and accountability.

REGULATORY AND LEGAL COMPLIANCE

MATERIAL TOPIC(s)
GRI 2 General Disclosures 2-27 Compliance with laws and regulations
RELEVANT SDG(s)


Why This Is Important

Compliance with applicable laws and regulations is fundamental to the Group’s licence to operate, operational integrity and long-term business sustainability. As the Group operates in the water and wastewater sector, it is subject to a range of legal and regulatory requirements relating to environmental protection, water discharge, workplace health and safety, quality management and business operations across the jurisdictions in which it operates.

Failure to comply with these requirements may result in regulatory penalties, legal liabilities, operational disruptions, project delays and reputational harm, while also increasing potential risks to human health, safety and the environment.

Management Approach

The Group adopts a structured approach to identify, monitor and manage compliance with applicable legal and regulatory requirements across its operations. This approach is supported by its Quality, Environmental, Health and Safety (“QEHS”) management systems and aligned with the principles of ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018.

Relevant legal, regulatory and other compliance obligations are identified and maintained through an internal register covering applicable laws, regulations, licences, permits, codes of practice, contractual obligations and other requirements relevant to the Group’s activities. This includes obligations relating to environmental performance, workplace safety, operational controls and other statutory requirements applicable to its business.

The Group monitors regulatory developments through relevant government publications, industry associations, professional updates and other recognised sources. Where changes to legal or regulatory requirements arise, these are communicated to the relevant departments and personnel through internal channels such as meetings, notices, operational briefings and email communications to support timely understanding and implementation.

SUSTAINABILITY REPORT

To assess ongoing compliance, the Group conducts periodic evaluations of its compliance status, including reviews of relevant licences, permits, regulatory obligations, customer requirements and internal operational practices. Where non-compliance issues or gaps are identified, corrective actions are implemented in accordance with established internal procedures, and follow-up measures are taken to address root causes and strengthen controls where necessary.

The Group also supports compliance through training and awareness programmes for relevant employees to strengthen understanding of legal obligations, operational requirements and changes in applicable regulations. Accountability for compliance is embedded within the relevant functions and departments, with management oversight in place to monitor implementation and support continuous improvement.

Through this approach, the Group seeks to maintain compliance with applicable laws and regulations, manage related business risks and support responsible, safe and sustainable operations across its markets.

FY2025 Performance



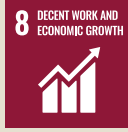



The Group is pleased to report that in FY2025, we maintained full compliance with all local laws, regulations, and statutory requirements, with no recorded instances of non-compliance.

TARGET SETTING


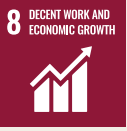

Term	Target
Short Term FY2026	<ul style="list-style-type: none">• Maintain non-significant incidents of non-compliance with applicable laws and regulations across all operational jurisdictions.• Continue to receive regular regulatory updates to uphold best governance practices, further embedding a culture of compliance and accountability throughout the organization.
Medium Term (Till 2030) Long Term (Beyond 2030)	<ul style="list-style-type: none">• Maintain a sustained record of non-significant regulatory violations, reflecting the long-term institutionalization of compliance and accountability in all operational aspects.• Regularly benchmark and update governance and compliance frameworks against global and industry best practices, fostering an adaptive, resilient, and robust compliance culture. Ensuring that our policies and procedures adhere to the latest regulations and industry best practices.

SUSTAINABILITY REPORT

ENVIRONMENT

Key Material Topics	Key SDGs	Key GRI
<ul style="list-style-type: none"> Response to Climate Change Energy and Emissions Water Management Waste Management 	     	TCFD Climate Risk Disclosures GRI 302 Energy GRI 303 Water and Effluents GRI 305 Emissions GRI 306 Waste

RESPONSE TO CLIMATE CHANGE

MATERIAL TOPIC(s)
Response to Climate Change (TCFD) Governance Strategy Risk Management Metrics and Target
RELEVANT SDG(s)
  

These developments may have implications for the Group’s operational resilience, capital allocation, compliance obligations, and long-term competitiveness. Conversely, effective management of climate-related matters strengthens the Group’s ability to protect critical assets, maintain business continuity, support sustainable water security, and capture opportunities arising from growing demand for resilient, resource-efficient, and low-carbon water solutions. In this context, climate change is not only an environmental issue, but also a strategic business consideration that is increasingly relevant to enterprise value creation and preservation.

Why This Is Important

As a provider of water and wastewater treatment solutions, the Group operates in a sector that is inherently exposed to climate-related risks and opportunities. Climate change may affect the quality, availability, and management of water resources, while more frequent and severe weather events, rising temperatures, flooding, and changing rainfall patterns may disrupt project delivery, impair infrastructure performance, and increase operating and maintenance costs. At the same time, evolving environmental regulations, rising stakeholder expectations, and the global transition towards a lower-carbon economy are reshaping the operating environment for businesses involved in essential environmental services.

Management Approach

The Group is progressively strengthening its climate-related governance, risk management, and disclosure practices in alignment with the recommendations of the International standards. Climate-related matters are considered across four key pillars: Governance, Strategy, Risk Management, and Metrics and Targets. This approach supports a more structured assessment of how climate-related risks and opportunities may affect the Group’s operations, financial planning, and long-term resilience.

SUSTAINABILITY REPORT

Governance

The Board of Directors has ultimate responsibility for overseeing the Group's climate-related risks and opportunities as part of its overall sustainability governance and risk management. The Board reviews and approves ESG material topics, climate-related targets, and sustainability disclosures, and oversees the adequacy of internal controls supporting sustainability reporting and data integrity.

Supporting the Board is the SCRC, chaired by the Chief Executive Officer. The SCRC is responsible for driving the Group's sustainability and climate strategy, including identifying and managing climate-related risks and opportunities, setting targets, monitoring performance, and overseeing the preparation of sustainability disclosures. It also ensures that climate-related considerations are integrated into business strategy and decision-making in line with the Group's long-term objectives.

At the operational level, cross-functional teams support implementation by collecting and managing ESG and climate-related data, monitoring performance, and executing sustainability initiatives across business functions. These teams also identify and assess climate-related risks within operations and support the integration of climate considerations into project execution and daily activities.

This governance structure ensures clear accountability, effective oversight, and alignment between climate-related priorities, risk management, and the Group's overall business strategy.

Strategy

The Group assesses climate-related impacts across its operations by considering physical risks, transition risks, and climate-related opportunities, taking into account the nature of its water and wastewater treatment business and the geographic exposure of its operations in Singapore, Indonesia, China and Vietnam. Climate change may affect water availability, raw water quality, infrastructure resilience, project delivery, operating costs, regulatory requirements, and customer demand for sustainable water solutions. The tables below summarise the Group's key climate-related strategic considerations.

Physical Risks

Risk Category	Description
Acute Risks (Near-Term: 2025–2035)	Extreme weather events such as heavy rainfall, floods, storms, and heatwaves may disrupt construction and operations, delay project delivery, and damage equipment and infrastructure. These impacts may increase maintenance costs and affect service continuity.
Chronic Risks (Long-Term: 2035–2100)	Rising temperatures, changing rainfall patterns, and water stress may increase treatment complexity, energy use, and the need to adjust processes and system design. Over time, this may require more resilient infrastructure and adaptive water management solutions.

SUSTAINABILITY REPORT

Transition Risks

Transition risks arise from policy, legal, technological, market, and reputational changes as economies shift toward a low-carbon future.

Type of Risks	Impacts
Regulatory and Policy Risks	Stricter regulations may increase compliance costs, require system upgrades, and raise capital expenditure.
Market and Customer Expectations	Rising demand for sustainable solutions may require stronger performance and transparency; failure to adapt may affect competitiveness and opportunities.
Technology and Innovation Risks	Rapid technological changes may require ongoing investment; delays may lead to obsolescence and reduced competitiveness.
Reputation and Stakeholder Expectations	Greater ESG scrutiny may impact reputation, stakeholder trust, and access to business opportunities if expectations are not met.

Climate-related Opportunity

Opportunity	Details
Growing Demand for Sustainable Water Solutions	Increasing climate pressures and water resource challenges may drive greater demand for advanced water treatment, wastewater recycling, reuse systems, and resilient water infrastructure.
Innovation in Energy-Efficient Technologies	The Group can strengthen its market position by developing and deploying energy-efficient, low-carbon, and resource-optimised treatment technologies that support both operational efficiency and customer sustainability goals.
Smart Water and Digital Solutions	Opportunities may arise from digital monitoring, automation, and smart water technologies that improve system efficiency, reliability, and resilience under changing climate conditions.
Stronger Strategic Positioning	By aligning its solutions with climate adaptation, water resilience, and sustainability priorities, the Group may enhance its competitiveness, brand value, and long-term relevance in the evolving water sector.

SUSTAINABILITY REPORT

Scenario Analysis

The Group considers 1.5°C and 2°C climate scenarios to better understand the resilience of its business strategy under different transition and physical climate pathways.

Scenario	Details
1.5°C Scenario	Stronger and earlier policy action may increase near-term compliance, reporting, and investment needs, requiring accelerated emissions management and technology adoption. However, physical risks are lower, supporting resilience and opportunities in sustainable water solutions.
2°C Scenario	Slower transition but higher physical risks, including flooding, heat stress, and water variability, may increase operational disruptions, costs, and demand for adaptive solutions. Greater focus on resilient infrastructure and flexible treatment systems is required.

Climate Risk Management

Climate risks are assessed alongside other sustainability considerations through a structured review of the Group's value chain, operations, projects, and geographic exposure. These include physical risks from climate hazards and transition risks arising from regulatory, market, technological, and reputational changes.

Risks are evaluated across short-, medium-, and long-term horizons, focusing on potential impacts to operations, project execution, supply chains, costs, and financial performance. This enables prioritisation of material risks and timely implementation of mitigation measures.

Mitigation strategies are integrated into operational and project decision-making, including climate-resilient design, energy-efficient technologies, sustainable water management, and enhanced preparedness, supporting resilience and long-term asset value.

Process for Identifying and Assessing Climate Risks

The Group follows a structured and systematic process to identify, assess, prioritise, manage, and monitor climate-related risks across its operations and projects:

Identify Risks	Assess Risks	Prioritise Risks	Mitigate Risks	Monitor and Review
Here is a concise version: Identify climate-related physical and transition risks based on climate trends, regulations, market developments, site conditions, and stakeholder expectations.	Assess the likelihood and potential financial, operational, regulatory, and strategic impacts on operations and business continuity.	Prioritise climate risks based on materiality, severity, time horizon, and potential impact on operational resilience and enterprise value.	Implement adaptation, resilience, process improvement, and sustainability measures to reduce exposure and strengthen preparedness.	Monitor climate risk indicators and mitigation effectiveness, with periodic review by Management and oversight by the Board.

SUSTAINABILITY REPORT

Key Elements of the Group's Climate Risk Approach

- Key stakeholder engagement involving management, employees, customers, regulators, suppliers, and business partners to understand emerging climate-related expectations and risks;
- Monitoring of climate trends, regulatory developments, and market shifts relevant to the Group's operating environment;
- Cross-functional coordination across sustainability, operations, engineering, procurement, project teams, and finance; and
- Integration of climate-related considerations into QEHS management systems, procurement practices, project planning, and operational review processes.

The Group will continue to strengthen its climate risk governance, assessment, and disclosure practices in line with evolving regulatory developments, stakeholder expectations, and industry best practices.

Climate Risk Identification, Time Horizons and Financial Impacts

The Group identifies and assesses climate-related risks as part of its broader enterprise risk management framework. Climate risks are categorised into physical risks and transition risks, and are evaluated across short-, medium-, and long-term time horizons to understand their potential impacts on operations, assets, financial performance, and long-term resilience.

Time horizons are defined as follows:

- Short term: 0–3 years;
- Medium term: 3–10 years;
- Long term: Beyond 10 years;

Risk	Time Horizon	Description	Potential Financial Impact	Key Mitigation Measures
Physical Risks				
Acute Extreme weather events (e.g. flooding, intense rainfall, storms, heatwaves)	Short to Medium	Severe weather events may disrupt treatment operations, affect project sites, delay logistics and construction schedules, damage equipment or infrastructure, and affect workforce safety and productivity.	Operational disruptions; higher repair and maintenance costs; project delay costs; increased insurance costs; higher operating expenditure.	Climate-resilient infrastructure design, drainage improvements, emergency response and business continuity planning, weather monitoring, and workforce protection measures.
Chronic Changes in rainfall patterns, water stress, and deterioration in raw water conditions	Medium to Long	Long-term climatic changes may affect water availability and water quality, increasingly treatment complexity and placing greater pressure on treatment processes and resource planning.	Higher operating costs for water treatment and sourcing; increased capital expenditure for process adaptation; higher R&D and technology investment costs.	Adaptive technologies, long-term water monitoring, sustainable water management, and stakeholder collaboration on water resilience.

SUSTAINABILITY REPORT

Risk	Time Horizon	Description	Potential Financial Impact	Key Mitigation Measures
Chronic Rising temperatures	Short to Long	Higher temperatures may increase energy demand, reduce outdoor workforce productivity, heighten health and safety risks, and affect equipment and system performance.	Higher electricity and cooling costs; reduced labour productivity; potential operational inefficiencies and maintenance costs.	Energy-efficient systems, heat management measures, adjusted work scheduling, equipment optimisation, and strengthened OHS controls.
Transition Risks				
Regulatory Climate-related laws, environmental regulations, and disclosure requirements	Short to Medium	Stricter environmental and reporting requirements may increase compliance obligations and require system upgrades.	Higher compliance and capital costs; additional monitoring and reporting costs; potential penalties or fines; increased operating expenditure.	Regulatory monitoring, enhanced compliance, system upgrades, sustainable water practices, and alignment with reporting requirements.
Carbon and Energy Cost Exposure Rising energy costs and decarbonisation pressures	Short to Medium	Rising energy, fuel, and carbon costs may increase operating expenses.	Margin pressure from higher utility and energy costs; increased operating expenditure; higher lifecycle project costs.	Energy efficiency initiatives, process optimisation, equipment upgrading, and evaluation of lower-carbon and more efficient technologies.
Market Preference Shift in demand towards sustainable and resilient water solutions	Medium to Long	Stakeholders may increasingly prefer providers with strong sustainability and climate capabilities.	Loss of market share; reduced contract opportunities; pricing pressure if offerings do not meet market expectations.	Investment in sustainable water technologies, innovation in resilient and efficient treatment solutions, and customer engagement on climate-responsive offerings.
Technology Rapid advancement in treatment and digital technologies	Medium to Long	Technological advancements may require ongoing system and digital upgrades.	Increased capital expenditure; higher technology development and implementation costs; risk of outdated systems or stranded assets.	Ongoing technology review, investment in digitalisation and smart water systems, collaboration with technology providers, and phased upgrading strategies.

SUSTAINABILITY REPORT

Risk	Time Horizon	Description	Potential Financial Impact	Key Mitigation Measures
Reputation Investor and stakeholder climate expectations	Short to Long	Weak ESG performance or transparency may affect stakeholder confidence and reputation.	Reduced access to funding or opportunities; contract loss; reputational damage; higher cost of capital in the longer term.	Transparent climate-related disclosures, active stakeholder engagement, strengthened sustainability performance, and clear communication of climate-related initiatives.

Metrics and Targets

The Group tracks the following climate performance indicators:

- Energy Consumption (kWh, gigajoules (“GJ”));
- Total Annual GHG Emissions (Scope 1 and 2);
 - Operational disruptions due to climate events;



More details of Metrics and Target are being disclosed under Energy and Emissions Section.

TARGET SETTING

In FY2025, there were no significant operational disruptions or project delays attributable to adverse climate conditions, thus, we have met the target we have set for FY2025.

Term	Target
Short Term FY2026	<ul style="list-style-type: none"> • Monitor and track Scope 1 and 2 GHG emissions performance. • Ensure no significant operational disruptions or project delays due to adverse climate conditions.
Medium Term (Till 2030)	<ul style="list-style-type: none"> • Collect data for Scope 3 emissions to assess supply chain emissions. • Identify and incorporate sustainable technologies and design solutions in new construction projects. • Maintain non-significant operational disruptions or project delays due to adverse climate conditions.
Long Term (Beyond 2030)	<ul style="list-style-type: none"> • Align the Group’s emission reduction efforts with Singapore’s national carbon reduction strategy and targets. • Continue comprehensive monitoring, reporting, and managing of GHG emissions across all scopes.

ENERGY AND EMISSIONS

MATERIAL TOPIC(s)
GRI 302 Energy GRI 305 Emissions
RELEVANT SDG(s)
 

Why This Is Important

Energy use and GHG emissions are closely linked to the Group's operational efficiency, environmental performance, and long-term resilience. As a provider of water and wastewater treatment solutions, the Group's activities involve energy-intensive processes across engineering, fabrication, system operation, servicing, and project delivery. Effective management of energy consumption and associated emissions is therefore important to reduce environmental impacts, strengthen cost efficiency, and support responsible resource use.

The Group recognises that rising expectations from regulators, customers, investors, and other stakeholders are increasing the importance of transparent energy and emissions management. Improving energy performance and monitoring GHG emissions enables the Group to better understand its climate-related impacts, identify opportunities for operational improvement, and support the transition towards a lower-carbon economy. This also strengthens the Group's ability to manage climate-related risks, respond to evolving market and regulatory developments, and contribute to sustainable water management outcomes.

Management Approach

The Group manages energy use and GHG emissions through its environmental and operational management systems, which support the identification, assessment, control, and monitoring of environmental impacts arising from its activities.

Actual and potential environmental impacts associated with operations are systematically identified and assessed. These include energy consumption from facilities, equipment, and operational processes; direct and indirect air emissions arising from fuel and electricity use; and other emissions-related impacts associated with transportation, procurement, and value chain activities where relevant.

Environmental aspects are evaluated using a structured assessment matrix based on the likelihood and severity of impact. Aspects assessed to have higher environmental significance, regulatory sensitivity, or potential business implications are prioritised for management attention and control. This enables the Group to focus its resources on areas with the greatest potential to affect environmental performance and operational resilience.

To manage material energy and emissions-related impacts, the Group implements operational controls and improvement measures such as:

- improving equipment and process efficiency;
- adopting more energy-efficient technologies where feasible;
- monitoring electricity and fuel consumption across relevant operations;
- reviewing opportunities to reduce avoidable emissions from transport, equipment, and site activities; and
- incorporating environmental considerations into operational planning and decision-making.

The Group also establishes relevant objectives, action plans, and internal responsibilities to support the reduction of energy consumption and GHG emissions over time. Progress is monitored through periodic internal review processes, with updates made to environmental aspect registers and management programmes when there are material changes to operations, equipment, or processes.

SUSTAINABILITY REPORT

FY2025 Performance

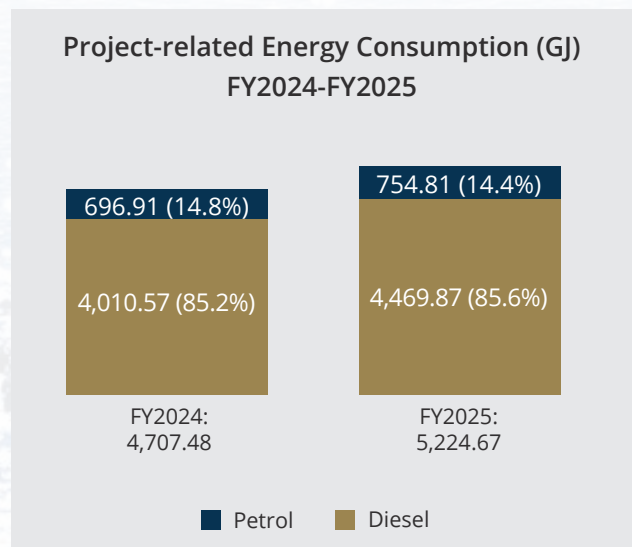
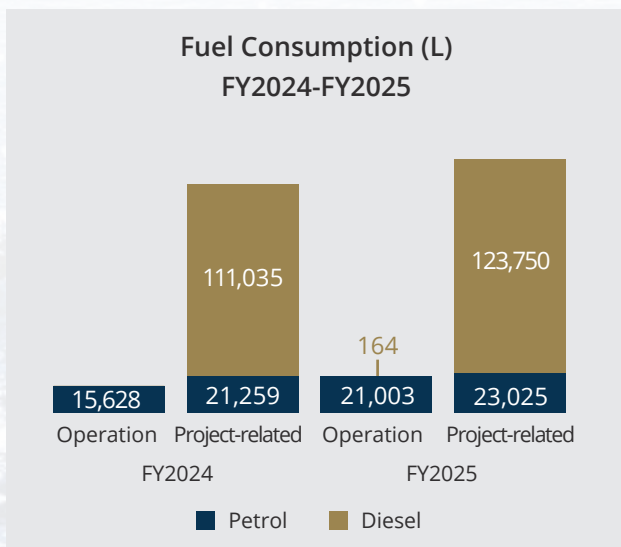
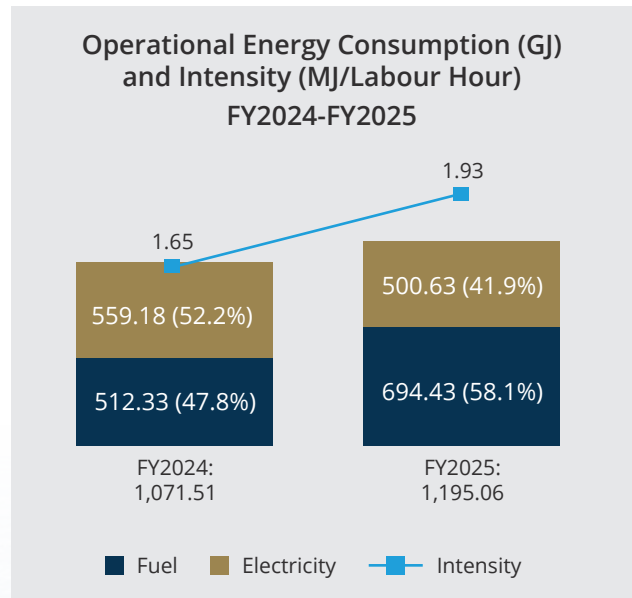
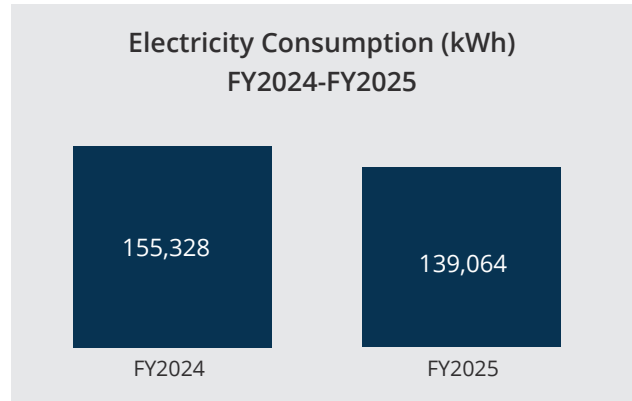
Energy Consumption

In FY2025, the Group's total energy consumption reached 6,419.74 GJ, comprising:

- 5,919.11 GJ from the combustion of diesel and petrol.
- 500.63 GJ from grid electricity.

We have reviewed our operational profile and reclassified energy consumption into two categories: operational consumption and project-related consumption. Operational consumption, which relates to office use and vehicles used for daily operations and marketing activities, remains relatively stable. Project-related consumption includes the transportation of workers between project sites and the use of on-site vehicles and generators, which may fluctuate depending on project demand. This categorisation allows the Group to monitor energy consumption more accurately.

Compared to FY2024, our operational energy consumption increased by 11.5%, primarily due to higher fuel consumption. Energy consumption intensity was 1.93 megajoules ("MJ") per labour hour, representing a 17.2% increase year-on-year. The Group continues to implement energy efficiency initiatives to improve long-term energy performance.



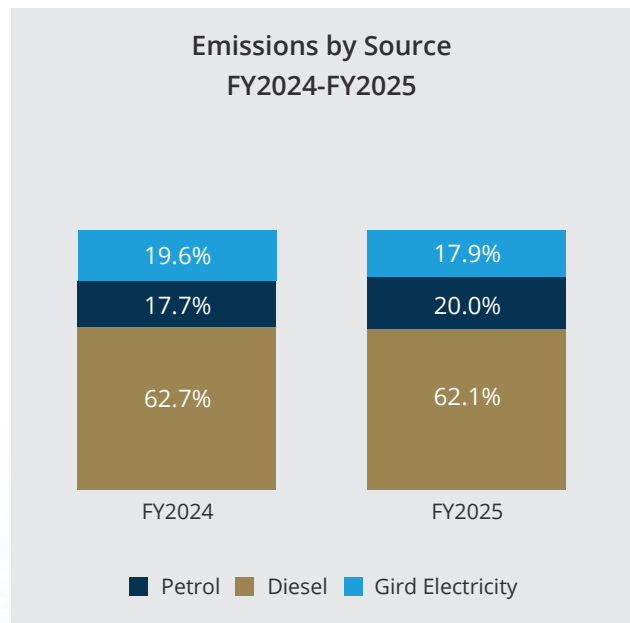
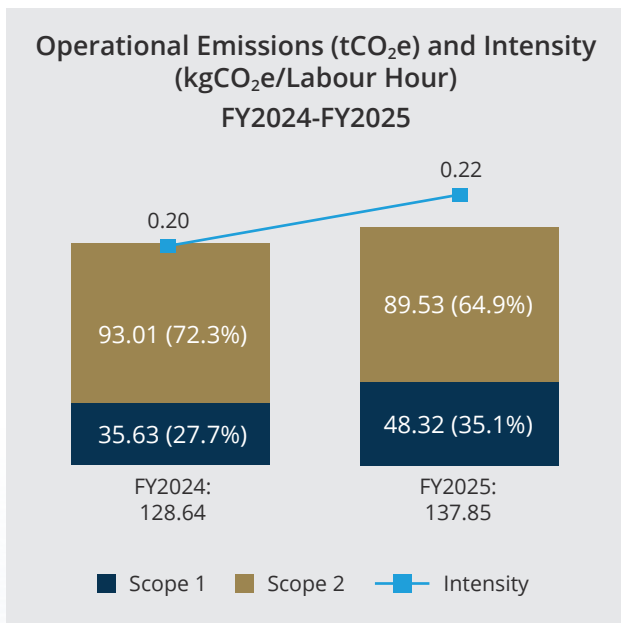
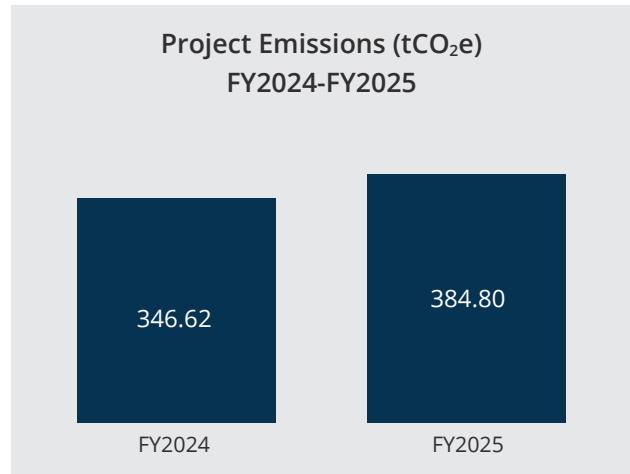
SUSTAINABILITY REPORT

Emissions

In FY2025, the Group's GHG emissions amounted to 522.65 tCO₂e, comprising:

- Scope 1 emissions: 433.12 tCO₂e, from fuel combustion.
- Scope 2 emissions: 89.53 tCO₂e, attributed to grid electricity consumption.

In line with the increase in energy consumption, the Group's operational emissions rose by 7.2% compared to FY2024. Correspondingly, GHG emission intensity increased by 12.6%, reaching 0.22 kgCO₂e per labour hour.



Calculation Methodology

The Group adopted the GHG Protocol as the primary framework for the calculation of energy consumption and associated GHG emissions.


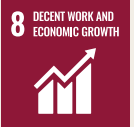

- Scope 1 emissions were calculated using the Singapore NEA Reckonable GHG Emissions Calculator, which is aligned with the 2006 Intergovernmental Panel on Climate Change ("IPCC") Guidelines.
- Scope 2 emissions were calculated in accordance with the GHG Protocol methodology. For Singapore operations, grid electricity emissions were calculated using an emission factor ("EF") of 0.402 kg CO₂/kWh for 2024, as published in the Energy Market Authority ("EMA")'s Singapore Energy Statistics. For Indonesian operations, the grid EF of 0.758 kg CO₂/kWh (2024) was sourced from the PLN Electricity Supply Business Plan (RUPTL) issued by the Ministry of Energy and Mineral Resources.

SUSTAINABILITY REPORT

TARGET SETTING

Term	Target
Short Term FY2026	<ul style="list-style-type: none"> Monitor and track Scope 1 and 2 GHG emissions performance.
Medium Term (Till 2030)	<ul style="list-style-type: none"> Maintain ongoing monitoring and reporting of Scope 1, 2, and Scope 3 emissions. Identify and understand emission hotspots within operations and supply chain to implement emission reduction initiatives.
Long Term (Beyond 2030)	<ul style="list-style-type: none"> Align the Group's emission reduction efforts with Singapore's national carbon reduction strategy and targets.

WATER MANAGEMENT

MATERIAL TOPIC(s)
GRI 303 Water and Effluents
RELEVANT SDG(s)
  

Why This Is Important

Water is a core resource underpinning the Group's business and operations. As a provider of integrated water and wastewater treatment solutions, the Group plays a direct role in supporting water security, water reuse, and sustainable water management across municipal and industrial applications. This positions the Group not only as a user of water in its own operations, but also as a contributor to broader water sustainability outcomes through the technologies, systems, and services it delivers to customers.

Responsible water usage is important to the Group for both operational and strategic reasons. Effective management of water consumption supports resource efficiency, cost discipline, and regulatory compliance, while helping to minimise environmental impacts associated with water abstraction, use, discharge, and treatment.

In addition, increasing pressure on water resources arising from urbanisation, industrial demand, climate variability, and tighter regulatory expectations further reinforces the importance of prudent water stewardship.

Given the Group's position in the water technology sector, responsible water management is closely linked to its business purpose and long-term value creation. By promoting efficient water use within its own operations and delivering solutions that improve water treatment, recovery, recycling, and reuse for customers, the Group contributes positively to sustainable water management and strengthens its relevance in a resource-constrained operating environment.

Management Approach

The Group manages water usage as part of its broader environmental management and operational control framework. In view of the Group's business in water and wastewater treatment, water resource management is a material area of focus, both from the perspective of managing the Group's own operational footprint and from its role in delivering technologies that enable customers to improve water efficiency and treatment performance.

SUSTAINABILITY REPORT

The Group has established processes to identify, assess, and manage environmental aspects arising from its operations, including water consumption, wastewater generation, discharge quality, and water-related environmental impacts. Under the Group’s Environmental Aspect Impact Identification and Evaluation Procedure, actual and potential impacts associated with water use are reviewed systematically across operational activities, project execution, servicing activities, facilities, and relevant support functions.

Water-related aspects are assessed using a structured risk-based evaluation matrix that considers the likelihood and severity of impact. Aspects with higher environmental significance, greater regulatory relevance, or stronger operational implications are prioritised for closer monitoring and management. This enables the Group to identify areas where improvements in water efficiency, process optimisation, and discharge control can support both environmental performance and operational resilience.

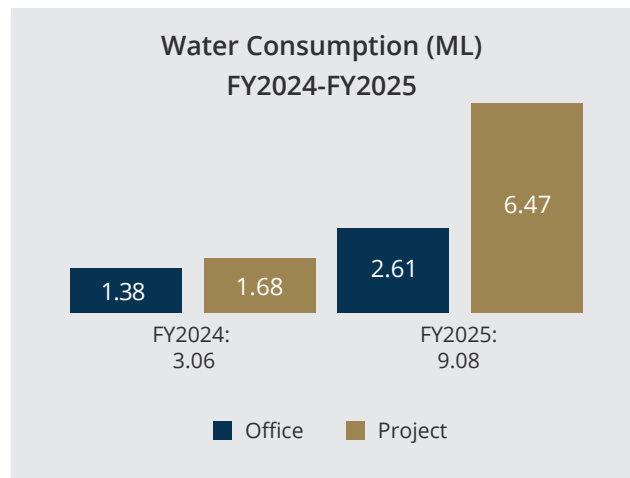
To manage these impacts, the Group implements a range of measures, including monitoring water consumption, promoting responsible water use across facilities and operations, maintaining operational controls over treatment and discharge processes, and identifying opportunities to improve water efficiency where practicable. Where relevant, the Group also establishes environmental objectives and improvement programmes with assigned responsibilities, implementation timelines, and periodic performance review.

The Group reviews its water-related environmental aspects regularly and updates relevant registers and controls when there are material changes to operations, equipment, treatment systems, project activities, or applicable regulatory requirements. This supports continued responsiveness to operational needs and regulatory expectations.

Oversight of implementation is supported by the relevant operational and QEHS functions, which monitor water-related performance, review operational controls, and recommend corrective or improvement actions where necessary. Through this approach, the Group seeks to manage its own water usage responsibly while reinforcing its broader contribution as a water technology company that supports efficient water treatment, water recovery, and sustainable water management across the communities and industries it serves.

FY2025 Performance

In FY2025, the Group’s total water consumption amounted to 9.08 megalitres (“ML”). FY2024 figures have been restated to include water consumption at our project site in Singapore for improved comparability. While the project was primarily under construction in FY2024, it progressed to the testing and commissioning stage in FY2025, resulting in significantly higher water consumption during testing activities



TARGET SETTING

Term	Target
Short Term (FY2026)	<ul style="list-style-type: none"> Achieve non-significant incidents of illegal discharge or spillage, continuously maintaining full compliance with all water-related regulatory standards and ensuring no penalties or fines from regulatory bodies.
Medium Term (Till 2030)	<ul style="list-style-type: none"> Set up water consumption reduction target. Maintain non-significant incidents of illegal discharge or spillage, continuously maintaining full compliance with all water-related regulatory standards and ensuring no penalties or fines from regulatory bodies.
Long Term (Beyond 2030)	<ul style="list-style-type: none"> Lead industry initiatives for water conservation practices and share best practices with industry partners to foster sector-wide improvements in water resource management.

SUSTAINABILITY REPORT

WASTE MANAGEMENT

MATERIAL TOPIC(s)
GRI 306 Waste
RELEVANT SDG(s)
 6 CLEAN WATER AND SANITATION
 8 DECENT WORK AND ECONOMIC GROWTH
 12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Management Approach

The Group manages waste as part of its broader QEHS and environmental management framework. Waste-related risks and impacts are identified, assessed, and controlled through established internal procedures, with the objective of ensuring that waste generated from the Group's activities is handled responsibly and in accordance with applicable requirements.

Why This is Important

Waste generation is part of the Group's operational activities, including water and wastewater treatment, system servicing, maintenance works, fabrication, and general facility operations. The waste streams arising from these activities may include general waste, packaging materials, treatment residues, sludge, used consumables, and chemical-related waste. If not managed properly, such waste may give rise to environmental pollution, health and safety risks, regulatory exposure, and unnecessary resource inefficiency.

Effective waste management is therefore important to the Group's environmental performance and operational discipline. Responsible handling, storage, treatment, and disposal of waste help to minimise adverse environmental impacts, support workplace safety, and ensure compliance with applicable legal and regulatory requirements. Waste minimisation also contributes to more efficient use of materials and resources across the Group's activities.

As a provider of water and wastewater treatment solutions, the Group recognises that responsible waste management is closely linked to its role in supporting environmental protection and sustainable resource management. Strengthening waste management practices reinforces the Group's commitment to pollution prevention, operational excellence, and responsible corporate conduct.

The Group applies a structured approach to identify waste streams arising from routine and non-routine activities across its operations. These may include general waste, packaging waste, treatment sludge, chemical containers, used materials, and other hazardous or non-hazardous waste generated from project execution, servicing, maintenance, and facility support activities. Waste-related environmental and safety risks are assessed based on the nature of the waste, potential exposure, handling requirements, and regulatory considerations. Activities assessed to present higher environmental, health, safety, or compliance risks are prioritised for closer management and operational control.

To manage these risks, the Group implements documented controls covering waste segregation, handling, storage, transportation, and disposal. Relevant procedures are supported by safe work practices, chemical management controls, and emergency response measures where applicable. Employees involved in handling hazardous or regulated waste are required to follow prescribed safety requirements, including the use of appropriate personal protective equipment and adherence to established handling procedures. Safety data and relevant handling information for hazardous substances are maintained to support safe usage, storage, and response.

The Group also maintains oversight of regulated waste disposal processes and, where required, engages licensed third-party waste contractors for collection, transport, treatment, and disposal in accordance with applicable legal and regulatory requirements. This supports proper downstream waste management and reduces the risk of improper disposal.

SUSTAINABILITY REPORT

In line with its commitment to continual improvement, the Group reviews its waste management controls, risk assessments, and related procedures periodically, and updates them when there are material changes to operations, materials, equipment, or services. Internal reviews, audits, and management oversight processes are used to assess the effectiveness of controls and identify opportunities for operational improvement.

In addition, the Group seeks to reduce waste generation at source by promoting prudent material usage, improving operational practices, and encouraging reuse and recycling where feasible. Through this approach, the Group aims to minimise environmental impact, strengthen compliance and workplace safety, and support more sustainable resource management across its operations.

FY2025 Performance




In FY2025, the Group collected waste generated at MPL, including 97.05 tonnes of general waste and an estimated 327,360 L of general waste measured by volume. Licensed contractors were engaged to ensure proper waste management and disposal in compliance with applicable environmental regulations. As the volume of general waste could not be captured with full accuracy, the figure was estimated based on a maximum collection capacity of 660 L per trip across 496 trips.

TARGET SETTING

Term	Target
Short Term FY2026	<ul style="list-style-type: none">• Ensure compliance with all waste management and disposal regulations.• Implement systematic collection of waste generation data across all operational sites.
Medium Term (Till 2030)	<ul style="list-style-type: none">• Maintain consistent compliance with waste management and disposal standards.• Continuously monitor and analyse waste generation data to inform reduction strategies.
Long Term (Beyond 2030)	<ul style="list-style-type: none">• Support the national goal of achieving a circular economy as per Singapore Green Plan 2030.

SUSTAINABILITY REPORT

SOCIAL

Key Material Topics	Key SDGs	Key GRI
<ul style="list-style-type: none"> Fair Employment Condition and Employee Diversity Training and Skill Development Occupational Health and Safety Local Communities Customer Health and Safety 	  	Key GRI GRI 401 Employment GRI 402 Labor/Management Relations GRI 403 Occupational Health and Safety GRI 404 Training and Education GRI 405 Diversity and Equal Opportunity GRI 406 Non-discrimination GRI 413 Local Communities GRI 416 Customer Health and Safety

FAIR EMPLOYMENT CONDITION AND EMPLOYEE DIVERSITY

MATERIAL TOPIC(s)
GRI 401 Employment GRI 402 Labor/Management Relations GRI 405 Diversity and Equal Opportunity GRI 406 Non-discrimination
RELEVANT SDG(s)
 

Transparent employment terms, timely communication, and equitable people practices help build trust, reduce workplace risks, and support organisational performance. By embedding these principles into its human capital management approach, the Group seeks to maintain a stable, inclusive, and high-performing workforce that supports sustainable business growth.

Management Approach

The Group is committed to maintaining fair, responsible, and inclusive employment practices across its operations. Our approach to managing labour-related matters is guided by applicable labour laws and regulations in the jurisdictions where we operate, as well as internal policies and human resource procedures that support fair treatment, employee well-being, diversity, and professional conduct.

Employment and Employee Support

The Group adopts formal employment practices covering recruitment, onboarding, confirmation, remuneration, leave entitlements, performance management, training, and cessation of employment. Employees are provided with employment terms and conditions in accordance with local legal and regulatory requirements. We also provide employee benefits and welfare support designed to promote well-being, support retention, and foster a positive work environment.

Why This Is Important

The Group's ability to deliver reliable water and wastewater treatment solutions depends on a competent, engaged, and fairly treated workforce. As our operations span multiple functions and jurisdictions, responsible employment practices are essential to maintaining operational continuity, service quality, and long-term business resilience.

Fair employment, labour-management relations, diversity, equal opportunity, and non-discrimination support workforce stability, employee engagement, and the attraction and retention of skilled talent. These practices also help foster a respectful and inclusive workplace where employees can perform effectively, collaborate openly, and contribute to continuous improvement.

SUSTAINABILITY REPORT

To support employee development, the Group provides induction programmes, on-the-job learning, and training opportunities relevant to employees' job functions and career progression. Performance reviews are conducted for confirmed employees to facilitate feedback, assess development needs, and support capability building.

Labour-Management Relations

The Group values open and constructive communication between management and employees. Regular engagement channels, such as team meetings, supervisory discussions, and performance review processes, enable management to communicate workplace expectations, operational matters, and areas for improvement, while also allowing employees to raise feedback and concerns.

Where significant operational or organisational changes may affect employees, the Group seeks to communicate relevant information in an appropriate and timely manner, taking into account business needs and applicable legal requirements. Although the Group does not operate in a unionised environment, we remain committed to maintaining fair labour practices and respectful workplace relations.

Diversity and Equal Opportunity

The Group is committed to providing equal opportunity in recruitment, development, promotion, and remuneration based on merit, qualifications, experience, and performance. We do not tolerate unfair discrimination on the basis of gender, age, race, religion, nationality, marital status, disability, or other protected characteristics, where applicable under local laws.

Our people practices are supported by internal policies, including the Group's Diversity and Inclusion Policy and Board Diversity Policy, which reinforce our commitment to building a diverse workforce and inclusive workplace culture. We believe that diversity in backgrounds, experience, and perspectives enhances collaboration, decision-making, and organisational effectiveness.

While the current Board composition is all-male, notwithstanding the Group's stated commitment to board diversity, the Company will continue to identify and consider suitable female candidates for Board appointment as and when they become available, with a view to strengthening gender diversity and broadening the range of perspectives at Board level.

Non-Discrimination and Grievance Handling

The Group is committed to maintaining a workplace that is respectful, professional, and free from discrimination, harassment, forced labour, and child labour. This commitment is reflected in our internal codes, employee policies, and grievance mechanisms.

Employees are encouraged to raise workplace concerns through available reporting channels, including management reporting lines and the Group's whistleblowing mechanism. Reported matters are reviewed and, where substantiated, addressed in accordance with internal procedures and disciplinary processes. Where appropriate, corrective actions and remedial measures are implemented to resolve the matter and prevent recurrence.

Governance and Compliance

Responsibility for implementing employment-related policies and practices rests with management and the Human Resources function, with oversight from senior management. The Group monitors employment matters through established HR processes, internal controls, and management review. This helps ensure that labour-related risks and issues, including those relating to employee turnover, workplace relations, diversity, and discrimination, are identified and managed appropriately.

Through this approach, the Group aims to uphold responsible labour practices, support employee well-being, and maintain a fair and inclusive workplace aligned with its values, operational needs, and sustainability commitments.

FY2025 Performance

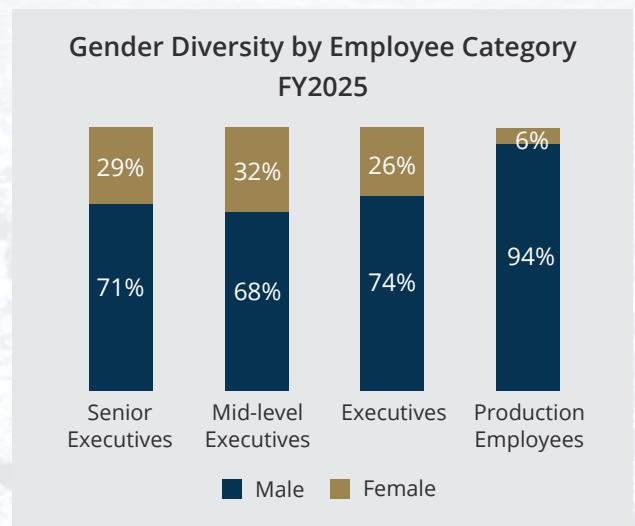
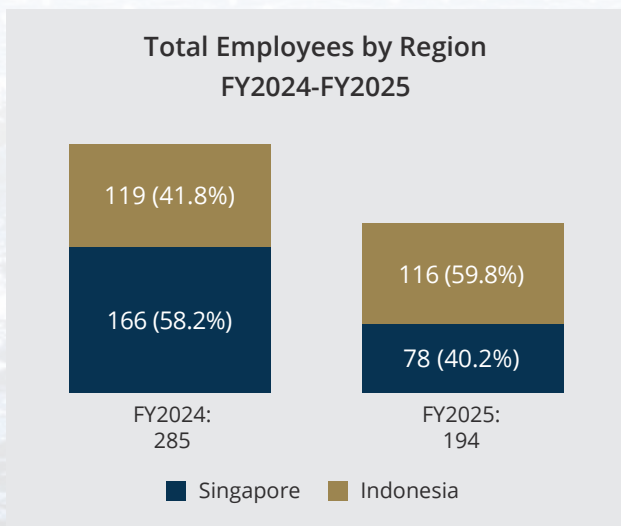
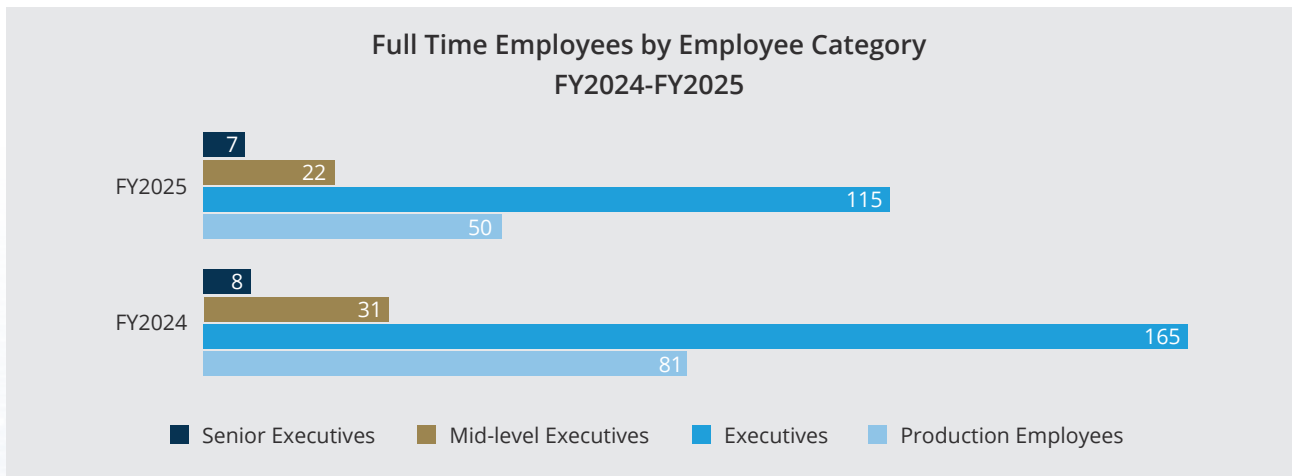
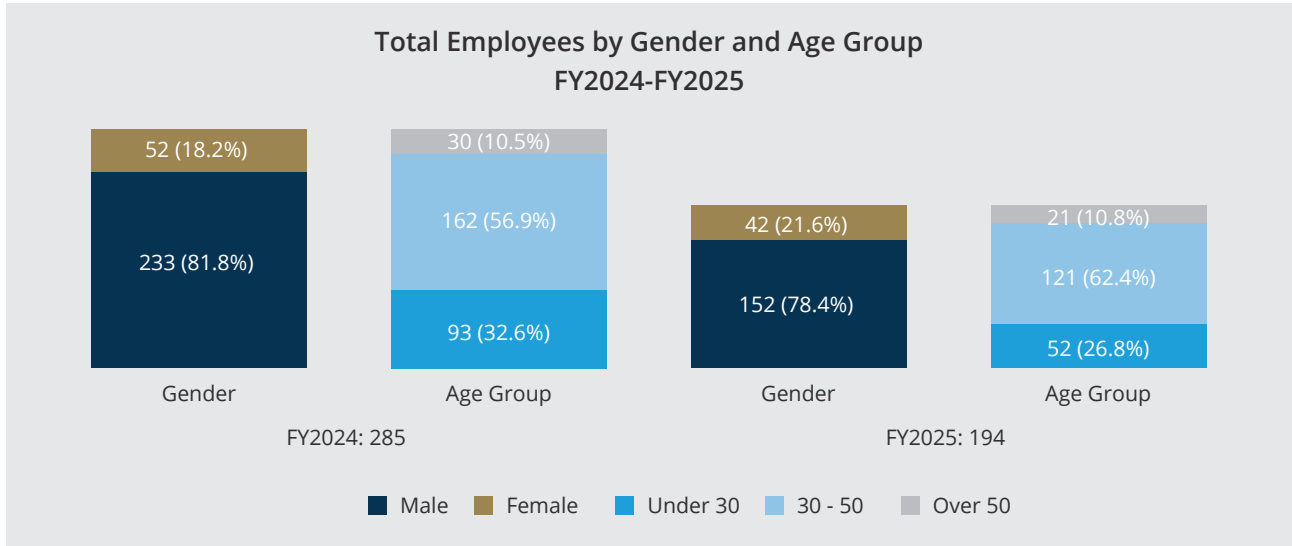
Total Employees

As of 31 December 2025, the Group employed a total of 194 employees, representing a 31.9% decrease compared to FY2024. As many of our employees in Singapore were attached to projects that were nearing completion during the reporting period, the Group's total headcount fluctuates in line with project demand.

The workforce remained predominantly full-time, with 98.5% of employees employed on a full-time basis and only three employees working part-time.

SUSTAINABILITY REPORT

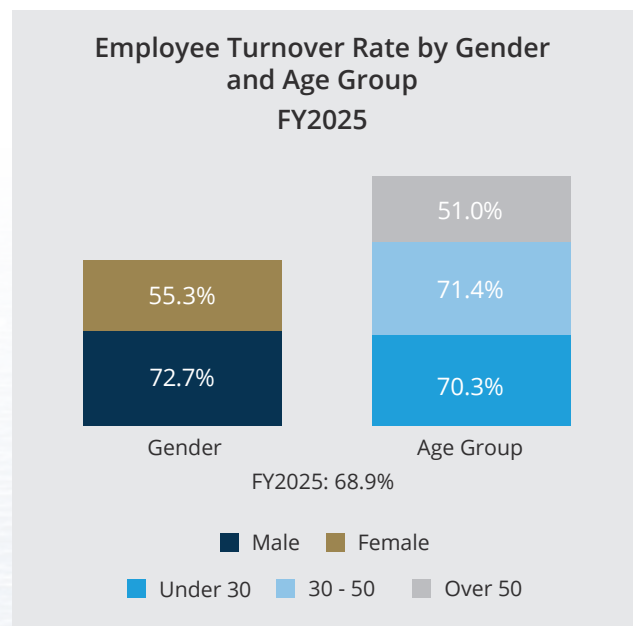
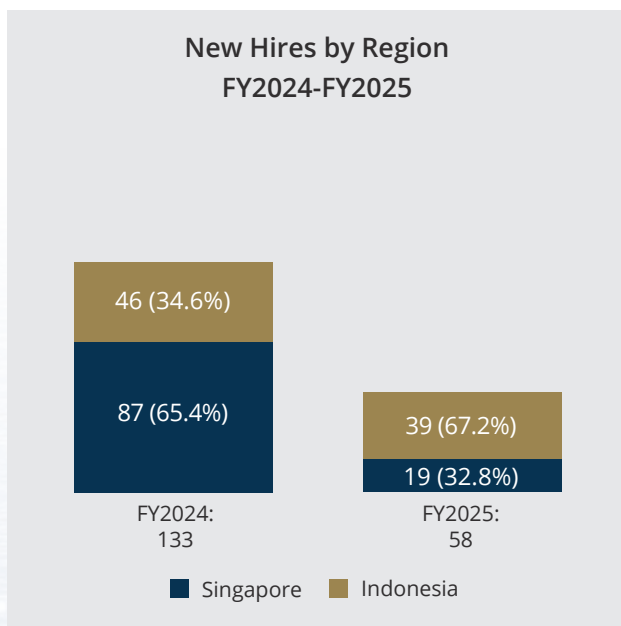
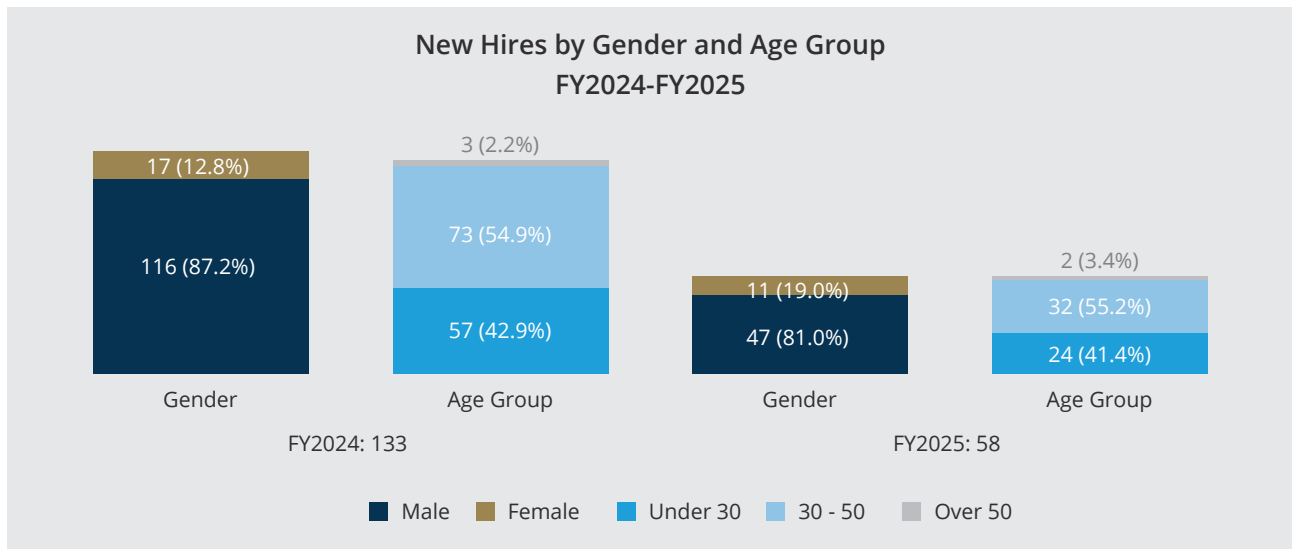
The Group's gender and age distribution changed slightly compared to FY2024 following the reduction in headcount, with a higher proportion of female employees and fewer employees aged under 30. By region, employee headcount in Indonesia remained stable, while the number of employees in Singapore decreased. In terms of employee category, the Group recorded a lower proportion of executive and production employees during the year.



SUSTAINABILITY REPORT

New Hires and Turnover

In FY2025, the Group onboarded a total of 58 new employees, representing a 56.4% decrease compared to FY2024. The majority of new hires were male, with a larger proportion aged between 30 and 50 years old as well as under 30 years old. More new hires were recorded in Indonesia than in Singapore. During the year, the Group recorded 165 employee departures, resulting in an employee turnover rate of 68.9% in FY2025.



TARGET SETTING

Term	Target
Short Term FY2026	<ul style="list-style-type: none"> Maintain no substantiated complaints regarding employment conditions or unfair treatment.
Medium Term (Till 2030)	
Long Term (Beyond 2030)	

SUSTAINABILITY REPORT

TRAINING AND SKILL DEVELOPMENT

MATERIAL TOPIC(s)
GRI 404 Training and Education
RELEVANT SDG(s)
 

Why This Is Important

The Group's ability to deliver reliable and high-quality water and wastewater solutions depends on a competent, skilled, and well-trained workforce. Given the specialised nature of our operations, including engineering, fabrication, project execution, operations and maintenance, employee capability is essential to maintaining service quality, meeting regulatory requirements, and supporting safe and efficient operations.

Training and development are important as they strengthen workforce capability, support operational excellence, and enhance the Group's ability to adapt to technological, regulatory, and customer requirements. Continuous learning also helps improve productivity, manage operational risks, and encourage innovation across the business.

In addition, learning and development opportunities support employee engagement, career growth, and retention. Through structured performance reviews, mandatory training, and ongoing skills development, the Group strengthens internal capabilities and fosters a culture of continuous improvement that supports long-term business resilience.

Management Approach

The Group adopts a structured approach to training, learning, and performance development to ensure that employees are equipped with the competencies needed to support business operations and long-term growth. Training and development are managed through established human resource processes, with input from department heads and supervisors to ensure that learning needs are aligned with job requirements, operational priorities, and organisational objectives.

Training needs are identified through a combination of annual performance appraisals, supervisory feedback, operational requirements, and changes in regulatory or technical expectations. This enables the Group to determine relevant development areas for employees and to plan training programmes that support both individual growth and business needs.

The Group provides a range of learning opportunities, which may include on-the-job training, internal briefings, external courses, seminars, workshops, and other job-related development programmes. Training may cover technical competencies, operational capabilities, safety requirements, compliance obligations, and soft skills, depending on employees' roles and responsibilities. Mandatory training is conducted where required to ensure employees understand and comply with applicable workplace safety, operational, and QEHS requirements.

To support a culture of continuous learning, employees are encouraged to take ownership of their professional development and discuss training needs and career development goals with their supervisors. Where appropriate, the Group supports external training programmes relevant to employees' job scope and development pathway, subject to internal approval processes and applicable sponsorship conditions.

The Group also maintains training records to monitor participation and support the review of training implementation. Relevant documentation, such as attendance records, training evaluations, and annual training plans, is maintained as part of internal human resource and training management processes. This allows management to assess whether training programmes are being carried out as planned and to identify opportunities for improvement.

In addition, performance appraisals are conducted for confirmed employees on an annual basis. These reviews provide a formal platform to evaluate performance, communicate expectations, recognise achievements, identify areas for improvement, and determine development needs. Through this process, the Group seeks to align individual performance and capability development with broader organisational goals.

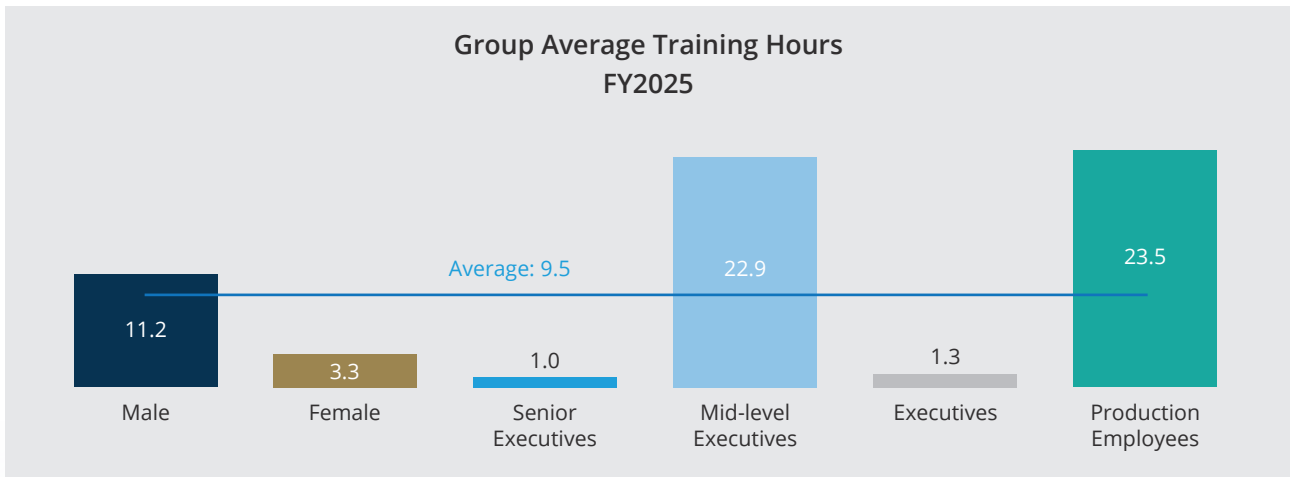
SUSTAINABILITY REPORT

Through this approach, the Group aims to strengthen workforce capability, support employee development, and maintain a competent and safety-conscious workforce that is able to meet the evolving needs of the business.

FY2025 Performance

During the year, the Group provided training across workplace safety and health (“WSH”), technical skills, and professional development. Safety-related courses included confined space operations, Construction Safety Orientation Course (“CSOC”), WSH management, scaffolding supervision, and first aid certification. Technical training covered areas such as electrical works, plumbing and piping, welding, equipment operation, and instrumentation, alongside internal safety briefings and operational training. Employees also participated in sustainability reporting, project management, and finance-related programmes to support continuous capability development and operational excellence.

In FY2025, employees across the Group received an average of 9.5 training hours, up from 9.3 hours in FY2024 and surpassing the target of 8 hours.



TARGET SETTING

Term	Target
Short Term (FY2026)	<ul style="list-style-type: none"> Achieve an average of at least 8 training hours per employee annually. Systematically monitor total training hours quarterly for all employees.
Medium Term (Till 2030)	<ul style="list-style-type: none"> Maintain an average of at least 8 training hours per employee annually. Systematically monitor total training hours quarterly for all employees
Long Term (Beyond 2030)	<ul style="list-style-type: none"> Extend awareness programs to suppliers and contractors to enhance overall competency and align them with the Group’s standards.

SUSTAINABILITY REPORT

OCCUPATIONAL HEALTH AND SAFETY

MATERIAL TOPIC(s)
GRI 403 Occupational Health and Safety
RELEVANT SDG(s)
 

Why This Is Important

Occupational health and safety (“OHS”) is a key priority for the Group due to the nature of our operations in engineering, fabrication, project execution, plant operations, servicing, and maintenance of water and wastewater treatment systems. These activities may expose employees and contractors to workplace hazards such as machinery-related risks, electrical works, chemical handling, confined spaces, and other site-based safety risks.

Maintaining a safe and healthy workplace is essential to protecting our employees and contractors, supporting operational continuity, and ensuring reliable service delivery. Effective OHS management helps reduce the risk of work-related injuries, ill health, operational disruptions, legal liabilities, and reputational harm. It also supports employee morale, productivity, and retention by fostering a safer and more supportive working environment.

The Group is committed to integrating health and safety considerations into daily operations, project planning, and contractor management. By adopting a preventive and risk-based approach, we seek to minimise workplace incidents, strengthen safety culture, and support the long-term sustainability of our business.

Management Approach

The Group is committed to providing and maintaining a safe and healthy workplace for employees, contractors, and other workers under its operational control. Our occupational health and safety approach is guided by applicable legal and regulatory requirements, internal policies and procedures, and the principles of continual improvement under our QEHS Management System.

Occupational health and safety management system

The Group has established a QEHS Management System that integrates quality, environmental, and occupational health and safety considerations across relevant business activities. The system is aligned with recognised management system standards, including ISO 45001:2018, and applies to the design, build, integration, servicing, operations, and maintenance activities undertaken by the Group, where relevant.

This management system provides a structured framework for identifying workplace hazards, assessing and controlling risks, investigating incidents, implementing corrective actions, conducting inspections and audits, and reviewing health and safety performance.

Hazard identification, risk assessment and incident investigation

The Group adopts a risk-based approach to managing workplace health and safety hazards. Hazard identification and risk assessment (“HIRA”) are conducted before work commences and updated where necessary, including when there are changes in work processes, equipment, project conditions, or operating environments.

Identified hazards are assessed based on likelihood and severity, and appropriate control measures are implemented to reduce risks. The Group also has procedures for reporting, investigating, and documenting accidents, incidents, near misses, unsafe acts, unsafe conditions, and non-conformances. Investigation findings are used to determine root causes, implement corrective actions, and prevent recurrence.

Occupational health services

The Group provides occupational health-related support as part of its overall health and safety management approach. This includes arrangements to monitor work-related health risks, assess fitness for work where relevant, and provide access to workplace first aid and emergency response support.

SUSTAINABILITY REPORT

Employees exposed to certain occupational risks may be required to undergo relevant medical examinations or health assessments in accordance with operational requirements and applicable regulations.

Worker participation, consultation and communication on occupational health and safety

The Group recognises that worker participation and open communication are important in maintaining a strong safety culture. Employees and relevant workers are encouraged to raise concerns, report hazards, and provide feedback on workplace safety matters.

Participation and consultation take place through toolbox meetings, site coordination meetings, safety briefings, committee meetings, inspections, and incident investigations. Relevant health and safety information is communicated through training, briefings, policies, and procedures.

Worker training on occupational health and safety

The Group provides occupational health and safety training to employees and relevant workers to ensure they understand workplace hazards, applicable safety procedures, emergency response requirements, and their roles in maintaining a safe working environment.

Training may include induction programmes, job-specific safety instruction, refresher training, toolbox briefings, and other statutory or operationally required programmes. Training needs are identified based on job scope, risk exposure, changes in work processes, and legal or contractual requirements.

Promotion of worker health

The Group promotes worker health through preventive measures aimed at supporting employee well-being and reducing exposure to work-related risks. These include maintaining safe work environments, ensuring machinery and equipment are in proper working condition, providing suitable personal protective equipment (“PPE”), conducting regular inspections, and maintaining first aid facilities and trained first aiders.

Prevention and mitigation of occupational health and safety impacts directly linked by business relationships

The Group recognises that occupational health and safety risks may also arise through business relationships, particularly in relation to subcontractors and service providers engaged for project and operational activities. Relevant safety expectations are communicated to subcontractors, who are expected to comply with site safety requirements and applicable legal obligations.

Depending on the nature of the work, subcontractors may be subject to pre-qualification review, site briefing, inspections, performance monitoring, and participation in safety meetings or toolbox sessions.

Workers covered by an occupational health and safety management system

The Group’s occupational health and safety management system covers employees and, where applicable, contractors and subcontractors working under the Group’s operational control or at worksites managed by the Group.

Work-related injuries

The Group monitors and records work-related injuries, incidents, and near misses through established reporting and investigation procedures. This supports internal performance review, corrective action, and continual improvement in workplace safety practices.

Work-related ill health

The Group also monitors work-related ill health risks through its occupational health and safety processes, particularly for activities involving potential exposure to physical, chemical, or ergonomic hazards. Appropriate control measures are implemented to reduce exposure and protect worker health.

SUSTAINABILITY REPORT

FY2025 Performance

Work-related Injuries

In FY2025, the Group recorded a total of 618,228 working hours, a slight decrease compared to 649,539 hours in FY2024. No work-related fatalities were reported during the year. The Group recorded one minor injury case, resulting in 9 lost workdays, with a total recordable injury rate of 1.62. In addition, no work-related injuries were reported among our contractors.

Financial Year		FY2024	FY2025
Total Working Hour		649,539	618,228
No. of Occurrence	Fatality ⁽¹⁾	0	0
	Major Injury ⁽²⁾	0	0
	Minor Injury ⁽³⁾	0	1
No. of Lost Days		0	9
Rate of high-consequence work-related injuries ⁽⁴⁾		0.00	0.00
Rate of recordable work-related injuries ⁽⁵⁾		0.00	1.62

⁽¹⁾ Fatality: Fatalities as a result of work-related injury

⁽²⁾ Major injury: High-consequence work-related injuries (excluding fatalities), including injuries non-fatal but severe injuries.

⁽³⁾ Minor injury: Recordable work-related injuries, including medical treatment beyond first aid, restricted work or days away from work.

^{(4)/(5)} The injury rate is based on per 1,000,000 working hours

Work-related Ill Health

No work-related ill-health cases were reported during the reporting period.

TARGET SETTING

Term	Target
Short Term FY2026	
Medium Term (Till 2030)	<ul style="list-style-type: none"> • Maintain no fatalities. • Maintain no Stop Work Order from MOM.
Long Term (Beyond 2030)	

OUR COMMUNITY

MATERIAL TOPIC(s)
GRI 413 Local Communities
RELEVANT SDG(s)


Management Approach

The Group adopts a structured approach to managing community-related impacts through responsible operations, regulatory compliance, and environmental controls. We seek to minimise potential adverse impacts on surrounding communities while delivering solutions that support water security, environmental management, and local development.

Why This Is Important

As an integrated water and wastewater solutions provider, the Group supports communities by delivering essential water and environmental solutions that contribute to public health, environmental protection, and economic development.

The Group also recognises that its operations may affect local communities through environmental and site-related impacts such as noise, waste, discharge, and traffic movement. Managing these impacts responsibly is important to maintaining community trust and the Group's long-term licence to operate.

In addition, the Group contributes to local communities by creating employment opportunities and supporting local workforce development in the markets where it operates. Through the provision of essential water solutions and local job opportunities, the Group seeks to create positive and lasting value for the communities it serves.

Environmental aspects and potential community impacts are identified and assessed as part of project planning and operational management. This includes consideration of issues such as noise, waste generation, discharge, traffic movement, and site housekeeping. Appropriate mitigation measures are implemented to reduce disruptions and maintain compliance with applicable environmental and safety requirements.

The Group conducts regular site inspections and monitoring activities to review environmental performance and identify areas for improvement. Waste generated from project and operational activities is managed through proper handling, segregation, recycling where practicable, and disposal through approved channels in accordance with regulatory requirements.

In addition, the Group supports local communities through employment and skills development opportunities in the markets where we operate. Where possible, we engage local employees and workers to support our operations and projects, contributing to local job creation and workforce development. Through this approach, the Group seeks to generate positive social value while continuing to provide essential water and environmental solutions in a responsible and sustainable manner.

SUSTAINABILITY REPORT

Community Engagement and Support

At the Group, we believe in the importance of strong community ties and shared growth. Our recent initiatives include:

Event	Purpose	Outcome
Charity event at "Caritas" elderly care foundation	Raising funds and providing assistance to elderly residents at the "Caritas" elderly care foundation	Raising funds to support the needs of the orphanage.
Breaking the fast with Ramadhan 2025	Memiontec Indonesia held a Ramadan 2025 Iftar event to enhance teamwork and strengthen communication between all employees and management.	Improve teamwork and strengthen communication between all employees and management.

These initiatives demonstrate our commitment to making a positive impact beyond our core business, fostering both community well-being and internal unity.

FY2025 Performance

In FY2025, the Group conducted 2 community engagement activities.

In FY2025, the Group received no complaints from the community regarding air, water, or noise pollution arising from our operational activities.

TARGET SETTING

Term	Target
Short Term FY2026	<ul style="list-style-type: none">• Initiate at least one community partnership or outreach project annually.• Ensure that all community complaints and feedback related to air, water, or noise pollution from operations are addressed promptly and managed effectively.
Medium Term (Till 2030) Long Term (Beyond 2030)	<ul style="list-style-type: none">• Initiate at least one community partnership or outreach project annually.• Ensure that all community complaints and feedback related to air, water, or noise pollution from operations are addressed promptly and managed effectively.

CUSTOMER HEALTH AND SAFETY

MATERIAL TOPIC(s)	
GRI 416 Customer Health and Safety	
RELEVANT SDG(s)	
 <p>3 GOOD HEALTH AND WELL-BEING</p>	 <p>12 RESPONSIBLE CONSUMPTION AND PRODUCTION</p>

Why This Is Important

Customer health and safety is fundamental to the Group’s operations as our water and wastewater treatment solutions directly affect the quality, reliability, and safety of systems used by municipal and industrial customers. Ensuring that our projects, systems, and services are designed, delivered, operated, and maintained with health and safety considerations in mind is essential to protecting end-users, supporting regulatory compliance, and maintaining customer trust.

Strong customer health and safety practices also help reduce the risk of service failures, operational incidents, legal liabilities, and reputational harm. By prioritising safety and quality across our solutions and services, the Group strengthens stakeholder confidence and supports its long-term business sustainability.

Management Approach

The Group adopts a structured approach to managing customer health and safety across the design, engineering, installation, operation, servicing, and maintenance of its water and wastewater treatment solutions. This approach is supported by our QEHS Management System, which incorporates relevant controls, monitoring processes, and continual improvement measures.

Customer health and safety considerations are integrated into project planning, design review, operational controls, quality assurance, and maintenance activities. Potential risks associated with systems, equipment, and service delivery are identified and assessed through internal review and risk management processes, with appropriate controls implemented to reduce safety-related risks.

The Group seeks to ensure that its products, systems, and services meet applicable legal, regulatory, contractual, and technical requirements. This includes quality control measures, testing and commissioning processes, documented procedures, and compliance with relevant specifications and standards. Where relevant, customers are also provided with operating guidance, technical support, and maintenance recommendations to support the safe use and operation of installed systems.

Customer feedback and complaints are monitored through established communication channels, enabling the Group to identify and address issues promptly, including any matters relating to safety, quality, or service reliability. Findings from feedback, incidents, inspections, and operational reviews are used to strengthen controls and support continual improvement.

In addition, employees and relevant contractors are provided with training and guidance to ensure that work affecting customer health and safety is carried out competently and in accordance with established procedures. Through this approach, the Group seeks to maintain high standards of safety, reliability, and service quality across its customer solutions and related activities.

SUSTAINABILITY REPORT

FY2025 Performance

In FY2025, the Group sustained its strong track record in customer health and safety management. We received no health or safety-related complaints from our customers regarding any of our projects. Each project was delivered with excellence, consistently meeting or exceeding client expectations. This achievement underscores the effectiveness of our proactive safety strategies and our unwavering commitment to quality control.

TARGET SETTING

Term	Target
Short Term FY2026	<ul style="list-style-type: none">• Maintain no complaints from customers regarding health and safety on project delivery.
Medium Term (Till 2030) Long Term (Beyond 2030)	<ul style="list-style-type: none">• Maintain no complaints from customers regarding health and safety on project delivery.• We are committed to exceeding industry standards, ensuring public health, and maintaining a secure environment through continuous innovation and strict adherence to safety regulations.• Continuously review and improve processes based on project outcomes and customer feedback.

SUSTAINABILITY REPORT

GRI CONTENT INDEX

STATEMENT

Memiontec has reported the information cited in this GRI content index for the period 1 January 2025 to 31 December 2025 with reference to the GRI Standards.

GRI Foundation 2021 Revision have been used.

Disclosure Reference	Disclosure Title	Header	Page Reference & Remarks
General Disclosures			
2-1	Organizational details	About This Report	Pg. 22 Corporate Profile
2-2	Entities included in the organization's sustainability reporting	About This Report	Pg. 18 Reporting Framework
2-3	Reporting period, frequency and contact point	About This Report	Pg. 18 Reporting Framework
2-4	Restatements of information	About This Report	Pg. 19 Restatements
2-5	External assurance	About This Report	Pg. 19 Data, Review and Assurance
2-6	Activities, value chain and other business relationships	Segmental Overview Business Segments	Pg. 22 Corporate Profile
2-7	Employees	Fair Employment	Pg. 56 Social
2-8	Workers who are not employees	Fair Employment	Pg. 56 Social
2-9	Governance structure and composition	Board Matters	Pg. 15, 29
2-10	Nomination and selection of the highest governance body	Board Membership	Pg. 77
2-11	Chair of the highest governance body	Board Composition and Guidance	Pg. 78
2-12	Role of the highest governance body in overseeing the management of impacts	Chairman and Chief Executive Officer	Pg 15, 91
2-13	Delegation of responsibility for managing impacts	Corporate Sustainability Governance	Pg. 29
2-14	Role of the highest governance body in sustainability reporting	Corporate Sustainability Governance	Pg. 29
2-15	Conflicts of interest	Conflict of Interest	Pg. 74
2-16	Communication of critical concerns	Communication of Critical Concerns	Pg. 39

SUSTAINABILITY REPORT

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2-18	Evaluation of the performance of the highest governance body	Board Performance	Pg. 85
2-19	Remuneration policies	Remuneration Matters	Pg. 87
2-20	Process to determine remuneration	Remuneration Matters	Pg. 87
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2-23	Policy commitments	Business Conduct	Pg. 27
2-24	Embedding policy commitments	Business Conduct	Pg. 27
2-25	Processes to remediate negative impacts	Remediate Negative Impacts from our Operation Activities	Pg. 27
2-26	Mechanisms for seeking advice and raising concerns	Whistleblowing Policy (AR) Whistleblowing Policy (SR)	Pg. 96 Pg. 39
2-27	Compliance with laws and regulations	Compliance with Laws and Regulation	Pg. 40
2-28	Membership associations	Business Memberships	Pg. 24
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Material Topics			
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3-2	List of material topics	Material Topics Identification	Pg. 35
3-3	Management of material topics	Material Topics Identification	Pg. 33
Topic Specific GRI Standard Disclosures			
Economic Performance			
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201-2	Financial implications and other risks and opportunities due to climate change	Economic Review & Growth	Pg. 36

SUSTAINABILITY REPORT

Disclosure Reference	Disclosure Title	Header	Page Reference & Remarks
Anti-Corruption			
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205-2	Communication and training about anti-corruption policies and procedures	Anti-Corruption Policy	Pg. 39
205-3	Confirmed incidents of corruption and actions taken	Anti-Corruption Policy	Pg. 39
Energy			
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302-3	Energy intensity	Energy & Emissions	Pg. 49
302-5	Reductions in energy requirements of products and services		Pg. 49
Water and Effluents			
303-5	Water Consumption	Water Consumption	Pg. 52
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305-2	Energy indirect (Scope 2) GHG emissions	Scope 2 GHG Emissions (tCO ₂ e)	Pg. 51
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401-2	Benefits provided to full-time employees that are not provided to temporary or parttime employees		Pg. 56
401-3	Parental leave	Parental Leave	Pg. 56
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403-2	Hazard identification, risk assessment, and incident investigation	OHS Committee and Hierarchy	Pg. 62
403-3	Occupational health services	Promotion of Workers Health	Pg. 63
403-4	Worker participation, consultation, and communication on occupational health and safety	OHS Committee and Hierarchy	Pg. 63

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Disclosure Reference	Disclosure Title	Header	Page Reference & Remarks
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403-6	Promotion of worker health	Promotion of Workers Health	Pg. 63
403-7	Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	OHS Committee and Hierarchy	Pg. 63
403-8	Workers covered by an occupational health and safety management system	OHS Committee and Hierarchy	Pg. 63
403-9	Work-related injuries	Work-related Injuries	Pg. 63
403-10	Work-related ill health	Work-related Injuries	Pg.63
Training and Education			
404-1	Average hours of training per year per employee	Training and Skill Development	Pg. 61
404-2	Programs for upgrading employee skills and transition assistance programs	Training and Skill Development	Pg. 60
404-3	Percentage of employees receiving regular performance and career development reviews	Training and Skill Development	Pg. 60
Diversity and Equal Opportunity			
405-1	Diversity of governance bodies and employees	Employee Diversity	Pg. 57
Non-discrimination			
406-1	Incidents of discrimination and corrective actions taken	Fair Employment	Pg. 57
Customer Health and Safety			
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416-2	Incidents of non-compliance concerning the health and safety impacts of products and services		Pg. 67

CORPORATE INFORMATION

BOARD OF DIRECTORS

Hor Siew Fu

(Independent Non-Executive Chairman)

Tay Kiat Seng

(Executive Director and Chief Executive Officer)

Ling Chung Yee

(Independent Non-Executive Director)

Chua Siong Kiat

*(Non-Independent Non-Executive Director)
– appointed with effect from 26th April 2025*

AUDIT COMMITTEE

Hor Siew Fu *(Chairman)*
Ling Chung Yee
Chua Siong Kiat

NOMINATING COMMITTEE

Ling Chung Yee *(Chairman)*
Hor Siew Fu
Tay Kiat Seng

REMUNERATION COMMITTEE

Ling Chung Yee *(Chairman)*
Hor Siew Fu
Chua Siong Kiat

COMPANY SECRETARY

Gn Jong Yuh Gwendolyn

CO. REG. NUMBER

201305845W

REGISTERED OFFICE

20 Woodlands Link
#04-30/31 Singapore 738733
Tel: (65) 6756 6989
Email: memiontec@memiontec.com
Corporate website: www.memiontec.com

SPONSOR

ZICO Capital Pte. Ltd.

77 Robinson Road
#06-03 Robinson 77
Singapore 068896

AUDITORS

PKF-CAP LLP

6 Shenton Way
#38-01 OUE Downtown 1
Singapore 068809

Partner-in-charge: Lee Eng Kian
(Appointed since financial year ended
31 December 2023)

SHARE REGISTRAR

Boardroom Corporate & Advisory Services Pte. Ltd.

1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

PRINCIPAL BANKERS

United Overseas Bank Limited
The Hongkong and Shanghai Banking
Corporation Limited

INVESTOR RELATIONS

Email: IRMR@memiontec.com

CORPORATE GOVERNANCE REPORT

The board of directors (the “**Board**” or the “**Directors**”) and the management (“**Management**”) of Memiontec Holdings Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) are committed to maintaining a high standard of corporate governance. The Board and Management recognise the importance of practising good corporate governance as a fundamental part of our responsibilities to protect and enhance shareholders’ value, the financial performance and the long-term sustainability of the Group and its businesses.

Compliance with the Code of Corporate Governance 2018

This report describes the Group’s governance practices that were in place during the financial year ended 31 December 2025 (“**FY2025**”), with specific reference to the principles and the provisions of the Code of Corporate Governance 2018 (the “**Code**”) and accompanying Practice Guidance (issued on 6 August 2018 and last amended on 11 January 2023) which form part of the continuing obligations of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”). In addition, compliance with relevant Catalist Rules is also disclosed wherever applicable in this report.

The Board is pleased to report that, for FY2025, the Company has complied in all material aspects with the principles and provisions set out in the Code. Where there are deviations from the provisions of the Code, appropriate explanations have been provided and how the practices the Company had adopted are consistent with the intent of the relevant principle of the Code. The Company will continue to assess its needs and implement appropriate measures accordingly.

1. BOARD MATTERS

The Board’s Conduct of Affairs

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

Provision 1.1 - Board’s Role

The Board provides leadership to the Group by setting the corporate policies and strategic directions. The Board recognises that Directors are fiduciaries who should act objectively in the best interests of the Group and hold Management accountable for performance. The Board oversees the Group’s affairs and is accountable to shareholders of the Company (“**Shareholders**”) for the management and performance of the Group’s businesses. The Board has put in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Group. Directors facing conflicts of interest recuse themselves from discussions and making decisions involving the issues of conflict.

The principal responsibilities of the Board include the following:

- (a) to provide entrepreneurial leadership, set strategic directions and establish long term objectives of the Group, which shall include focus on value creation, innovation and sustainability;
- (b) to review and approve corporate plans, annual budgets, investment and divestment proposals, major funding initiatives, merger and acquisition activities and financial plans of the Group;
- (c) to ensure that the necessary resources, such as financial and human, are in place effectively for the Group to meet its objectives;
- (d) to review and evaluate the adequacy and integrity of Group’s framework of prudent and effective internal controls, risk management and financial reporting system to enable key risks to be assessed and managed, including safeguarding of Shareholders’ interests and the Group’s assets;

CORPORATE GOVERNANCE REPORT

- (e) to monitor and review Management's performance towards achieving the set organisational objectives and goals;
- (f) to instil an ethical corporate culture and ensure that the Company's values, standards, policies and practices are consistent with the culture;
- (g) to ensure accurate and timely release of information to Shareholders, in compliance with the requirements of the Catalist Rules;
- (h) to ensure the Group's compliance with relevant laws, regulations, policies and guidelines; and
- (i) to review and approve interested persons transactions and material transactions, and announcements thereof, in compliance with the requirements of the Catalist Rules.

Provision 1.2 - Directors' Duties and Responsibilities

All Directors, who are expected to exercise due diligence and independent judgment, are obliged to act in good faith and in the best interests of the Company. The Board has an obligation to Shareholders and other stakeholders of the Company to safeguard their interests and the Company's assets by establishing a framework of prudent and effective controls which enables risks to be assessed and managed, setting the Company's values and standards (including ethical standards), and ensuring that obligations to Shareholders and other stakeholders are understood and being met, as well as identifying the key stakeholder groups and recognizing that their perceptions affect the Company's reputation.

Orientation, Continuous Training and Development of Directors

The Company does not have a formal training program for Directors but all new Directors will undergo an orientation in order to be provided with background information about the Group's history, strategic directions and industry-specific knowledge. The Directors will also have the opportunity to visit the Group's operational facilities and meet with Management to gain a better understanding of the Group's business operations. The Company will also arrange for first-time Directors to attend relevant training on the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST under Rule 406(3)(a) of the Catalist Rules and, if necessary, in areas such as accounting, legal and industry specific knowledge as appropriate. The training of Directors will be arranged and funded by the Company.

Mr. Chua Siong Kiat was appointed as a Non-Independent Non-Executive Director with effect from 26 April 2025. Mr. Chua Siong Kiat was previously appointed as the Chief Financial Officer of the Company ("**CFO**") on 28 April 2023, and had ceased to be the CFO with effect from 25 April 2025. Mr. Chua Siong Kiat has prior experience as a director of an issuer listed on the SGX-ST and as such, he is not required to attend the prescribed training pursuant to Rule 406(3)(a) of the Catalist Rules. Further, Mr. Chua Siong Kiat has also attended the prescribed sustainability training courses organised by the relevant training providers.

The Directors are continually and regularly updated on the Group's businesses and governance practices, including changes in laws and regulations, financial reporting standards and code of corporate governance, so as to enable Directors to effectively discharge their duties. New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority which are relevant to the Group and/or Directors are circulated to the Board. For Directors who are not members of the Singapore Institute of Directors ("**SID**"), they are encouraged to be members for them to receive journal updates and training from SID.

CORPORATE GOVERNANCE REPORT

During FY2025, the Directors were briefed and updated on (i) developments in financial reporting and governance standards, where relevant, by the external auditors of the Company; and (ii) regulatory announcements, guidance and/or amendments to the Catalist Rules and the Code, where relevant, by the continuing sponsor of the Company.

Provision 1.3 - Internal Guidelines on Matters Requiring Board Approval

Matters that require the approval of the Board include, but are not limited to, the following:

- (a) matters that involve a conflict of interest of a controlling shareholder or a Director or persons connected to such Shareholder or Director;
- (b) approval of announcements to be released via SGXNet, including half year and full year financial results announcements;
- (c) approval of operating budgets, annual and interim reports, financial statements, Directors' statement and annual report;
- (d) share issuance, interim dividends and other returns to Shareholders;
- (e) authorisation of banking facilities and corporate guarantees;
- (f) approval of change in corporate business strategy and direction;
- (g) appointment/cessation, and remuneration packages of the Directors and key management executives;
- (h) any matters relating to the Company's annual general meeting ("**AGM**"), Board and Board Committees (as defined herein);
- (i) approval of material investment and divestment proposals, acquisitions and disposals, and funding requirements; and
- (j) approval of any changes to the terms and conditions of the Combination Agreements (details of which are set out in the section entitled "General Information on our Group - Combination Agreements" of the Company's offer document dated 21 February 2020 ("**Offer Document**") in connection with the listing of the Company's shares on the Catalist board of the SGX-ST ("**Listing**") and its associated undertakings to safeguard the Group's interests while ensuring the compliance of Combination Agreements with the prevailing applicable laws and regulations of Indonesia.

Provision 1.4 - Delegation of Authority to Board Committees

The Board has, without abdicating its responsibilities, delegated certain matters to three (3) Board committees, namely the Audit Committee ("**AC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**") (collectively, the "**Board Committees**"), which operate under their respective terms of reference. The Board Committees play an important role in ensuring good corporate governance in the Company and within the Group. The terms of reference of the respective Board Committees, details of which are set out in the respective sections of this report, are reviewed on a regular basis to ensure their continued relevance. The Board Committees actively engage and play an important role in ensuring good corporate governance in the Company and within the Group. The respective Chairman of the Board Committees reports the outcome of the Board Committees meetings to the Board. Minutes of the Board Committees are regularly provided to the Board and are available to all Board members. Please refer to the respective principles in this report for further information on the composition, description and activities of each Board Committee.

CORPORATE GOVERNANCE REPORT

Provision 1.5 - Meetings of Board and Board Committees and Attendance Records of the Board Members

The schedule of all the Board and Board Committee meetings as well as the AGM for the next calendar year is planned well in advance. The Board will meet at least twice yearly and whenever warranted by particular circumstances. Ad-hoc, non-scheduled Board meetings may be convened to deliberate on urgent substantial matters. In addition to these meetings, corporate events and actions requiring the Board's approval may be discussed over the telephone and/or via other electronic means, followed by Directors' resolutions in writing being passed. Regulation 102(4) of the Company's Constitution allows a Board meeting to be conducted by way of tele-conference and video conference.

The table below sets out the number of Board and Board Committee meetings which were convened during FY2025:

	Board	AC	NC	RC
Total number of meetings held	4	3	1	1
Name of Director	Number of meetings attended			
<i>Executive Directors:</i>				
Tay Kiat Seng	4	3*	1	1*
Soelistyo Dewi Soegiharto ⁽¹⁾	1	1*	1*	1*
<i>Independent Non-Executive Directors:</i>				
Hor Siew Fu	4	3	1	1
Yap Chee Wee ⁽²⁾	1	1	1	1
Ling Chung Yee	4	3	1	1
<i>Non-Independent Non-Executive Director:</i>				
Chua Siong Kiat ⁽³⁾	4	3	1	1

* Attended by invitation.

Notes:

- (1) Ms. Soelistyo Dewi Soegiharto had ceased to be the Managing Director of the Company with effect from the conclusion of the Company's AGM for the financial year ended 31 December 2024 ("FY2024") held on 25 April 2025.
- (2) Mr. Yap Chee Wee had ceased to be an Independent Non-Executive Director of the Company with effect from the conclusion of the Company's FY2024 AGM held on 25 April 2025.
- (3) Mr. Chua Siong Kiat was appointed as a Non-Independent Non-Executive Director with effect from 26 April 2025. Mr. Chua Siong Kiat attended one (1) Board meeting, one (1) AC meeting, one (1) NC meeting and one (1) RC meeting in his capacity as Chief Financial Officer of the Company.

The key information of the Directors, including their position, academic and professional qualifications, shareholding interests in the Group, Board Committees served on, first appointment dates, last re-appointment dates, present directorships or chairmanships in other listed companies, and their principal commitments, are set out in the sections entitled "Board of Directors", "Corporate Information" and "Directors' Statement" of this Annual Report. None of the Directors are related to one another, with the exception of Mr. Tay Kiat Seng and Ms. Soelistyo Dewi Soegiharto, who are spouses.

Provision 1.6 - Board's Access to information

To enable the Board to make informed decisions and to fulfil its responsibilities, the Management provides complete, accurate and adequate information in a timely manner. A system of communication between the Management and the Board and Board Committees has been established and shall be continuously improved over time. The Board has separate and independent access to the Company's Management in respect of obtaining information, as reliance purely on what is volunteered by the Management may not be adequate in certain circumstances and further enquiries may be required for the Board to fulfil its duties properly.

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All scheduled Board and Board committees' meetings are planned ahead. Management provides Directors with information whenever necessary and board papers are sent to Directors prior to each Board and Board Committee meeting. Such board papers usually include budgets, forecasts and periodic management accounts. In respect of budgets, any material variances between the projections and actual results are disclosed and explained to the Board. However, sensitive matters may be tabled at the meeting itself or discussed without any papers being distributed. Directors are also informed on a regular basis as and when there are any significant developments or events relating to the Group's business operations.

Provision 1.7 - Board's Access to Management, Company Secretary and External Advisers

At all times, the Board and Board Committees and every Director have separate and independent access to the Management and the Company Secretary. The Company Secretary is responsible for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. The Company Secretary and/or his/her representative(s) have attended the Board and Board Committees meetings convened during FY2025. The appointment and removal of the Company Secretary is decided by the Board as a whole.

The Company Secretary function is outsourced to Shook Lin & Bok LLP.

Should the Directors, whether as a group or individually, need independent professional advice, the Company will appoint such professional adviser to render the appropriate professional advice. The cost of such engagement will be borne by the Company.

Board Composition and Guidance

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

Provision 2.1 - Strong and Independent Element of the Board

As at the date of this report, the Board comprises four (4) members, of whom two (2) are Independent Non-Executive Directors. The present Board members and Board Committees members are as follows:

Name of Director	Designation	Board Committee Membership		
		AC	NC	RC
Hor Siew Fu	Independent Non-Executive Chairman	Chairman	Member	Member
Tay Kiat Seng	Executive Director and Chief Executive Officer	-	Member	-
Ling Chung Yee	Independent Non-Executive Director	Member	Chairman	Chairman
Chua Siong Kiat	Non-Independent Non-Executive Director	Member	-	Member

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The independence of each Independent Director is assessed and will be reviewed at least annually by the NC. In its review and deliberation as to the independence of a Director, the NC takes into account the definition of an “independent” director provided in the Code, the guidelines and examples of relationships as set out in the accompanying Practice Guidance 2 to the Code as well as the circumstances in which a director should be deemed to be non-independent as specified under Rule 406(3)(d) of the Catalist Rules. The Code has defined an “independent” director as one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director’s independent business judgment in the best interests of the company. Under Rule 406(3)(d) of the Catalist Rules, a director will not be independent under any of the following circumstances: (i) if he is employed by the company or any of its related corporations for the current or any of the past three (3) financial years; or (ii) if he has an immediate family member who is employed or has been employed by the company or any of its related corporations for the past three (3) financial years, and whose remuneration is determined by the Remuneration Committee of the company; or (iii) if he has been a director of the company for an aggregate period of more than nine (9) years (whether before or after listing), and such director may continue to be considered independent until the conclusion of the next annual general meeting of the company.

There is no policy to prohibit or require the Non-Executive and Independent Directors to hold shares in the Company. The NC and the Board are of the view that the holding of shares by Non-Executive and Independent Directors of less than 5% of the total issued shares in the Company encourages the alignment of their interests with the interests of Shareholders without compromising their independence. As at the date of this report, none of the Non-Executive and Independent Directors hold any shares in the Company.

Each Independent Director is required to complete a Director’s Independence Checklist annually to confirm his independence based on the provisions as set out in the Code and the accompanying Practice Guidance as well as Rule 406(3)(d) of the Catalist Rules. The Independent Directors must also confirm whether they consider themselves independent despite having any relationship identified in the Code and the accompanying Practice Guidance. As at the date of this report, each of the Independent Directors has confirmed his independence based on the provisions as set out in the Code and the accompanying Practice Guidance as well as Rule 406(3)(d) of the Catalist Rules, and the NC has reviewed, determined and confirmed the independence of each Independent Director.

There are no Independent Directors who have served on the Board beyond nine (9) years from the date of their respective first appointments.

Provisions 2.2 and 2.3 - Composition of Independent Directors and Non-Executive Directors on the Board

As at the date of this report, the Chairman of the Board is Mr. Hor Siew Fu, an Independent Non-Executive Director, who is not part of the Management team and is independent. In this regard, Provision 2.2 of the Code, which requires Independent Directors to make up a majority of the Board where the Chairman is not independent, is not applicable to the Company. That said, for the avoidance of doubt, the Company is in compliance with Rule 406(3)(c) of the Catalist Rules which requires Independent Directors to make up at least one-third of the Board.

As at the date of this report, the Board comprises a majority of three (3) Directors (out of a four (4) member Board) who are Non-Executive Directors. Accordingly, the Company is in compliance with Provision 2.3 of the Code, which requires Non-Executive Directors to make up a majority of the Board.

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Provision 2.4 - Composition and Size of the Board

The size and composition of the Board and Board Committees is reviewed annually by the NC to ensure that their size and composition is appropriate so as to facilitate effective decision making. The review aims to ensure that there is an appropriate mix of expertise and experience, which the Group may tap on for assistance in furthering its business objectives and shaping its business strategies. At the recommendation of the NC, the Board adopted a formal Board Diversity Policy in 2022, setting out its policy and framework for promoting diversity on the Board. The Board Diversity Policy is available on the Company's corporate website. The Board recognises that a diverse Board is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through the perspectives derived from the various skills, professional experiences, business perspectives, industry discipline, gender, age, ethnicity and culture, geographical background and other distinguishing qualities of each Director.

As required under the Board Diversity Policy, members of the Board should possess the relevant core competencies in areas such as accounting and finance, legal, strategic planning, business and management experience. The Board members collectively possess the necessary core competencies such as accounting, finance, legal, investment, business and management experience, corporate governance, industry knowledge and strategic planning experience for the effective functioning of the Board and an informed decision-making process. Accordingly, the Board, with the concurrence of the NC, is of the opinion that its current Board size of four (4) members, and the size of each Board Committee, as well as their respective compositions, are appropriate, taking into account the nature and scope of the Group's operations, the requirements of the business at present and the industry that the Company is operating in.

The Board comprises of Directors, who provide an appropriate balance and mix of skills, knowledge and experience and other aspects of diversity, so as to avoid groupthink and foster constructive debate, and thus the current Board's composition reflects the Company's commitment to Board diversity in accordance with the Board Diversity Policy.

The incumbent Board currently comprises only of male Directors. Nonetheless, the Board considers gender as an important aspect of diversity as it believes that diversity in the Board's composition contributes to the quality of its decision making. Accordingly, the NC is committed to improve the gender diversity of the Board based on the needs of the Company and if the opportunity arises. In this regard, the Board and Management will put in effort to source and consider female candidates for new appointments to the Board, for example, when there is cessation of directorship during the nine-year term or when a director reaches his nine-year term. In this regard, the Company targets to appoint at least one (1) female director to the Board at the appropriate time, approximately within the next four (4) years. That said, all board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Notwithstanding, apart from gender diversity, the Board consists of Directors with ages ranging from mid 50s to mid 70s, who have served on the Board for different tenures. As mentioned above, the current composition of the Board has an appropriate balance and mix of skills, knowledge and experience and other aspects of diversity. In this regard, while bearing in mind that the Board's needs will change over time, the Board, in consultation with the NC, is of the view that, for the time being, the Company's Board Diversity Policy has allowed the Company to achieve diversity in the Board.

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

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Provision 2.5 - Roles of Non-Executive Directors

The Non-Executive Directors (including Independent Directors) have the necessary experience and expertise to assist the Board in decision-making and provide greater balance to the Board as they do not participate in the day-to-day running of the Group. The Non-Executive Directors may challenge and help develop proposals on strategy, review the performance of and extend guidance to the Management.

The responsibilities of the Non-Executive Directors include:

- (a) assisting the Board to develop proposals on strategy, constructively challenging it when necessary; and
- (b) reviewing and monitoring the performance of the Management in meeting the goals and objectives committed.

Besides the above, the Non-Executive Directors' responsibilities include other duties as required in their respective capacity as members of the AC, NC and RC.

The Independent Non-Executive Directors (led by the Independent Non-Executive Chairman or other Independent Non-Executive Directors as appropriate) would meet regularly, at least at each Board meeting, without the presence of Management (including the Executive Directors), and this has been carried out in FY2025. Any issues raised at such independent meetings would be brought up for discussion with the Executive Directors and the Management at the Board meeting, where appropriate.

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.

Provisions 3.1 and 3.2 - Chairman and Chief Executive Officer ("CEO")

The roles of the Chairman and the CEO are held by separate persons. Mr. Hor Siew Fu is the Independent Non-Executive Chairman of the Company while Mr. Tay Kiat Seng is the CEO of the Company. The Chairman and the CEO are not related to each other.

There is a clear division of responsibilities, as set out in writing and agreed by the Board, between the leadership of the Board and the Management responsible for managing the Company's business. This ensures an appropriate balance of power and authority between the Chairman and the CEO, and thereby allows for increased accountability and greater capacity of the Board for independent decision-making.

As Chairman of the Company, Mr. Hor Siew Fu is responsible for the effective functioning of the Board and exercises control over the quality, quantity and timeliness of information flow between the Board and the Management. In addition, as Chairman of the Company, he encourages constructive relations among the Directors and the Board's interaction with the Management, as well as facilitates effective contribution of Non-Executive Directors.

The Chairman's responsibilities in respect of the Board proceedings include:

- (a) leading the Board to ensure its effectiveness;
- (b) managing the Board's matters, including supervising the work of the Board Committees;

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- (c) setting the agenda (with the assistance of the Management and Company Secretary) and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues;
- (d) ensuring that all agenda items are adequately and openly debated for effective decision-making during Board meetings;
- (e) ensuring that all Directors receive complete, adequate and timely information;
- (f) ensuring effective communication with Shareholders; and
- (g) assisting in ensuring that the Group complies with the Code and maintains high standards of corporate governance.

As CEO of the Company, Mr. Tay Kiat Seng manages and develops the businesses of the Group and implements the Board's decision. He undertakes the executive responsibilities of the Group's performance.

Provision 3.3 - Lead Independent Director

The requirement to have a lead independent director under Provision 3.3 of the Code is not applicable as the Chairman and the CEO are separate persons and the Chairman is independent.

The Board believes that there is a strong and independent element on the Board and adequate safeguards are in place against an uneven concentration of power and authority vested in any single individual. As such, the Board has not appointed any Independent Director to assume the role of a lead independent director. However, the Board will review from time to time, the necessity of nominating a lead independent director.

Notwithstanding the above, the Independent Non-Executive Chairman functions as a lead independent director in that he is available to Shareholders where they have concern and for which contact through the normal channels of communication with the CEO or Management are inappropriate or inadequate.

Board Membership

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

Provisions 4.1 and 4.2 - Nominating Committee and its activities

As at the date of this report, the NC comprises the following three (3) Directors, two (2) of whom, including the NC Chairman, are independent:

Ling Chung Yee	Chairman	Independent Non-Executive Director
Tay Kiat Seng	Member	Executive Director and CEO
Hor Siew Fu	Member	Independent Non-Executive Chairman

The NC met one (1) time in FY2025. During the year, the NC conducted activities in line with its terms of reference as set out below.

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The terms of reference of the NC sets out its duties and responsibilities. Amongst others, the NC is responsible for the following:

- (a) review and recommend the appointment of new Directors and Executive Officers and re-nomination of Directors having regard to each Director's contribution, performance and ability to commit sufficient time, resources and attention to the affairs of the Group, and each Director's respective commitments outside the Group including his principal occupation and board representations on other companies, if any. The NC will conduct such review at least once a year, or more frequently as it deems fit;
- (b) determine annually, and as and when circumstances require, whether or not a Director is independent;
- (c) decide whether or not a Director is able to and has been adequately carrying out his duties as a Director;
- (d) develop a process and criteria for evaluating the performance and effectiveness of the Board as a whole and the Board Committees, and for assessing the contribution of each Director and the Chairman to the effectiveness of the Board;
- (e) review the size and composition of the Board and Board Committees, the Directors' mix of skills, experience, core competencies and knowledge of the Group that the Board requires to function competently and efficiently;
- (f) review succession plans for Directors, in particular, the appointment and/or replacement of the Chairman, the CEO and key management personnel;
- (g) review the training and professional development programs for the Board;
- (h) where a Director has multiple board representations, decide whether the Director is able to and has been adequately carrying out his duties as a Director, taking into consideration the Director's number of listed company board representations and other principal commitments;
- (i) review and approve the employment of persons related to the Directors, CEO or substantial Shareholders and the proposed terms of their employment; and
- (j) undertake generally such other functions and duties as may be required by law, the Catalist Rules and/or the Code, and by such amendments made thereto from time to time.

Succession Planning

The NC will review board succession plans for Directors and will seek to refresh the Board membership in an orderly and timely manner where it deems applicable. The NC will also ensure that the Company has succession planning for its CEO, Chairman, Executive Directors and key management personnel, including appointing, training and mentoring successors. The NC has reviewed contingency arrangements for any unexpected incapacity of the CEO or any of the key management personnel and is satisfied with procedures in place to ensure a transition to a full operational management team.

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Provision 4.3 - Process for the Selection, Appointment and Re-appointment of Directors

Periodic reviews of the Board composition, including the selection of candidates for new appointments to the Board, will be made by the NC in consultation with the Chairman of the Board as part of the Board's renewal process. Candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The selection of candidates is evaluated taking into account various factors including the current and mid-term needs and objectives of the Group, as well as the relevant expertise of the candidates and their potential contributions. Candidates may be put forward or sought through contacts and recommendations. Short-listed candidates would be required to furnish their curriculum vitae stating in detail their qualification, working experience, employment history, in addition to completing certain prescribed forms to enable the NC to assess the candidate's independence status and compliance with the Company's established internal guidelines. The NC will also consider tapping on the resources or services provided by the Council for Board Diversity, SID and relevant professional associations to facilitate their search process.

All Directors shall submit themselves for re-nomination and re-appointment at least once every three (3) years. At least one-third of the Directors shall retire by rotation at every AGM and a retiring Director shall be eligible for re-election in accordance with the Constitution of the Company. In addition, the Company's Constitution provides that new Directors appointed during the year, either to fill a vacancy or as an addition to the Board, are required to submit themselves for re-election at the next AGM of the Company. Each member of the NC shall abstain from voting on any resolutions in respect to his/her re-nomination as a Director.

Re-election of Mr. Tay Kiat Seng and Mr. Ling Chung Yee

For the re-nomination of Directors for the ensuing term of office, the NC takes into consideration factors such as attendance, preparedness, and participation at meetings of the Board and Board Committees.

At the forthcoming AGM, Mr. Tay Kiat Seng (Executive Director and Chief Executive Officer) and Mr. Ling Chung Yee (Independent Non-Executive Director) will be retiring by rotation pursuant to Regulation 96 of the Company's Constitution.

Mr. Tay Kiat Seng and Mr. Ling Chung Yee, being eligible for re-election, have offered themselves for re-election to the Board at the forthcoming AGM.

The NC has recommended and the Board has agreed that at the forthcoming AGM, Mr. Tay Kiat Seng and Mr. Ling Chung Yee are nominated for re-election. In making the recommendation, the NC has considered, amongst others, each of Mr. Tay Kiat Seng's and Mr. Ling Chung Yee competencies, commitment, overall contribution and performance to the Board (such as attendance, participation, preparedness and candour), as well as their respective roles and responsibilities in the Company and/or the Group. Each of Mr. Tay Kiat Seng and Mr. Ling Chung Yee had recused himself in the deliberation of his own re-election.

Composition of the Board and Board Committees

Mr. Tay Kiat Seng will, upon re-election as a Director at the forthcoming AGM, remain as Executive Director and CEO of the Company, as well as a member of the NC.

Mr. Ling Chung Yee will, upon re-election as a Director at the forthcoming AGM, remain as an Independent Non-Executive Director of the Company, the Chairman of the RC and the NC, as well as a member of the AC.

Please refer to the section entitled "Disclosure of Information on Directors Seeking Re-election" of this report for the information on Mr. Tay Kiat Seng and Mr. Ling Chung Yee as required pursuant to Rule 720(5) of the Catalist Rules.

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Provision 4.4 - Determining Directors' Independence

The NC determines the independence of Directors annually, having regard to the circumstances set forth in Provision 2.1 of the Code. The NC is of the opinion that the Board is able to exercise objective judgment on corporate affairs independently and that the Board's decision-making process is not dominated by any individual or small group of individuals. Please refer to Provision 2.1 of this report for information on the assessment of Directors' independence.

Provision 4.5 - Multiple Board Representations

The NC considers that the multiple board representations held presently by the Directors and/or their other principal commitments do not impede their performance in carrying out their duties to the Company and it is not necessary at this juncture to put a maximum limit on the number of listed company board representations. The Board has considered and is satisfied that each of the Director is able to and has adequately carried out his duties and responsibilities as a Director of the Company. Information on the listed company directorships and principal commitments (if any) of the Directors are disclosed in the section entitled "Board of Directors" of this Annual Report.

There is no alternate Director on the Board.

Board Performance

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

Provisions 5.1 and 5.2 - Conduct of Board performance

The NC has implemented a self-assessment process that requires each Director to assess the performance and effectiveness of the Board as a whole and the Board Committees and for assessing the contribution by the Chairman and each individual Director to the effectiveness of the Board, for each financial year. The self-assessment process takes into consideration, amongst others, board structure, corporate strategy and planning, risk management and internal control, performance measurement and compensation, succession planning, financial reporting, conduct of meetings and communication with Shareholders.

Although the Board's performance evaluation does not include a benchmark index of its industry peers, the Board assesses its effectiveness holistically through the completion of a questionnaire by each individual Director which includes questions covering the above-mentioned areas of assessment and takes into consideration the guidelines provided under the Code. The questionnaire has to be completed individually by each Director for each financial year. Thereafter, the Company Secretary collates the Directors' responses in the questionnaires received from each individual Director and prepares a consolidated report to facilitate the review to be conducted by the NC. The NC reviews the responses and results of the questionnaire and discusses collectively with other Board members to address or recommend any areas for improvement and follow-up actions.

For FY2025, the assessment of the performance and effectiveness of the Board as a whole and each of the Board Committees, as well as the contribution by the Chairman and each individual Director to the effectiveness of the Board was undertaken collectively by the Board without the engagement of an external facilitator. Where relevant, the NC will consider such engagement.

The Board, in concurrence with the NC, is satisfied that, for FY2025, the Chairman and each individual Director have allocated sufficient time and attention to the affairs of the Company, and is of the view that the performance and effectiveness of the Board as a whole and each of the Board Committees, as well as the contribution by the Chairman and each individual Director to the effectiveness of the Board have been satisfactory.

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2. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

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

Provisions 6.1 and 6.2 – Remuneration Committee and its activities

As at the date of this report, the RC comprises the following three (3) Directors, two (2) of whom, including the RC Chairman, are independent:

Ling Chung Yee	Chairman	Independent Non-Executive Director
Hor Siew Fu	Member	Independent Non-Executive Chairman
Chua Siong Kiat	Member	Non-Independent Non-Executive Director

The RC met one (1) time in FY2025. During the year, the RC conducted activities in line with its terms of reference as set out below.

The terms of reference of the RC sets out its duties and responsibilities. Amongst others, the RC is responsible for the following:

- (a) review and recommend to the Board, in consultation with the Chairman, for endorsements, a comprehensive remuneration policy framework and guidelines for remuneration of the Directors and key management personnel;
- (b) review and recommend to the Board, for endorsement, the specific remuneration packages for each of the Directors and key management personnel;
- (c) ensure that a significant and appropriate proportion of Executive Directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance;
- (d) ensure that performance related remuneration is aligned with the interest of Shareholders and other stakeholders and promotes long-term success of the Company;
- (e) review and recommend Directors' fees for Non-Executive Directors for approval at the AGM;
- (f) ensure that the remuneration of Non-Executive Directors is appropriate to the level of contribution, taking into account factors such as time spent and responsibilities;
- (g) review and approve the design of, and the administration of, all performance share plans and/or other equity-based plans;
- (h) ensure that remuneration is appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and key management personnel to successfully manage the Company in the long term;
- (i) review the remuneration of employees related to Directors and/or substantial Shareholders to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities, and no preferential treatment is given to him/her; and

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- (j) undertake generally such other functions and duties as may be required by law, the Catalist Rules and/or the Code, and by such amendments made thereto from time to time.

Provision 6.3 - Review of remuneration

The RC reviews and recommends to the Board the remuneration packages or policies for the Executive Directors and the key management personnel based on the performance of the Group, as well as the relevant personnel under review. No Director individually decides or is involved in the determination of his/her own remuneration. Each RC member will abstain from voting on any resolution in respect of his/her remuneration package. The RC's recommendations are submitted for endorsement by the Board.

The RC will also review the Company's obligations under the service agreements entered into with the Executive Directors and key management personnel that would arise in the event of termination of these service agreements. This is to ensure that such service agreements contain fair and reasonable termination clauses which are not overly generous. The RC aims to be fair and avoid rewarding poor performance.

An annual review of the compensation will be carried out by the RC to ensure that the remuneration of the Executive Directors and key management personnel commensurate with their performance and that of the Company, giving due regard to the financial and commercial health and business needs of the Group. The performance of the Executive Directors (together with other key management personnel) is reviewed periodically by the RC and the Board. In structuring the compensation framework, the RC also takes into account the risk policies of the Group, the need for the compensation to be symmetric with the risk outcomes and the time horizon of risks.

In respect of FY2025, the RC met one (1) time to discuss, amongst others, the framework of remuneration for the Executive Directors and key management personnel, as well as the Directors' fees for Non-Executive Directors.

Provision 6.4 - Engagement of remuneration consultants

The RC has access to advice from the internal human resource department and, if necessary, may seek external expert advice of which the expenses will be borne by the Company. No external remuneration consultant was engaged in FY2025.

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.

Provisions 7.1 and 7.3 - Remuneration of Executive Directors and Key Management Personnel

The Group's remuneration policy is to provide compensation packages at market rates which reward successful performance and to attract, retain and motivate Executive Directors and key management personnel. The remuneration packages take into account the performance of the Group, as well as the individual personnel.

The remuneration structure for the Executive Directors and key management personnel comprises both fixed and variable components. The fixed component includes a basic salary, whilst the variable component includes variable bonus and performance-linked incentives. In this way, the Company aims to link rewards to corporate and individual performance and performance-related remuneration is aligned with the interests of Shareholders and other stakeholders and promotes the long-term success of the Group.

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Performance Share Plan

The Company has adopted a performance share plan known as the “Memiontec Performance Share Plan” (“PSP”) on 30 December 2019 in conjunction with the Company’s Listing. The PSP provides eligible participants (“**Participants**”) with an opportunity to participate in the equity of the Company and to motivate them towards better performance through increased dedication and loyalty. The PSP forms an integral and important component of the Company’s compensation plan and is designed primarily to reward and retain employees whose services are vital to the growth and performance of the Company and/or the Group.

The PSP is administered by the RC. Executive and Non-Executive Directors and key management personnel are eligible to participate in the PSP in accordance with the rules of the PSP.

The awards of shares (“**Awards**”) given to a particular Participant under the PSP and the number of shares which are the subject of the Awards will be determined at the absolute discretion of the RC, who will take into account criteria such as his/her rank, job performance, years of service, and potential for future development, his/her contribution to the success and development of the Group and the extent of effort and resourcefulness with which the performance condition in relation to that Award (“**Performance Condition**”) may be achieved within the performance period. The Performance Condition shall be determined at the absolute discretion of the RC, which may comprise factors such as (but not limited to) the market capitalisation or earnings of the Company at specified times. For further information on the PSP, please refer to the section entitled “Memiontec Performance Share Plan” of the Offer Document.

Please refer to the table below for the information for the PSP pursuant to Rule 851(1)(b) of the Catalist Rules.

Name of participant	Awards granted during financial year under review (including terms)	Aggregate awards granted since commencement of financial year under review	Aggregate awards vested since commencement of financial year under review	Aggregate awards outstanding as at end of financial year under review
Mr Tay Kiat Seng (a Director and controlling shareholder of the Company)	-	1,800,000*	-	-
Ms Soelistyo Dewi Soegiharto (a controlling shareholder and former Director of the Company)	-	1,080,000*	-	-
Ms Rachel Kwok Xiu Jian (an associate of a controlling shareholder of the Company)	-	97,500*	-	-

* after adjusting for the completion of the share split exercise in May 2022

During FY2025, no Awards were granted under the PSP.

As at the end of FY2025, there are no outstanding Awards granted under the PSP.

Save as disclosed above, no Awards had been granted to any Directors, controlling shareholders or associates of controlling shareholders, and no employee of the Group has received 5% or more of the total number of shares available under the PSP since the commencement of the PSP.

CORPORATE GOVERNANCE REPORT

Provision 7.2 – Remuneration of Non-Executive Directors

All the Non-Executive Directors (including Independent Directors) are compensated based on a fixed annual Directors' fee taking into consideration their respective contributions. Directors' fees for the Non-Executive Directors are proposed by the Executive Directors and reviewed and recommended by the RC, based on the effort, time spent and the responsibilities of each individual Non-Executive Director. No Director is involved in deciding his/her own remuneration. Non-Executive Directors, who are also Independent Directors, have not been over-compensated to the extent that their independence is compromised. The total remuneration of the Non-Executive Directors is recommended for Shareholders' approval at each AGM. Save for the PSP, there are no other share-based compensation schemes in place for Non-Executive Directors.

Directors' fees for the Non-Executive Directors (who are also Independent Directors) of an aggregate of up to S\$150,000 for the financial year ending 31 December 2026 (with payments to be made half yearly in arrears) have been recommended by the Board and will be tabled for approval by Shareholders at the forthcoming AGM (FY2025: up to S\$150,000).

Disclosure on Remuneration

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

Provision 8.1 - Remuneration Report

Remuneration of Individual Directors

A breakdown, showing the level and mix of each individual Director's (including the CEO's) remuneration (received from the Company and any of its subsidiaries) for FY2025, is as follows:

	Breakdown of Directors' Remuneration				
	Salary S\$	Bonus S\$	Director's fee S\$	Allowances and other benefits⁽¹⁾ S\$	Total S\$
Tay Kiat Seng	444,000	-	-	46,791	490,791
Soelistyo Dewi Soegiharto ⁽²⁾	106,250	-	-	14,134	120,384
Hor Siew Fu	-	-	55,000	-	55,000
Yap Chee Wee ⁽³⁾	-	-	14,489	-	14,489
Ling Chung Yee	-	-	45,000	-	45,000
Chua Siong Kiat ⁽⁴⁾	-	-	30,511	-	30,511

Notes:

- (1) Other benefits refer to benefits-in-kind such as fixed allowances and payments in respect of the Company's statutory contributions to the Singapore Central Provident Fund.
- (2) Ms. Soelistyo Dewi Soegiharto had ceased to be the Managing Director of the Company with effect from the conclusion of the Company's FY2024 AGM held on 25 April 2025.
- (3) Mr. Yap Chee Wee had ceased to be an Independent Non-Executive Director of the Company with effect from the conclusion of the Company's FY2024 AGM held on 25 April 2025.
- (4) Mr. Chua Siong Kiat was appointed as a Non-Independent Non-Executive Director with effect from 26 April 2025.

CORPORATE GOVERNANCE REPORT

Pursuant to Catalist Rule 1204(10D), the names, amounts and breakdown of remuneration paid to each individual Director by the Company and its subsidiaries has been disclosed in this report.

Remuneration of Key Management Personnel

A breakdown, showing the level and mix of each of the top five (5) key management personnel's (who are not Directors or the CEO) remuneration (received from the Company and any of its subsidiaries) for FY2025, is as follows:

Name of Executive ⁽¹⁾	FY2025 Remuneration		Breakdown of Executives' Remuneration			
	Up to S\$250,000	S\$250,001 to S\$500,000	Salary (%)	Bonus (%)	Allowances and other benefits ⁽²⁾ (%)	Total ⁽³⁾ (%)
Ms. Soelistyo Dewi Soegiharto ⁽⁴⁾	-	X	89	-	11	100
Lim Wei Kuan	-	X	83	-	17	100
Chua Siong Kiat ⁽⁵⁾	X	-	92	-	8	100
Irawati Tan	X	-	82	14	4	100
Toh Kai En ⁽⁶⁾	X	-	86	-	14	100

Notes:

- (1) There are only five (5) employees identified as key management personnel of the Group in FY2025.
- (2) Other benefits refer to benefits-in-kind such as fixed allowances and payments in respect of the Company's statutory contributions to the Singapore Central Provident Fund.
- (3) The aggregate total remuneration paid to the top five (5) key management personnel (who are not Directors or the CEO) listed above for FY2025 is S\$782,151.
- (4) Ms. Soelistyo Dewi Soegiharto had ceased to be the Managing Director of the Company with effect from the conclusion of the Company's FY2024 AGM held on 25 April 2025 and has continued her employment as the director of the Company's subsidiaries following her aforesaid cessation.
- (5) Mr. Chua Siong Kiat had ceased to be the CFO with effect from 25 April 2025.
- (6) Mr. Toh Kai En was appointed as Financial Controller ("FC") of the Company with effect from 25 April 2025.

There were no termination, retirement and post-employment benefits paid to any Directors or the top five (5) key management personnel (who are not Directors or the CEO) listed above in FY2025.

Provision 8.2 - Remuneration of employees who are substantial Shareholder or are immediate family members of a Director or the CEO or a substantial Shareholder

Ms. Soelistyo Dewi Soegiharto (a substantial Shareholder), who is the spouse of Mr. Tay Kiat Seng (Executive Director and CEO, and a substantial Shareholder), has continued her employment as the director of the Company's subsidiaries following her cessation as the Managing Director of the Company with effect from the conclusion of the Company's FY2024 AGM held on 25 April 2025. Following her aforesaid cessation, she received a total remuneration, comprising salary and bonus, in the range between S\$200,000 and S\$300,000 for FY2025.

Ms. Rachel Kwok Xiu Jian, who is the sister of Ms. Soelistyo Dewi Soegiharto (a substantial Shareholder) and the sister-in-law of Mr. Tay Kiat Seng (Executive Director and CEO, and a substantial Shareholder), has been employed as the Information Technology Manager of Memiontec Pte Ltd (a wholly-owned subsidiary of the Company) since March 2017. She received a total remuneration, comprising salary and bonus, in the range between S\$100,000 and S\$200,000 for FY2025.

CORPORATE GOVERNANCE REPORT

Save for the above, and that Mr. Tay Kiat Seng and Ms. Soelistyo Dewi Soegiharto are spouses and whose remuneration are disclosed in the above remuneration table for individual Directors and CEO, and the key management personnel (as the case may be), there is no other employee who is a substantial Shareholder or is an immediate family member of a Director, the CEO or a substantial Shareholder, and whose remuneration exceeded S\$100,000 for FY2025.

Provision 8.3 - Employee Share Scheme

The Company has adopted the PSP on 30 December 2019, and Executive and Non-Executive Directors as well as key management personnel are eligible to participate in the PSP in accordance with the rules of the PSP. The PSP is administered by the RC. For further information on the PSP, please refer to the section entitled "Memiontec Performance Share Plan" of the Offer Document and Principle 7 of the Code above under "Performance Share Plan".

During FY2025, no Awards had been granted to any Directors, controlling shareholders or associates of controlling shareholders, and no employee of the Group has received 5% or more of the total number of shares available under the PSP.

3. ACCOUNTABILITY AND AUDIT

Accountability and Audit

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.

Provision 9.1 - Risk Management and Internal Control Systems

In presenting the audited financial statements and half-year and full-year financial statements announcements to Shareholders, it is the aim of the Board to provide Shareholders with a balanced assessment of the Group's performance, position and prospects. Financial reports and other price-sensitive information are disseminated to Shareholders through announcements via SGXNet and releases via the press. The Management currently provides the Executive Directors and CEO with detailed management accounts of the Group's performance, position and prospects on a regular basis. Independent Non-Executive Directors are also briefed on significant matters where required and receive management reports at least on a half-yearly basis.

The Board reviews legislative and regulatory compliance reports from the Management to ensure that the Group complies with the relevant requirements.

In line with the Catalist Rules, the Board will provide a negative assurance statement in its half year financial statements announcements, confirming to the best of its knowledge that nothing had come to the attention of the Board which might render the financial statements false or misleading in any material aspect. All the Directors and key management personnel of the Group have also signed a letter of undertaking pursuant to Rule 720(1) of the Catalist Rules.

The Board acknowledges that it is responsible for establishing, maintaining and reviewing the effectiveness of the Company's overall internal control framework. The Board also recognises that an effective internal control system will not preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

CORPORATE GOVERNANCE REPORT

As the Group does not have a risk management committee, the AC assumes the responsibility of the risk management function. The AC has reviewed, with the assistance of the internal auditors and the external auditors, the adequacy and effectiveness of the Group's internal controls (including financial, operational, compliance (including any sanctions-related risk) and information technology controls) and risk management systems.

The Group has put in place risk management and internal control systems, including financial, operational, compliance (including any sanctions-related risk) and information technology controls, which also address risks arising from cybersecurity threats, data protection obligations and the use of artificial intelligence ("AI"), where relevant to the Group's operations. These are detailed in formal instructions, standard operating procedures and financial authority limits policies. The Board has determined the Group's levels of risk tolerance and risk policies, taking into consideration both existing and emerging risks, and oversees Management in the design, implementation and monitoring of the risk management and internal control systems. The Board also monitors the Group's risks through the AC, internal auditors and external auditors.

The Group has an Enterprise Risk Management Framework in place to manage its exposure to risks that are associated with the conduct of its business. The Board will continue its risk assessment, which is an on-going process, with a view to improve the Group's internal controls and risk management systems.

Provision 9.2 - Assurances to the Board

For FY2025, the Board has received assurance from:

- (a) the CEO and the FC that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (b) the CEO and other key management personnel who are responsible, regarding the adequacy and the effectiveness of the Group's risk management and internal control systems (including financial, operational, compliance (including any sanctions-related risk) and information technology controls).

Based on the work performed by the external auditors and the internal auditors, the review undertaken by the Management, the existing management internal controls in place and the assurances from the CEO and the FC, the Board, with the concurrence of the AC, is satisfied that the Group's internal controls (including financial, operational, compliance (including any sanctions-related risk) and information technology controls) and risk management systems were adequate and effective as at 31 December 2025.

The Board notes that the system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The Board also notes that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision making, human error, losses, fraud or other irregularities.

The Group does not have business operations or business activities in a jurisdiction which is subject to sanctions-related law or regulation, or, due to changes in sanctions law, becomes a sanctioned nation.

The Board and the AC will be (i) responsible for monitoring the Company's risk of becoming subject to, or violating any sanctions-related law; and (ii) ensuring timely and accurate disclosures to the SGX-ST and other relevant authorities.

CORPORATE GOVERNANCE REPORT

Audit Committee

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

Provisions 10.1 and 10.2 - AC Committee and its activities

As at the date of this report, the AC comprises the following three (3) Directors, two (2) of whom, including the AC Chairman, are independent:

Hor Siew Fu	Chairman	Independent Non-Executive Chairman
Ling Chung Yee	Member	Independent Non-Executive Director
Chua Siong Kiat	Member	Non-Independent Non-Executive Director

The AC met three (3) times in FY2025. During the year, the AC conducted activities in line with its terms of reference and its statutory duties prescribed under Section 201B(5) of the Companies Act 1967 of Singapore as set out hereunder.

Expertise of AC Members

The Board is of the opinion that all members of the AC (including the AC Chairman) possess the necessary accounting or related financial management qualifications, expertise and experience in discharging their duties. The AC was also briefed on the new accounting standards and other regulations that might impact the Group's consolidated financial statements by the external auditors at the AC meetings.

Roles, Responsibilities and Authorities of AC

The AC is established to assist the Board with discharging its responsibility of safeguarding the Group's assets, maintaining adequate accounting records, and developing and maintaining effective systems of risk management and internal controls.

The terms of reference of the AC sets out its duties and responsibilities. The principal responsibilities of the AC include, amongst others, the following:

- (a) review, with the internal and external auditors, the audit plans, scope of work, their evaluation of the Group's system of internal controls, audit reports, their management letters and the Management's response, and the results of audits compiled by the internal and external auditors, and review at regular intervals with the Management the implementation by the Group of the internal control recommendations made by the internal and external auditors;
- (b) review the periodic consolidated financial statements and any formal announcements relating to the Group's financial performance before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments arising from the audit, compliance with accounting standards, compliance with the Catalist Rules and any other statutory and regulatory requirements, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of Management, where necessary, before submission to the Board for approval;
- (c) assist the Board in risk governance and determine the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation;

CORPORATE GOVERNANCE REPORT

- (d) review and report to the Board, at least annually, the adequacy and effectiveness of the Group's internal control procedures (including financial, operational, compliance including sanctions-related risks and information technology controls) and risk management systems and have oversight of the internal control processes of the Group to mitigate and manage risk at acceptable levels determined by the Board;
- (e) review and discuss with the internal auditors and the external auditors, any issues and concerns arising from the internal audits and the external auditors, any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's financial performance or financial position and the Management's response;
- (f) review key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, to be immediately announced via SGXNet;
- (g) review and approve all hedging policies implemented by the Group (if any) and conduct periodic review of foreign exchange transactions and hedging policies and procedures;
- (h) review the co-operation given by the Management to the internal and external auditors, where applicable;
- (i) review the independence and objectivity of the internal and external auditors as well as consider the appointment or re-appointment of the internal and external auditors, including approving the remuneration and terms of engagement of the internal and external auditors;
- (j) review and approve any interested person transactions falling within the scope of Chapter 9 of the Catalist Rules and any related party transactions and review procedures thereof;
- (k) review potential conflicts of interests (if any) and set out a framework to resolve or mitigate any potential conflicts of interests;
- (l) review the procedures by which employees of the Group may, in confidence, report to the Independent Non-Executive Chairman, possible improprieties in matters of financial reporting or other matters and ensure that there are arrangements in place for independent investigation and follow-up actions thereto;
- (m) review transactions falling within the scope of Chapter 10 of the Catalist Rules, if any;
- (n) review and approve transfer pricing policies implemented by the Group and conduct periodic review of such transfer pricing policies;
- (o) oversee the execution and compliance with the terms and conditions of the Combination Agreements and its associated undertakings (including those from Mr. Tay Kiat Seng and Ms. Soelistyo Dewi Soegiharto);
- (p) review the measures and internal control procedures to safeguard the Group's interests pursuant to the Combination Agreements to ensure their relevance and adequacy;
- (q) monitor any changes in the relevant Indonesian laws and regulations in relation to the foreign ownership restrictions and the resultant implication(s) to the Group;
- (r) review the assurance from the CEO and the FC on the Group's financial records and financial statements;

CORPORATE GOVERNANCE REPORT

- (s) review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the financial performance;
- (t) review the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time;
- (u) review the whistle-blowing policy and procedures;
- (v) 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;
- (w) monitor the use of proceeds from share placements, if any;
- (x) monitor the adequacy of the current system of monitoring debtors' aging profile and ensure that such aspect will be included as part of the review scope for subsequent internal audits;
- (y) monitor the Company's risk of becoming subject to, or violating any sanction law and assess whether there is a need to obtain independent legal advice or appointment of a compliance advisor in relation to sanctions-related risks applicable to the Group;
- (z) ensure timely disclosures to the SGX-ST and other relevant authorities and continuous monitoring of the validity of information provided to Shareholders and the SGX-ST;
- (aa) assess the Group's internal controls to ensure the accuracy and reliability of the sustainability information disclosed and evaluate the metrics setting and environmental, social and governance disclosure for sustainability reporting; and
- (bb) undertake generally such other functions and duties as may be required by law, the Catalist Rules and/or the Code, and by such amendments made thereto from time to time.

The AC has the power to conduct or authorise investigations into any matter within the AC's scope of responsibility. The AC is authorised to obtain independent professional advice if it deems necessary in the discharge of its responsibilities. Such expenses are to be borne by the Company. The AC has full access to and co-operation from Management, has full discretion to invite any Director or key management personnel to attend its meetings and has been given reasonable resources to enable it to discharge its functions. No member of the AC or any Director is involved in the deliberations and voting on any resolutions in respect of matters he/she is interested in.

The role of the AC in relation to financial reporting is to monitor the integrity of the half year and full year financial statements and that of any formal announcements relating to the Group's financial performance. The AC has considered whether accounting standards are consistently applied across the Group and whether disclosures to the financial statements are clear and sufficient.

In the review of the financial statements for FY2025, the AC has reviewed the audit plans and the findings of the external auditors, which included reviews on the accounting and internal control system of the key operating subsidiaries. In addition, the AC has discussed with the Management and the external auditors on significant issues and assumptions that impact the financial statements. The most significant matters have also been included in the Independent Auditor's Report to the Shareholders under "Key Audit Matters", which include revenue recognition and consolidation of PT Memindo Pratama, and trade and other receivables, including contract assets. Following the review, the AC is satisfied that those matters have been properly dealt with and recommended the Board to approve the financial statements.

CORPORATE GOVERNANCE REPORT

Independence of External Auditors

The AC reviews the independence and objectivity of the external auditors, PKF-CAP LLP (“**PKF**”), through discussions with the external auditors, as well as an annual review of the volume and nature of non-audit services provided by the external auditors.

The fees paid or payable to the Group’s external auditors are as disclosed in the table below:

	2025	2024
	S\$’000	S\$’000
Audit fees paid or payable to:		
– Auditors of the Company	125	115
– Other auditors	54	37
Non-audit fees	–	–
	<u>179</u>	<u>152</u>

The AC confirms that there were no non-audit services provided by the external auditors for FY2025 and was satisfied with the independence and objectivity of the external auditors. Accordingly, the Company has complied with Rule 1204(6)(b) of the Catalist Rules.

After considering the audit quality indicators, including but not limited to, adequacy of resources and experience of PKF, the AC is satisfied and has recommended to the Board, and the Board has accepted, the nomination and re-appointment of PKF as the external auditors for the Company’s audit obligations for the financial year ending 31 December 2026, subject to Shareholders’ approval at the forthcoming AGM. PKF has also confirmed its independence and that it is registered with the Accounting and Corporate Regulatory Authority and approved under the Accountants Act 2004 of Singapore. The audit partner-in-charge assigned to the audit is a registered public accountant under the Accountants Act 2004 of Singapore.

For FY2025, the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the Group’s appointment of auditing firms.

Whistleblowing Policy

The Company has in place a whistleblowing policy (the “**Policy**”) which provides a framework to promote responsible and secured whistleblowing without fear of adverse consequences. The Policy sets out procedures for a whistleblower to make a report to the Company on misconduct or wrongdoing relating to the Company and its officers in confidence and in good faith, without fear of reprisal, discrimination or adverse consequences. Details of this Policy have been disseminated and made available to all employees of the Company, as well as uploaded onto the Company’s corporate website at <https://memiontec.com/investor-relations/corporate-governance/>.

Employees (full-time, part-time and contract employees) and third parties such as suppliers, customers, contractors and other stakeholders, may use the procedures set out in the Policy to report any concern or complaint regarding reportable incidents for whistleblowing. Report can be submitted through whistleblowing channel, a secure platform that allows individuals to report anonymously, ensuring a safe and transparent process, at memiontec@whblowing.com.

The AC is responsible for oversight and monitoring of whistleblowing. All matters, which are raised in good faith, are independently investigated and appropriate actions are taken. The Chairman of the Board and AC ensure that independent investigations and any appropriate follow-up actions are carried out.

CORPORATE GOVERNANCE REPORT

The Group will take all reasonable steps to protect the identity of the whistleblower so as to ensure that the identity of the whistleblower is kept confidential, subject to legal or regulatory requirements. All information disclosed during the course of investigation will remain confidential, except as necessary or appropriate to conduct the investigation and to take any remedial action, in accordance with any applicable laws and regulations. The Group prohibits discrimination, retaliation or harassment of any kind against a whistleblower who submits a complaint or report in good faith.

Provision 10.3 - Partners or Directors of the Company's Auditing Firm

The AC members were not former partners or directors of the Company's external auditors nor do they hold any financial interest in the external auditors.

Provision 10.4 - Internal Audit Function

The Company does not have an in-house internal audit function. For FY2025, the Company outsourced its internal audit function to a professional firm, NLA Risk Consulting Pte Ltd ("**NLA**"). The AC reviews and approves the appointment, termination, evaluation and remuneration of the internal audit function.

The internal auditors report primarily to the AC and administratively to the CEO and the FC on internal audit matters and the AC is empowered to review any of the accounting, auditing and financial practices of the Company and the Group. The internal auditors have unfettered access to all the Group's documents, records, properties and personnel, including unrestricted direct access to the AC.

The internal auditors have submitted their annual audit planning for approval by the AC and report their findings to the AC. The AC approves the annual internal audit plans, and reviews the scope and the results of the internal audit performed by the internal auditors. The AC had reviewed NLA's evaluation of the system of internal controls of the Group, and had evaluated the audit findings and the Management's responses to those findings, the effectiveness of material internal controls (including financial, operational, compliance (including any sanctions-related risk) and information technology controls) and overall risk management of the Group for FY2025.

On an annual basis, the AC reviews the independence, adequacy and effectiveness of the internal audit function. For FY2025, the AC is satisfied that the internal audit function is independent, adequately resourced, effective and has the appropriate standing within the Group. The AC is also of the view that the internal audit function is adequately staffed with persons with the relevant qualifications and experience and adheres to the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

Provision 10.5 - Meeting with external and internal auditors without presence of the Management

To create an environment for open discussion on audit matters, the AC will meet with the external auditors and internal auditors, without the presence of Management, at least once a year. These meetings enable the external auditors and internal auditors to raise issues encountered in the course of their work directly to the AC. During its meeting related to FY2025, no matters of concern over Management's interaction or responsiveness were reported. The AC last met with the external auditors and internal auditors without the presence of Management, in February 2026.

CORPORATE GOVERNANCE REPORT

4. 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.

Provision 11.1 - Providing opportunity for Shareholders to participate and vote at general meetings

The AGM is a forum for the Board to invite Shareholders to ask questions on the resolutions tabled at the AGM and to express their views. All the Directors will endeavour to attend the AGM and extraordinary general meetings ("**EGM**"), if any. During these meetings, Shareholders are able to engage the Board and the Management on the Group's business activities, financial performance and other business-related matters. Simultaneously, the Company is also able to gather views or input and address Shareholders' concerns at general meetings.

Shareholders are encouraged to attend the AGMs/EGMs to ensure a high level of accountability and to stay apprised of the Group's strategy and goals. They are provided with opportunities to ask questions at the AGM and the meeting minutes records the details of Shareholders' questions and answers. Notice of the AGM/EGM will be advertised in newspapers and/or announced on SGXNet.

The forthcoming AGM in respect of FY2025 will be convened and held physically at 20 Woodlands Link, #07-12/13, Singapore 738733. Please refer to the notice of AGM as set out in this Annual Report for more information on how Shareholders may participate in the forthcoming AGM in respect of FY2025.

Provision 11.2 - Separate resolutions at general meetings

Matters which require Shareholders' approval were presented and proposed as a separate resolution. The Company practices having separate resolutions at general meetings for each distinct issue. Each item of special business in the notice of general meeting is accompanied by an explanatory note, where appropriate. Where the resolutions are "bundled", the Company will explain the reasons and material implications in the notice of meeting. No such resolutions were tabled in FY2025. A proxy form is also sent with the notice of general meeting to all Shareholders.

Provision 11.3 - Attendance of Directors and auditors at general meetings

The Directors, including the Chairman of each of the Board Committee, are available at general meetings of the Company to address Shareholders' queries. The external auditors shall also be present at the AGM to assist the Directors in addressing any relevant queries by the Shareholders. The attendance of the Directors' attendance will be recorded.

All Directors at the material times were present at the AGM held on 25 April 2025 with respect to the FY2024 AGM, and the EGM held on 24 March 2025 with respect to the Company's renounceable non-underwritten rights cum warrants issue exercise ("**Rights cum Warrants Issue**").

Save for the FY2024 AGM and the EGM held on 24 March 2025, there were no other general meetings of the Company held during FY2025.

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Provision 11.4 - Absentia voting

For greater transparency, the Company will put all resolutions to vote by poll at general meetings and an announcement of the detailed results of the number of votes cast for and against each resolution and the respective percentages will be made on the same day.

Provision 11.4 of the Code provides that an issuer's Constitution should allow for absentia voting at general meetings of shareholders. The Company's Constitution currently does not, however, permit Shareholders to vote at general meetings in absentia (such as via mail, email or fax). The Company has not amended its Constitution to provide for absentia voting, as it could be costly to implement, bearing in mind that the Company would need to implement preventive measures to guard against errors, fraud and other irregularities. The Company is of the opinion that despite its deviation from Provision 11.4 of the Code, Shareholders nevertheless have opportunities to communicate their views on matters affecting the Company even when they are not in attendance at general meetings. For example, Shareholders may appoint proxies to attend, speak, and vote, on their behalf, at the respective general meetings. The Company's Constitution allows appointment of proxies for a Shareholder who is absent from a general meeting to exercise his vote in absence through his proxy or proxies. Accordingly, the Board is of the view that the Company complies with Principle 11 of the Code.

Provision 11.5 - Minutes of general meetings

The proceeding of each of the general meetings will be properly recorded by the Company Secretary, including substantial or relevant comments or queries from Shareholders relating to the agenda of the general meetings and responses from the Board and Management. These minutes will be subsequently reviewed and approved by the Board and made available to the Shareholders on the Company's corporate website at the appropriate time.

Minutes of the FY2024 AGM held on 25 April 2025 and the EGM held on 24 March 2025 had been published by the Company on its corporate website and on the SGXNet within one (1) month from the date of the respective general meetings.

Provision 11.6 - Dividend Policy

Provision 11.6 of the Code provides that an issuer should have a dividend policy and communicate it to Shareholders. The Company does not, however, have a stated policy of distributing a fixed percentage of earnings by way of dividend annually.

No dividend was declared or recommended for FY2025 due to the net loss recorded by the Company, and the Company has deemed it appropriate and prudent to conserve cash for working capital and future expansion plans.

Any future dividends that the Directors may recommend or declare in respect of any particular financial year or period will be subject to the factors outlined below as well as other factors deemed relevant by the Board:

- (a) the level of the Group's cash and retained earnings;
- (b) the Group's actual and projected financial performance;
- (c) the Group's projected levels of capital expenditure and other investment plans;
- (d) the Group's working capital requirements and general financing condition;
- (e) restrictions on payment of dividends imposed on the Company by the Group's financing arrangements or legal and contractual obligations (if any); and

CORPORATE GOVERNANCE REPORT

(f) the general economic and business conditions in countries in which the Group operates.

Shareholders have the opportunity to communicate their views on matters affecting the Company, including the dividend payout in any given year. Notwithstanding the absence of a stated dividend policy, Shareholders are able to express their views to the Company on matters relating to dividends, whether this is done at AGMs or otherwise, and due consideration is given to such feedback.

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.

Provision 12.1 - Avenues for communication between the Board and Shareholders

The Company believes in timely and accurate dissemination of information to its Shareholders. The Board makes every effort to comply with continuous disclosure obligations of the Company under the Catalist Rules and the Companies Act 1967 of Singapore. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly as soon as practicable. Communication to Shareholders is normally made through:

- (a) annual reports or circulars to Shareholders (which include notices of general meetings) are prepared and made available to all Shareholders within the mandatory period;
- (b) annual and half year financial statements announcements containing a summary of the financial information and affairs of the Group for the period;
- (c) notices and explanatory memoranda for general meetings;
- (d) disclosures to the SGX-ST via SGXNet; and
- (e) press releases.

Provisions 12.2 and 12.3 - Investor Relations

Outside of the financial announcement periods, when necessary and appropriate, the Directors will meet all stakeholders, Shareholders, analysts and media who wish to seek a better understanding of the Group's operations.

The Company does not make price-sensitive disclosure to a selected group. All announcements are released via the SGXNet. The Annual Report, together with the notice of AGM, is also accessible through the SGXNet. The notice of AGM is advertised in a local newspaper, when required, in accordance with the applicable laws and regulations.

To further enhance its communication with the investors, the Company's corporate website <https://www.memiontec.com> allows the public to have access to information on the Group. Alternatively, Shareholders may contact the Company's investor relations team at IRMR@memiontec.com.

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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.

Provisions 13.1 and 13.2 - Engage with its material stakeholder groups

The Company's stakeholders include employees, sub-contractors and suppliers, customers, government and regulators, communities, Shareholders and investors, banks and business partners. The Company engages these stakeholders through various channels to ensure that the business interests of the Group are balanced against the needs and interests of its stakeholders.

The Company maintains contacts with its customers, suppliers and subcontractors by attending business events and through direct site meetings. The site meetings take place as and when required and at least once annually.

The Company engages with its creditors as and when required by email, social media and the Company's corporate website.

Recognising that employees are key assets of the Company, the Company maintains close relationships with all employees via townhall, teambuilding events and etc.

The Sustainability Report for FY2025 can be found in the section entitled "Sustainability Report" of this Annual Report. The Company believes that it is well aware of its stakeholders' expectations in respect of sustainable issues and works hard to be seen as a responsible corporate citizen in respect of environmental, social and governance factors.

Provision 13.3 - Corporate website to communicate and engage with stakeholders

The Company maintains a corporate website to communicate and engage with stakeholders at <https://www.memiontec.com>, where information such as corporate information, the Group's business and services, project references and investors' information can be found.

5. INTERESTED PERSON TRANSACTIONS

The Company has adopted an internal policy in respect of any transaction with interested persons and has set out the procedures for review and approval of the Company's interested person transactions ("IPTs").

All IPTs are reported in a timely manner to the AC and are subject to the review of the AC when a potential conflict of interest arises. The IPTs are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. The Director(s) concerned does not participate in discussions and refrains from exercising any influence over other members of the Board.

The Group does not have a general mandate from Shareholders for IPTs pursuant to Rule 920 of the Catalist Rules. Notwithstanding this, the Group had entered into certain IPTs, details of which were duly disclosed in the Offer Document, in the section entitled "Interested Person Transactions – Present and On-going Interested Person Transactions".

CORPORATE GOVERNANCE REPORT

Save as disclosed below, there were no IPTs entered into between the Company or its subsidiary corporations and any of its interested persons exceeding S\$100,000 during FY2025:

Name of interested person(s)	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalist Rules)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalist Rules (excluding transactions less than S\$100,000)
Mr. Tay Kiat Seng - Provision of an aggregate of S\$2 million loans to the Company, which is unsecured, bears fixed interest rate of 12% per annum and with a loan tenure of one year	A Director and controlling shareholder of the Company	S\$240,000	-

6. MATERIAL CONTRACTS

Save as disclosed in the Offer Document (including the service agreements entered into between each of the Executive Directors and the Company) and the abovementioned loans with Mr. Tay Kiat Seng, there were no material contracts (including loans) entered into by the Company or any of its subsidiaries involving the interests of any Director, the CEO or controlling Shareholder which are either still subsisting as at the end of FY2025 or if not then subsisting, entered into since the end of FY2024.

7. DEALINGS IN SECURITIES

The Company has adopted an internal securities code of compliance to provide guidance to the Directors, officers and all employees of the Group with regard to dealing in the Company's securities pursuant to Rule 1204(19) of the Catalist Rules, in relation to the best practices on dealings in the securities, as follows:

- (a) the Company had devised and adopted its own internal compliance code to provide guidance to its Directors and officers with regards to dealings by the Company, its Directors and its officers in its securities, as well as to set out the implications on insider trading;
- (b) Directors and officers of the Company are discouraged from dealing in the Company's securities on short-term considerations; and

CORPORATE GOVERNANCE REPORT

- (c) the Company, the Directors and its officers are prohibited from dealing in the Company's securities (i) during the periods commencing one (1) month before the announcement of the Company's half year and full year financial statements, and ending on the date of the announcement of the relevant financial results; and (ii) if they are in possession of unpublished price-sensitive information of the Group. Half-yearly reminders will be sent to its Directors and employees on the restrictions in dealings in listed securities of the Company.

8. NON-SPONSORSHIP FEES

During FY2024, the Company's Sponsor, ZICO Capital Pte. Ltd. ("**ZICO Capital**") was appointed as the Manager of the Company's Rights cum Warrants Issue. Pursuant to the Rights cum Warrants Issue, an aggregate fee of S\$50,000 (excluding GST) was paid to ZICO Capital during FY2025, upon the completion of the Rights cum Warrants Issue.

Save as disclosed above, with reference to Rule 1204(21) of the Catalist Rules, no non-sponsor fees were paid to the Company's sponsor, ZICO Capital Pte. Ltd., for FY2025.

DIRECTORS' STATEMENT

The directors present their statement to the members together with the audited consolidated financial statements of Memiontec Holdings Ltd. (the "Company") and its subsidiary corporations (collectively, the "Group") and statement of financial position of the Company as at 31 December 2025, and statement of changes in equity of the Company for the financial year ended 31 December 2025.

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 114 to 193 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2025 and of the consolidated financial performance, changes in equity and cash flows of the Group and of the changes in equity of the Company for the financial year covered by the consolidated financial statements; 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.

Directors

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

Hor Siew Fu	(Independent Non-Executive Chairman)
Tay Kiat Seng	(Chief Executive Officer)
Ling Chung Yee	
Chua Siong Kiat	(Appointed on 26 April 2025)

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose 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, except for the share options mentioned in performance share plan of the directors' statement.

Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of directors		Holdings in which directors are deemed to have an interest	
	At 31.12.2025	At 1.1.2025	At 31.12.2025	At 1.1.2025
The Company				
(No. of ordinary shares)				
Tay Kiat Seng	494,461,480	296,676,888	132,282,770	79,369,662

By virtue of Section 7 of the Singapore Companies Act 1967, Mr. Tay Kiat Seng is deemed to have an interest in all the subsidiary corporations of the Company.

DIRECTORS' STATEMENT

Directors' interests in shares or debentures (continued)

The directors' interests in the shares of the Company as at 21 January 2026 were the same as at 31 December 2025.

Performance share plan

On 30 December 2019, the Company adopted the Memiontec Performance Share Plan (the "PSP") to primarily reward and retain employees whose services are vital to the growth and performance of the Company and/or the Group.

The PSP is administered by the Remuneration Committee of the Company, whose members include Mr Ling Chung Yee, Mr Hor Siew Fu and Mr Chua Siong Kiat (appointed on 26 April 2025). Executive and Non-Executive Directors as well as key management personnel are eligible to participate in the PSP in accordance with the rules of the PSP. The PSP shall continue to be in force at the discretion of the Committee, subject to a maximum period of ten years commencing from the adoption date. No minimum vesting periods are prescribed under PSP and the length of the vesting period in respect of each PSP shall be determined on a case-by-case basis.

On 6 May 2022, the Company granted awards of 1,000,000 ordinary shares in the capital of the Company ("2022 PSP Shares") under the Memiontec Performance Share Plan ("2022 Awards") to selected Directors, as well as executive officers and other employees of the Group. On 24 May 2022, pursuant to the rules of the Memiontec Performance Share Plan, following the completion of the Share Split, the number of 2022 PSP Shares which were the subject of the outstanding 2022 Awards was adjusted from 1,000,000 to 3,000,000. The 2022 Awards lapsed on 5 May 2023 and the Company subsequently granted awards of 3,000,000 ordinary shares in the capital of the Company ("2023 PSP Shares") on the same day under the Memiontec Performance Share Plan ("2023 Awards"). These 2023 Awards have lapsed on 5 May 2024 and no further awards were granted.

Audit committee

The Audit Committee ("AC") of the Company comprises two non-executive independent directors and one non-executive non-independent director. The members of the Audit Committee at the end of the financial year and the date of this statement are:

Hor Siew Fu	(AC Chairman)
Ling Chung Yee	
Chua Siong Kiat	(Appointed on 26 April 2025)

The AC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967, including the following:

- (a) Reviewed the audit plans and results of the internal auditor's examination and evaluation of the Group's systems of internal accounting controls;
- (b) Reviewed the Group's financial and operating results and accounting policies;
- (c) Reviewed the audit plans of the independent auditor;
- (d) Reviewed the statement of financial position and statement of changes in equity of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and independent auditor's report on those financial statements;

DIRECTORS' STATEMENT

Audit committee (continued)

- (e) Reviewed the half-yearly and annual announcements of the results and financial position of the Company and the Group;
- (f) Reviewed the co-operation and assistance given by management to the Group's independent auditor and internal auditors; and
- (g) Reviewed the re-appointment of the independent auditor of the Company.

The AC has full access to and has the co-operation of 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 independent auditor and internal auditors have unrestricted access to the AC.

Further details regarding the AC are disclosed in the Corporate Governance Report.

Independent auditor

The independent auditor, PKF-CAP LLP ("PKF"), has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

.....
Tay Kiat Seng
Director

.....
Hor Siew Fu
Director

15 April 2026

INDEPENDENT AUDITORS REPORT

to the Members of Memiontec Holdings Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Memiontec Holdings Ltd. (the “Company”) and its subsidiary corporations (the “Group”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2025, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and the notes to the financial statements, including material accounting policy information, as set out on pages 114 to 192.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the “Act”) and Singapore Financial Reporting Standards (International) (“SFRS(I)s”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the 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”), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to audits of the financial statements of public interest entities in Singapore. We have 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 financial year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

INDEPENDENT AUDITORS REPORT

to the Members of Memiontec Holdings Ltd.

Key Audit Matters (continued)

Revenue from total solutions with engineering, procurement and construction (“TSEPC”) projects

Refer to Notes 4.14, 5(a) and 26 to the financial statements

Area of focus

During the financial year ended 31 December 2025, revenue from TSEPC projects amounted to approximately \$21.7 million (2024: \$49.6 million), which represented 84% (2024: 94%) of the Group’s revenue.

The Group recognises revenue from TSEPC projects over time by applying cost-to-cost method, i. e. based on the proportion of actual contract costs incurred for work performed to-date relative to the estimated total contract costs (“input method”) to measure the Group’s progress towards complete satisfaction of a performance obligation over the period of the projects in accordance with SFRS(I) 15 *Revenue from Contracts with Customers*.

Revenue from TSEPC projects is identified as one of the key audit matters due to the involvement of significant judgement by management in estimating the total contract costs, the key component in determining the progress of completion of each project which are subject to uncertainty and subjectivity. Additionally, revenue from TSEPC projects is the most significant financial item in the Group’s financial statements and a key performance indicator of the Group, hence, inappropriate judgement and/or estimates used could result in a significant impact to the Group’s financial statements.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures have been performed:

- Reviewed the appropriateness of the Group’s revenue recognition policy and reviewed samples of major contracts to assess the compliance with relevant requirements of SFRS(I) 15 *Revenue from Contracts with Customers*;
- In relation to the contract costs, we
 - performed substantive tests of details and cut-off procedures, on sampling basis, and verified that actual costs incurred were recorded appropriately and in the correct accounting period;
 - assessed the reasonableness of the total contract costs estimated by management, and on a sampling basis, agreed the estimates to supporting documents; and
 - performed review on completed projects, on sampling basis, by comparing total actual contract costs incurred at completion against the total budgeted contract costs to assess the reasonableness of the estimates used by the management.
- In relation to revenue recognised during the financial year, we
 - agreed the contract sum or any variation orders to the signed contracts;
 - re-computed the percentage of completion of each project based on input method to assess the reasonableness of management’s computation for revenue recognition; and
 - re-computed the revenue recognised, on sampling basis, by multiplying the contract sum (and variation order, if any) with the percentage of completion for each project.

INDEPENDENT AUDITORS REPORT

to the Members of Memiontec Holdings Ltd.

Key Audit Matters (continued)

Revenue from total solutions with engineering, procurement and construction (“TSEPC”) projects (continued)

Refer to Notes 4.14, 5(a) and 26 to the financial statements

How our audit addressed the area of focus (continued)

- Discussed with management on any potential project delays and assessed for cost overruns which cannot be recovered from customers;
- Compared the total contract revenue to actual costs incurred plus estimated costs to complete and assessed for onerous contracts; and
- Assessed the appropriateness and adequacy of the disclosure made in the consolidated financial statements.

Consolidation of the financial statements of PT Memindo Pratama (“PTMP”)

Refer to Notes 5 and 14(h) to the financial statements

Area of focus

As disclosed in Note 14(h) to the financial statements, the Group consolidates PTMP as a subsidiary corporation even though the Group has no equity ownership interests in PTMP.

Since 2019, management had assessed that the Group has established control over PTMP on the basis that the Group has:

- (i) the power to direct the relevant activities of PTMP by appointment of key management personnel of PTMP; and
- (ii) has rights to variable returns from its involvement with PTMP through a loan extended to PTMP together with loan securities documents (collectively, “Combination Agreements”) and undertaking agreements (“Undertaking Agreements”).

In addition, management had obtained legal opinions from Nurjadin Sumono Mulyadi Partners (“NSMP”) and Soewito Suhardiman Eddymurthy Kardono to support its control over PTMP. Management was of the view, considering these legal opinions and subject to the assumptions and qualifications set out therein, that the corporate structure of the Group complied with the prevailing Indonesian laws and regulations and that the Combination Agreements and Undertaking Agreements were legal and enforceable under the prevailing Indonesian laws and regulations (“Relevant Laws”) in 2019.

In 2021, there are changes to the Indonesian laws and regulations arising from the *Act Number 11 of 2020 on Job Creation*, which is also known as the *Omnibus Law*. Despite these changes, management has reassessed that the control over PTMP remains unchanged and it is confirmed by a legal opinion obtained from NSMP in 2021. The legal opinion concluded that the existing corporate structure and the arrangement under the Combination Agreements and Undertaking Agreements remain legal and enforceable under the *Omnibus Law*. Accordingly, management concluded that there is no change to the control assessment over PTMP.

In 2024 and 2025, the management conducted an internal legal review and sought opinion from an Indonesian external legal counsel, Akhmad Yuhdi, S.H. M.H., & Partners, who confirmed that there have been no alterations to the Indonesian laws and regulations in the current financial year. Based on these assessments, management has concluded that there have been no changes to the relevant laws and regulation, and as a result, there has been no impact to the Group’s control over PTMP in current financial year.

INDEPENDENT AUDITORS REPORT

to the Members of Memiontec Holdings Ltd.

Key Audit Matters (continued)

Consolidation of the financial statements of PT Memindo Pratama ("PTMP") (continued)

Refer to Notes 5 and 14(h) to the financial statements

Consolidation of financials of PTMP is identified as one of the key audit matters as establishing control over PTMP involved significant judgements from management and any change in management's assessment of control will result in significant impact to the Group.

How our audit addressed the area of focus

In obtaining sufficient audit evidence, the following procedures have been performed:

- Assessed and evaluated management's judgement and related accounting treatment on the control over PTMP;
- Reviewed the relevant supporting documents (i.e., Combination Agreements and Undertaking Agreements) that demonstrate the Group's control over PTMP;
- Obtained and reviewed the recent legal opinion from Akhmad Yuhdi, S.H. M.H., & Partners;
- Evaluated Akhmad Yuhdi, S.H. M.H., & Partners' independence, objectivity and competency; and
- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

Trade and other receivables, including contract assets

Refer to Notes 5(b), 9 and 10 to the financial statements

Area of focus

The trade and other receivables, including contract assets of the Group as at 31 December 2025 amounted to approximately \$25.1 million (2024: \$33.5 million). Management has performed an impairment review based on the expected credit loss ("ECL") model and based on the review, the impairment required on trade receivables and contract assets are disclosed in Note 5(b).

We identified this as a key audit matter as the assessment of the determination of ECL requires management to exercise significant judgement and estimation. In determining the credit quality and whether any significant increase in credit risk occurs, the standard requires both forward-looking and historical information to be considered.

How our audit addressed the area of focus

We performed an evaluation of the Group's policies and procedures in assessing impairment of financial assets.

- For accounts receivable and contract assets assessed individually, we reviewed, on a sample basis, documents for supporting management's assessment of the respective financial position and creditworthiness of the customers, historical payment and settlement records, and forecasted future economic conditions, in order to assess the reasonableness of expected credit loss allowance provided by management;

INDEPENDENT AUDITORS REPORT

to the Members of Memiontec Holdings Ltd.

Key Audit Matters (continued)

Trade and other receivables, including contract assets (continued)

Refer to Notes 5(b), 9 and 10 to the financial statements

How our audit addressed the area of focus (continued)

- For accounts receivable and contract assets assessed collectively by making reference to the credit risk characteristics, we assessed the reasonableness of the grouping, and the respective expected credit losses provision made by management by reviewing, on a sample basis, documents and information, such as historical credit losses incurred, historical payment and receipt subsequent to year end of accounts receivable and contract assets, current conditions and forward looking factors;
- We also evaluated the adequacy of disclosure in the financial statements.

Emphasis of Matter

We draw attention to Note 36 to the financial statements which describes the joint investigations by the Commercial Affairs Department (CAD) and Monetary Authority of Singapore (MAS). Our opinion is not modified in respect of this matter.

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.

INDEPENDENT AUDITORS REPORT

to the Members of Memiontec Holdings Ltd.

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 purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

INDEPENDENT AUDITORS REPORT

to the Members of Memiontec Holdings Ltd.

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

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

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the 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 Eng Kian.

**PKF-CAP LLP ("PKF")
Public Accountants and
Chartered Accountants**

Singapore

15 April 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2025

	Note	2025 \$'000	2024 \$'000
Revenue	26	25,948	52,914
Cost of sales		(27,623)	(54,274)
Gross loss		(1,675)	(1,360)
Other income	27	265	475
General and administrative expenses		(5,043)	(5,018)
Share of loss of a joint venture		(620)	(384)
Finance costs	28	(1,070)	(243)
Other operating expenses	29	(595)	(457)
Loss before income tax		(8,738)	(6,987)
Income tax expense	30	(544)	(401)
Net loss for the financial year		(9,282)	(7,388)
Other comprehensive (loss)/income			
<i>Item that will not be reclassified subsequently to profit or loss:</i>			
Remeasurement of defined benefit obligations		(23)	(48)
Fair value gain on financial asset, at fair value through other comprehensive income ("FVOCI")		-	1,095
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange losses on translation of foreign operations		(1,468)	(143)
Other comprehensive (loss)/income for the financial year, net of tax		(1,491)	904
Total comprehensive loss for the financial year		(10,773)	(6,484)
Net loss for the financial year attributable to:			
Owners of the Company		(9,473)	(7,390)
Non-controlling interests		191	2
		(9,282)	(7,388)
Total comprehensive loss for the financial year attributable to:			
Owners of the Company		(10,964)	(6,486)
Non-controlling interests		191	2
		(10,773)	(6,484)
Loss per share attributable to owners of the Company			
Basic and diluted (cents)	32	(0.83)	(0.65)

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

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2025

	Note	Group		Company	
		2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
ASSETS					
Current assets					
Cash and bank balances	8	6,305	9,055	55	363
Trade and other receivables	9	6,459	6,755	7,334	9,960
Contract assets	10	18,630	26,794	-	-
Inventories	11	31	139	-	-
Total current assets		31,425	42,743	7,389	10,323
Non-current assets					
Property, plant and equipment	12	1,022	1,299	-	-
Right-of-use assets	13	230	502	-	-
Investment in subsidiary corporations	14	-	-	1,845	4,593
Investment in joint ventures	15	1,802	2,688	-	-
Financial asset, at FVOCI	17	2,113	2,070	-	-
Deferred tax assets	22	117	121	-	-
Total non-current assets		5,284	6,680	1,845	4,593
Total assets		36,709	49,423	9,234	14,916
LIABILITIES					
Current liabilities					
Trade and other payables	18	14,843	16,379	3,371	2,604
Contract liabilities	10	1,196	1,972	-	-
Lease liabilities	19	258	379	-	-
Borrowings	20	9,360	15,574	3,020	3,022
Income tax payable		434	227	-	5
Total current liabilities		26,091	34,531	6,391	5,631
Non-current liabilities					
Lease liabilities	19	180	378	-	-
Borrowings	20	2,678	-	-	-
Retirement benefit obligations	21	589	524	-	-
Total non-current liabilities		3,447	902	-	-
Total liabilities		29,538	35,433	6,391	5,631
NET ASSETS		7,171	13,990	2,843	9,285
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	23	16,026	12,092	16,026	12,092
Translation reserve	24	(3,187)	(1,719)	-	-
Other reserves	25	181	181	-	-
(Accumulated loss)/Retained earnings		(6,229)	3,267	(13,183)	(2,807)
Equity attributable to owners of the Company		6,791	13,821	2,843	9,285
Non-controlling interests		380	169	-	-
Total equity		7,171	13,990	2,843	9,285

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

Group	Share capital \$'000 (Note 23)	Translation reserve \$'000 (Note 24)	Other reserves \$'000 (Note 25)	(Accumulated loss)/Retained earnings \$'000	Equity attributable to owners of the Company \$'000	Non-controlling interests \$'000	Total \$'000
2025							
Beginning of financial year	12,092	(1,719)	181	3,267	13,821	169	13,990
Issuance of new shares pursuant to Rights cum Warrants Issue, net of transaction costs	3,934	-	-	-	3,934	-	3,934
<i>Total comprehensive loss for the financial year:</i>							
- (Loss)/Profit for the financial year	-	-	-	(9,473)	(9,473)	191	(9,282)
- Other comprehensive loss for the financial year	-	(1,468)	-	(23)	(1,491)	-	(1,491)
Total	-	(1,468)	-	(9,496)	(10,964)	191	(10,773)
<i>Transactions with owners, recognised directly in equity:</i>							
- Capital contribution in a subsidiary from other party	-	-	-	-	-	20	20
Total	-	-	-	-	-	20	20
End of financial year	16,026	(3,187)	181	(6,229)	6,791	380	7,171
2024							
Beginning of financial year	12,092	(1,576)	(914)	12,000	21,602	60	21,662
<i>Total comprehensive loss for the financial year:</i>							
- (Loss)/Profit for the financial year	-	-	-	(7,390)	(7,390)	2	(7,388)
- Other comprehensive income for the financial year	-	(143)	1,095	(48)	904	-	904
Total	-	(143)	1,095	(7,438)	(6,486)	2	(6,484)
<i>Transactions with owners, recognised directly in equity:</i>							
- Dividends (Note 33)	-	-	-	(1,295)	(1,295)	-	(1,295)
- Capital contribution in a subsidiary from other party	-	-	-	-	-	107	107
Total	-	-	-	(1,295)	(1,295)	107	(1,188)
End of financial year	12,092	(1,719)	181	3,267	13,821	169	13,990

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2025

Company	Share capital \$'000	Retained earnings/ (Accumulated loss) \$'000	Total \$'000
2025			
Beginning of financial year	12,092	(2,807)	9,285
Issuance of new shares pursuant to Rights cum Warrants Issue, net of transaction costs	3,934	-	3,934
Loss for the financial year, representing total comprehensive loss for the financial year	-	(10,376)	(10,376)
End of financial year	16,026	(13,183)	2,843
2024			
Beginning of financial year	12,092	33	12,125
Loss for the financial year, representing total comprehensive loss for the financial year	-	(1,545)	(1,545)
<i>Transactions with owners, recognised directly in equity:</i>			
- Dividends (Note 33)	-	(1,295)	(1,295)
End of financial year	12,092	(2,807)	9,285

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2025

	Note	Group	
		2025 \$'000	2024 \$'000
Cash flows from operating activities			
Loss before income tax		(8,738)	(6,987)
Adjustments for:			
- Depreciation of property, plant and equipment	12	202	200
- Depreciation of right-of-use assets	13	211	231
- Defined benefit obligation costs	21	87	73
- Share of loss of a joint venture		620	384
- Loss on disposal of property, plant and equipment	12	-	17
- (Gain)/Loss on disposal of right-of-use assets	13	(44)	3
- (Reversal for)/Provision for unutilised leave		(22)	24
- Provision for onerous contracts		301	210
- Provision for warranty		728	-
- Impairment loss on trade receivables	9	233	39
- Impairment loss on contract asset	10	-	66
- Interest expense	28	1,070	243
- Interest income	27	(91)	(190)
- Unrealised currency translation loss		59	152
		(5,384)	(5,535)
<u>Changes in working capital:</u>			
Trade and other receivables		43	(795)
Contract assets		7,652	338
Inventories		108	2,426
Trade and other payables		(3,069)	(6,208)
Contract liabilities		(776)	405
Cash used in operations		(1,426)	(9,369)
Income tax paid		(329)	(595)
Net cash used in operating activities		(1,755)	(9,964)
Cash flows from investing activities			
Equity injection into financial asset, at FVOCI	17	(68)	-
Purchase of property, plant and equipment	12	(11)	(44)
Proceeds from disposal of right-of-use assets		54	-
Capital contribution in a subsidiary from other party		20	107
Interest received		91	190
Net cash generated from investing activities		86	253
Cash flows from financing activities			
Net proceeds from Rights cum Warrants Issue		2,154	-
Loan to a joint venture	9	-	(207)
Loan received from a director	18	2,000	2,000
(Repayment)/Advances received from a director	18	(120)	120
Interest paid		(791)	(230)
Dividends paid		-	(1,295)
Repayments of borrowings		(15,527)	(25,449)
Repayments of lease liabilities		(241)	(171)
Proceeds from borrowings		11,987	30,093
Placement of fixed deposits pledged		(1,099)	533
Net cash (used in)/generated from financing activities		(1,637)	5,394
Net decrease in cash and cash equivalents		(3,306)	(4,317)
Cash and cash equivalents at beginning of the financial year		7,403	11,766
Effect of exchange rate changes on the balance of cash held in foreign currencies		(391)	(46)
Cash and cash equivalents at end of the financial year	8	3,706	7,403

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2025

Reconciliation of liabilities arising from financing activities

	Beginning of financial year \$'000	Net of proceeds from/ (repayment of) principal and interests \$'000	Non-cash changes				End of financial year \$'000
			Interest expenses \$'000	Reversal \$'000	Adjustments \$'000	Exchange differences \$'000	
2025							
Lease liabilities (Note 19)	757	(276)	35	(36)	(18)	(24)	438
Borrowings (Note 20)	15,574	(4,296)	785	-	(25)	-	12,038
Loan from a director (Note 18)	2,000	2,000	250	(1,780)*	60	-	2,530
Advances from a director (Note 18)	120	(120)	-	-	-	-	-
	<u>18,451</u>	<u>(2,692)</u>	<u>1,070</u>	<u>(1,816)</u>	<u>17</u>	<u>(24)</u>	<u>15,006</u>
2024							
Lease liabilities (Note 19)	336	(188)	25	586	-	(2)	757
Borrowings (Note 20)	10,908	4,431	216	19	-	-	15,574
Loan from a director (Note 18)	-	2,000	-	-	-	-	2,000
Advances from a director (Note 18)	-	120	-	-	-	-	120
	<u>11,244</u>	<u>6,363</u>	<u>241</u>	<u>605</u>	<u>-</u>	<u>(2)</u>	<u>18,451</u>

* During the financial year, part of the Group's loan from a director amounting to approximately \$1,780,000 was settled through the issuance of ordinary shares under the Rights cum Warrants Issue. This transaction did not involve cash inflows or outflows and is therefore excluded from the statement of cash flows. It is reflected as a decrease in "Loan from a director" and a corresponding increase in share capital and share premium in the statement of changes in equity.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

1. General information

The Company is incorporated and domiciled in Singapore with its principal place of business and registered office at 20 Woodlands Link, #04-30/31, Singapore 738733. The consolidated financial statements are expressed in Singapore Dollar (“\$”), which is also the functional currency of the Company. All financial information presented in \$ have been rounded to the nearest thousand, unless otherwise stated.

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiary corporations, joint venture and joint operations are disclosed in Notes 14, 15 and 16 respectively to the financial statements.

These financial statements for the financial year ended 31 December 2025 were authorised for issue in accordance with a resolution of the Board of Directors on 15 April 2026.

2. Basis of preparation of the financial statements

The Group incurred net operating cash outflows of \$1,755,000 (2024: \$9,964,000) for the financial year ended 31 December 2025 and as at that date, the Group’s and Company’s net current assets were \$5,334,000 (2024: \$8,212,000) and \$998,000 (2024: \$4,692,000) respectively.

In preparing these financial statements, the Board and the Management have assessed the Group’s ability to continue as a going concern, taking into account the Group’s financial position as at 31 December 2025 and its cash flow forecasts for at least the next 12 months from the date of approval of these financial statements.

In making this assessment, the Board and the Management have considered the following factors:

- The Group’s losses in the current and previous financial year were primarily attributable to its major Singapore projects, which experienced prolonged construction periods. These projects have been substantially completed as at the reporting date. The Group has submitted variation orders and claims relating to these projects, which are currently under review by customers. These claims have not been recognised in the financial statements as they remain subject to customer approval and certification. While these have not yet been approved, the Management expects a portion of these claims to be certified and collected in due course, which would contribute positively to the Group’s cash flow position upon certification and collection.
- The Group expects contracts secured to-date and potential new contracts to be secured to generate sufficient cashflows to support its operating expenses in the next 12 months from the date of approval of these financial statements.
- The Group has completed a rights issue exercise during the financial year, which has provided additional working capital to support its operations. The Group is also evaluating potential fundraising initiatives, including equity financing options such as private placements or other capital-raising exercises, to further support its expansion and enhance its financial flexibility.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

2. Basis of preparation of the financial statements (Continued)

- The Group maintains ongoing engagement with financial institutions to optimise its financing structure and support its operational and expansion requirements, including exploring opportunities for additional credit facilities and financing programmes to support its liquidity position.
- The Group has implemented and will continue to implement cost optimisation measures to improve operating cash flows. In addition, the Group is pursuing regional expansion initiatives, including in Indonesia and South-East Asia (SEA), and continues to diversify into higher-margin business opportunities, which are expected to support the Group's profitability and strengthen its operating cash flows over time.
- Management has prepared cash flow forecasts for the next 12 months and concluded that there will be sufficient cash flows and resources to allow the Group and the Company to continue operations and meet their obligations as they fall due.
- The Group's controlling shareholder demonstrated support for the Group, including through the provision of shareholder loans where required, to support its working capital requirements.

3. Adoption of new standards and revised standards

On 1 January 2025, the Group and the Company have adopted all the new and revised Singapore Financial Reporting Standards (International) ("SFRS(I)s") and Interpretations of SFRS(I) ("INT SFRS(I)") that are relevant to its operations. The adoption of these new/revised SFRS(I)s and INT SFRS(I) does not result in changes to the accounting policies of the Group and the Company and has no material effect on the amounts reported for the current or prior financial years.

New and amendments to SFRS(I)s in issue but not yet effective

At the date of authorisation of these financial statements, the Group and the Company have not early adopted the following new and revised SFRS(I) that have been issued but are not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 9 and SFRS(I) 7: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to SFRS(I) 9 and SFRS(I) 7: Contracts Referencing Nature-dependent Electricity	1 January 2026
Annual Improvements to SFRS(I)s - Volume 11	1 January 2026
Presentation and Disclosure in Financial Statements	1 January 2027
Subsidiaries without public accountability: Disclosures	1 January 2027
Amendments to SFRS(I) 19: Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to SFRS(I) 10 and SFRS(I) 1-28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

3. Adoption of new standards and revised standards (Continued)

The directors anticipate that the adoption of the above SFRS(I)s, SFRS(I) INTs and amendments to SFRS(I) in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption except for the following:

SFRS(I)18 Presentation and Disclosure in Financial Statements

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

SFRS(I) 18 introduces new requirements to:

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

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

4 Material accounting policy information

4.1 Basis of accounting

These financial statements have been prepared in accordance with the historical cost basis, except as disclosed in the accounting policies below, and are drawn up in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)s").

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of SFRS(I) 2 *Share-based Payment*, leasing transactions that are within the scope of SFRS(I) 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in SFRS(I) 1-2 *Inventories* or value in use in SFRS(I) 1-36 *Impairment of Assets*.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.1 Basis of accounting (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- (b) Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (c) Level 3 inputs are unobservable inputs for the asset or liability.

4.2 Basis of consolidation

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

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

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

4.3 Business combinations

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.3 Business combinations (Continued)

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

When necessary, adjustments are made to the financial statements of subsidiary corporations to bring their accounting policies in line with the Group's accounting policies.

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

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

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

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

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

In the Company's separate financial statements, investment in subsidiary corporations and joint ventures are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.3 Business combinations (Continued)

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

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.3 Business combinations (Continued)

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

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

4.4 Financial instruments

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

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

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.4 Financial instruments (Continued)

Classification of financial assets (Continued)

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the group may irrevocably designate a debt investment that meets the amortised cost or FVOCI criteria as measured at FVPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.4 Financial instruments (Continued)

Amortised cost and effective interest method (Continued)

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the 'Other income – interest income' line item.

Equity instruments designated as at FVOCI

On initial recognition, the group may make an irrevocable election (on an instrument-by-instrument basis) to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which SFRS(I) 3 applies.

Investments in equity instruments at FVOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with SFRS(I) 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the 'Other Income' line item in profit or loss.

The group designated all investments in equity instruments that are not held for trading as at FVOCI on initial recognition (Note 17).

A financial asset is held for trading if either:

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.4 Financial instruments (Continued)

Financial assets at FVPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVOCI are measured at FVPL. Specifically:

- Investments in equity instruments are classified as at FVPL, unless the group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVOCI criteria are classified as at FVPL. In addition, debt instruments that meet either the amortised cost criteria or the FVOCI criteria may be designated as at FVPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The group has not designated any debt instruments as at FVPL.

Financial assets at FVPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship (see hedge accounting policy). The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the 'Other gains and losses' line item.

Foreign exchange gains and losses

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

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss; and
- for equity instruments measured at FVOCI, exchange differences are recognised in other comprehensive income.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on trade and other receivables and contract assets. The amount of expected credit losses is reviewed at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.4 Financial instruments (Continued)

Impairment of financial assets (Continued)

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

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

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomics factors affecting the ability of the customers to settle the receivables.

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

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if (i) the financial instrument has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.4 Financial instruments (Continued)

Definition of default

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

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- a breach of contract, such as a default or past due event;
- significant financial difficulty of the issuer or the borrower; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Write-off policy

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

Measurement and recognition of expected credit losses

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.4 Financial instruments (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

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

4.5 Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Other financial liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, with interest expense recognised on an effective yield basis.

Interest-bearing bank borrowings are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Interest expense calculated using the effective interest method is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs in Note 4.15 to the financial statements.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.5 Financial liabilities and equity (Continued)

Supplier finance arrangements

The Group classifies financial liabilities that arise from supplier finance arrangement within borrowings in the statement of financial position if they have a similar nature and function to borrowings. This is the case if the supplier finance arrangement is part of the working capital used in the Group's normal operating cycle, the level of security provided is similar to borrowings and the terms of the liabilities that are part of the supply chain finance arrangement are not substantially different from the terms of borrowings that are not part of the arrangement. Cash flows related to liabilities arising from supplier finance arrangements that are classified in borrowings in the consolidated statement of financial position are included in operating activities in the consolidated statement of cash flows.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expired.

4.6 Offsetting arrangements

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when the Group has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

4.7 Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

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

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments).

The lease liability is presented as a separate line in the statements of financial position.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.7 Leases (Continued)

The Group as lessee (Continued)

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

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

The Group did not make any such adjustments during the periods presented.

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

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

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

The depreciation starts at the commencement date of the lease.

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

The Group applies SFRS(I) 1-36 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 4.10 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in first-out method and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represent the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

When necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of Inventories to the lower of cost and net realisable value.

4.9 Property, plant and equipment

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

Depreciation is charged so as to write off the cost of assets, other than construction-in-progress, over their estimated useful lives, using the straight-line method, on the following bases:

	Number of years
Leasehold property	Over terms of lease of 30 years
Water treatment facility	25
Renovation	3 – 10
Machinery and equipment	3 – 5
Office equipment, furniture and fittings	3 – 5
Motor vehicles	4 – 10
Computers	5

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.

Fully depreciated assets still in use are retained in the consolidated financial statements.

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

4.10 Impairment of tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.10 Impairment of tangible assets (Continued)

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of comprehensive income to the extent that eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

4.11 Joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint venture are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, is classified as held for sale, in which case it is accounted for in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.11 Joint venture (Continued)

The requirements of SFRS(I) 1-36 *Impairment of Assets* are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with SFRS(I) 1-36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with SFRS(I) 1-36 *Impairment of Assets* to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture. When the Group retains an interest in the former joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with SFRS(I) 9 *Financial Instruments*. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the joint venture is disposed off.

The Group continues to use the equity method when an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

4.12 Interests in a joint operation

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.12 Interests in a joint operation (Continued)

When a Group entity undertakes its activities under a joint operation, the Group as a joint operator recognises in relation to its interest in a joint operation:

- Its assets, including its share of any assets held jointly;
- Its liabilities, including its share of any liabilities incurred jointly;
- Its revenue from the sale of its share of the output arising from the joint operation;
- Its share of the revenue from the sale of the output by the joint operation; and
- Its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the SFRS(I)s applicable to the particular assets, liabilities, revenues and expenses.

When a Group entity transacts with a joint operation in which a Group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a Group entity transacts with a joint operation in which a Group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

4.13 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.14 Revenue

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer;
- Step 2: Identify the performance obligations in the contract;
- Step 3: Determine the transaction price;
- Step 4: Allocate the transaction price to the performance obligations in the contract; and
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under SFRS(I) 15 *Revenue from Contracts with Customers*, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the entity’s performance as the entity performs; or
- the entity’s performance creates and enhances an asset that the customer controls as the Company performs; or
- the entity’s performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point-in-time when the customer obtains control of the distinct good or service.

The Group recognises revenue from the following major sources:

- Revenue from total solutions with engineering, procurement and construction (“TSEPC”) projects
- Revenue from Operation, maintenance and service of water and wastewater treatment plants (“OMS”)
- Sales and distribution of water treatment systems and trading (“SDS & Trading”)
- Sales of water (“SOW”)

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.14 Revenue (Continued)

Revenue from TSEPC projects

The Group provides total solutions with engineering, procurement and construction services in the fields of water and wastewater treatment management under contracts with customers. Such contracts are entered into before the services begin. Under the terms of the contracts, the Group is contractually required to perform the services at the customers' specified sites that the Group's performance creates or enhances an asset that the customer controls as the Group performs. Revenue from provision of such services is therefore recognised over time using input method, i.e. based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs ("input method") to measure the Group's progress towards complete satisfaction of a performance obligation and recognise revenue over time in accordance with SFRS(I) 15 *Revenue from Contracts with Customers*. Management of the Group considers that input method would faithfully depict the Group's performance towards complete satisfaction of these performance obligation under SFRS(I) 15 *Revenue from Contracts with Customers*.

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not unconditional. It is assessed for impairment in accordance with SFRS(I) 9 *Financial Instruments*. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

OMS

Revenue from OMS services is recognised as performance obligation satisfied over time in the accounting period when the services are rendered.

SDS & Trading

Revenue from SDS & Trading is recognised at the point in time when the control of the goods is transferred to the customers.

SOW

Revenue from sales of potable water is recognised at the point in time based on volume delivered to the customers based on meter readings.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.14 Revenue (Continued)

Construction revenue from service concession arrangements

Construction revenue relates to a service concession arrangement entered by a joint venture with a Indonesian state-owned enterprise to construct and operate a water treatment plant, accounted for under SFRS(I) INT 12 *Service Concession Arrangements*. Construction revenue is recognised over time using the cost-based input method.

Finance income from service concession arrangements

Financial income from service concession arrangement is recognised when it is probable that the economic benefits will flow to the joint venture and the amount of income can be measured reliably. Financial income is accrued on a time basis, by reference to the principal outstanding and at the applicable effective interest rate, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4.15 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4.16 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

4.17 Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the service entitling them to the contributions. Payments made to state-managed retirement benefit plants are accounted for as payment to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.17 Retirement benefit costs (Continued)

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out as at each reporting date. Remeasurement, comprising actuarial gains and losses, is reflected immediately in the consolidated statement of financial position with a charge or credit in other comprehensive income in the period in which they occur. Remeasurements recognised in other comprehensive income are not reclassified. Past service cost is recognised in profit or loss when the plan amendment or curtailment occurs, or when the Group recognises related restructuring costs or termination benefits, if earlier. Gain or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are split into three categorised:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement.

The Group presents the first two components of defined benefit costs in profit or loss in the line item "general and administrative expenses". Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plan.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

4.18 Employee leave entitlement

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

4.19 Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Group operates by the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.19 Income tax (Continued)

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interest in a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax laws and rate that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4.20 Foreign currency transactions and translation

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.20 Foreign currency transactions and translation (Continued)

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

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

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

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rate prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the date of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in a foreign exchange translation reserve in respect of that operation attributable to the owners of the company are reclassified to profit or loss

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

4.21 Cash and cash equivalents in the consolidated statement of cash flows

Cash and cash equivalents in the consolidated statement of cash flows comprise cash on hand, cash at banks and deposits, that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.22 Share capital

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

4.23 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components.

Operating segments are reported in a manner consistent with the internal reporting provided to members of management and the chief operating decision makers who are responsible for allocating resources and assessing performance of the operating segments.

4.24 Financial guarantee

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

Financial guarantee contracts are measured initially at their fair values and, if not designated as at FVPL and do not arise from a transfer of a financial asset, are measured subsequently at the higher of:

- the amount of the loss allowance determined in accordance with SFRS(I) 9; and
- the amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

4.25 Investment in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of such investments, the difference between the disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

4.26 Service Concession Arrangement

The Group's service concession arrangement is held by a joint venture. Public-to-private service concession arrangement is accounted for under SFRS(I) INT 12 *Service Concession Arrangements* if the following two conditions are met:

- the grantor controls or regulates what services the operator must provide with the infrastructure, to whom it must provide them, and at what price; and
- the grantor controls—through ownership, beneficial entitlement or otherwise—any significant residual interest in the infrastructure at the end of the term of the arrangement.

The nature of the consideration from the grantor determines its subsequent accounting treatment. The consideration may be a right to (a) a financial asset; (b) an intangible asset; or (c) hybrid of a financial asset and an intangible asset. The joint venture's service concession arrangement relates to a financial asset.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

4. Material accounting policy information (Continued)

4.26 Service Concession Arrangement (Continued)

Financial assets arising from service concession arrangements represent the amounts due from the grantor for services provided by the Group in connection with service concession arrangements where the Group has an unconditional right to receive cash from the grantor. Financial assets arising from service concession arrangements are measured by the joint venture in accordance with accounting policies in Note 4.11; whereas construction revenue and finance income arising from service concession arrangements are recognised by the joint venture based on revenue recognition policy in Note 4.14.

5. Critical accounting estimates, assumptions and judgements

In the application of the Group's accounting policies which are described in Note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying the Group's accounting policies

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

Control over PTMP

As disclosed in Note 14(h) to the financial statements, the Group consolidates PTMP as a subsidiary corporation even though the Group has no equity ownership interest in PTMP. In determining control, management assessed whether the Group has the ability to direct the relevant activities of PTMP. Management has determined that the Group has the ability to direct the relevant activities of PTMP through the appointment of key management personnel of PTMP, has the rights to variable returns from its involvement with PTMP and has the ability to affect those returns through its power over PTMP.

Key sources of estimation uncertainty

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

(a) Revenue recognition of TSEPC contracts

The Group recognises contract revenue and profit of a construction contract during the course of construction by reference to the progress towards complete satisfaction of a performance obligation at the end of the reporting period. Progress towards complete satisfaction is measured based on input method.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

5. Critical accounting estimates, assumptions and judgements (Continued)

Key sources of estimation uncertainty (Continued)

(a) Revenue recognition of TSEPC contracts (Continued)

Estimated construction revenue is determined with reference to the terms of the relevant contracts which requires significant judgement. Contract costs which mainly comprise sub-contracting charges and costs of materials are estimated by the management on the basis of quotations from time to time provided by the major suppliers involved and the experience of the management. Notwithstanding that management reviews and revises the estimates of both contract revenue and costs for the construction contract as the contract progresses, the actual outcome of the contract in terms of its total revenue and costs may be higher or lower than the estimates and this will affect the revenue and profit recognised during the course of construction. Management is satisfied that the estimates are realistic.

The amount of revenue recognised based on input method for the financial year ended 31 December 2025 and the carrying amounts of contract assets and contract liabilities arising from TSEPC contracts as at 31 December 2025 are disclosed in Notes 26 and 10 to the financial statements, respectively.

(b) Estimated impairment of trade receivables, other receivables and contract assets

The Group assesses at each reporting date, the allowance required for trade receivables, other receivables and contract assets. The expected credit loss on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The carrying amounts of trade receivables, other receivables and contract assets of the Group as at 31 December 2025 are disclosed in Notes 9 and 10 to the financial statements, respectively.

(c) Impairment of investments in subsidiary corporations and joint venture

The Group and the Company follow the guidance in SFRS(I) 1-36 *Impairment of Assets* on determining at least on an annual basis whether the Company's investments in subsidiary corporation and the Group's investments in joint venture are impaired. Management evaluates, among other factors, the market and economic environment in which the subsidiary corporations and joint venture operate and the financial performance of the subsidiary corporations and joint venture to determine whether there are indicators of impairment and if so, whether the estimated recoverable amount exceeds cost. Recoverable amount is the higher of fair value less costs to sell or value-in-use. Management has estimated the recoverable amount based on the higher of value-in-use and fair value less cost of disposal. The fair value less costs of disposal is determined by reference to the estimated realisable values of the net tangible assets of the subsidiary corporations and joint venture if it cannot be reliably measured using market and income approaches.

The value-in-use calculation requires management to estimate the future cash-flows expected from the cash-generating units based on business plans and financial budgets approved by management and an appropriate discount rate in order to calculate the present value of the future cash flows.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

5. Critical accounting estimates, assumptions and judgements (Continued)

Key sources of estimation uncertainty (Continued)

(c) Impairment of investments in subsidiary corporations and joint venture (Continued)

The carrying amounts of the investments in subsidiary corporations and joint ventures as at 31 December 2025 are disclosed in Notes 14 and 15 to the financial statements, respectively.

(d) Income tax and deferred tax

The Group is subject to income taxes in Singapore, Indonesia and China. In determining the income tax liabilities, management is required to estimate the amount of capital allowances and deductibility of certain expense ("uncertain tax positions") in each jurisdiction. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management estimate is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The carrying amounts of the current tax and deferred tax provision are disclosed in the statement of financial position and Note 22 to the financial statements, respectively.

(e) Valuation of financial asset, at FVOCI

The Group recognised its investment in unquoted equity shares at fair value through other comprehensive income. The changes in fair value of investment will be recognised in other comprehensive income.

Based on the available information, the Group has made assumptions that the underlying net asset value of the investee company are used to determine the fair value of the investment. The fair value measurement is disclosed in Note 17 to the financial statements.

Whilst the Group believes the assumptions are reasonable and appropriate, significant changes in the assumptions may materially affect the fair value recorded. The carrying amount of the financial asset, at FVOCI is disclosed in Note 17 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

6. Financial instruments, financial risks and capital management

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	Group		Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Financial assets				
Fair value through other comprehensive income	2,113	2,070	-	-
At amortised cost	11,314	13,821	7,366	10,294
	13,427	15,891	7,366	10,294
Financial liabilities				
At amortised cost	25,993	32,405	6,365	5,594

(b) Financial risk management policies and objectives

The Group's and the Company's overall financial risk management policies and objectives seek to minimise potential adverse effects on the financial performance of the Group and the Company. Management regularly reviews the Group's and the Company's business and operational activities to identify areas of significant business risks, as well as appropriate measures through which to control and mitigate these risks. On an on-going basis, management reviews all significant control policies and procedures, and highlights all significant matters to the Board of Directors. There has been no significant change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risk.

The Group and the Company do not hold or issue derivative financial instrument for speculative purposes. Market risk exposures are measured using sensitivity analysis indicated below.

(i) Foreign exchange risk management

The Group's and the Company's foreign currency exposure during the financial year arises from Renminbi, Euro, Singapore Dollar and United States Dollar. The Group and the Company do not hedge against foreign exchange exposure as the exposure is managed primarily by using natural hedges that arise from offsetting assets and liabilities that are denominated in the same foreign currencies.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

(b) *Financial risk management policies and objectives (Continued)*

(i) Foreign exchange risk management (Continued)

At the end of the financial year, the carrying amounts of monetary assets and monetary liabilities denominated in currency other than the respective Group entities' functional currencies are as follows:

	Liabilities		Assets	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Group				
Renminbi	(57)	(29)	4	4
Euro	(238)	(360)	7	7
Singapore Dollar	(26)	(3,189)	26	45
United States Dollar	(234)	(406)	36	466
Company				
United States Dollar	-	-	12	12

The Company has a number of investments in foreign subsidiary corporations, whose net assets are exposed to currency translation risk. The Group does not currently designate its foreign currency denominated debt as a hedging instrument for the purpose of hedging the translation of its foreign operations.

In management's opinion, the sensitivity analysis is not representative of the inherent foreign exchange risk as the financial year end exposure does not reflect the exposure during the financial year.

Foreign currency sensitivity

The following table details the sensitivity to a 5% increase and decrease in the relevant foreign currencies against the functional currency of each group entity. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans where they gave rise to an impact on the Group's and the Company's loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

(b) Financial risk management policies and objectives (Continued)

(i) Foreign exchange risk management (Continued)

If the relevant foreign currency weakens by 5% against the functional currency of each group entity, the Group's and the Company's loss before income tax will (increase)/decrease by:

	2025 \$'000	2024 \$'000
Group		
Renminbi	(3)	(1)
Euro	(12)	(18)
Singapore Dollar	-	157
United States Dollar	(10)	3
Company		
United States Dollar	(1)	(1)

If the relevant foreign currency strengthens by 5% there would be an equal and opposite impact on the Group's and the Company's loss before income tax shown above, on the basis that all other variables remain constant. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the financial year end exposure does not reflect the exposure during the financial year.

(ii) Interest rate risk management

The Group's and the Company's exposure to interest rate risk is restricted to their interest-bearing bank balances and deposits, lease liabilities and borrowings as disclosed in Notes 8, 19 and 20 to the financial statements, respectively.

No interest rate sensitivity was performed since the Group's and the Company's exposure to interest rate on their variable rate borrowing is not significant.

(iii) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The carrying amounts of financial assets and contract assets as stated in the statements of financial position and the exposure to calls on corporate guarantees below represent the Group's and the Company's maximum exposure to credit risk. The Group and the Company do not hold collateral over any of these balances.

The Group minimises its credit risk via the following:

- For credit risk from customers, the Group trades only with recognised and creditworthy third parties or government authorities. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

(b) *Financial risk management policies and objectives (Continued)*

(iii) Credit risk management (Continued)

The Group minimises its credit risk via the following: (Continued)

- For other financial assets (such as cash and bank balances), the Group only deals exclusively with high credit rating counterparties such as such as reputable financial institutions.

The Group's current credit risk framework comprises the following categories:

Category	Description	Basis for recognising ECL
Performing	The counterparty has a low risk of default.	12-month ECL
Doubtful	Amount is > 30 days past due* or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL - not credit-impaired
In default	Amount is > 90 days past due* or there is evidence indicating the asset is credit-impaired.	Lifetime ECL - credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

* Except for specific cases where management has assessed that the amount is still fully recoverable.

For trade receivables and contract assets, the Group has applied the simplified approach in SFRS(I) 9 *Financial Instruments* to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Credit risk concentration profile

As at 31 December 2025, 33% (2024: 62%) of the Group's revenue is derived from 1 customer in Singapore (2024: 1 customer in Singapore), which represents concentration risk within the geographical location. There is concentration of credit risk as approximately 74% (2024: 68%) of the Group's trade receivables at the end of the financial year relates to 9 (2024: 7) customers.

As at 31 December 2025, the Company has amount due from subsidiaries which accounted for 99% (2024: 99%) of the Company's other receivables.

The Group and the Company place their bank balances with creditworthy financial institutions.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

(b) *Financial risk management policies and objectives (Continued)*

(iii) Credit risk management (Continued)

Impairment of trade receivables and contract assets

In measuring the expected credit losses, trade receivables and contract assets are grouped based on shared credit risk characteristics and days past due. The contract assets relate mainly to work completed and not billed, which have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

In determining the ECL, the Group considers the past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtor, general economic conditions of the industry in which the debtor operates and an assessment of both the current as well as the forecast direction of conditions at the reporting date. Due to a change in characteristics mentioned above for certain debtors, management is of the opinion that loss allowances are required in the current financial year.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

A trade receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery.

Movements in credit loss allowance are as follows:

	Trade receivables		Contract assets	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Group				
Beginning of financial year	92	55	321	259
Loss allowance measured:				
Lifetime ECL - simplified approach	233	39	-	66
Exchange Differences	(40)	(2)	(84)	(4)
End of financial year	285	92	237	321

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

(b) *Financial risk management policies and objectives (Continued)*

(iii) Credit risk management (Continued)

The following table details the risk profile of trade receivables and contract assets based on the Group's provision matrix.

Group	Not past due	Past due					Total
		< 30 days	31 - 60 days	61 - 90 days	> 90 days	>365 days	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2025							
Trade receivables (including unbilled revenue)	2,570	483	207	393	708	162	4,523
Contract assets	18,867	-	-	-	-	-	18,867
Less: Loss allowance							
- Trade receivables	-	-	(2)	(1)	(120)	(162)	(285)
- Contract assets	(237)	-	-	-	-	-	(237)
	(237)	-	(2)	(1)	(120)	(162)	(522)
	21,200	483	205	392	588	-	22,868
2024							
Trade receivables (including unbilled revenue)	1,788	498	207	1	552	94	3,140
Contract assets	27,115	-	-	-	-	-	27,115
Less: Loss allowance							
- Trade receivables	-	-	-	-	-	(92)	(92)
- Contract assets	(321)	-	-	-	-	-	(321)
	(321)	-	-	-	-	(92)	(413)
	28,582	498	207	1	552	2	29,842

Further details of credit risk on trade receivables and contract assets are disclosed in Notes 9 and 10 to the financial statements.

In addition, the Group is exposed to credit risk in relation to financial guarantees given to banks. The maximum amount the Group could be forced to settle under financial guarantee contracts provided to its joint venture is \$5,284,000 (2024: \$5,923,000) (Note 34). Based on expectations at the end of the financial year, the Group considers that it is remote that any amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty suffer credit losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

(b) Financial risk management policies and objectives (Continued)

(iv) Liquidity risk management

Liquidity risk is the risk that the Group will not be able to meet their financial obligations as they fall due. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and financial liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities. To manage liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effect of fluctuations in cash flows.

As disclosed in note 20, management does not consider the supplier finance arrangement to result in excessive concentrations of liquidity risk, and the arrangement has been to obtain financing and ensure cash outflows are more predictable.

Liquidity risk analysis

Non-derivative financial liabilities

The following tables detail the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. The adjustment column represents the possible future cash flows attributable to the instrument included in the maturity analysis which are not included in the carrying amount of the financial liability on the statements of financial position.

	Weighted average effective interest rate %	On demand or within 1 year \$'000	Within 2 to 5 years \$'000	Total \$'000
Group				
2025				
Non-interest bearing	-	10,874	-	10,874
Loan from a director (fixed rate)	12.0	2,833	-	2,833
Lease liabilities (fixed rate)	5.9	262	188	450
Borrowings (fixed rate)	5.9	9,623	2,868	12,491
Total		23,592	3,056	26,648
2024				
Non-interest bearing	-	13,491	-	13,491
Loan from a director (fixed rate)	12.0	2,240	-	2,240
Lease liabilities (fixed rate)	6.0	394	388	782
Borrowings (fixed rate)	5.6	16,512	-	16,512
Total		32,637	388	33,025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

(b) *Financial risk management policies and objectives (Continued)*

(iv) Liquidity risk management (Continued)

	Weighted average effective interest rate %	On demand or within 1 year \$'000	Within 2 to 5 years \$'000	After 5 years \$'000	Total \$'000
Company					
2025					
Non-interest bearing	-	815	-	-	815
Borrowings (fixed rate)	3.0	3,020	-	-	3,020
Financial guarantee	-	12,037	-	-	12,037
		<u>15,872</u>	<u>-</u>	<u>-</u>	<u>15,872</u>
2024					
Non-interest bearing	-	596	-	-	596
Borrowings (fixed rate)	2.3	3,382	-	-	3,382
Financial guarantee	-	13,450	-	-	13,450
		<u>17,428</u>	<u>-</u>	<u>-</u>	<u>17,428</u>

(v) Fair value of financial assets and financial liabilities

The carrying amounts of financial assets and financial liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments or they bear interest at rates which approximate the current incremental borrowing rate for similar type of borrowing arrangement. The fair values of other classes of financial assets and financial liabilities are disclosed in the respective notes to the financial statements.

Some of the Group and Company's financial assets are measured at fair value as at each reporting date. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

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

(b) *Financial risk management policies and objectives (Continued)*

(v) Fair value of financial assets and financial liabilities (Continued)

	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	2025 Assets \$'000	2024 Assets \$'000				
Financial assets						
<i>Financial asset, at fair value through other comprehensive income:</i>						
Investment in unquoted equity shares	2,113	2,070	Level 3	The fair value of the unquoted equity share is based on cost approach - summation method	Net asset values of the unquoted equity share	The estimated fair value would increase/ (decrease) if net assets value of the unquoted equity was higher/(lower)

(c) *Capital management policies and objectives*

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes the lease liabilities (Note 19) and borrowings (Note 20), and equity attributable to owners of the Company, which comprises issued capital, reserves and retained earnings.

Management regularly monitors compliance with the financial covenants imposed by financial institutions for the facilities granted to the Group. As at the end of the reporting period, the Group is in compliance with externally imposed financial covenants requirements.

The Group's and the Company's overall strategy remains unchanged from prior financial year.

7. Other related party transactions

Some of the Group's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these consolidated financial statements. The balances are unsecured, interest-free and repayable on demand unless otherwise stated.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

8. Other related party transactions (Continued)

	2025 \$'000	2024 \$'000
<u>Directors</u>		
Loan from directors (Note 18)	2,530	2,000
Advances received from a director (Note 18)	-	120
Interest expense on loan from a director (Note 28)	250	2
<u>Director-controlled company</u>		
Lease payments for warehouse and office	74	68
<u>Joint ventures</u>		
Service revenue	583	691

Compensation of directors and key management personnel

The remuneration of directors and other members of key management personnel are as follows:

	2025 \$'000	2024 \$'000
Wages, salaries and bonuses	1,311	1,477
Employer's contribution to defined contribution plans	58	86
Total	1,369	1,563

The amount of directors' remuneration for the financial years ended 31 December 2025 and 2024 is disclosed in Note 31 to the financial statements.

8. Cash and bank balances

	Group		Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Cash on hand	2	1	-	-
Cash at banks	4,950	6,352	55	363
Short-term fixed deposits	1,353	2,702	-	-
Cash and bank balances as per statements of financial position	6,305	9,055	55	363
Less: Fixed deposits, pledged	(633)	(1,652)		
Less: Restricted cash	(1,966)	-		
Cash and cash equivalents in the consolidated statement of cash flows	3,706	7,403		

The effective interest rates of the fixed deposits ranged from 2.5% to 5.25% (2024: 2.5% to 5.25%) per annum and for a tenure of 1 to 3 months (2024: 1 to 3 months).

Fixed deposits amounting to \$633,000 (2024: \$1,652,000) were pledged to banks for banking facilities purpose.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

8. Cash and bank balances (Continued)

Restricted cash amounting to \$1,966,000 were not freely remissible for use by the Group due to the earmark with bank and fixed deposits pledged for banking facilities purpose.

Management considered that the ECL for cash and cash equivalents is insignificant as at 31 December 2025 and 2024.

9. Trade and other receivables

	Group		Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Trade receivables:				
- Non-related parties	4,314	2,971	-	-
- Joint ventures	174	132	-	-
	4,488	3,103	-	-
Unbilled revenue ^(a)	35	37	-	-
Less: loss allowance	(285)	(92)	-	-
Total trade receivables	4,238	3,048	-	-
Other receivables:				
- Amounts due from subsidiary corporations ^(b)	-	-	7,307	9,930
- Amount due from a joint venture	17	19	-	-
- Loan to a joint venture ^(c)	188	207	-	-
- Refundable deposits	141	280	-	-
- Prepayments	1,177	1,935	22	30
- Tax receivable	77	489	-	-
- Staff loans	320	315	-	-
- Advances to joint venture ^(d)	121	206	-	-
- Others	180	256	5	-
Total other receivables	2,221	3,707	7,334	9,960
Total	6,459	6,755	7,334	9,960

^(a) Unbilled revenue relate to accrued revenue of which payment certificates are issued by customers but billings have not been raised to customers at the end of the financial year.

^(b) Amounts due from subsidiary corporations are unsecured, interest-free and repayable on demand.

^(c) Loan to a joint venture is unsecured, bears fixed interest rate of 1% and is repayable on demand.

^(d) Advances to joint venture relate to additional investment made in which the investment deed has not been issued as of the financial year end.

These trade and other receivables are not secured by any collateral or credit enhancements. The credit period granted to customers is generally 30 to 60 days (2024: 30 to 60 days). No interest is charged on the outstanding balances, except those disclosed as above.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

9. Trade and other receivables (Continued)

Trade receivables

Majority of the Group's trade receivables that are neither past due nor impaired has good credit quality with reference to respective settlement history.

The Group applied simplified approach to provide the expected credit losses prescribed by SFRS(I). The impairment methodology and the credit risk assessment are set out in Notes 4.4 and 6(b)(iii) to the financial statements respectively.

The movement in loss allowance for trade receivables is as follows:

	Group	
	2025 \$'000	2024 \$'000
At beginning of financial year	92	55
Provided during the financial year	233	39
Exchange differences	(40)	(2)
At end of financial year	285	92

Other receivables

For the purpose of impairment assessment, other receivables are considered to have low credit risk as they are not due for payment as at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since initial recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to the 12-month expected credit losses ("ECL").

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for other receivables.

For purpose of impairment assessment, these receivables are considered to have low credit risk as the timing of payment is controlled by the Group taking into account cash flow management within the subsidiary corporations and there has been no significant increase in the risk of default on the receivables since initial recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to the 12-month ECL.

In determining the ECL, management has taken into account the financial position of the subsidiary corporations, adjusted for factors that are specific to the subsidiaries and general economic conditions of the industry in which the subsidiary corporations operate, in estimating the probability of default of the receivables as well as the loss upon default. Management determines the receivables from the subsidiary corporations are subject to immaterial credit loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

9. Trade and other receivables (Continued)

Amount due from subsidiary corporations (Continued)

There has been no change in the estimation techniques or significant assumptions made during the current financial year in assessing the loss allowance for amount due from subsidiary corporations.

Management noted that there were changes in credit quality of certain debtors in trade receivables and provided expected credit losses for these debtors during the current financial year. Other than these receivables where allowance has been made, ECL for the remaining balance of trade and other receivables is insignificant as at 31 December 2025 and 2024.

10. Contract assets/(liabilities)

The following is the analysis of the contract assets and contract liabilities:

	Group	
	2025 \$'000	2024 \$'000
Contract assets:		
- Construction contracts	18,867	27,115
Less: Loss allowance	(237)	(321)
Total contract assets	18,630	26,794
Contract liabilities:		
- Construction contracts	(978)	(1,717)
- Sales of goods	(218)	(255)
Total contract liabilities	(1,196)	(1,972)
	17,434	24,822

Contract assets and contract liabilities arising from the same contract are presented on net basis.

The changes in contract assets and contract liabilities as at 31 December 2025 and 2024 are due to the differences between the agreed payment schedule and the progress of the construction works.

The movement in loss allowance for contract assets is as follows:

	Group	
	2025 \$'000	2024 \$'000
At beginning of financial year	321	259
Provided during the financial year	-	66
Exchange difference	(84)	(4)
At end of financial year	237	321

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

10. Contract assets/(liabilities) (Continued)

Contract assets:

	Group	
	2025	2024
	\$'000	\$'000
Unbilled contract works	18,629	26,793
Retention sum	1	1
Total	18,630	26,794

Contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance in satisfying the respective performance obligations at the reporting date on construction contracts in respect of TSEPC.

Retention sum is unsecured, interest-free and expected to be received in the normal operating cycle of the Group.

Management of the Group noted that there were significant changes in credit quality of certain customers in contract assets and provided expected credit losses for these customers.

In 2024, the Group began construction of the Nusa Dua Water Treatment Plant in Bali, Indonesia. As the plant is still in the midst of construction at the end of the financial year, the Group recognised the construction in progress under contract assets as at year end. The contract assets will subsequently be reclassified in accordance to IFRIC 12 Service Concession Arrangements once the construction has been completed.

Contract liabilities:

	Group	
	2025	2024
	\$'000	\$'000
Advances from customers	(1,196)	(1,972)
Total	(1,196)	(1,972)

Contract liabilities relating to construction contracts are balances due to customers under construction contracts. These arise when a particular milestone payment exceeds the revenue recognised to date under the cost-to-cost method or when the Group has received advance payments from customers.

The Group's revenue recognised that was included in the contract liabilities balance at the beginning of the financial year is as follows:

	2025	2024
	\$'000	\$'000
Construction contracts	1,717	1,310
Sales of goods	255	257
Total	1,972	1,567

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

11. Inventories

	Group	
	2025	2024
	\$'000	\$'000
Trading-related inventories	31	139

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

12. Property, plant and equipment

Group	Leasehold property \$'000	Water treatment facility \$'000	Renovation \$'000	Machinery and equipment \$'000	Office equipment, furniture and fittings \$'000	Motor vehicles \$'000	Computers \$'000	Total \$'000
<i>Cost:</i>								
At 1 January 2024	655	999	346	161	438	192	80	2,871
Additions	-	-	-	3	37	248	-	288
Disposal	-	-	-	-	(11)	(13)	-	(24)
Exchange differences	-	(9)	-	(1)	(1)	(2)	-	(13)
At 31 December 2024	655	990	346	163	463	425	80	3,122
Additions	-	-	1	15	23	2	-	41
Disposal	-	-	-	(1)	-	(16)	-	(17)
Exchange differences	-	(91)	(1)	(20)	(14)	(51)	-	(177)
At 31 December 2025	655	899	346	157	472	360	80	2,969
<i>Accumulated depreciation:</i>								
At 1 January 2024	590	202	223	128	327	113	71	1,654
Depreciation	22	40	43	19	41	31	4	200
Disposal	-	-	-	-	(1)	(6)	-	(7)
Exchange differences	-	(2)	-	(1)	-	(21)	-	(24)
At 31 December 2024	612	240	266	146	367	117	75	1,823
Depreciation	22	37	44	13	39	44	3	202
Disposal	-	(3)	-	(12)	(1)	(1)	-	(17)
Exchange differences	-	(20)	(1)	8	(10)	(38)	-	(61)
At 31 December 2025	634	254	309	155	395	122	78	1,947
<i>Carrying amount:</i>								
At 31 December 2025	21	645	37	2	77	238	2	1,022
At 31 December 2024	43	750	80	17	96	308	5	1,299

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

12. Property, plant and equipment (Continued)

Details of the Group's leasehold property as at the end of the financial year is as follows:

Location	Approximate gross floor area	Tenure	Effective from	Usage
Block 20, Woodlands Link, #04-30/31, Singapore 738733	2,938 sq ft	30 years	1997	Office premises

As at 31 December 2025, the leasehold property with the carrying amount of \$21,000 (2024: \$43,000) is mortgaged as security for banking facilities.

Company	Office equipment, furniture and fittings \$'000
<i>Cost:</i>	
At 1 January 2024, 31 December 2024 and 2025	3
<i>Accumulated depreciation:</i>	
At 1 January 2024	2
Depreciation	1
At 31 December 2024	3
Depreciation	-
At 31 December 2025	3
<i>Carrying amount:</i>	
At 31 December 2025	-
At 31 December 2024	-

13. Right-of-use assets

The Group leases several assets including warehouse, office space and motor vehicles. The average lease term for warehouse and office space is two to three (2024: two to three) years and the average lease term for motor vehicles is three to seven (2024: three to seven) years.

The Group's obligations are secured by the lessors' title to the leased assets for such leases.

There are no extension or termination options on the leases.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

13. Right-of-use assets (Continued)

Group	Warehouse and office space \$'000	Motor vehicles \$'000	Total \$'000
<i>Cost:</i>			
At 1 January 2024	429	633	1,062
Addition	400	-	400
Disposal	(3)	-	(3)
At 31 December 2024	826	633	1,459
Deductions	(26)	-	(26)
Disposal	(109)	(159)	(268)
Exchange differences	(27)	-	(27)
At 31 December 2025	664	474	1,138
<i>Accumulated depreciation:</i>			
At 1 January 2024	375	373	748
Depreciation (Note 19)	155	76	231
Exchange differences	(22)	-	(22)
At 31 December 2024	508	449	957
Depreciation (Note 19)	144	67	211
Deductions	(19)	-	(19)
Disposal	(109)	(115)	(224)
Exchange differences	(35)	18	(17)
At 31 December 2025	489	419	908
<i>Carrying amount:</i>			
At 31 December 2025	175	55	230
At 31 December 2024	318	184	502

During the financial year ended 31 December 2025, the Group has addition of right-of-use assets amounting to \$ Nil (2024: \$400,000) of which none was paid before the commencement of lease arrangements.

14. Investment in subsidiary corporations

	Company	
	2025 \$'000	2024 \$'000
Unquoted equity shares, at cost	5,298	5,298
Additions ^(a)	4,000	-
	9,298	5,298
Less: Impairment losses	(8,926)	(2,178)
Net investment amount	372	3,120
Deemed investment ^(b)	1,473	1,473
Investment in subsidiary corporations, net	1,845	4,593

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

14. Investment in subsidiary corporations (Continued)

- (a) In 2024, the amount is below \$1,000, it is presented as "Nil" due to rounding.
- (b) The amount is stated at cost as it is deemed to be part of the Company's equity investments in the subsidiary corporations, as the amounts are interest-free, payable at discretion of the borrowers when they are able to do so.

Movement in impairment losses:

	Company	
	2025 \$'000	2024 \$'000
At beginning of the financial year	2,178	528
Addition during the year	6,748	1,650
At end of the financial year	8,926	2,178

Impairment testing on subsidiaries

Memiontec Pte Ltd

In determining whether investment in subsidiaries is impaired, the Company assesses whether the recoverable amount of the subsidiaries is lower than the carrying amount. The recoverable amount is determined based on value-in-use calculations derived from the most recent financial budgets approved by management covering a five-year period from the date of this report. Cash flows beyond the five-year period were extrapolated using the estimated growth rates stated below.

The key assumptions for the value-in-use calculations are those regarding forecasted revenue, discount rate and terminal growth rate as follows:

(i) Forecasted revenue

Forecasted revenue based on current and projected order books per annum had been used, adjusted for future market and economic conditions and management future plans.

(ii) Discount Rate

The discount rate applied to the future cash flow projections is 7.3% (2024: 7.3%). This reflects the current market assessments of the risks specific to the CGU and time value of money.

(iii) Terminal Growth Rate

The terminal growth rate applied to the future cash flow projections is 2% (2024: 2%). This steady growth rate is estimated based on the long-term economic growth rate of the market in which the water treatment operates in.

Impairment is recognised in the profit or loss when the carrying amount exceeded its recoverable amount. In current financial year, the total impairment loss amounted to S\$6,748,000 (2024: S\$1,156,000) has been recognised in the Company's profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

14. Investment in subsidiary corporations (Continued)

MIT Water Technology Chengdu Co. Ltd.

In 2024, management performed impairment testing on its investment in MIT Water Technology Chengdu Co. Ltd., which has an indication of impairment by comparing the carrying amount with its recoverable amount. Accordingly, full impairment loss amounted to S\$494,000 has been recognised in the Company's profit or loss in 2024.

Subsidiary corporations

The details of the Group's subsidiary corporations are as follows:

Name of subsidiary corporation	Country of incorporation and operation	Principal activities	Effective interests of the Group	
			2025 %	2024 %
Memiontec Pte Ltd ^(a)	Singapore	Design, engineering, procurement and turnkey construction of water and wastewater treatment and plants; and maintenance and service of water and wastewater treatment equipment, system and plants.	100	100
M Water Resources International Pte. Ltd. ^(a)	Singapore	Customisation and distribution of modular water and wastewater treatment components, equipment and system.	100	100
Memiontec Industries Pte. Ltd. ^(a)	Singapore	Building construction; collection, purification and distribution of water (including desalination of water); and investment holding.	100	100
PT Memiontec Indonesia ^{(b) (d)}	Indonesia	Design, engineering, procurement, fabrication, assembly and turnkey construction water and wastewater treatment and plants; water management services; and investment holding.	99.4	99.4
PT Memindo Pratama ^{(b) (h)}	Indonesia	Design, engineering, procurement, fabrication, assembly and turnkey construction water and wastewater treatment and plants; water management services; and trading of water treatment components and equipment.	98	98
MIT Water Technology Chengdu Co. Ltd. ^(c)	China	Trading of water treatment components and equipment.	100	100
Memiontec Co. Ltd. ^(e)	Vietnam	Construction of water supply and drainage system	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

14. Investment in subsidiary corporations (Continued)

Subsidiary corporations (Continued)

Name of subsidiary corporation	Country of incorporation and operation	Principal activities	Effective interests of the Group	
			2025 %	2024 %
MIT Investment Pte. Ltd. ^(f)	Singapore	Other holding companies	100	100
Held through PT Memiontec Indonesia				
PT Memiontec Bakti Bali ^(g)	Indonesia	Design, engineering, procurement, fabrication, assembly and turnkey construction water and wastewater treatment and plants; water management services; and investment holding.	80	80

Notes

- (a) Audited by PKF-CAP LLP, Singapore.
- (b) Audited by PKF Hadiwinata, a member firm of PKF International network.
- (c) Audited by Baker Tilly China Certified Public Accountants China (Chengdu Branch), an affiliated firm of Baker Tilly International.
- (d) The subsidiary corporation was acquired by the Group under common control accounting in 2019, as part of the Group's restructuring exercise in preparation for the listing of the Company on the SGX-ST.
- (e) Audited by SCIC Vietnam Auditing Co., Ltd, Vietnam.
- (f) The subsidiary corporation was incorporated in January 2024 and has remained dormant since incorporation. Accordingly, it is exempted from statutory audit.
- (g) In 2024, the subsidiary corporation has entered into a Cooperation Agreement with the joint parties for the construction of Nusa Dua Water Treatment Plant under build, own, operate and transfer and a combination of water treatment installations consisting of a polishing treatment system and a sea water reverse osmosis system ("SWRO"). The Nusa Dua Water Treatment Plant and SWRO facility shall be transferred at the end of the 20 years of construction period.
- (h) Pursuant to a loan agreement dated 22 December 2019 amongst Memiontec Industries Pte. Ltd. ("MIPL"), PTMP, Mr. Tay Kiat Seng ("Mr. Tay") and Ms. Soelistyo Dewi Soegiharto ("Ms. Dewi"), MIPL granted a loan of IDR7,030,000,000 (equivalent to \$670,000) to PTMP (the "Loan") for the purchase and/or subscription of 30% of the shares in PTMI (the "Loan Agreement") effective from 13 February 2019. Mr. Tay and Ms. Dewi have provided an undertaking in the Loan Agreement that (i) for so long as either of them or their respective associates remain a substantial shareholder or director of the Company; or (ii) the restrictions against MIPL holding 100% of PTMP and PTMI are not removed, whichever is the earlier, MIPL shall not submit any written repayment request to PTMP or declare any amounts payable under the Loan Agreement to be immediately due and payable even where there is any event of default. Under the Loan Agreement, MIPL will be entitled to nominate the members of the Board of Directors and the Board of Commissioners of PTMP. The loan is secured by:
- a pledge of shares given by Ms. Dewi in respect of her 98% shares in PTMP ("PTMP Shares") in favour of MIPL. Ms. Dewi shall not, without the prior consent of MIPL, dispose of or transfer any of her 98% shares in PTMP or create any encumbrances on these shares;
 - an option to purchase given by Ms. Dewi in respect of the PTMP Shares in favour of MIPL up to the approved foreign ownership threshold under Indonesia laws and regulations from time to time;

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

14. Investment in subsidiary corporations (Continued)

- an assignment of dividends given by PTMP in respect of its 30% shares in PTMI ("PTMI Shares") in favour of MIPL;
- a power of attorney to sell shares given by PTMP to MIPL, entitling MIPL to sell the PTMI Shares;
- a pledge of shares given by PTMP in respect of the PTMI Shares in favour of MIPL. PTMP shall not, without the prior consent of MIPL, dispose of or transfer any of its 30% shares in PTMI or create any encumbrances on these shares;
- an option to purchase given by PTMP in respect of the PTMI Shares in favour of MIPL up to the approved foreign ownership threshold under Indonesia laws and regulations from time to time;
- an assignment of dividends given by Ms. Dewi in respect of the PTMP Shares in favour of MIPL; and
- a power of attorney to sell shares given by Ms. Dewi to MIPL, entitling MIPL to sell the PTMP Shares.

(collectively, "Loan Security Documents" and together with the Loan Agreement, "Combination Agreements").

In addition to the Combination Agreements, Ms. Dewi has also assigned to MIPL all of her rights, titles and interests in and to any (i) excess of liquidation proceeds to be paid by PTMP or its liquidator with respect to the PTMP Shares when PTMP is in the liquidation process; and (ii) any proceeds of capital reduction to be paid by PTMP with respect to the PTMP Shares when PTMP reduces its issued and paid-up capital.

Pursuant to the Combination Agreements and the Undertaking Agreements, although the Group does not own any equity shares of PTMP, the Group assessed that it has established control over PTMP on the basis that the Group has the power to direct the relevant activities of PTMP by appointment of key management personnel of PTMP, has rights to variable returns from its involvement with PTMP through loan extended to PTMP, and has the ability to affect those returns through its power over PTMP. As a result, the Group consolidates 98% of PTMP and 99.4% of PTMI effective from 13 February 2019.

In 2019, management had obtained legal opinions from Nurjadin Sumono Mulyadi Partners ("NSMP") and Soewito Suhardiman Eddymurthy Kardono ("SSEK"). Management was of the view, taking into account the legal opinions and subject to the assumptions and qualifications set out therein, that the corporate structure of the Company, PTMP and PTMI complied with the prevailing Indonesian laws and regulations and that the Combination Agreements and Undertaking Agreements are legal and enforceable under the prevailing Indonesian laws and regulations. For financial year ended 31 December 2020, this was reaffirmed by an Indonesian external legal counsel, Akhmad Yudhi, S.H. M.H., & Partners, that there were no changes in the Relevant Laws during the past reporting period.

In 2021, there are changes to the Indonesian laws and regulations arising from *the Act Number 11 of 2020 on Job Creation*, which is also known as the *Omnibus Law*. Despite these changes, management has reassessed that the control over PTMP remains unchanged and it is confirmed by a legal opinion obtained from NSMP in 2021. The legal opinion concluded that the existing corporate structure and the arrangement under the Combination Agreements and Undertaking Agreements remain legal and enforceable under the *Omnibus Law*. Accordingly, management concluded that there is no change to the control assessment over PTMP.

In 2024 and 2025, the management conducted an internal legal review and sought opinion from an Indonesian external legal counsel, Akhmad Yudhi, S.H. M.H., & Partners, who confirmed that there have been no alterations to the Indonesian laws and regulations in the current financial year. Based on these assessments, management has concluded that there has been no changes to the relevant laws and regulation, and as a result, there has been no impact to the Group's control over PTMP in current financial year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. Investment in joint ventures

	Group	
	2025 \$'000	2024 \$'000
PT Jakpro Memiontec Air - Unquoted equity shares, at cost	2,167	2,167
PT Pembangunan Perumahan Tirta Tanah Merah - Unquoted equity shares, at cost	728	728
At 1 January and 31 December	<u>2,895</u>	<u>2,895</u>

Details of the Group's joint venture are as follows:

Name of joint ventures	Country of incorporation and operation	Principal activity	Effective equity interests of the Group	
			2025 %	2024 %
<u>Held by PT Memiontec Indonesia</u>				
PT Jakpro Memiontec Air ("PT JMA") ^(a)	Indonesia	Provision of water management service and supply of potable water.	40	40
PT Pembangunan Perumahan Tirta Tanah Merah ("PT PP TTM") ^(a)	Indonesia	Provision of water management service and supply of potable water.	42	42

^(a) The above joint ventures are accounted for using the equity method in these financial statements and audited by KAP Hertanto, Grace Karunawan, an independent member firm of TIAG International.

The above joint ventures are accounted for using the equity method in these financial statements.

PT Jakpro Memiontec Air ("PT JMA")

On 25 May 2016, PT Memiontec Indonesia entered into a service concession agreement with DKI Jakarta state-owned company (the "Grantor") to set up a company to undertake the build, own, operate and transfer ("BOOT") of a water treatment plant located in Jakarta, Indonesia. Accordingly, a joint venture, PT JMA, was incorporated in April 2017. Under the terms of the BOOT, the joint venture is responsible to design and construct a water treatment plant and upon completion, the joint venture will operate and maintain the water treatment plant, and sell treated water to the Indonesian municipal authority at an agreed water tariff, subject to revision using agreed basis. The concession period of the agreement is 20 years from commercial operations date, with an option to extend for another 5 years. The water treatment plant commenced its operations in December 2019.

The joint venture receives a right to charge the grantor a fee for the treated water. The joint venture is obligated to produce a minimum amount of treated water and the grantor is obligated to purchase all water output from the joint venture. Therefore, the estimated water output produced by the joint venture is recognised as financial assets arising from service concession arrangement.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. Investment in joint ventures (Continued)

The standard rights of the grantor to terminate the BOOT include failure to meet the performance standards and in the event of a material breach of contractual obligations by the joint venture; whereas the standard rights of the joint venture to terminate the contract include failure to make payments under the BOOT and in the event of a material breach of contractual obligations by the grantor.

The joint venture has secured a bank loan for the financing of the construction of the water treatment plant. The loan is secured by a legal mortgage over the water treatment plant and the land on which it is constructed on, and escrow accounts of the joint venture partners. The joint venture partners have also given a commitment to provide continuing financial support to the joint venture if the joint venture is not able to pay its debts when they fall due.

Summarised financial information in respect of PT JMA is set out below.

	Group	
	2025	2024
	\$'000	\$'000
Current assets	965	1,321
Non-current assets	8,459	10,476
Current liabilities	(678)	(629)
Non-current liabilities	(5,060)	(6,036)

The above amounts of assets and liabilities include the following:

	Group	
	2025	2024
	\$'000	\$'000
Cash and bank balances	691	612
Current financial liabilities (excluding trade and other payables)	(389)	(88)
Non-current financial liabilities (excluding trade and other payables)	(4,896)	(5,599)
Revenue	2,133	2,438
Net loss, representing total comprehensive loss for the financial year	(731)	(1,038)

The above net profit for the financial year includes the following:

	Group	
	2025	2024
	\$'000	\$'000
Depreciation	47	-
Interest income	(28)	(22)
Interest expense	613	656
Fair value loss on financial assets	1,200	1,674
Income tax credit	(166)	(351)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. Investment in joint ventures (Continued)

PT Jakpro Memiontec Air ("PT JMA") (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in these consolidated financial statements:

	Group	
	2025	2024
	\$'000	\$'000
Net assets of the joint venture	3,687	4,832
Proportion of the Group's ownership interest in the joint venture	40%	40%
Carrying amount of the Group's interest in the joint venture	1,475	1,933

PT Pembangunan Perumahan Tirta Tanah Merah ("PT PP TTM")

In prior financial year, PT Memiontec Indonesia entered into a new share issuance agreement with PT Pembangunan Perumahan Tirta Tanah Merah ("PT PP TTM"), pursuant to which PT MI will inject capital into PT PP TTM and PT PP TTM will issue such number of new shares to PT MI such that PT MI will hold 42% shareholding interests in PT PP TTM ("New Shares Issuance") after the completion of the New Shares Issuance.

Upon the completion of the New Shares Issuance, PT MI will participate in PT PP TTM's existing construction and operation of a Build-Own-Operate-Transfer ("BOOT") project, which has a concession period of 20 years, with the existing two shareholders of PT PP TTM, namely PT PP Infrastruktur ("PT PP") and PT Kadaka Cipta Pranata ("PT KCP"). The New Shares Issuance was completed on 4 October 2023.

The BOOT project held by PT PP TTM is for the supply of drinking water by a water treatment plant located in Tanah Merah, Jakarta, Indonesia with a design capacity of 200 litres per day. The BOOT project will be carried out in the form of a BOOT arrangement over a concession period of 20 years from the commercial operation date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

15. Investment in joint ventures (Continued)

Summarised financial information in respect of PT PPTTM is set out below.

	Group	
	2025 \$'000	2024 \$'000
Current assets	913	711
Non-current assets	4,711	5,216
Current liabilities	(869)	(629)
Non-current liabilities	(3,809)	(3,332)

The above amounts of assets and liabilities include the following:

	Group	
	2025 \$'000	2024 \$'000
Cash and bank balances	349	711
Revenue	1,112	1,374
Net (loss)/profit, representing total comprehensive (loss)/income for the financial year	(765)	49

The above net (loss)/profit for the financial year includes the following:

	Group	
	2025 \$'000	2024 \$'000
Interest income	(1)	(4)
Interest expense	250	145
Impairment loss on concession	556	-

Reconciliation of the above summarised financial information to the carrying amount of the interest in the joint venture recognised in these consolidated financial statements:

	Group	
	2025 \$'000	2024 \$'000
Net assets of the joint venture	779	1,799
Proportion of the Group's ownership interest in the joint venture	42%	42%
Carrying amount of the Group's interest in the joint venture	327	755

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

16. Interests in joint operations

Details of the Group's joint operations are as follows:

Name of joint operation	Country of operation	Principal activities	Participating interest held by the Group	
			2025 %	2024 %
<u>Held by PT Memiontec Indonesia</u>				
KSO JUP-MIT ^{(a) (b)}	Indonesia	Provision of water management services and supply of potable water.	40	40
KSO Abipraya-Memiontec ^{(a) (c)}	Indonesia	Design, engineering, procurement, fabrication, assembly and turnkey construction water and wastewater treatment and plants.	49	49
KSO PT Memiontec Indonesia – PT Bayu Surya Bakti Konstruksi ^{(a) (c)}	Indonesia	Design, engineering, procurement, fabrication, assembly and turnkey construction water and wastewater treatment and plants.	51	51

- (a) The above joint operations are audited by PKF Hadiwinata for consolidation of the financial position and results into the consolidated financial statements of the Group.
- (b) In 2016, the Group entered into a cooperation agreement with Indonesian state-owned enterprise to form a joint operation to operate and maintain a water treatment plant located in Waduk Pluit, North Jakarta, Indonesia. Under the terms of the cooperation agreement, the Group was obligated to perform an upgrade of the water treatment plant to enable the plant to achieve certain productivity. Such upgrade costs were borne by the Group and recognised as property, plant and equipment (Note 11). Upon completion of such upgrade in 2018, the joint operation commenced its operation and maintenance of the water treatment plant, including sales of treated water, from 1 November 2018 for a contractual period of 25 years.
- (c) In 2021, the Group entered into joint arrangements with third parties to establish joint operating consortiums to exclusively carry out certain TSEPC projects in Indonesia.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

17. Financial asset, at FVOCI

	Group	
	2025 \$'000	2024 \$'000
Unquoted equity shares:		
At the beginning of the year	2,070	983
Add: Additional investment	68	-
Add: Fair value gain	-	1,095
Less: Exchange differences	(25)	(8)
At the end of the year	2,113	2,070

The investment in unquoted equity shares is not held for trading but for medium to long-term strategic purposes. Accordingly, management has elected to designate the investment in equity instruments as at FVOCI as they believe that recognising short-term fluctuations in the investment's fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

Details of the Group's investment classified as financial asset, at FVOCI, are as follows:

Name of investment	Country of operation	Principal activity	Effective equity interests of the Group	
			2025 %	2024 %
<u>Held by PT Memiontec Indonesia</u>				
PT PP Tirta Madani	Indonesia	Provision of water management services and supply of potable water.	15	15

A consortium comprising PT PP Infrastruktur ("PT PP"), PT Memiontec Indonesia and PT Envitech Perkasa ("PT EP") incorporated a company, PT PP Tirta Madani ("PT PPTM") in Indonesia on 14 December 2020.

The Group has made an additional capital investment of \$68,000 (2024: Nil) in PPTM during the financial year ended 31 December 2025.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

18. Trade and other payables

	Group		Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Trade payables – Non-related parties	5,421	8,789	-	-
Trade accruals	2,589	3,092	-	-
Total trade payables	8,010	11,881	-	-
Other payables:				
- Loan from a director ^(a)	2,530	2,000	2,530	2,000
- Advances from a director ^(b)	-	120	-	-
- Other accruals	2,049	1,465	648	462
- Other tax payables	315	339	13	-
- Advance payment from customer	237	-	-	-
- Refundable deposit	57	172	-	-
- Others	319	83	166	125
Total other payables	5,507	4,179	3,357	2,587
Provisions:				
- Provision for staff leave	73	95	14	17
- Provision for onerous contracts ^(c)	511	210	-	-
- Provision for warranty	742	14	-	-
	1,326	319	14	17
Total	14,843	16,379	3,371	2,604

(a) During the financial year, the Group received loan from a director amounting to \$2,000,000 (2024: \$2,000,000). The loan is unsecured, bears fixed interest rate of 12% per annum and with a loan tenure of one year.

(b) During the financial year, the Group received advances from a director amounting to \$Nil (2024: \$120,000). These advances are unsecured, interest-free and are repayable on demand.

(c) Provision of onerous contract loss of \$301,000 was provided during the financial year.

The credit period on purchases is generally from 30 to 60 days (2024: 30 to 60 days). No interest is charged on the outstanding balances, except those as disclosed above.

Movement in provision for warranty:

	Group	
	2025 \$'000	2024 \$'000
At beginning of the financial year	14	14
Addition during the year	728	-
At end of the financial year	742	14

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

19. Lease liabilities

	Group	
	2025 \$'000	2024 \$'000
<i>Current</i>		
Amounts due for settlement within 12 months	258	379
<i>Non-current</i>		
Amounts due for settlement after 12 months	180	378
	438	757
Maturity analysis:		
Within one year	258	379
In the second to fifth year inclusive	180	378
Total	438	757

The Group does not face significant liquidity risk with regards to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

Amounts recognised in the consolidated statement of comprehensive income:

	Group	
	2025 \$'000	2024 \$'000
Depreciation expense on right-of-use assets (Note 13)	211	231
Interest expense on lease liabilities (Note 28)	35	25
Short-term lease expenses	534	498

Total cash outflows for all the leases for the financial year ended 31 December 2025 was \$775,000 (2024: \$669,000).

20. Borrowings

	Group	
	2025 \$'000	2024 \$'000
Secured bank borrowings		
<i>Current:</i>		
Amount due for settlement within 12 months	6,340	12,552
<i>Non-current:</i>		
Amount due for settlement after 12 months	2,678	-
Third-party loan	3,020	3,022
	12,038	15,574

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

20. Borrowings (Continued)

The bank loans bear fixed interests ranging from 2% to 6.5% (2024: 2% to 6.5%) per annum, are repayable in equal monthly instalments over 1 to 4 (2024: 1 to 4) years, maturing in 2026 to 2029 and secured by the leasehold property of the Group (Note 12), charge over the project proceeds and corporate guarantees from the Company.

The third-party loan bear fixed interest of 11 to 13% (2024: 11 to 13%) per annum, maturing in 2026 and secured by corporate guarantee of the Company and a personal guarantee by a Director of the Company.

The Group participates in supply chain financing arrangements (SCF). Under the arrangements, the banks agree to pay amounts to suppliers in respect of invoices owed by the Group and receives settlement from the Group at a later date. The purpose of these arrangements is to better manage cash flows and liquidity and enable the suppliers to receive payments from the banks before the invoice due date.

	Group	
	2025 \$'000	2024 \$'000
Carrying amount of liabilities that are part of supplier financing arrangements		
Presented within borrowings (under secured bank borrowings)	3,793	6,154
- of which suppliers have received payment from banks	3,785	6,105
Range of payment due dates		
Liabilities that are part of the arrangement	120 to 180 days after invoice date	120 to 180 days after invoice date
Trade payables that are not part of the arrangement	30 to 60 days after invoice date	30 to 60 days after invoice date

There were no significant non-cash changes in the carrying amount of the liabilities included in the Group's supplier finance arrangement.

21. Retirement benefit obligations

The amount recognised in the consolidated statement of financial position in respect of the Group's defined contribution retirement benefit plan is as follows:

	Group	
	2025 \$'000	2024 \$'000
Present value of defined benefit obligations (unfunded)	589	524

The Group operates an unfunded defined benefit plan for qualifying employees of its subsidiary in Indonesia in accordance with Indonesian Labour Law No. 13/2003, based on service and last salary. Under the plan, the employees are entitled to retirement benefits on attainment of a retirement age and other eligible events (retrenchment, disability and death). No other post-retirement benefits are provided.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

21. Retirement benefit obligations (Continued)

The plan in Indonesia typically exposes the Group to actuarial risks such as: interest rate risk, longevity risk and salary risk.

- Interest risk - a decrease in the bond interest rate will increase the plan liability.
- Longevity risk - the present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
- Salary risk - the present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The present value of the defined benefit obligation was carried out by a qualified independent actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The principal assumptions used for the purpose of the actuarial valuations were as follows:

	Valuation at	
	2025 %	2024 %
Discount rate	6.00	7.00
Salary increment rate	5.00	5.00
Mortality rate*	100	100
Disability rate*	5.00	5.00
Resignation rate	8% per annum until age 39, then decrease to 0% on linear basis up to retirement	8% per annum until age 39, then decrease to 0% on linear basis up to retirement

* Based on Table of Mortality in Indonesia.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

21. Retirement benefit obligations (Continued)

Amounts recognised in profit or loss in respect of these defined benefit plans are as follows.

	Group	
	2025 \$'000	2024 \$'000
<u>Profit or loss</u>		
Current service cost	53	47
Net interest expense	34	26
Components of defined benefit costs recognised in profit or loss	87	73
<u>Other comprehensive income</u>		
Remeasurement of defined benefits liability:		
Actuarial loss from experience adjustment	30	62
Tax impact	(7)	(14)
Components of defined benefit costs recognised in other comprehensive income	23	48
Total defined benefits costs	110	121

Changes in the present value of the defined benefit obligation are as follows:

	Group	
	2025 \$'000	2024 \$'000
Beginning of financial year	524	392
Current service cost	53	47
Interest cost	34	26
Remeasurement losses:		
Actuarial loss from experience adjustment	30	62
Exchange differences	(52)	(3)
End of financial year	589	524

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

21. Retirement benefit obligations (Continued)

Significant actuarial assumptions for the determination of the defined benefit obligations are discount rate and expected salary increase. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the financial year, while holding all other assumptions constant.

	Impact on defined benefits obligations	
	2025 \$'000	2024 \$'000
Change in discount rate		
Increase by 1%	(27)	(25)
Decrease by 1%	30	27
Change in expected rate of salary increase		
Increase by 1%	31	28
Decrease by 1%	(28)	(26)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the consolidated statement of financial position.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior financial years.

The Group expects to contribute approximately \$7,000 (2024: \$46,000) to its defined benefit plan in the subsequent financial year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

22. Deferred tax assets

	Consolidated statement of financial position		Movements in tax					
			Profit or loss		Other comprehensive income		Exchange differences	
			2025	2024	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Group								
<u>Deferred tax assets:</u>								
Provisions	29	29	-	-	-	-	-	-
Retirement benefits obligations	111	115	-	(17)	(8)	(28)	3	5
Deferred tax assets	140	144	-	-	-	-	-	-
Set off of tax	(23)	(23)	-	-	-	-	-	-
Net deferred tax assets	117	121	-	-	-	-	-	-
<u>Deferred tax liabilities:</u>								
Differences in depreciation for tax purposes	(23)	(23)	-	-	-	-	-	-
Deferred tax liabilities	(23)	(23)	-	-	-	-	-	-
Set off of tax	23	23	-	-	-	-	-	-
Net deferred tax liabilities	-	-	-	-	-	-	-	-
Deferred tax credit (Note 30)			-	(17)	(8)	(28)	3	5

Deferred tax assets not recognised arising from tax losses

At the end of the financial year, the Group has tax losses of approximately \$17,810,000 (2024: \$9,334,000) that are available for offset against future taxable profits of the companies in which the losses arose. No deferred tax asset has been recognised as it is not considered probable that there will be future taxable profits available. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislations of the respective countries in which the companies operate. The tax losses will expire between year 2025 and 2027.

Unrecognised temporary differences relating to investment in subsidiary corporations

At the end of the financial year, the aggregate amount of temporary differences associated with undistributed earnings of subsidiary corporations for which deferred tax liabilities have not been recognised is approximately \$7,670,000 (2024: \$6,789,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

23. Share capital

	Group and Company			
	2025	2024	2025	2024
	Number of ordinary shares		\$'000	\$'000
<i>Issued and paid up:</i>				
At beginning of the financial year	660,771,000	660,771,000	12,092	12,092
Shares issued pursuant to Rights cum Warrants Issue, net of transaction costs	482,193,071	-	3,934	-
At end of the financial year	1,142,964,071	660,771,000	16,026	12,092

The Company has one class of ordinary share which has no par value, carries one vote per share and a right to dividend income when declared by the Company.

During the year, the rights cum warrants issued on the basis of two (2) Rights Shares for every three (3) existing ordinary shares in the Company held by entitled shareholders of the Company, with up to 704,822,400 free detachable warrants ("Warrants") each carrying the right to subscribe for one (1) new ordinary share at an exercise price of \$0.003 for each new share, on the basis of eight (8) Warrants for every five (5) Rights Shares subscribed for.

Performance share plan

In 2023, the Company granted awards of 3,000,000 ordinary shares in the capital of the Company ("2023 PSP Shares") on the same day under the Memiontec Performance Share Plan ("2023 Awards") to selected Directors, as well as executive officers and other employees of the Group. The 2023 Awards had lapsed on 5 May 2024 and there are no subsequent shares granted.

Other than the 2023 PSP Shares, the Company does not have any other convertible as at 31 December 2025 and 31 December 2024.

24. Translation reserve

The translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency, Singapore Dollar ("S\$"). The translation reserve is non-distributable.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

25. Other reserves

	Group		Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Capital reserve ^(a)	1,442	1,442	-	-
Merger reserve ^(b)	(2,405)	(2,405)	-	-
Other reserves ^(c)	49	49	-	-
Fair value reserve ^(d)	1,095	1,095	-	-
	181	181	-	-

(a) This represents capital contribution in certain subsidiary corporations by a controlling shareholder and an unrelated party.

(b) This represents the difference between the consideration and the aggregate nominal amounts of the share capital of the entities under common control at the date when these entities were consolidated as part of the restructuring exercise of the Group.

(c) This represents the following items:

- Deemed gain on acquisition of non-controlling interests of \$213,000, as a result of the increase in the equity interest of PTMI from 95% to 99.4% in February 2019, subsequent to the Group's restructuring exercise.
- Loss on disposal of a former subsidiary corporation amounting to \$164,000.

(d) This represents the fair value reserve from the Group's financial asset, at FVOCI.

Other reserves are non-distributable.

26. Revenue

	2025 \$'000	2024 \$'000
Type of revenue		
- Revenue from TSEPC projects	21,753	49,682
- Revenue from OMS services	1,507	1,640
- Revenue from SDS & Trading	2,230	1,465
- Revenue from sales of water	458	127
Total	25,948	52,914
Geographical markets		
- Singapore	10,395	34,559
- Indonesia	15,553	18,355
Total	25,948	52,914

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

26. Revenue (Continued)

	2025 \$'000	2024 \$'000
Timing of revenue recognition		
Over time:		
- Revenue from TSEPC projects	21,753	49,682
- Revenue from OMS services	1,507	1,640
At a point in time:		
- Revenue from SDS & Trading	2,230	1,465
- Revenue from sales of water	458	127
	25,948	52,914

The Group derives its revenue from the transfer of goods and service over time and at a point in time in the following major product lines. This is consistent with the revenue information that is disclosed for each reportable segment under SFRS(I) 8 *Operating Segments*.

Transaction price allocated to remaining performance obligations

The aggregate amount of transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 December 2025 is \$15,900,000 (2024: \$34,800,000). This will be recognised as revenue by reference to percentage of completion, which is expected to complete over the next one (2024: one to two) year. The amount disclosed above does not include any estimated amounts of variable consideration that is constrained.

27. Other income

	2025 \$'000	2024 \$'000
Government grants	11	92
Interest income from banks	91	190
Gain from disposal of right-of-use assets	44	-
Others	119	193
Total	265	475

28. Finance costs

	2025 \$'000	2024 \$'000
Interest expense on:		
- Borrowings	785	216
- Lease liabilities (Note 19)	35	25
- Loan from a director (Note 7)	250	2
Total	1,070	243
Interest expenses from supplier invoice financing included in cost of sales	332	398

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

29. Other operating expenses

	2025 \$'000	2024 \$'000
Foreign exchange loss - net	456	225
Small value assets expensed-off	1	5
Others	138	227
Total	595	457

30. Income tax expense

	2025 \$'000	2024 \$'000
<u>Income tax expense recognised in profit or loss</u>		
Income tax:		
- Current	513	462
- Over-provision in respect of prior years	-	(91)
	513	371
Withholding tax expense on foreign-sourced interest income	31	46
Deferred tax (Note 22):		
- Current	-	(16)
Income tax expense	544	401
<u>Income tax recognised in other comprehensive income</u>		
Deferred tax:		
- Retirement benefit obligations	(7)	(14)

Income tax for Singapore incorporated companies is calculated at 17% (2024: 17%) of the estimated assessable income for the financial year. Statutory tax rate in Indonesia is 22% (2024: 22%).

Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

30. Income tax expense (Continued)

The total expense for the financial year can be reconciled to the accounting loss as follows:

	2025 \$'000	2024 \$'000
Loss before income tax	(8,738)	(6,987)
Share of results of a joint venture	620	384
	(8,118)	(6,603)
Tax at statutory rate of 17% (2024: 17%)	(1,380)	(1,122)
Effect of different tax rates of companies operating in other jurisdictions	188	199
Tax effect of expenses that are not deductible in determining taxable profit	639	71
Tax effect of income that are not taxable in determining taxable profit	-	13
Tax exemption and incentive	(243)	(35)
Over provision in respect of prior years	-	(91)
Deferred tax not recognised	1,334	1,394
Withholding tax expense	31	46
Others	(25)	(74)
Income tax expense	544	401

31. Loss for the financial year

Loss for the financial year has been arrived at after charging:

	2025 \$'000	2024 \$'000
Employee benefits (Note A)		
- Directors' remuneration	1,218	1,316
- Wages and salaries	6,616	7,773
- Employer's contribution to defined contribution plans	270	334
	8,104	9,423
Audit fees	179	152
Directors' fees	145	135
Cost of inventories recognised as expense	501	413
Depreciation of property, plant and equipment (Note 12)	202	200
Depreciation of rights-of-use assets (Note 13)	211	231

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

31. Loss for the financial year (Continued)

Note A:

	2025 \$'000	2024 \$'000
Presented in the consolidated statement of comprehensive income:		
Cost of sales	5,889	6,899
General and administrative expenses	2,215	2,524
Total	<u>8,104</u>	<u>9,423</u>

32. Loss per share ("LPS")

Basic and diluted LPS

Basic and diluted LPS is calculated by dividing the net loss attributable to owners of the Company for the respective periods by the weighted average number of ordinary shares outstanding during the respective periods.

The calculation of the LPS attributable to the owners of the Company is based on the following:

	Group	
	2025	2024
Loss attributable to owners of the Company (\$'000)	(9,473)	(7,390)
Weighted average number of ordinary shares for purpose of LPS (units)	<u>1,142,964,071</u>	<u>1,142,964,071*</u>
LPS – basic and diluted (Singapore cents)	<u>(0.83)</u>	<u>(0.65)</u>

* As at 31 December 2024, there were 660,771,000 ordinary shares in issue. As a result of the completion of the Rights cum Warrants Issue exercise in May 2025, the Company's number of ordinary shares in issue increased from 660,771,000 to 1,101,285,000. Subsequent to the exercise, a total of 41,679,071 warrants had been exercised as at 31 December 2025. Accordingly, the number of ordinary shares of the Company as at 31 December 2024 has been retrospectively adjusted to enable a better comparison of the net asset value per share.

33. Dividends

In 2023, the Company declared tax exempt (one-tier) final dividend of 0.196 Singapore cents per ordinary share amounting to approximately \$1,295,000 in respect of the financial year ended 31 December 2023. The dividend was paid out on 8 July 2024.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

34. Contingent liabilities

The maximum amount the Group could be forced to settle under financial guarantee contracts provided to its joint venture is \$5,284,000 (2024: \$5,923,000) (Note 6(b)(iii)).

Management has considered and evaluated the fair value of the above financial guarantee contracts to be insignificant as at 31 December 2025 and 2024.

As at 31 December 2025, the Company has issued corporate guarantee amounting up to \$12,037,000 (2024: \$13,450,000) to banks for borrowings of its subsidiary corporation. These bank borrowings of the subsidiary corporation amounted to \$9,017,000 (2024: \$12,552,000) as at reporting date.

35. Segment information

For the purpose of resource allocation and assessment of segment performance, the Group's chief executive officer has focused on the business operating units which in turn, are segregated based on their services. This forms the basis of identifying the segments of the Group under SFRS(I) 8 *Operating Segments*.

Operating segments are aggregated into a single reportable operating segment if they have similar economic characteristic, such as long-term average gross margins, and are similar in respect of nature of services and process, type of customers, method of distribution, and if applicable, the nature of the regulatory environment.

The Group's reportable segments under SFRS(I) 8 *Operating Segments* are therefore as follows:

- TSEPC - provision of total solutions with engineering, procurement and construction services relating to water and wastewater management.
- OMS - provision of operations, preventative and corrective maintenance services relating to water and wastewater management.
- SDS & Trading - Sales and distribution of water treatment systems and trading.
- SOW - Sales of water and other related recurring revenues under long term service concessionary arrangements.

Segment revenue represents revenue generated from external customers. Segment results represent the profit earned from each segment after allocating costs directly attributable to a segment and other common costs that can be allocated on a reasonable basis. This is the measure reported to the chief executive officer for the purpose of resource allocation and assessment of segment performance.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

35. Segment information (Continued)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 4 to the financial statements.

Assets and liabilities are not allocated by segment as they are not considered critical by the chief executive officer in resource allocation and assessment of segment performance.

Segment revenue

	Group	
	2025	2024
	\$'000	\$'000
Revenue:		
- TSEPC	21,753	49,682
- OMS	1,507	1,640
- SDS & Trading	2,230	1,465
- SOW	458	127
Total	25,948	52,914

Segment results

	Group	
	2025	2024
	\$'000	\$'000
Loss from operations:		
- TSEPC	(6,125)	(5,563)
- OMS	269	162
- SDS & Trading	348	397
- SOW	88	7
Total	(5,420)	(4,997)
Other income	265	475
General and administrative expenses	(1,298)	(1,381)
Share of loss of a joint venture	(620)	(384)
Finance costs	(1,070)	(243)
Other operating expenses	(595)	(457)
Loss before income tax	(8,738)	(6,987)
Income tax expense	(544)	(401)
Net loss for the financial year	(9,282)	(7,388)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

35. Segment information (Continued)

Geographical segments

The Group's information about the segment revenue by geographical location is detailed below:

	Revenue	
	2025	2024
	\$'000	\$'000
Singapore	10,395	34,559
Indonesia	15,553	18,355
Total	25,948	52,914

The Group's information about the segment assets by geographical location is detailed below:

	Non-current assets	
	2025	2024
	\$'000	\$'000
Singapore	293	564
Indonesia	4,873	5,990
PRC	1	5
Total	5,167	6,559

Major customer information

The Group's largest customer (2024: largest customer) in Singapore contribute an aggregate of 33% (2024: 62%) of the Group's revenue, with these revenues being attributable to the TSEPC and OMS business segment. No other customer contributed more than 10% of the Group's revenue for other business segments during the financial years ended 31 December 2025 and 2024.

36. Joint investigations by the Commercial Affairs Department ("CAD") and Monetary Authority of Singapore ("MAS")

On 14 August 2024, Mr Tay Kiat Seng ("Mr Tay"), the Executive Director and Chief Executive Officer of the Company, and Ms Soelistyo Dewi Soegiharto ("Ms Dewi"), the Managing Director of the Company and spouse of Mr Tay, attended interviews at the office of the CAD.

The Company understands from Mr Tay and Ms Dewi that they attended interviews with CAD on 14 August 2024 in connection with investigations by CAD and MAS into an offence under Section 201 of the Securities and Futures Act 2001 (the "Investigations"). They were then arrested in connection with the Investigations and subsequently released on bail. The Company understands that Ms Dewi has surrendered her passport to CAD, while Mr Tay is allowed to travel outside of Singapore, subject to prior clearance by CAD.

The Company understands that the Investigations and allegations against Mr Tay and Ms Dewi do not involve the Group and the business and operations of the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2025

36. Joint investigations by the Commercial Affairs Department (“CAD”) and Monetary Authority of Singapore (“MAS”) (Continued)

The Company has assessed that no immediate additional measures are presently required to be undertaken to safeguard against internal control and other risks of the Group associated with Mr Tay’s and Ms Dewi’s continued appointment and has recommended the same to the Board.

As of the date of this annual report, there have been no material updates or developments regarding the investigation. Mr Tay and Ms Dewi continue to cooperate fully with the authorities.

STATISTICS OF SHAREHOLDINGS

As at 20 March 2026

Issued and fully paid-up share capital	:	S\$16,724,770 ⁽¹⁾
Number of issued shares	:	1,143,330,043
Class of shares	:	Ordinary shares
Voting rights	:	One vote per ordinary share (excluding treasury shares and subsidiary holdings)
Number of treasury shares	:	Nil
Number of subsidiary holdings held	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	3	1.01	171	0.00
100 - 1,000	10	3.37	4,300	0.00
1,001 - 10,000	46	15.49	258,341	0.02
10,001 - 1,000,000	187	62.96	46,737,079	4.09
1,000,001 AND ABOVE	51	17.17	1,096,330,152	95.89
TOTAL	297	100.00	1,143,330,043	100.00

SHAREHOLDINGS HELD BY PUBLIC

Based on the information available to the Company as at 20 March 2026, approximately 29.9% of the issued ordinary shares of the Company (“**Shares**”) was held by the public and, therefore, Rule 723 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist is complied with.

SUBSTANTIAL SHAREHOLDERS

(as recorded in the Company’s Register of Substantial Shareholders)

Name of Substantial Shareholder	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Tay Kiat Seng ⁽²⁾⁽³⁾	494,461,480	43.25	132,282,770	11.57
Soelistyo Dewi Soegiharto ⁽²⁾	174,042,065	15.22	-	-
Unity Strength Pte. Ltd. ⁽³⁾	132,282,770	11.57	-	-

Notes:

- ⁽¹⁾ As per the business profile of the Company filed with Accounting and Corporate Regulatory Authority.
- ⁽²⁾ Tay Kiat Seng and Soelistyo Dewi Soegiharto are husband and wife.
- ⁽³⁾ Tay Kiat Seng is deemed to be interested in all the Shares held by Unity Strength Pte. Ltd. by virtue of Section 7 of the Companies Act, Chapter 50 of Singapore.
- ⁽⁴⁾ Tay Kiat Seng holds 250,000,000 Shares and 244,461,480 Shares through nominee accounts with United Overseas Bank Nominees (Private) Limited and with HSBC (Singapore) Nominees Pte Ltd respectively.
- ⁽⁵⁾ Soelistyo Dewi Soegiharto holds 174,042,065 Shares through a nominee account with United Overseas Bank Nominees (Private) Limited.

STATISTICS OF SHAREHOLDINGS

As at 20 March 2026

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	424,042,065	37.09
2	HSBC (SINGAPORE) NOMINEES PTE LTD	299,461,674	26.19
3	UNITY STRENGTH PTE. LTD.	132,282,770	11.57
4	YEO KHEE SENG BENNY	50,000,000	4.37
5	KGI SECURITIES (SINGAPORE) PTE. LTD.	27,575,411	2.41
6	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	19,303,167	1.69
7	RAFFLES NOMINEES (PTE.) LIMITED	14,705,108	1.29
8	SEE CHAI TIAM	10,222,600	0.89
9	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	9,081,370	0.79
10	MAYBANK SECURITIES PTE. LTD.	7,204,900	0.63
11	WONG HAN YEW	7,192,800	0.63
12	TAN KIAM LYE	6,200,000	0.54
13	OCBC SECURITIES PRIVATE LIMITED	5,445,166	0.48
14	TAN GUAN YU, DARREL	5,356,800	0.47
15	PHILLIP SECURITIES PTE LTD	5,168,227	0.45
16	TAN WEIREN VINCENT (CHEN WEIREN VINCENT)	5,000,000	0.44
17	DAVIN NG	4,183,333	0.37
18	TIGER BROKERS (SINGAPORE) PTE. LTD.	3,988,700	0.35
19	TAN CHYE KIN	3,633,800	0.32
20	WU GHEE HUA(YU YIHUA)	3,500,000	0.31
	TOTAL	1,043,547,891	91.28

STATISTICS OF WARRANTHOLDINGS

As at 20 March 2026

DISTRIBUTION OF WARRANTHOLDINGS

SIZE OF WARRANTHOLDINGS	NO. OF WARRANTHOLDERS	%	NO. OF WARRANTS	%
1 - 99	37	24.83	1,728	0.00
100 - 1,000	4	2.68	2,943	0.00
1,001 - 10,000	9	6.04	64,224	0.01
10,001 - 1,000,000	77	51.68	18,246,917	2.75
1,000,001 AND ABOVE	22	14.77	644,461,403	97.24
TOTAL	149	100.00	662,777,215	100.00

TWENTY LARGEST WARRANTHOLDERS

NO.	NAME	NO. OF WARRANTS	%
1	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	271,386,921	40.95
2	HSBC (SINGAPORE) NOMINEES PTE LTD	198,055,347	29.88
3	UNITY STRENGTH PTE. LTD.	84,660,972	12.77
4	YEO KHEE SENG BENNY	32,000,000	4.83
5	SEE CHAI TIAM	13,272,079	2.00
6	PHILLIP SECURITIES PTE LTD	6,547,673	0.99
7	ROMIEN CHANDRASEGARAN	6,317,700	0.95
8	TAN WEIREN VINCENT (CHEN WEIREN VINCENT)	4,000,000	0.60
9	RAFFLES NOMINEES (PTE.) LIMITED	3,759,329	0.57
10	LUAI HONG DONG	3,327,840	0.50
11	KARUPPIAH PALANIAPPAN	2,775,000	0.42
12	LIM SIEW GIN	2,178,000	0.33
13	GWEN PHOO JIA WEN	2,161,200	0.33
14	TNG KIM BOCK	2,159,999	0.33
15	SHERLEY TEO SIEW HOON	1,789,280	0.27
16	OCBC SECURITIES PRIVATE LIMITED	1,741,865	0.26
17	NG SHU SHAN	1,600,000	0.24
18	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	1,599,999	0.24
19	RAMESH S/O PRITAMDAS CHANDIRAMANI	1,500,000	0.23
20	TOK BOON SEONG	1,459,999	0.22
	TOTAL	642,293,203	96.91

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Tay Kiat Seng and Mr Ling Chung Yee are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on Thursday, 30 April 2026 at 2.00 p.m. ("AGM") (collectively, the "Retiring Directors" and each, a "Retiring Director").

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

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
Date of first appointment	6 March 2013	22 July 2024
Date of last re-appointment (if applicable)	24 April 2024	25 April 2025
Age	64	48
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The re-election of Tay Kiat Seng as a Director of the Company was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration Tay Kiat Seng's qualifications, skills, expertise, experience, past experience and overall contribution since he was appointed as a Director of the Company, and the diversity of the Board with regards to the objective of the Board Diversity Policy of the Company.	The re-election of Ling Chung Yee as a Director of the Company was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration Ling Chung Yee's qualifications, skills, expertise, experience, past experience and overall contribution since he was appointed as a Director of the Company, and the diversity of the Board with regards to the objective of the Board Diversity Policy of the Company.
Whether appointment is executive, and if so, the area of responsibility	Re-appointment as Executive Director. Responsible for overseeing the Group's business performance and direction as well as formulating, developing and overseeing the execution of business strategies for growth and expansion.	The Board considers Ling Chung Yee to be independent for the purposes of Rule 704(7) of the Catalist Rules. Re-appointment as Independent Non-Executive Director.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Chief Executive Officer, as well as a member of the Nominating Committee	Independent Non-Executive Director, Chairman of the Remuneration Committee and the Nominating Committee, as well as a member of the Audit Committee
Professional qualifications	Bachelor of Engineering in Mechanical Engineering, University of Strathclyde, United Kingdom	Global EMBA, INSEAD Chartered Financial Analyst, CFA Institute BBA (Hons), The National University of Singapore
Working experience and occupation(s) during the past 10 years	<p>1996 to Current: Memiontec Pte Ltd - Executive Director</p> <p>March 2013 to Current: Memiontec Holdings Ltd. - Executive Director and Chief Executive Officer</p> <p>December 2019 to June 2021: Memiontec Holdings Ltd. - Chairman</p>	<p>Jan 2021 to Present CEO & Founder FollowTrade Pte Ltd</p> <p>Jan 2011 to Dec 2020 Managing Director RL Capital Management</p>
Shareholding interest in the listed issuer and its subsidiaries	<p>As at 20 March 2026 Direct Interest - 494,461,480 shares in the Company, and 316,455,347 warrants in the Company exercisable into 316,455,347 shares in the Company</p> <p>Deemed Interest - 132,282,770 shares in the Company, and 84,660,972 warrants in the Company exercisable into 84,660,972 shares in the Company</p>	NIL

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
<p>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</p>	<p>Tay Kiat Seng holds the following in the Company as at 20 March 2026:</p> <ol style="list-style-type: none"> Direct Interest – 494,461,480 shares in the Company, and 316,455,347 warrants in the Company exercisable into 316,455,347 shares in the Company Deemed Interest – 132,282,770 shares in the Company, and 84,660,972 warrants in the Company exercisable into 84,660,972 shares in the Company <p>Tay Kiat Seng is the spouse of Soelistyo Dewi Soegiharto (director of the Company's subsidiaries and a substantial shareholder of the Company).</p> <p>Tay Kiat Seng is a director and a controlling shareholder of Unity Strength Pte. Ltd., a substantial shareholder of the Company.</p> <p>Tay Kiat Seng sits on the boards of the following subsidiaries of the Company:</p> <ol style="list-style-type: none"> Memiontec Pte Ltd; M Water Resources International Pte. Ltd.; Memiontec Industries Pte. Ltd.; MIT Investment Pte. Ltd.; Memiontec Co., Ltd.; MIT Water Technology Co. Ltd; PT MIT Investment Indonesia (Commissioner); PT Universal Energy Investment; 	<p>NIL</p>

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
	<p>9. PT Jakpro Memiontec Air (Commissioner); and</p> <p>10. PT Memiontec Bakti Bali (President Commissioner).</p>	
Conflict of Interest (including any competing business)	<p>Please refer to the section entitled "Interested Person Transactions" of the offer document dated 21 February 2020 issued by the Company in relation to the Company's listing on the Catalyst Board of the SGX-ST.</p>	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Past (for the last 5 years)	<p><u>Directorship</u></p> <p>1. Memiontec (Wuxi) Co., Ltd; and</p> <p>2. PT Memiontec Indonesia</p> <p><u>Other Principal Commitment</u></p> <p>Nil</p>	<p><u>Directorships</u></p> <p>1. Debao Property Development Ltd.</p> <p>2. Derong Real Estate Holdings Pte. Ltd.</p> <p>3. Vingroup JSC</p> <p>4. Ley Choon Group Holdings Limited</p> <p>5. Amplefield Limited</p> <p>6. Dynamic Real Estate Holdings Pte. Ltd.</p> <p>7. Advanced Systems Automation Limited</p> <p><u>Other Principal Commitment</u></p> <p>Nil</p>

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
Present	<p><u>Directorships</u></p> <ol style="list-style-type: none"> 1. Memiontec Pte Ltd; 2. M Water Resources International Pte. Ltd.; 3. Memiontec Industries Pte. Ltd.; 4. MIT Investment Pte. Ltd.; 5. Memiontec Co., Ltd. 6. MIT Water Technology Co. Ltd.; 7. PT MIT Investment Indonesia (Commissioner); 8. PT Universal Energy Investment; 9. PT Jakpro Memiontec Air (Commissioner); 10. PT Memiontec Bakti Bali (President Commissioner); 11. UI Pte. Ltd.; and 12. Unity Strength Pte. Ltd. <p><u>Other Principal Commitment</u> Nil</p>	<p><u>Directorships</u></p> <ol style="list-style-type: none"> 1. FollowTrade Pte. Ltd. 2. CASE Endowment Fund Governing Board 3. VinFast Auto Ltd. 4. United Food Holdings Ltd. 5. Combine Will International Holdings Ltd. <p><u>Other Principal Commitment</u> Nil</p>

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	Yes Ling Chung Yee has been made to understand that Tap Venture Fund I Pte. Ltd. (“ Tap Venture ”), a company in which he was an Independent Non-Executive Director of from 19 September 2017 to 8 November 2018, is currently undergoing compulsory winding up by way of liquidation. Based on publicly available information, it appears that Tap Venture was in liquidation since 29 September 2020, being within a period of two years from the date he ceased to be a director of Tap Venture. Ling Chung Yee was not aware of the affairs of Tap Venture since his cessation as an independent non-executive director in November 2018. Tap Venture was dissolved by way of compulsory winding up on 25 July 2023.
c) Whether there is any unsatisfied judgment against him?	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
<p>d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?</p>	<p>Yes</p> <p>On 19 August 2025 and 20 August 2025, the Company announced that Tay Kiat Seng and Soelistyo Dewi Soegiharto attended interviews in connection with joint investigations by the Commercial Affairs Department (“CAD”) and the Monetary Authority of Singapore (“MAS”) (the “CAD and MAS Joint Investigations”) into an offence under Section 201 of the Securities and Futures Act 2001, at CAD’s office on 14 August 2024, after which they were arrested and released on bail (the “Previous Announcements”). Please refer to the Previous Announcements as well as the Company’s Offer Information Statement dated 15 April 2025, for further details.</p> <p>In relation to Tay Kiat Seng’s re-appointment as a Director of the Company, the Nominating Committee of the Company has assessed that Tay Kiat Seng is suitable to continue as a Director of the Company based on the same grounds as set out in the Previous Announcements. Additionally, the Nominating Committee has assessed that no immediate additional measures are required to be undertaken to safeguard against internal control and other risks of the Group associated with Tay Kiat Seng’s continued appointment. The Board concurred in full with the recommendations of the Nominating Committee.</p>	<p>No</p>

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
<p>e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?</p>	<p>As at the date of this Annual Report, the CAD and MAS Joint Investigations are still ongoing, and there have been no material developments in relation to the CAD and MAS Joint Investigations.</p> <p>Yes</p> <p>Please refer to Tay Kiat Seng's response to (d) above.</p>	<p>No</p>
<p>f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</p>	<p>No</p>	<p>No</p>
<p>g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	<p>No</p>	<p>No</p>

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
<p>h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>	No	No
<p>i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?</p>	No	No
<p>j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-</p> <ul style="list-style-type: none"> (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or 	No	<p>Yes</p> <p>The Audit Committee of United Food Holdings Limited ("UFH") appointed KPMG Forensic ("KPMG"), a division of KPMG Services Pte Ltd on 17 December 2021 to conduct special audit in relation to the veracity of certain transactions and the inconsistencies of bank balances with respect to certain accounts ("Special Audit"), in accordance with the terms of engagement dated 13 December 2021, as approved by the SGX. The Special Audit report by KPMG was released on 5 August 2024. On 14 August 2024, SGX RegCo released a regulatory announcement and directed UFH to be delisted. As at the date of the annual report, Ling Chung Yee confirms that he is not aware of any investigation or disciplinary proceedings being taken against him by any authorities or regulators, or has been reprimanded or issued any warning by any authority or regulators.</p>

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

NAME OF DIRECTOR	MR TAY KIAT SENG	MR LING CHUNG YEE
<p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>		
<p>k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	<p>Yes</p> <p>Please refer to Tay Kiat Seng's response to (d) above.</p>	<p>No</p>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of **Memiontec Holdings Ltd.** (the “**Company**”) will be held at 20 Woodlands Link #07-12/13, Singapore 738733 on Thursday, 30 April 2026 at 2.00 p.m. (Singapore Time) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2025, together with the Directors’ Statement and the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to the Constitution of the Company and who, being eligible, offer themselves for re-election as a Director of the Company:
 - (a) Mr Tay Kiat Seng (Retiring under Regulation 96) **(Resolution 2)**
 - (b) Mr Ling Chung Yee (Retiring under Regulation 96) **(Resolution 3)**[See Explanatory Note (i)]
3. To approve the payment of Directors’ fees of up to S\$150,000 (FY2025: up to S\$150,000) for the financial year ending 31 December 2026, to be paid half yearly in arrears. **(Resolution 4)**
4. To re-appoint PKF-CAP LLP as the Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

Ordinary Resolutions

6. Authority to allot and issue shares

“That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”), the Constitution of the Company and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”), the Directors of the Company be and are hereby authorised and empowered to:

- (a) (i) allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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

NOTICE OF ANNUAL GENERAL MEETING

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

(the “Share Issue Mandate”)

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(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;

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provision of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force until: (i) the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”

[See Explanatory Note (ii)]

(Resolution 6)

NOTICE OF ANNUAL GENERAL MEETING

7. Authority to offer and grant awards and allot and issue shares under the Memiontec Performance Share Plan

“That, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised and empowered to offer and grant awards (“**Awards**”) in accordance with the provisions of the Memiontec Performance Share Plan (the “**PSP**”) and to allot and issue from time to time such number of fully paid-up new Shares as may be required to be allotted and delivered pursuant to the vesting of the Awards granted by the Company under the PSP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be issued pursuant to the PSP, when aggregated with the total number of new Shares allotted and issued and/or Shares to be allotted and issued delivered and/or to be delivered pursuant to Awards already granted under the PSP, and the aggregate number of Shares over which options or awards are granted under any share option schemes or share schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (iii)]

(Resolution 7)

By Order of the Board
Memiontec Holdings Ltd.

Tay Kiat Seng
Executive Director and Chief Executive Officer
15 April 2026

Explanatory Notes:

- (i) Mr Tay Kiat Seng will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company, as well as a member of the Nominating Committee of the Company.

Mr Ling Chung Yee will, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director of the Company, Chairman of the Remuneration Committee and the Nominating Committee, as well as a member of the Audit Committee of the Company. There are no relationships (including immediate family relationships) between Mr Ling Chung Yee and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Mr Ling Chung Yee is considered by the Board of Directors of the Company to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information on each of the abovementioned Directors of the Company as required pursuant to Rule 720(5) of the Catalist Rules can be found in the Annual Report 2025 under the section entitled “Disclosure of Information on Directors Seeking Re-election”.

- (ii) The Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM of the Company until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities or the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) The Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares in the Company pursuant to the vesting of the Awards granted by the Company under the PSP, when aggregated with the total number of new Shares allotted and issued and/or Shares to be allotted and issued delivered and/or to be delivered pursuant to Awards already granted under the PSP, and the aggregate number of Shares over which options or awards are granted under any share option schemes or share schemes of the Company, up to a number not exceeding in aggregate (for the entire duration of the PSP) fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

Notes:

1. The Annual General Meeting (“AGM”) will be held at 20 Woodlands Link #07-12/13, Singapore 738733 on Thursday, 30 April 2026 at 2.00 p.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolutions set out in this Notice of AGM. **There will be no option for Shareholders to participate virtually.**
2. No printed copies of the Annual Report 2025 will be sent to Shareholders. Shareholders may request for printed copies of the Annual Report 2025 by completing and returning the Request Form (sent to them by post together with printed copies of this Notice of AGM and the accompanying Proxy Form) no later than Thursday, 23 April 2026. In addition, this Notice of AGM, the Annual Report 2025, the Proxy Form, and the Request Form may be accessed at the Company's corporate website at the URL www.memiontec.com/announcements, and are also available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to attendance at the AGM, submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant comments, queries and/or questions before the AGM, and voting by appointing proxy(ies) (including the Chairman of the Meeting), are set out in this Notice of AGM. Please refer to the section titled “Key dates/deadlines” below for the relevant steps and details for Shareholders to participate at the AGM.
4. **There will be no option for Shareholders to participate virtually at the AGM. A Shareholder (whether individual or corporate) must vote live at the AGM or must appoint proxy(ies) (including the Chairman of the Meeting), to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form may be accessed at the Company's corporate website at the URL www.memiontec.com/announcements, and is also available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints proxy(ies) (including the Chairman of the Meeting), he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her discretion.

Only Shareholders or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

5. Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a member of the Company.
6. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at irmr@memiontec.com,

in either case, by 2.00 p.m. on Monday, 27 April 2026 (being not less than seventy-two (72) hours before the time fixed for the AGM). **Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

The proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing and where such proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where the proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the proxy form, failing which the proxy form may be treated as invalid.

A Shareholder (who is not a relevant intermediary) entitled to attend, speak and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the number of shares to be represented by each proxy.

A Shareholder 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 Shareholder. Where such Shareholder appoints two (2) or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of shares to be represented by each proxy.

NOTICE OF ANNUAL GENERAL MEETING

SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS operators or relevant intermediaries to submit their votes and/or questions relating to the resolutions tabled for approval at the AGM by Monday, 20 April 2026 at 5.00 p.m. (being seven (7) working days before the AGM).

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy or proxies to vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) addressing substantial and relevant questions from members received by the Company and if necessary, following up with the relevant members in relation to such questions; and
- (iii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

Key dates/deadlines:

Key Dates	Events and Information
5.00 p.m. on Monday, 20 April 2026	Deadline for SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), who wish to appoint the Chairman of the Meeting as proxy to approach their respective SRS operators or relevant intermediaries to submit their votes and/or questions related to the resolutions to be tabled for approval at the AGM.
2.00 p.m. on Thursday, 23 April 2026	Deadline for members to submit comments, queries and/or questions in advance of the AGM of the Company. Members may submit comments, queries and/or questions in advance of the AGM of the Company in the following manner: (a) if submitted by post, be lodged at the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733; or (b) if submitted by way of electronic means, be submitted via email to the Company at irmr@memiontec.com . Members may alternatively submit question(s) live at the AGM.
2.00 p.m. on Saturday, 25 April 2026	The Company will endeavour to address all substantial and relevant questions, comments and/or queries received from Shareholders relating to the resolutions in the Notice of AGM prior to the AGM, by publishing its responses to the questions on the Company's corporate website at the URL www.memiontec.com/announcements and SGXNet at the URL https://www.sgx.com/securities/company-announcements . The Company will also address any subsequent clarifications sought, or follow-up questions in respect of such substantial and relevant questions during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
2.00 p.m. on Monday, 27 April 2026	Deadline for members to submit Proxy Forms to appoint proxy(ies) (including the Chairman of the Meeting) to attend, submit question(s) and vote at the AGM of the Company. The Proxy Form must be submitted to the Company in the following manner: (a) if submitted by post, be lodged at the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733; or (b) if submitted by way of electronic means, be submitted via email to the Company at irmr@memiontec.com . Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.
2.00 p.m. on Thursday, 30 April 2026	Members and (where applicable) duly appointed proxies and representatives may participate at the AGM at 20 Woodlands Link #07-12/13, Singapore 738733. There will be no option for Shareholders to participate virtually.
By Friday, 29 May 2026	The Company will publish the minutes of AGM on the Company's corporate website at the URL www.memiontec.com/announcements and on SGXNet at the URL https://www.sgx.com/securities/company-announcements within one (1) month after the AGM.

NOTICE OF ANNUAL GENERAL MEETING

This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor").

This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Goh Mei Xian, ZICO Capital Pte. Ltd., at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

MEMIONTEC HOLDINGS LTD.

(Company Registration No.: 201305845W)
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Proxy Form)

IMPORTANT

- The Annual General Meeting ("AGM") is being convened, and will be held at 20 Woodlands Link #07-12/13, Singapore 738733. **There will be no option for shareholders to participate virtually.**
- The Notice of AGM is also accessible (a) via publication on the Company's corporate website at the URL www.memiontec.com/announcements; and (b) via publication on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- Arrangements relating to attendance at the AGM, submission of comments, queries and/or questions to the Chairman of the Meeting in advance of and live at the AGM, addressing of substantial and relevant comments, queries and/or questions before the AGM, and voting by appointing proxy(ies) (including the Chairman of the Meeting), are set out in the Notice of AGM.
- A member (whether individual or corporate) must vote live at the AGM or must appoint proxy(ies) (including the Chairman of the Meeting) to attend, speak and vote on his/her/ its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.
- SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators or relevant intermediaries to submit their votes by Monday, 20 April 2026 at 5.00 p.m. (that is, at least seven (7) working days before the date of the AGM).
- By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy(ies) (including the Chairman of the Meeting) as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I/We*, _____, (Name) _____ (NRIC/Passport/Company Registration Number*)

of _____ (Address)

being a shareholder/shareholders* of **MEMIONTEC HOLDINGS LTD.** (the "Company"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares (Ordinary Shares)	%

and/or* (please delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares (Ordinary Shares)	%

or failing him/her/them*, the Chairman of the Meeting as my/our* proxy/proxies* to vote for me/us* on my/our* behalf at the AGM to be convened and held at 20 Woodlands Link #07-12/13, Singapore 738733 on Thursday, 30 April 2026 at 2.00 p.m. (Singapore Time) and at any adjournment thereof in the following manner:

*Delete as appropriate.

	Ordinary Resolutions	For [#]	Against [#]	Abstain [#]
Ordinary Business				
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 December 2025, together with the Directors' Statement and the Independent Auditor's Report thereon			
2.	Re-election of Mr Tay Kiat Seng as a Director of the Company			
3.	Re-election of Mr Ling Chung Yee as a Director of the Company			
4.	Payment of Directors' fees of up to S\$150,000 for the financial year ending 31 December 2026, to be paid half yearly in arrears (FY2025: up to S\$150,000)			
5.	Re-appointment of PKF-CAP LLP as Auditors of the Company and authority to Directors of the Company to fix their remuneration			
Special Business				
6.	Authority to allot and issue shares			
7.	Authority to offer and grant awards and allot and issue shares under the Memiontec Performance Share Plan			

[#] Voting will be conducted by poll. If you wish to appoint proxy(ies) or appoint the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please tick with "✓" in the "For" or "Against" box in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box in respect of that resolution. If you wish to appoint proxy(ies) or appoint the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please tick with "✓" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that your proxy(ies) or the Chairman of the Meeting, as your proxy, is directed to abstain from voting in the "Abstain" box in respect of that resolution. **In the absence of specific directions in respect of a resolution, the proxy(ies) will vote or abstain from voting at his/her discretion.**

Dated this _____ day of _____ 2026.

Total number of Shares Held

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



Notes:

1. Except for a member who is a relevant intermediary as defined under Section 181(6) of the Companies Act 1967 of Singapore ("**Companies Act**"), a member of the Company entitled to attend, speak and vote at the Annual General Meeting of the Company ("**AGM**") is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her/its stead. Such proxy need not be a member of the Company.
2. Where a member of the Company appoints two (2) proxies, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
3. Pursuant to Section 181(1C) of the Companies Act, a member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such 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 proxy form.
4. A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.
5. Members who wish to appoint proxy(ies) to attend, speak and vote at the AGM on their behalf must complete and submit this proxy form in accordance with the instructions hereof by Monday, 27 April 2026 at 2.00 p.m. (being not less than seventy-two (72) hours before the time fixed for the AGM).
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
7. A corporation which is a member of the Company 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 its constitution and Section 179 of the Companies Act.
8. A member should insert the total number of shares held in this proxy form. If the member has shares entered against his/her/its name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members of the Company, he/she/it should insert the number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members of the Company, he/she/it should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
9. This duly executed proxy form together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be sent by email to irmr@memiontec.com or by post to the registered address of the Company at 20 Woodlands Link #04-30/31 Singapore 738733 by 2.00 p.m. on Monday, 27 April 2026 (being not less than seventy-two (72) hours before the time fixed for the AGM).

This proxy form is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL www.memiontec.com/announcements. A member of the Company who wishes to submit a proxy form must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time fixed for the AGM as certified by The Central Depository (Pte) Limited to the Company.
11. For investors who hold shares in the capital of the Company under the Supplementary Retirement Scheme ("**SRS Investors**"), this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS Investors who wish to exercise their votes should approach their SRS operators by Monday, 20 April 2026 at 5.00 p.m. (being seven (7) working days before the AGM).

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 and administration 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, 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 that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.