

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;

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- (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.

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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.

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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.

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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.

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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.

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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.

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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;

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- (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;

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- (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.

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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	–	–
	179	152

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.

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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.

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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

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(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".

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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

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- (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.