



CULTIVATING OUR GROWTH

ANNUAL REPORT 2026

CAPALLIANZ HOLDINGS LIMITED
(Company Registration No. 199905693M)

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This annual report has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**").

This annual report has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this annual report including the correctness of any of the statements or opinions made or reports contained in this annual report.

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CORPORATE PROFILE

CapAllianz Holdings Limited 共享资本集团 (“CapAllianz” or the “Company” and together with its subsidiaries, the “Group”) is an investment holding company that oversees and manages a diverse portfolio of investments. The Group aims to leverage the expertise of its experienced team to identify and invest in promising businesses, while also enhancing the operational efficiency of investee companies, with the objective of maximising investment returns on its investment portfolio.

The Group has expanded its investment portfolio to include a comprehensive suite of holistic health and wellness businesses, which include education, and trading and investment, to strengthen its revenue and earnings base. Currently, the core investment portfolio comprises (i) a newly set up wholly-owned subsidiary of holistic health and wellness businesses following the acquisition of the Body Mind Wellness Program ; (ii) a 51% interest in a subsidiary engaged in wholesale trading businesses and (iii) a 20% equity interest in onshore oil concessions situated at Phetchabun Basin, Thailand. Given the substantial proven reserves available for production and the significant potential exploration upside, this investment promises value enhancement and sustainable long-term growth as the joint operators of the oil concessions continue to strive towards unlocking the untapped reserves.

While the onshore oil concessions have consistently generated income from existing oil-producing wells, the Group remains committed to enhancing its investment portfolio and achieving sustainable and long-term growth of the financial performance of the investee companies.

CapAllianz is listed on the Catalist board of the Singapore Exchange Securities Trading Limited under stock code 594.

VISION, MISSION AND CORE VALUES

VISION

The Group aspires to be an eminent investment group based on the collective strengths of our team and stakeholders.

MISSION

The Group seeks to invest responsibly with the goal of providing steady and long-term income and capital growth for our shareholders.

CORE VALUES

Good Corporate Governance

The Group is committed to upholding the best practices in corporate transparency and disclosures. The Board of Directors of the Company will continuously enhance the Group's corporate governance framework and processes through effective oversight, and observe high standards of transparency, accountability, and integrity in managing the Group's business to create value for stakeholders and safeguard the Group's assets.

Responsible Investing

The Group will carry out preliminary assessments on proposed investing opportunities based on proposed investment criteria, policies, and guidelines and will engage external independent professionals where necessary to carry out extensive due diligence on the identified proposed investing opportunities. The Group will also avoid investing in companies that are involved in known breaches of human rights, labour laws, environmental laws, or anti-corruption laws.

Prudent Risk Management

The Group takes great care in identifying and managing potential risks to ensure that all investment decisions made are in the best interests of the Company and its shareholders.

DEAR FELLOW SHAREHOLDERS,

A corporate restructuring exercise has been implemented by the Group in order to improve operational efficiency, enhance the management and oversight of its diverse business segments, and provide greater clarity in the reporting and management of the Group's business activities within its investment portfolio during the financial year ended 30 June 2026 ("FY2026").

We believe that this initiative is both essential and strategic, as it enables us to allocate our resources more effectively, optimise processes, and unite teams across various business segments to work together to improve our Group's fundamentals and long-term prospects.

As we continued to navigate challenges posed by ongoing geopolitical and tariff uncertainties, along with rising inflationary pressures, the unanticipated conflict in the Middle East in late February 2026 did not deter us from our intention to revitalise the Group.

The ongoing conflict in the Middle East has resulted in significant fluctuations in global demand and supply for crude oil. A decrease in crude oil stockpiles, along with restrictions on regional exports, has contributed to the recent surge in crude oil prices. While this situation is advantageous for our oil and gas segment, which includes our 20% stake in the onshore oil concessions in Thailand ("**Thailand Operations**"), our planned drilling campaigns have already been established before the outbreak of the conflict in the Middle East. Consequently, the Group's revenue from the oil and gas segment decreased by 11.2% year-on-year, from US\$1.78 million in FY2025 to US\$1.58 million in FY2026. This decline was primarily due to lower oil production volumes, despite a relatively higher average oil price in FY2026 compared to FY2025.

In FY2026, the Group's newly expanded wholesale trading business generated sales revenue of US\$0.31 million for the investment and trading segment. This contribution helped mitigate the revenue losses stemming from the suspension of the technical services segment and the reduced earnings from the oil and gas segment. As a result, the Group's total revenue fell by 47.5% year-on-year, decreasing from US\$3.60 million in FY2025 to US\$1.89 million in FY2026.

While the Group continues to seek and assess synergistic opportunities to broaden our revenue and earnings base and strengthen our fundamentals, we have also placed significant emphasis on our existing operations and the development of both newly established and acquired businesses. Our efforts resulted in narrowing the Group's net loss attributable to shareholders from US\$5.04 million in FY2025 to US\$2.41 million in FY2026.

The Group recorded a positive working capital position of US\$0.07 million as at 30 June 2026, compared to a negative working capital of US\$0.29 million as at 30 June 2025. The Group's net asset value increased marginally by 0.4% year-on-year from US\$30.80 million as at 30 June 2025 to US\$30.92 million as at 30 June 2026. The increase can be attributed to an increase in share capital arising from the share placement of approximately 3.00 billion new ordinary shares in FY2026 partially offset by the net loss attributable to shareholders for FY2026. Notwithstanding the increase in net asset value, the net asset value per share decreased from 0.335 US cents based on approximately 9.20 billion shares as at 30 June 2025 to 0.253 US cents based on approximately 12.21 billion shares as at 30 June 2026.

LETTER TO SHAREHOLDERS

TRANSCENDING BEYOND BOUNDARIES

In October 2025, we entered into a non-binding memorandum of understanding with OOSS Global Pte. Ltd. to collaborate on promoting the Vajrayana Center Project in Bhutan, which led to the identification of the Body-Mind Wellness Program (the **"BMW Program"**). The BMW Program aims to provide participants with structured training in holistic wellness practices, integrating physical and mental well-being through various therapeutic techniques and approaches. Although the BMW Program commenced only in the third quarter of 2024, it has already proven to be profitable.

Considering the strategic fit, financial viability, and potential contribution to the Group, we acquired the BMW Program, which includes advance prepayments from customers, for a total consideration of S\$3.80 million. This payment comprises S\$2.42 million in new ordinary shares in the capital of the Company and S\$1.38 million in cash. The cash component will be disbursed to the trainer of the BMW Program on an earn-out basis, computed at 50% earnings before interest, tax, depreciation and amortisation (**"EBITDA"**) for the next three financial years, subject to future performance conditions.

We believe that this acquisition is not only accretive to our earnings but also propels our Group into developing a comprehensive suite of holistic health and wellness businesses, aimed at further enhancing our financial performance and strengthening the Group's fundamentals. Currently, participants in the BMW Program receive their training through a conventional classroom approach. With the advancement and increased accessibility of digital platforms, we believe the BMW Program can be expanded beyond the conventional classroom setting to reach a wider audience through virtual and online platform.

The Group will continue to explore and evaluate business opportunities that are synergistic and earnings-accretive to our current business activities.

ACKNOWLEDGEMENTS AND APPRECIATION

We wish to express our gratitude to our fellow directors for their support and guidance to the Group. Their expertise has been invaluable in navigating challenges and seizing opportunities.

We are appreciative of the patience and support of our shareholders, management and employees, business partners and customers as we work to stabilise and revitalise and to enhance value for stakeholders in the challenging environment.

As we endeavour to achieve our milestones in business stability and sustainability, we anticipate your continued support and confidence in our efforts to strengthen our core fundamentals. Together, we can build a resilient future that not only meets current challenges but also establishes a foundation for lasting growth and innovation.

MR. SONGTAO JIA

Non-Executive Chairman and Independent Director

MR. LIU QIANG

Executive Director and Chief Executive Officer

STRENGTHENING OUR FOUNDATIONS



OPERATIONS AND FINANCIAL REVIEW

The Group remains focused on improving its operational and financial performance for the financial year ended 30 June 2026 ("FY2026"), despite facing geopolitical and tariff uncertainties, which have been worsened by the unexpected conflict in the Middle East that began in late February 2026.

As global crude oil prices increased, driven by depleting inventories and constraints on oil exports from the Middle East, the Group's 20% stake in the onshore oil concessions in Thailand ("**Thailand Operations**") benefited from the relatively higher oil prices in the second half of FY2026. Nevertheless, the lower production volumes resulting from the planned drilling campaigns at the Thailand Operations led to a decrease in revenue for the Group's oil and gas segment, which declined from US\$1.78 million in FY2025 to US\$1.58 million in FY2026.

The Group's investment and trading segment generated sales revenue of US\$0.31 million in FY2026, offsetting revenue losses due to the suspension of the technical services segment and lower revenue from the oil and gas segment. The Group's total revenue decreased by 47.5% year-on-year, from US\$3.60 million in FY2025 to US\$1.89 million in FY2026.

Cost of sales decreased by 22.6 % year-on-year to US\$3.22 million in FY2026, down from US\$4.16 million. This was primarily due to the lower depletion of oil and gas properties.

The Group's gross loss widened from US\$0.56 million in FY2025 to US\$1.33 million in FY2026.

A reversal of the loss allowance on trade receivables amounting of US\$39,000 was recognised in FY2026. This was attributed to subsequent receipts from trade receivables that had previously recorded as loss allowance amounting to US\$2.99 million in FY2025.

Impairment loss on oil and gas properties increased from US\$1.01 million in FY2025 to US\$5.28 million in FY2026.

Other gains totalling US\$1.06 million in FY2026, compared to US\$23,000 in FY2025, primarily resulted from the reversal of an overprovision for restoration costs related to the Thailand Operations.

Administrative expenses increased by 21.9% year-on-year from US\$1.92 million in FY2025 to US\$2.34 million in FY2026, mainly due to higher professional fees incurred for the year under review.

Finance costs decreased by 85.3% year-on-year, declining from US\$1.02 million in FY2025 to US\$0.15 million in FY2026. The decline was mainly due to a reduction in the unwinding of discount on provision for restoration costs related to the Thailand Operations.

Income tax credit of US\$5.48 million was recorded in FY2026 compared to a tax credit of US\$2.43 million in FY2025. The increase was due to recognition of a lower deferred tax liabilities related to the Thailand Operations.

The Group recorded a net loss attributable to shareholders of US\$2.41 million in FY2026, an improvement from a net loss of US\$5.04 million in FY2025, after taking the aforementioned into account.

FINANCIAL POSITION ANALYSIS

The Group recorded a positive working capital position of US\$0.07 million as at 30 June 2026, compared to a negative working capital of US\$0.29 million as at 30 June 2025. The Group's net asset value increased marginally by 0.4% year-on-year from US\$30.80 million as at 30 June 2025 to US\$30.92 million as at 30 June 2026. The increase can be attributed to an increase in share capital arising from the share placement of approximately 3.00 billion new ordinary shares in FY2026 partially offset by the net loss attributable to shareholders for FY2026. Notwithstanding the increase in net asset value, the net asset value per share decreased from 0.335 US cents based on approximately 9.20 billion shares as at 30 June 2025 to 0.253 US cents based on approximately 12.21 billion shares as at 30 June 2026.

OPERATIONS AND FINANCIAL REVIEW

The Group's non-current assets decreased by 9.2% year-on-year, from US\$67.82 million as at 30 June 2025 to US\$61.57 million as at 30 June 2026. The decrease was primarily due to the decrease of oil and gas properties by US\$7.10 million resulting from impairment loss and depletion charges recognised during FY2026, as well as an increase in right-of-use assets of US\$0.77 million, resulting from new leases entered into for Singapore and Hong Kong offices.

The Group's current assets increased by 21.9 % year-on-year, from US\$3.51 million as at 30 June 2025 to US\$4.28 million as at 30 June 2026. The improvement was mainly due to the increases in (i) trade and other receivables of US\$0.47 million from lease deposit and receivables from investment and trading segment, (ii) inventories of US\$0.20 million, and (iii) cash and cash equivalents of US\$0.10 million.

The Group's non-current liabilities decreased by 16.3% year-on-year, from US\$36.73 million as at 30 June 2025 to US\$30.73 million as at 30 June 2026. This decrease was due to (i) the reversal of an over-provision related to the Thailand Operations, which resulted in a decrease in provision for restoration costs of US\$1.79 million, and (ii) the decrease in deferred tax liabilities amounting to US\$5.59 million related to the Thailand Operations. Nevertheless, this decrease was partially offset by an increase in lease liabilities of US\$0.58 million that was attributed to the new leases entered for the Singapore and Hong Kong offices, as well as an increase in other payables of US\$0.80 million that resulted from loans provided by non-related parties.

The Group's current liabilities increased by 11.1% year-on-year, from US\$3.79 million as at 30 June 2025 to US\$4.21 million as at 30 June 2026. The increase was mainly due to an increase in lease liabilities of US\$0.21 million related to the new leases entered for the Singapore and Hong Kong offices, an increase

in provision for restoration costs of US\$0.39 million in connection with the expiry of the production licence for SW1 concession in July 2026, as well as a bank borrowing of US\$0.19 million related to the drawdown of the short-term roll-over loan by the Thailand Operations. The increase was partially offset by a US\$0.36 million decrease in trade and other payables, which mainly resulted from payments made to suppliers.

CASH FLOW ANALYSIS

The Group's cash and cash equivalents increased by US\$0.10 million from US\$1.39 million as at 30 June 2025 to US\$1.49 million as at 30 June 2026.

The Group reported a net cash used in operating activities of US\$2.72 million in FY2026, compared to a net cash used in operating activities of US\$0.17 million in FY2025. This was mainly due to losses incurred in the year under review.

Net cash used in investing activities amounted to US\$0.25 million in FY2026, an increase from net cash used in investing activities of US\$0.07 million in FY2025. The increase was mainly due to the additions to oil and gas properties of US\$0.11 million and acquisition of property, plant and equipment of US\$0.15 million.

Net cash generated from financing activities amounted to US\$3.07 million in FY2026, compared to US\$0.38 million in FY2025. The significant increase was mainly due to (i) the net proceeds from the share placement of US\$1.86 million, (ii) loan from non-related parties of US\$1.34 million, and (iii) bank borrowings in relation to Thailand Operations of US\$0.19 million. The increase was partially offset by the repayment of lease liabilities of US\$0.21 million.

Note: Operations and Financial Review is to be read in conjunction with the audited financial statements and the notes to the financial statements found in this annual report.

OPERATIONS AND FINANCIAL REVIEW

LOOKING AHEAD

The Group is committed to strengthening its fundamentals to improve its overall performance, maintain stability and achieve sustainable long-term growth. This strategy will enable the Group to respond to changing business and market conditions and to deliver value for its stakeholders, ensuring resilience in the midst of future challenges and opportunities.

Recent selected notable developments are as follows:

- On 11 September 2026, the Company announced a proposed placement⁽¹⁾ of an aggregate of 1,929,395,064 new ordinary shares in the capital of the Company ("**Placement Share**") at an issue price of S\$0.0011 per Placement Share, amounting to an aggregate placement consideration of approximately S\$2.12 million (equivalent to approximately US\$1.66 million based on the exchange rate of US\$1 : S\$1.2763).

The Company is undertaking this proposed placement to raise funds, reduce liabilities and strengthen the Group's financial position, as well as to provide the flexibility for the Group to capitalise on growth opportunities. After accounting for the expenses related to the proposed placement, the Company expects to receive net cash proceeds of approximately S\$0.55 million (equivalent to approximately US\$0.43 million based on the exchange rate of US\$1 : S\$1.2763).

- On 14 July 2026, the Group entered into a sale and purchase agreement⁽²⁾ to acquire a body-mind wellness program (the "**BMW Program**") and related advance prepayments by customers for a total consideration of S\$3.80 million. The payment includes S\$2.42 million paid in new ordinary shares in the capital of the Company and S\$1.38 million in cash, which will be disbursed to the trainer of the BMW Program on an earn-out basis based on 50% EBITDA for the next three financial years subject to future performance conditions.

The BMW Program is designed to provide participants structured training in holistic wellness practices, integrating physical and mental well-being through various therapeutic techniques and approaches. Beginning in the third quarter of 2024, the BMW Program has been profitable, as evidenced by its financial performance in the financial years ending 30 June 2025 and 2026. Additionally, the Company will acquire the cash that participants have prepaid for the courses offered under the BMW Program.

The Group completed the acquisition of the BMW Program on 7 August 2026⁽³⁾. This acquisition enables the Group to expand its revenue and earnings base, enhance profitability, and positively impact its growth, financial position, and long-term prospects.

The Company will update shareholder and potential investors of the Company as appropriate when there are material developments.

(Reference: ⁽¹⁾ Proposed Placement : <https://links.sgx.com/1.0.0/corporate-announcements/WCT29NRFR01DLEWJ/b2149998fd5a9bd3ee46d7f246cc5b028e4771f3fcd0ae5503087825999428d>)

(Reference: ⁽²⁾ Proposed Acquisition of a Body-Mind Wellness program and the Allotment and Issuance of New Shares : <https://links.sgx.com/1.0.0/corporate-announcements/P4QXX35E4M20HQVL7c5da73120e92b129aaff9afc10360d341a9ff33c31ed00cb9fa61ff12d369e4>)

(Reference: ⁽³⁾ Completion of the Proposed Acquisition : <https://links.sgx.com/1.0.0/corporate-announcements/U0Z3SBZ6NKKDUYTD/07cf929a332bb3d7f3509d9a53ca461a3ee70b0738e21bc5dacefac3fbc54f0e>)

The Group is committed to its continued growth through effective management and supervision of its investment portfolio. It leverages the expertise of its experienced team to identify and invest in promising businesses, as well as to enhance the operations of its investee companies. This approach aims to maximise the investment returns of the portfolio.

The Group's strategy prioritises improving financial performance and sustainably generating positive value for stakeholders over the long term. This comprehensive strategy encourages the Group and its portfolio of investee companies to overcome challenges and address concerns amid macroeconomic uncertainties and an evolving business environment.

During FY2026, the Group's investment portfolio remains comprising three business segments, namely (I) oil and gas, (II) technical service, and (III) investment and trading.

I. Oil and Gas

The unexpected onset of the Middle East conflict in late February 2026 led to a significant increase in oil prices. Crude oil production and supply from the Middle East are expected to remain below pre-conflict averages until the second quarter of 2027, owing to constraints on oil exports from the region. The conflict has resulted in elevated global oil prices, with an average of US\$91 per barrel recorded in August 2026. The U.S. Energy Information Administration ("EIA") anticipates that global oil inventories will continue to decline until the end of 2026. In September 2026, the EIA projected that Brent crude oil spot prices would average around US\$90 per barrel in the second half of 2026. The EIA also expects that the oil price will gradually decrease to an average of US\$74 per barrel in 2027, as oil production increases and inventories are replenished⁽¹⁾.

The Group holds a 20% equity interest in the onshore oil concessions located in the Phetchabun Basin, Thailand (the "Thailand Operations"), a highly productive onshore basin located approximately 300km north of Bangkok, Thailand. The Thailand Operations comprise three producing concessions: SW1, L44/43, and L33/43, situated within the basin boundaries and covering a total area of 1,078 km².

The Group's partners involved in the Thailand Operations are ECO Orient Energy (Thailand) Limited, ECO Orient Resources (Thailand) Limited, and the Berlanga Group (collectively referred to as the "Joint Operators"). The production licence for the SW1 concession has expired in July 2026, while the production licences for the L44/43 and L33/43 concessions are set to expire in 2032. Currently, there are 8 production licences and approximately 29 producing wells in aggregate, a decrease from 32 producing wells in FY2025, covering an area of 102.82 km² within the Thailand Operations.

The Group recorded a 11.2% year-on-year decrease in revenue contribution, from US\$1.78 million in FY2025 to US\$1.58 million in FY2026, mainly due to lower oil production volumes attributable to its 20% equity interest in the Thailand Operations.

The Joint Operators of the Group's Thailand Operations have been diligently working to enhance oil production and efficiency from the existing producing wells through additional workovers and optimisation efforts. In September 2025, a profit distribution was declared, which was subsequently converted into funding requirements for a proposed workover campaign ("Campaign"). This Campaign is focused on maintenance and improvement works for three existing producing wells, scheduled to commence from December 2025. The purpose is to sustain and increase oil production by targeting specific sections of the producing wells that have previously demonstrated promising oil flow. The estimated cost of the Campaign is expected to be fully covered by the positive cash flow generated from the sale of oil extracted from the existing production wells, together with the available bank facilities of the Thailand Operations.

The Joint Operators had commissioned the independent qualified person, Chapman Petroleum Engineering Ltd ("Chapman"), to prepare and issue two updated appraisal reports in relation to the oil reserves and economic valuation of the Thailand Operations as at 31 December 2025 (referred to as the "2025 Reserves Statement"). The 2025 Reserves Statement has been prepared in accordance

(Reference: (1) Short-term Energy Outlook <https://www.eia.gov/outlooks/steo/>)

BUSINESS OPERATIONS

with the standards set out in the Petroleum Resources Management System, revised in June 2018, which is in accordance with the standards of reporting specified under the SGX-ST: Rules of Catalyst.

In the 2025 Reserves Statement, the gross 2P oil and gas reserves attributable to the Thailand Operations are estimated to be approximately 11.02 million barrels and 312 thousand barrels of oil equivalent, respectively. This estimate implies that the pre-tax net discounted cumulative cash flow value, at an annual discount of 10%, is approximately US\$47.13 million as at 31 December 2025, a decrease of 24.5% decline from US\$62.42 million as at 30 June 2025. The valuation of the Thailand Operations is based on an average oil price of approximately US\$69.12 per barrel for 2025, with the production analysis primarily attributed to the normal depletion of oil reserves resulting from oil production activities. The Group's net attributable 2P oil reserves decreased overall by approximately 1.35% from 2.23 million barrels as at 30 June 2025 to 2.20 million barrels as at 31 December 2025.

It is anticipated that the oil and gas sector will continue to face a challenging outlook due to the ongoing volatility in oil prices and the uncertainties in the global economic landscape. With a focus on operational efficiency and cost management, the Group will continue to prudently manage its current oil and gas assets.

II. Technical Service

The two customers, GPT Desk Pte. Ltd. and Shenzhen Shoutou Industrial Co., Ltd., have defaulted on their payment obligations, leading to the suspension of technical services since 29 August 2025 and 29 November 2024, respectively. Consequently, there has been no revenue contribution from the technical services segment in FY2026.

III. Investment and Trading

In FY2026, the Group recorded a revenue contribution of US\$0.31 million due to its expansion into wholesale trading businesses. The Group will continue to pursue investment and trading opportunities across various sectors that have the potential to enhance shareholder value and generate additional revenue streams, while also considering its financial resources and the prevailing market conditions.

GROWING WITH PURPOSE



KEY FINANCIAL HIGHLIGHTS



REVENUE

US\$1.89 MILLION

FY2025: US\$3.60 million



NET CASH FLOWS USED IN OPERATING ACTIVITIES

(US\$2.72) MILLION

FY2025: (US\$0.17 million)



EBITDAX⁽¹⁾

(US\$6.03) MILLION

FY2025: (US\$3.20 million)



PRODUCTION VOLUME

19,214 BARRELS

FY2025: 24,171 barrels

CONSOLIDATED INCOME STATEMENT (US\$'000)

	FY2026 (JULY'25 - JUNE'26)	FY2025 (JULY'24 - JUNE'25)
Revenue	1,894	3,598
Gross loss	(1,327)	(560)
Net loss after tax	(2,512)	(5,037)

BALANCE SHEETS (US\$'000)

	AS AT 30 JUNE 2026	AS AT 30 JUNE 2025
Non-current assets	61,574	67,818
Current assets	4,279	3,505
Non-current liabilities	30,725	36,732
Current liabilities	4,213	3,791
Equity attributable to equity holders of the Company	30,935	30,800

FINANCIAL INDICATORS

	FY2026	FY2025
Loss per share (US\$ cents)	(0.021)	(0.055)
NAV per share (US\$ cents)	0.253	0.335
Current ratio	1.02	0.92

Note:

⁽¹⁾ Earnings before interest, taxation, depreciation, amortisation and exploratory expenses (if applicable).

BOARD OF DIRECTORS



MR. SONGTAO JIA

Chairman and Non-Executive Independent Director

Mr. Songtao Jia was appointed to the Board as Non-Executive Independent Director of the Company on 9 June 2025 and was subsequently appointed as Chairman of the Board with effect from 18 June 2025. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee of the Company.

Mr. Jia has extensive experience in marketing, corporate strategy, and finance. He previously served as Executive Vice President of Lucent Technologies China and General Manager of Titan Petrochemical (Hong Kong).

He is currently the Chief Strategy Officer of Mega Matrix Inc., a company listed in the United States.

Academic Qualifications:

- Bachelor of Engineering, Tsinghua University
- Master of Engineering, McGill University
- Master of Business Administration (MBA), McGill University
- Executive Master of Business Administration (EMBA), Cheung Kong Graduate School of Business (CKGSB)



MR. LIU QIANG

Executive Director and Chief Executive Officer

Mr. Liu Qiang was appointed to the Board as Executive Director and Chief Executive Officer of the Company on 1 May 2022.

Mr. Liu is responsible for managing and overseeing the Group's day-to-day operations and financial position, as well as ensuring effective and timely information flow between the Board and management. Operationally, he focuses on identifying and developing new business opportunities.

Prior to joining the Group, Mr. Liu served as Chairman of the Board and Executive Director of Dinghe Mining Holdings Limited, and held various senior management positions in other organisations. He also served as Vice President and Chief Technical Officer of Asia Television Holdings Limited.

Mr. Liu has participated in and led multiple cross-border investment projects, and has substantial experience in mergers and acquisitions, internet, blockchain, and related technology sectors.

Mr. Liu currently also serves as Director of China Ocean Group Development Limited, which is listed on the Hong Kong Stock Exchange.

Academic Qualifications:

- Bachelor's Degree in Materials Engineering, Shijiazhuang Tiedao University
- Master's Degree in Resource Development Planning, China University of Mining and Technology (Beijing)

BOARD OF DIRECTORS



MR. ONG BOON YEOW (WANG WENYAO)
Executive Director and
Chief Operating Officer

Mr. Ong was appointed to the Board as a Non-Executive and Independent Director of the Company on 9 June 2025. He was subsequently re-designated as an Executive Director and Chief Operating Officer with effect from 1 July 2025.

Mr. Ong is responsible for overseeing the Company's day-to-day operations, driving operational efficiency, and implementing strategic initiatives to achieve the Company's business objectives.

Mr. Ong is a seasoned corporate management professional with extensive experience in corporate development, investment, corporate finance, and investor relations. He has held senior leadership roles across multiple industries, including water treatment infrastructure, heavy engineering, and power generation.

Previously, Mr. Ong served as Vice President of Investment at Hyflux Water Trust Management, where he led the evaluation and execution of acquisition opportunities and oversaw the full investment lifecycle of water infrastructure projects. He also served as General Manager of Corporate Development at Tiong Woon Corporation, where he spearheaded large-scale capital-raising initiatives, joint ventures, and strategic acquisitions, including the financing and delivery of multi-million-dollar infrastructure developments.

Academic Qualifications:

- Master of Business Administration (MBA) in Investment & Finance, University of Hull, United Kingdom
- Bachelor's Degree in Economics, National University of Singapore



MR. ZHU XURAN
Non-Executive
Independent Director

Mr. Zhu XuRan was appointed to the Board as a Non-Executive Independent Director of the Company on 11 November 2025.

Mr. Zhu has more than 18 years of experience in the field of information technology, with strong expertise in mechanical analysis and engineering process improvement.

Mr. Zhu currently serves as Head of Operations, Management Committee for the Vajrayana Centre Project of Gelephu Mindfulness City, Bhutan.

Academic Qualifications:

- Ph.D. in Metallurgy and Materials, University of Birmingham, United Kingdom
- Master's Degree in Vacuum Physics, Chinese Academy of Space Technology, China
- Bachelor's Degree in Engineering (Vacuum Technology and Equipment), Hefei University of Technology, China



Ms. LIU JINGTING
Non-Executive
Independent Director

Ms. Liu Jingting was appointed to the Board as a Non-Executive Independent Director of the Company on 16 January 2026.

Ms. Liu has over 10 years of experience in international business research, digital innovation, and cross-border strategy, with a strong focus on emerging markets and China-related business development.

Ms. Liu is currently a tenure-track faculty member at the Business School, University of Colorado Denver, where she has served since 2018. Her research interests include international entrepreneurship, digital transformation, and global strategy, and her academic work has been published in leading peer-reviewed journals such as *International Business Review* and *Journal of Business Research*. She has also contributed business case studies to internationally recognised publications, focusing on technology-driven and high-growth enterprises.

In addition to her academic career, Ms. Liu has professional experience in marketing, project coordination, and corporate operations, and has worked with multinational clients across technology and consumer sectors. She regularly engages with business leaders and international institutions on topics related to innovation, organisational resilience, and international expansion.

Ms. Liu brings strong analytical capability, independent judgment, and a solid understanding of corporate governance, risk management, and strategic planning, and is expected to contribute valuable insights to the Board, particularly in areas of international development, innovation strategy, and sustainability.

Academic Qualifications:

- Doctor of Philosophy in Marketing (specialisation in International Business), Georgia State University, United States, 2018
- Master of Laws in International Economics and Politics, Beijing Language and Culture University, China, 2013
- Bachelor of Economics (Major in Finance), Beijing Language and Culture University, China, 2010

SUMMARY OF OIL AND GAS RESERVES AND RESOURCES

DATE OF REPORT:

1 July 2026

DATE OF PREVIOUS REPORT:

30 June 2025

NAME OF ASSET/ COUNTRY:

SW1,L44/43,L33/43, Thailand

Legend:

- 1C: Low estimate of contingent resources
2C: Best estimate of contingent resources
3C: High estimate of contingent resources
1P: Proved
2P: Proved + Probable
3P: Proved + Probable + Possible
Mboe: Thousands barrels of oil equivalent
MMbbl: Millions of barrels

Note 1:

The Group is the holder of 20% of the working interest in the three producing onshore oil concessions in Phetchabun Basin, Thailand (the "Concessions") and as a minority stakeholder, the Group is reliant upon the operator and holder of 60% of the working interest in the Concessions (namely ECO Orient Resources (Thailand) Limited) for all technical reporting.

Name of Qualified Person:

C.W. Charlie Chapman

Date:

5 August 2026

Professional Society Affiliation / Membership:

The Association of Professional Engineers and Geoscientists of Alberta (APEGA)

Permit Number: P004201

GROSS ATTRIBUTABLE TO LICENCE		NET ATTRIBUTABLE TO THE COMPANY			
CATEGORY	(MMBBL OR MBOE)	(MMBBL OR MBOE)	CHANGE FROM PREVIOUS UPDATE %	RISK FACTORS	REMARKS
RESERVES					
Oil Reserves (Mmbbl)					
1P	2.84	0.57	(6.92)	—	Please refer to note 1 below
2P	10.79	2.16	(3.36)	—	
3P	11.52	2.30	(3.53)	—	
Gas Reserves (Mboe)					
1P	—	—	—	—	Please refer to note 1 below
2P	462.02	92.04	—	—	
3P	462.02	92.04	—	—	
Natural Gas Liquids Reserves					
1P	—	—	—	—	—
2P	—	—	—	—	—
3P	—	—	—	—	—
CONTINGENT RESOURCES					
Oil					
1C	—	—	—	—	—
2C	—	—	—	—	—
3C	—	—	—	—	—
Natural Gas					
1C	—	—	—	—	—
2C	—	—	—	—	—
3C	—	—	—	—	—
Natural Gas Liquids					
1C	—	—	—	—	—
2C	—	—	—	—	—
3C	—	—	—	—	—
PROSPECTIVE RESOURCES					
Oil					
Low Estimate	—	—	—	—	—
Best Estimate	—	—	—	—	—
High Estimate	—	—	—	—	—
Natural Gas					
Low Estimate	—	—	—	—	—
Best Estimate	—	—	—	—	—
High Estimate	—	—	—	—	—

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CORPORATE GOVERNANCE REPORT

CapAllianz Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is committed to ensure high standards of corporate governance for the protection of interests of the Company’s shareholders (“**Shareholders**”) and to promote investors’ confidence.

This Corporate Governance Report describes the corporate governance practices adopted by the Company for the financial year ended 30 June 2026 (“**FY2026**”) with specific reference made to each of the principles of the Singapore Code of Corporate Governance 2018 (the “**Code**”), which forms part of the continuing obligations of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”). The Company confirms that, for FY2026, it has complied substantially with the principles and provisions set out in the Code. Where there are deviations from the Code, appropriate explanations are provided. The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and review such practices on an ongoing basis to ensure compliance with the Catalist Rules.

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.

Principal Duties of the Board

The primary function of the Board of Directors (the “**Board**” or “**Directors**”) of the Company is to provide entrepreneurial leadership so as to protect and enhance long-term value and returns for its shareholders. Besides carrying out its statutory responsibilities, the Board’s role includes the following:

- (i) setting overall business direction and provide guidance on corporate strategic plans;
- (ii) ensure that necessary resources are in place for the Company to meet its objectives;
- (iii) monitoring financial performance including review and approval of interim and annual financial reports;
- (iv) reviewing the adequacy and integrity of the Company’s internal controls, risk management systems, financial reporting systems and monitoring the performance of the Group and the Company’s management (“**Management**”);
- (v) assuming responsibility for corporate governance;
- (vi) monitoring and approving major funding, investment, acquisitions, disposals and divestment proposals; and
- (vii) reviewing interested person transactions.

All Directors objectively discharge their duties and responsibilities at all times as fiduciaries in the best interests of the Group and hold Management accountable for performance.

The Company has established a Code of Business Conduct and Ethics that sets the principles of the code of business conduct and ethics which applies to all employees of the Group. Such a code of business conduct and ethics sets appropriate tone-from-the-top and desired organizational culture and ensures proper accountability within the Group.

CORPORATE GOVERNANCE REPORT

All Directors are required to disclose their interests in the Group including any interested person transaction with the Group. Directors facing conflicts of interest in relation to any matter will recuse themselves from discussions and decisions involving the conflicted-related matters.

Delegation by the Board

The Board is supported by the Audit Committee (“AC”), the Nominating Committee (“NC”) and the Remuneration Committee (“RC”) (collectively, the “**Board Committees**”). The Board Committees were formed with clear written terms of reference setting out their compositions, authorities and duties. The members of the Board Committees are drawn from the members of the Board and each of these Board Committees operates under the delegated authority from the Board. Any change to the terms of reference for any Board Committee requires the specific written approval of the Board. The responsibilities and authority of the Board Committees set out in their respective terms of reference were revised for alignment with the Code. The composition, description, terms of reference and summary of activities of each Board Committee are set out in this Corporate Governance Report.

All the Board Committees are actively engaged and play an important role in ensuring good corporate governance in the Company and within the Group. The Board Committees report its activities regularly to the Board. Minutes of the Board Committee meetings are available to all Board members. The Board acknowledges that while these various Board Committees have the authority to examine issues and report back to the Board with their decisions and recommendations, the ultimate responsibility on all matters lies with the Board. The Board Committees have explicit authority to investigate any matter within their terms of reference, have full access to and co-operation by Management, have resources to enable them to discharge their functions properly and full discretion to invite any Director of senior Management to attend their meetings.

Board and Board Committees Meetings

The Board meets regularly and whenever deemed necessary and appropriate. Telephonic attendance is allowed under the Company’s Constitution. When a physical meeting is not possible, timely communication with members of the Board can be achieved through electronic means. The Board and Board Committees may also make decisions through circular resolutions.

The attendance of each Director at all Board and Board Committee meetings as well as general meetings of the Company held during FY2026 is set out below:

	Board	Audit Committee	Nominating Committee	Remuneration Committee	Annual General Meeting	Extraordinary General Meeting
Number of meetings held:	2	2	1	1	1	2
Attendance:						
Songtao Jia	2	2	1	1	1	2
Liu Qiang	2	2 ⁽⁵⁾	1 ⁽⁵⁾	1 ⁽⁵⁾	1	2
Ong Boon Yeow (Wang Wenyao)	2	2 ⁽⁵⁾	1 ⁽⁵⁾	1 ⁽⁵⁾	1	2
Lim Hwee Yong Nana ⁽¹⁾	1	1	1	1	1	1
Zhu Xuran ⁽²⁾	1	1	–	–	1	1
Liu Jingting ⁽³⁾	1	1	–	–	–	1
Zhang Zihao ⁽⁴⁾	1	1	1	1	1	1

CORPORATE GOVERNANCE REPORT

Notes:

- (1) Ms Lim Hwee Yong Nana has retired as an Independent Non-Executive Director of the Company at the Annual General Meeting held on 23 December 2025.
- (2) Mr Zhu XuRan was appointed as the Non-Executive Independent Director of the Company with effect from 11 November 2025.
- (3) Ms Liu Jingting was appointed as the Independent Non-Executive Director of the Company with effect from 16 January 2026.
- (4) Mr Zhang Zihao has retired as the Non-Independent Non-Executive Director of the Company at the Annual General Meeting held on 23 December 2025.
- (5) By invitation.

While the Board considers Directors' attendance at board meetings important, it should not be the only criterion used to measure their contributions. The Board also takes into account the contributions by Board members in other forms, including periodical reviews and the provisions of guidance and advice on various matters relating to the Group. The Board also considers the Directors' other listed company board representations and other principal commitments to ensure they are able to and have been adequately carrying out their duties as Directors of the Company, as well as sufficient time and attention are given to the affairs of the Company.

Directors' Orientation and Training

The Company does not have a formal training programme for its Directors. Regular training will be arranged and funded by the Company for all Directors, from time to time. All Directors are encouraged to participate in seminars, conferences and receive training to improve themselves in discharging their duties as Directors. All Directors are also updated on an on-going basis by way of circulars or via Board and Board Committee meetings on matters relating to the changes to relevant laws, regulations and accounting and governance standards so as to enable them to make well-informed decisions and to properly discharge their duties as Board or Board Committee members. During FY2026, Directors are provided with briefings and updates as and when necessary on (i) the developments in new and revised financial reporting standards that are relevant to the Group, as well as governance standards by the Company's external auditors; and (ii) regulatory announcements, guidance and/or amendments to the Catalist Rules and the Code by the Company Secretary and the Company's sponsor.

Newly appointed Directors would receive a formal letter setting out the Director's duties and obligations and the Company would arrange orientation programs to enable the newly appointed Directors to familiarise themselves with the Group's business and governance practices. The Company will also arrange and fund such trainings for first-time Directors (being a director who has no prior experience as a director of a company listed on the SGX-ST) (the "**First-Time Directors**") in relation to the roles and responsibilities of a director of a listed company, organised by the Singapore Institute of Directors ("**SID**") as required under Rule 406(3)(a) of the Catalist Rules, as well as other courses relating to areas such as accounting, legal and industry specific knowledge as and where appropriate.

The First-Time Directors will attend the relevant training on the roles and responsibilities of a director of a listed issuer in Singapore, as prescribed by the Exchange under Practice Note 4D of the Catalist Rules ("**Mandatory First-Time Director Training**"), within one (1) year of their respective appointments to the Board.

As of the date of this Corporate Governance Report, all First-Time Directors have attended the Mandatory First-Time Director Training organised by SID save for Ms Liu Jingting, who will complete the relevant Mandatory First Time Director Training by end of the first year from her date of appointment.

CORPORATE GOVERNANCE REPORT

Matters Requiring Board's Approval

All material transactions require the Board's approval. Material transactions are those which do not ordinarily fall within the normal day-to-day operations of the Group, which include amongst others, investments, acquisitions and disposals, annual budgets, approval of annual reports and audited financial statements, declaration of dividends, convening of general meetings and approval of interested person transactions.

Access to Information

The Board and Board Committees are furnished with adequate and accurate information prior to any meeting so as to facilitate the Directors in the proper and effective discharge of their duties. Board papers are prepared for each Board and Board Committee meeting. The Board papers include sufficient information from the Management on financial, business and corporate issues to enable the Directors to be properly briefed on issues to be considered at the Board and Board Committee meetings. Information about the Company and the Group are freely available to each Board member. The Management will supply any additional information that the Board requires. The Management and the senior executive officers of the Company and the Group are invited by the Board to attend the Board meetings to present their proposals or to answer any questions that Board members may have.

Access to Management and Company Secretary

In carrying out their duties as directors, all Directors have full access to and may communicate directly with the Management, the Company Secretary, as well as the internal and external auditors of the Company, on all matters whenever they deem necessary. The Management provides the Directors with regular updates on the operational and financial performance of the Group, and also responds to regular questions from the Board or individual Directors in a timely manner.

The Company Secretary provides corporate secretarial support to the Board and ensures adherence to Board procedures and the relevant rules and regulations which are applicable to the Company. The Company Secretary or her representative attends all Board and Board Committee meetings to record the proceedings. The appointment and removal of the Company Secretary is a matter for consideration by the Board as a whole.

Independent Professional Advice

All Directors, either individually or as a group, may seek independent professional advice as and when necessary, at the Company's expense, to enable them to discharge their responsibilities effectively.

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.

Board Composition and Size

As at the date of this Corporate Governance Report, the Board comprises five (5) Directors, three (3) of whom (including the Chairman of the Board) are Independent Non-Executive Directors. The Independent Non-Executive Directors make up more than half of the Board. The respective compositions of the Board and the Board Committees as at date of this Corporate Governance Report are as follows:

CORPORATE GOVERNANCE REPORT

Name	Designation	Board Committee Membership		
		Audit Committee	Nominating Committee	Remuneration Committee
Songtao Jia	Non-Executive Chairman and Independent Director	Member	Member	Chairman
Liu Qiang	Executive Director and Chief Executive Officer	–	–	–
Ong Boon Yeow ⁽¹⁾	Executive Director and Chief Operating Officer	–	–	–
Zhu XuRan ⁽²⁾	Independent Non-Executive Director	Member	Chairman	Member
Liu Jingting ⁽³⁾	Independent Non-Executive Director	Chairman	Member	Member

Notes:

- (1) Mr Ong Boon Yeow (Wang Wen Yao) was re-designated as Executive Director and Chief Operating Officer with effect from 1 July 2025.
- (2) Mr Zhu XuRan was appointed as the Independent Non-Executive Director of the Company with effect from 11 November 2025.
- (3) Ms Liu Jingting was appointed as the Independent Non-Executive Director of the Company with effect from 16 January 2026.

The Board is of the view that there is sufficient independent element on the Board, and no individual or groups of individuals dominates the Board's decision-making.

Membership on the Board and Board Committees are carefully constituted to ensure equitable distribution of responsibilities and appropriate combination of skills and experience, as well as balance of power and independence.

The NC reviews the size and composition of the Board and Board Committees taking into account the balance and diversity of skills, knowledge, experience and gender, among other factors, on an annual basis. The Board and the NC are of the view that, taking into account the current scope and nature of the operations of the Group and the requirements of the businesses of the Group, the size of the Board and Board Committees is appropriate, and the Board and the Board Committees have the appropriate requisite mix of expertise, knowledge and experience, and collectively possesses the necessary core competencies for effective functioning as well as independent and informed decision-making to avoid groupthink and foster constructive debate. Such experiences and competencies include finance and accounting, strategic planning, investment management, relevant industry knowledge, entrepreneurial and management experience, familiarity with regulatory requirements and risk management.

Board Diversity

The Company has adopted a Board Diversity Policy which provides for the Board to comprise of Directors with a diverse mix of expertise, experience, perspectives, skills and backgrounds who as a group provide an appropriate balance, and have diversity from a number of aspects, including but not limited to diversity in gender, age, ethnicity, nationalities, business or professional experience, skills and knowledge. The Company recognises the benefits of having a well-balanced Board with Directors from diverse backgrounds who can provide different perspectives to solve business issues, foster growth and create value for the Company and shareholders and enhance corporate governance.

CORPORATE GOVERNANCE REPORT

The Board noted that gender diversity on the Board is also one of the recommendations under the Code to provide an appropriate balance of diversity. The Company has set a target of maintaining at least one female Director on the Board. In reviewing the Board composition and appointments, the NC takes into consideration diversity of skills, experience, background, gender, age and other relevant factors. The diversity in areas such as gender and age, allow for fresh and objective perspectives on the Group's business and direction in order to foster growth and create value for the Company and enhance corporate governance to support the long-term success of the Group.

The NC and the Board have reviewed and are satisfied that the current Board comprises five (5) Directors, who as a group provide an appropriate balance and diversity of skills, including accounting and finance, investment, regulatory compliance, business and management experience and industry knowledge that are important for the Group's business objectives. The Company had appointed one (1) female Director, Ms Liu Jingting, to the Board on 16 January 2026 in place of Ms Lim Hwee Yong Nana who has retired on 23 December 2025. In addition, the Board consists of Directors with ages ranging from late-30s to late-60s, who have served on the Board for different tenures. Accordingly, the NC and the Board are of the view that the current Board composition reflects the Company's commitment to Board diversity and are satisfied that the objectives of the Board Diversity Policy are met.

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.

Director's Independence

The criterion for independence is based on the definition of an "independent" director as stated in the Code and its Practice Guidance, and taking into account whether the Director falls under any of the circumstance pursuant to 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 with a view to the best interests of the company.

The NC shall conduct an annual review to determine the independence of the Directors according to the Code and its Practice Guidance, as well as Rule 406(3)(d) of the Catalist Rules. In its review, the NC shall consider the nature of relationships and circumstances that could influence the judgement and decisions of the Directors before tabling its finding and recommendations to the Board for approval. Each Director is also required to declare his/her independence by duly completing and submitting a declaration form.

For FY2026, each of the Independent Directors (namely Mr Songtao Jia, Mr Zhu XuRan and Ms Liu Jingting) has confirmed his/her independence in accordance with the definition of an "independent" director as stated in the Code and its Practice Guidance, and taking into account Rule 406(3)(d) of the Catalist Rules. None of the Independent Directors holds shares and/or warrants in the Company representing 5% or more of the total issued shares in the Company. The Company is of the view that the shareholdings held by an Independent Director will not compromise his/her independence of thought and decision. The Board, based on the review conducted by the NC, has determined that the aforesaid Directors are independent.

Duration of Independent Directors' Tenure

Pursuant to Rule 406(3)(d)(iv) of the Catalist Rules, an independent director will not be considered independent if he/she has been a director of the company for an aggregate period of more than nine (9) years (whether before or after listing). None of the Independent Directors has served on the Board for more than nine (9) years from the date of his/her first appointment.

CORPORATE GOVERNANCE REPORT

Meeting of Independent Directors without Management

The Non-Executive Directors, including Independent Directors, will constructively challenge and assist in the development of proposals on strategy, and assist the Board in reviewing the performance of the Management in meeting agreed goals and objectives, and monitor the reporting of performance. When necessary, the Non-Executive Directors will have discussions amongst themselves without the presence of the Management, so as to facilitate a more effective check on the Management. Feedback from such meetings will be provided to the Board as 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.

Separation of the Role of Chairman of the Board and Chief Executive Officer

The Company keeps the positions of the Chairman of the Board and the Chief Executive Officer ("CEO") of the Company separate. Mr Songtao Jia, who is an Independent Director, is the Non-Executive Chairman of the Board, while Mr Liu Qiang is an Executive Director and CEO of the Company. The Non-Executive Chairman of the Board and the CEO of the Company are not related to each other.

Role of Chairman of the Board and Chief Executive Officer

As the Non-Executive Chairman of the Board, Mr Songtao Jia is, amongst other things, responsible for leading the Board to ensure its effectiveness on all aspects of its role, ensure that adequate time is available for discussion for all agenda items and promote a culture of openness and debate at the Board.

The Company's CEO, Mr Liu Qiang, manages and oversees the day-to-day operations of the Group. He also exercises control over the quality and timeliness of information flow between the Board and the Management. Operationally, he is responsible to source for new business opportunities.

The Company practices a clear division of responsibilities between the Chairman and the CEO. This ensures an appropriate balance of power between the Chairman and the CEO and thereby allows for increased accountability and greater capacity of the Board for independent decision-making.

Lead Independent Director

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.

BOARD MEMBERSHIP

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

Composition of the Nominating Committee

As at the date of this Corporate Governance Report, the NC comprises three (3) Directors, all of whom are Independent Directors.

CORPORATE GOVERNANCE REPORT

The members of the NC are as follows:

Mr Zhu XuRan (Chairman)
Mr Songtao Jia
Ms Liu Jingting

The NC met once in FY2026.

Role and Duties of the Nominating Committee

The NC, which reports to the Board, is established for the purpose of ensuring that there is a formal and transparent process for all Board appointments. The NC has adopted written terms of reference defining its membership, administration and duties.

The principal functions of the NC include, amongst others:

- (1) reviews and recommends the nomination or re-nomination of the Directors having regard to their contribution and performance;
- (2) reviews the succession plans for Directors, in particular, for the appointment and/or replacement of the Chairman of the Board, the CEO and key executives of the Company ("**Key Executives**");
- (3) determines annually whether or not a Director is independent;
- (4) where a Director or proposed Director has multiple board representation, decides on whether the Director is able to and/or has been adequately carrying out his/her duties as a Director, as well as sufficient time and attention are given to the affairs of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments;
- (5) assesses the effectiveness of the Board as a whole and the Board Committees, as well as the contribution by each individual Director to the effectiveness of the Board;
- (6) develops a process and the criteria for evaluation of the performance of the Board, the Board Committees and the Directors;
- (7) reviews of training and professional development programs for the Board and the Directors;
- (8) reviews the size and composition of the Board and the Board Committees with the objective of achieving a balanced Board and the Board Committees in terms of the mix of experience and expertise and make recommendations to the Board with regard to any change;
- (9) reviews the appointment and re-appointment of Directors (including alternate Directors, if any); and
- (10) reviews and approves any new employment of related persons and the proposed terms of their employment.

Each member of the NC abstains from voting on any resolution and making any recommendation and/or participating in any deliberation of the NC in respect of matters in which he/she has an interest.

CORPORATE GOVERNANCE REPORT

Continuous Review of Directors' Independence

As set out under Principle 2 of the Code above, on an annual basis, the NC is required to determine the independence of each Director in accordance with the definition of an "independent" director as stated in the Code and its Practice Guidance, and taking into account Rule 406(3)(d) of the Catalist Rules. As at the date of this Corporate Governance Report, the NC has reviewed and determined that each of the Independent Directors (namely Mr Songtao Jia, Mr Zhu XuRan and Ms Liu Jingting) is independent, and is able to exercise judgment on the corporate affairs of the Group independent of the Management.

Multiple Board Representations

All Directors are required to declare their board representations on an annual basis and as soon as practicable after the relevant facts have come to his/her knowledge. When a Director has multiple board representations and in considering the nomination of Directors for re-appointment, the NC will consider whether the Director is able to and has been adequately carrying out his/her duties as a Director of the Company, as well as sufficient time and attention are given to the affairs of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments.

For FY2026, the NC has reviewed all the declaration from the Directors and considers that the multiple board representations held presently by some of the Directors do not impede their performance in carrying out their duties to the Company and in fact, enhances the performance of the Board as it broadens the experience and knowledge of the Board. The NC is satisfied that the Directors are able to and have been adequately carrying out their duties as a Director of the Company, as well as sufficient time and attention are given to the affairs of the Company. In view of this, the Board does not see a need to set the maximum number of listed company board representations that a Director may hold as long as all the Directors are able to devote to the Company's affairs in light of their commitments. The Board and the NC will review the requirement to fix a maximum number of listed company board representations when the need arises.

Re-election of Directors

The election of a Director is held annually and in accordance with the Catalist Rules and the Company's Constitution. Rule 720(4) of the Catalist Rules requires all Directors to submit themselves for re-nomination and re-appointment at least once every three (3) years. The Company's Constitution requires one-third of the Directors to retire from office at each annual general meeting ("**AGM**") of the Company, and all Directors are required to retire from office by rotation at least once every three (3) years. In addition, the Company's Constitution provides that a newly appointed Director must retire and submit himself/herself for re-appointment at the next AGM of the Company following his/her appointment. Thereafter, he/she is subject to be re-appointed at least once every three (3) years. The aforesaid will enable all Shareholders to exercise their rights in selecting all the Board members of the Company. Directors who retire are eligible to offer themselves for re-election.

The re-election of each Director is voted on separate resolution during the AGM of the Company. To assist Shareholders in their decision, sufficient information such as personal profile, meeting attendance and the shareholdings of each Director standing for re-election are furnished in the annual report.

For re-appointment of Directors to the Board, the NC will take into consideration in its evaluation, amongst others, the competency, time commitment and experience in meeting the needs of the Company. The NC will then recommend the Directors to be reappointed to the Board for approval.

CORPORATE GOVERNANCE REPORT

At the forthcoming AGM of the Company, the NC had nominated and recommended, and the Board had agreed that the following Directors will retire pursuant to Regulation 118 and Regulation 107 of the Company's Constitution:

- i. Regulation 118 of the Company's Constitution
 - Ms Liu Jingting
- ii. Regulation 107 of the Company's Constitution
 - Mr Liu Qiang

Mr Liu Qiang and Ms Liu Jingting, being eligible for re-election, have offered themselves for re-election. Please refer to the section entitled "Additional Information on Directors Seeking for Re-election – Appendix 7F to the Catalist Rules" of this Corporate Governance Report for the information as set out in Appendix 7F to the Catalist Rules relating to Mr Liu Qiang and Ms Liu Jingting.

Nomination and Selection of Directors

The NC would review and nominate the most suitable candidate to the Board when a vacancy arises under any circumstances or where it is considered that the Board would benefit from the services of a new Director with particular skills. The NC, in consultation with the Board, determines the selection criteria and selects candidates with the appropriate expertise and experience for the position. The NC then nominates the most suitable candidate to the Board. The Company Secretary will ensure that all appointments are properly made and regulatory obligations are met. The Company's sponsor is also kept abreast of any new candidate and the new candidate's resume is also provided to them for review. The Company's sponsor would interview the new candidate separately.

Alternate Director

Currently, there is no alternate Director appointed to the Board.

Listed Company Directorship and Other Principal Commitment

The profile of each Director is set out below:

Name of Director	Board Appointment	Date of First Appointment	Date of Last Re-Appointment	Directorships/Chairmanships Both Present in Other Listed Companies and Other Principal Commitments
Songtao Jia	Non-Executive Chairman and Independent Director	9 June 2025	23 December 2025	Present Listed Directorship: NIL Other Principal Commitments: 1. Mega Matrix Inc 2. Honor Related LLC 3. Real Top Funds LLC 4. Grident Management Consulting LLC 5. Nexus Education Technologies LLC 6. Nino Trading LLC 7. Real Tower LLC

CORPORATE GOVERNANCE REPORT

Name of Director	Board Appointment	Date of First Appointment	Date of Last Re-Appointment	Directorships/Chairmanships Both Present in Other Listed Companies and Other Principal Commitments
Liu Qiang	Executive Director and CEO	1 May 2022	30 October 2024	Present Listed Directorship: - China Ocean Group Development Limited Other Principal Commitments: - Shenzhen Duxiaoman Industrial Co., Ltd. (Legal Representative) - ATV Culture Media (Shenzhen) Co., Ltd. (Legal Representative) - Shenzhen Xinhonghu Technology Co., Ltd (Legal Representative) - Shenzhen Finger Slide Network Technology Co.,Ld (Legal Representative) - Chengdu Soundline Network Technology Co.,Ltd. (Legal Representative) - Shenzhen Lovebee Life Technology Co., Ltd. (Legal Representative)
Ong Boon Yeow (Wang Wenyao)	Executive Director and COO	9 June 2025	23 December 2025	Present Listed Directorship: NIL Other Principal Commitment: 85 Metaphysics Consulting
Zhu XuRan	Independent Non-Executive Director	11 November 2025	23 December 2025	Present Listed Directorship: NIL Other Principal Commitment: Head of Operations, Management Committee for the Vajrayana Centre Project of Gelephu Mindfulness City, Bhutan
Liu Jingting	Independent Non-Executive Director	16 January 2026	Not Applicable (to be re-elected at the forthcoming AGM)	Present Listed Directorship: NIL Other Principal Commitment: NIL

Key information regarding the Directors' academic and professional qualifications as well as working experience is set out in the section entitled "Board of Directors" of this Annual Report. Information on the interests of the Directors who held office at the end of the financial year in shares, debentures and share options/awards in the Company and its related corporations (other than wholly-owned subsidiaries) are set out in the section entitled "Directors' Statement" of this Annual Report.

CORPORATE GOVERNANCE REPORT

BOARD PERFORMANCE

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

The NC is responsible for assessing the effectiveness of the Board as a whole and the Board Committees as well as the contribution by each Director to the effectiveness of the Board.

The evaluation of the Board is performed annually by having all members complete a board evaluation questionnaire individually. The assessment parameters such as the Director's attendance and participation in and outside meetings, the quality of the Director's involvement as well as industry and business knowledge made by the Director will enable an all-rounded evaluation, covering the various aspects of an effective Board. The completed evaluation forms are submitted to the Company Secretary for collation and the consolidated responses are presented to the NC for review before submitting to the Board for discussion and determining areas for improvement and enhancement of the effectiveness of the Board.

The performance criteria for the evaluation of the Board are in respect of Board size and composition, Board independence, Board's decision-making processes, strategic planning, Board information and accountability, Board performance in relation to discharging its principal functions and financial targets.

The individual Director's performance and contribution to the effectiveness of the Board are evaluated by requesting the NC members to complete the Director's evaluation form individually. Some factors taken into consideration by the NC members include availability at Board meetings, degree of preparedness, ability to make informed decisions in the best interest of the Company and the contribution to develop strategies which are in line with the Company's vision.

The overall assessment of the effectiveness of the Board as a whole, the effectiveness of the Board Committee, and the contribution by each Director to the effectiveness of the Board were satisfactory for FY2026, and it is the Board's endeavour to further improve and enhance its effectiveness over the Group's financial performance. The Board is also satisfied that each Director has allocated sufficient time and resources to the affairs of the Group.

For FY2026, the NC has not engaged any external facilitator in conducting the assessment of the effectiveness of the Board as a whole and the Board Committees as well as the contribution by each Director to the effectiveness of the Board. Where relevant, the NC will consider such engagement.

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.

Composition of the Remuneration Committee

As at the date of this Corporate Governance Report, the RC comprises three (3) Directors, all of whom are Independent Directors.

CORPORATE GOVERNANCE REPORT

The members of the RC are as follows:

Mr Songtao Jia (Chairman)
Ms Liu Jingting
Mr Zhu XuRan

The RC met once in FY2026.

Role and Duties of the Remuneration Committee

The RC, which reports to the Board, is established for the purpose of ensuring that there is a formal and transparent procedure for fixing the remuneration packages of the Directors and Key Executives. The RC has adopted written terms of reference defining its membership, administration and duties.

The principal functions of the RC include, amongst others:

- (i) reviews and recommends for the Board's endorsement, a framework of remuneration which covers all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards and benefits-in-kind for each Director and Key Executive;
- (ii) reviews and recommends to the Board the specific remuneration packages of each Director;
- (iii) reviews and recommends to the Board the specific remuneration packages of each Key Executive, taking into consideration the Executive Directors' assessment of and recommendation for remuneration and bonus;
- (iv) reviews and recommends to the Board the specific remuneration packages of employees who are related to any Director and/or substantial Shareholder; and
- (v) reviews and determines the contents of any service agreement for any Director or Key Executive.

Each member of the RC abstains from voting on any resolution and making any recommendation and/or participating in any deliberation of the RC in respect of his/her remuneration package and matters in which he/she has an interest.

Remuneration Packages and Framework

The RC reviews and recommends to the Board the remuneration packages or policies for the Executive Directors and the Key Executives based on the performance of the Group, the individual Director and the individual Key Executive. No Director individually decides or is involved in the determination of his/her own remuneration. The RC's recommendations are submitted for endorsement by the Board.

In reviewing the service agreements of the Executive Directors and Key Executives, the RC will review the Company's obligations arising in the event of termination of these service agreements, 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.

Engagement of Remuneration Consultants

The RC has access to advice within the Company and if necessary, may seek external expert advice of which the expenses will be borne by the Company. For FY2026, the RC did not seek any external expert advice from any remuneration consultant on the remuneration packages of the Directors and the Key Executives.

CORPORATE GOVERNANCE REPORT

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.

Remuneration of Executive Director(s) and Key Executives

The Group's remuneration policy is to provide compensation packages which reward successful performance and are appropriate to attract, retain and motivate the Executive Directors and Key Executives needed to run the Company and the Group successfully. The RC reviews the compensation annually to ensure that the remuneration of the Executive Directors and Key Executives 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 the Key Executives) is reviewed periodically by the RC and the Board.

Each of the Executive Directors has entered into a service agreement with the Company for a period which the Board may decide. The Board will review the respective remuneration package of the Executive Directors (which is based on their respective service agreement) from time to time based on the recommendation of the RC.

The Executive Directors do not receive director's fees but are remunerated as a member of the Management. The remuneration package of the Executive Directors and the Key Executives comprises a basic salary component and a variable component which is the annual bonus, based on the performance of the Group as a whole and their individual performance. This is designed to align remuneration with the interests of Shareholders and link rewards to corporate and individual performance so as to promote the long-term sustainability of the Group.

The RC is of the view that it is currently not necessary to use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Directors and Key Executives in exceptional circumstances of misstatement of financial statements, or of misconduct resulting in financial loss to the Company and the Group.

Remuneration of Non-Executive Directors

The Non-Executive Directors (including Independent Directors) do not have service agreements with the Company and are each paid a fixed director's fee, which is determined by the Board, after the recommendation by the RC, taking into consideration their efforts and time spent, responsibilities and contribution to the Board, subject to approval by Shareholders at the AGM of the Company. The RC is mindful that Independent Directors should not be over-compensated to the extent that their independence may be compromised. Directors' fees for the Non-Executive Directors of an aggregate of up to S\$135,000 for the financial year ending 30 June 2027, have been recommended by the RC and accepted by the Board, and will be tabled for approval by Shareholders at the forthcoming AGM of the Company. The Non-Executive Directors do not receive any other remuneration from the Company.

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.

CORPORATE GOVERNANCE REPORT

Remuneration Policy and Criteria

The Group's remuneration policy is to provide compensation packages which reward successful performance and are appropriate to attract, retain and motivate employees including the Executive Directors and the Key Executives. The compensation packages comprised a fixed component (base salary), a variable component (cash-based annual bonus) and benefits-in-kind, where applicable, taking into account amongst other factors, the individual's performance, the performance of the Group and industry practices.

The RC will review the remuneration of the Executive Directors and the Key Executives from time to time to ensure that their remuneration 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 the Key Executives) 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.

Disclosure on Remuneration of Directors (including the CEO) and Key Executives

The Code recommends the disclosure of the remuneration of each Director, the CEO and at the least, the Group's top five (5) Key Executives (who are not Directors or the CEO).

The Board, has on review, is of the opinion that it is in the best interests of the Group not to fully disclose in this Corporate Governance Report the exact remuneration of the Company's sole Key Executive (who are not Directors or the CEO) and the total remuneration of each Key Executive in dollar terms, given the confidentiality and sensitivity of remuneration matters, in view that the Group has only one (1) Key Executive for FY2026 and the Board believes that such disclosure may be prejudicial to the Group's business interests given the competitive environment it is operating in as well as the disadvantages this brings. The disclosure of such detailed remuneration could have an adverse effect on the working relationships and contributions to the operations of the Group.

The remuneration of the Directors for FY2026 is as follows:

Remuneration	Directors' Fee	Base Salary	Bonus	CPF	Others	Share options and Awards	Total
Below S\$250,000							
Songtao Jia	45,000	-	-	-	-	-	45,000 ⁽⁵⁾
Liu Qiang	-	162,000	-	-	-	-	162,000
Ong Boon Yeow (Wang Wenyao)	-	96,000	-	14,562	-	-	110,562
Lim Hwee Yong Nana ⁽¹⁾	21,532	-	-	-	-	-	21,532
Zhang Zihao ⁽²⁾	21,532	-	-	-	-	-	21,532
Zhu XuRan ⁽³⁾	28,750	-	-	-	-	-	28,750 ⁽⁵⁾
Liu Jingting ⁽⁴⁾	20,686	-	-	-	-	-	20,686 ⁽⁵⁾

Notes:

- (1) Ms Lim Hwee Yong Nana has retired as the Independent Non-Executive Director at the AGM held on 23 December 2025.
- (2) Mr Zhang Zihao was appointed as the Non-Executive Non-Independent Director of the Company with effect from 9 June 2025 and retired at the AGM held on 23 December 2025.
- (3) Mr Zhu XuRan was appointed as the Independent Non-Executive Director of the Company with effect from 11 November 2025.

CORPORATE GOVERNANCE REPORT

- (4) Ms Liu Jingting was appointed as the Independent Non-Executive Director of the Company with effect from 16 January 2026.
- (5) The Company will be seeking the approval of shareholders of the Company at the forthcoming AGM for the proposed allotment and issuance of new ordinary shares in the capital of the Company to the Independent Directors of the Company in lieu of cash payment of outstanding Directors' fees. Please refer to the Company's announcement dated 25 September 2026 and the Letter to Shareholders dated 6 October 2026 for more details.

The remuneration of the sole Key Executive for FY2026 in bands of S\$250,000 is as follows:

Remuneration Bands	Base Salary %	Bonus %	CPF %	Allowance %	Share Options and Awards %	Total %
S\$250,000 and below						
Gan Choon Ching ⁽¹⁾	86	–	14	–	–	100

There is One (1) Key Executive (who is not also a Director or the CEO) in the Group for FY2026.

Note:

- (1) Mr Gan Choon Ching was appointed as the Financial Controller on 13 November 2025 and resigned on 24 April 2026.

Due to the sensitive and confidential nature of employee remuneration, the breakdown of performance conditions linking to the remuneration paid to the sole Key Executive (who is not a Director or the CEO) is not disclosed in this Corporate Governance Report. There were no termination, retirement or post-employment benefits granted to the Directors and Key Executives in FY2026.

The Company's long-term incentive schemes, namely the CapAllianz Holdings Limited Employee Share Option Scheme (the "ESOS") and the CapAllianz Holdings Limited Performance Share Plan (the "PSP"), were approved by Shareholders at an extraordinary general meeting of the Company held on 29 October 2021 and adopted by the Company on the same day. The RC is responsible for the administration of the ESOS and PSP in accordance with their respective rules. There are no outstanding share options and share awards under the ESOS and PSP, respectively since the last financial year. There were no share options granted under the ESOS and no share awards granted under the PSP during FY2026. Please refer to the "Directors' Statement" section of this Annual Report for further information and details on the ESOS and PSP.

After taking into account the reasons for non-disclosure stated above, the Board is of the view that the current disclosure of the remuneration presented herein in this Corporate Governance Report is sufficient to provide Shareholders information on the Group's remuneration policies, as well as the level and mix of remuneration. Accordingly, the Board is of the view that the Company complies with Principle 8 of the Code.

Disclosure on Remuneration of Employees who are Substantial Shareholders, or are Immediate Family Members of a Director, the CEO or a Substantial Shareholder

The Company does not have any employee who is a substantial Shareholder, or an immediate family member of a Director, the CEO or a substantial Shareholder, and whose remuneration exceeded S\$100,000 during FY2026.

CORPORATE GOVERNANCE REPORT

ACCOUNTABILITY AND AUDIT RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board acknowledges that it is responsible for maintaining a sound system of internal controls to safeguard Shareholders' interest and maintain accountability of its assets. While no cost-effective internal control system can provide absolute assurance against loss or misstatement, the Company's internal controls and systems have been designed to provide reasonable assurance that assets are safeguarded, operational controls are in place, business risks are suitably reduced, proper accounting records are maintained and financial information used within the business and for publication are reasonable and accurate.

During FY2026, the Company's external and internal auditors conducted their respective annual review of the adequacy and effectiveness of the Company's material internal controls (including financial, operational, compliance and information technology controls) and risk management systems and these were reported to the AC. The AC, on behalf of the Board, also reviewed the adequacy and effectiveness of the Group's systems of internal controls and risk management in light of key business and financial risks affecting its business. The Board has also received assurance from the CEO, Chief Operating Officer ("COO") and the Senior Finance Manager that, as at 30 June 2026, the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances, and regarding the adequacy and effectiveness of the Group's risk management and internal control systems.

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, reviews performed by the Management, the Board Committees and the Board, and assurance from the CEO and the COO, the Board, with the concurrence of the AC, is satisfied that the internal controls (including financial, operational, compliance and information technology controls) and risk management systems in place in the Group are adequate and effective for FY2026.

The Board notes that no system of internal controls can provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, fraud or other irregularities. The Board, together with the AC and the Management, will continue its risk assessment process, which is an on-going process, with a view to enhance and improve the existing internal control framework to identify and mitigate these risks.

AUDIT COMMITTEE

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

Composition of the Audit Committee

As at the date of this Corporate Governance Report, the AC comprises three (3) Directors, all of whom are Independent Directors. The members of the AC are as follows:

Liu Jingting (Chairman)
Songtao Jia
Zhu XuRan

The Chairman of the AC, Ms Liu Jingting, holds the following qualifications: (a) Bachelor's degree of Economics (Major in Finance) ; (b) Master of Laws in International Economics Politics and (c) Doctor of Philosophy in Marketing with a specialisation in International Business. Ms Liu possesses relevant accounting and financial expertise through her formal academic qualification and training in finance and accounting, as well as her research and practical exposure to financial reporting , assets valuation, budgeting and financial risk analysis.

CORPORATE GOVERNANCE REPORT

Mr Songtao Jia, a member of AC, holds a MBA from McGill University and an EMBA from Cheung Kong Graduate School of Business (CKGSB). He is a seasoned management professional with extensive experience in marketing, strategy, and finance. He previously served as Executive Vice President of Lucent Technologies China and General Manager of Titan Petrochemical in Hong Kong. He is currently the Chief Strategy Officer of Mega Matrix Inc (NYSE: MPU), a public listed company in the United States, he is responsible for financial performance oversight, budgeting, capital allocation and strategic planning.

Mr Zhu XuRan, a member of AC, is currently the Head of Operations, Management Committee for the Vajrayana Centre Project of Gelephu Mindfulness City, Bhutan. He previously served as the President of 9472-8797 Quebec Inc., Canada, Director of Nano IT Operations and Principal Scientist at CBN Nano Technology Inc. ("CNTI"), Canada, and held various engineering and management positions at MDA, Canada, including Manager of Engineering Process Improvement and Software Tools and Manager of Mechanical Analysis.

While Mr Zhu XuRan does not have a professional background in accounting or financial management, the NC notes that Provision 10.2 of the Code of Corporate Governance is satisfied by the combined expertise or experience relevant to accounting or financial management of Ms Liu Jingting and Mr Songtao Jia (being two (2) members of the AC).

In view of the above, the Board is of the opinion that the members of the AC have sufficient financial and corporate management experience and expertise in discharging their duties.

None of the members of the AC is a former partner or director of the Company's external or internal auditors.

Role and Duties of the Audit Committee

The role of the AC is to assist the Board in discharging its responsibility to safeguard the assets of the Group, ensuring the maintenance of adequate accounting record procedures and processes and to develop and maintain effective systems of internal and risk controls. The overall objective of the AC is to ensure that the Management has established and maintained an effective system of internal control and that the Management does not override the established system of internal controls. The AC has adopted written terms of reference defining its membership, administration and duties.

The principal functions of the AC include, amongst others:

- (i) reviews the audit plans and results of the external and internal audits;
- (ii) reviews the Group's financial and operating results and accounting policies;
- (iii) reviews the financial statements of the Company and the consolidated financial statements of the Group before their submission to the Directors of the Company and the external auditor's report on those financial statements;
- (iv) reviews the quarterly (if applicable), half year and annual announcements on the results and financial position of the Company and of the Group;
- (v) ensures the co-operation and assistance given by the Management to external auditors;
- (vi) makes recommendations to the Board on the appointment of external and internal auditors; and
- (vii) reviews the Interested Person Transactions as defined in Chapter 9 of the Catalist Rules as required by SGX-ST and ensures that the transactions are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

CORPORATE GOVERNANCE REPORT

In discharging the above duties, the AC has confirmed that it has full access and co-operation from the Management and is given reasonable resources to enable it to perform its functions properly.

The AC reports to the Board and met two (2) times in FY2026, to review the half year and annual unaudited financial statements of the Group and all related disclosures to Shareholders before submission to the Board for approval. The Company Secretary or her representative was present at the meetings to record the proceedings.

The AC has full authority to investigate any matter when alerted on issues of internal controls, suspected fraud or irregularity. It has full access to and cooperation of the Management and full discretion to invite any staff to attend its meetings.

Internal Audit Function

The Company has outsourced its internal audit function to an external professional firm, Wensen Consulting Asia (S) Pte. Ltd. ("**WCA**"), for the purposes of reviewing the adequacy and effectiveness of its internal controls and risk management systems. WCA is headed by the Managing Director Mr. Edward Yap, who is a member of Malaysian Institute of Accountants (MIA), a Practising Member of Institute of Singapore Chartered Accountants (ISCA), Fellow Member of the Association of Certified Chartered Accountants (FCCA), Chartered Member of the Institute of Internal Auditors Malaysia (CMIIA) and a Network Member of the Chartered Accountants Worldwide (CAW). Mr. Edward Yap is further assisted by an engagement Director who has more than fifteen (15) years of experience in risk management and risk-based internal audit services.

The AC approves the appointment, removal, evaluation and compensation of the internal auditors. The internal auditors report directly to the Chairman of the AC. The functions of the internal auditors include the review of the adequacy and effectiveness of the Company's material internal controls, including financial, operational, compliance and information technology controls, and risk management systems.

The internal auditors have unfettered access to all the Company's documents, records, properties and personnel, including access to the AC. The internal auditors discuss and agree on the annual internal audit plan with the AC at the beginning of each financial year. Subsequent internal audit findings and corresponding responses from the Management to address these findings are reported at the meetings of the AC.

The internal auditors have carried out its functions according to the standards set by nationally or internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The AC has reviewed the independence, adequacy and effectiveness of the outsourced internal audit function and is satisfied that the outsourced internal audit function is independent, adequately resourced, effective and has the appropriate standing within the Group to fulfil its mandate. The AC is also of the view that the outsourced internal audit function is adequately staffed with qualified and experienced personnel with the relevant experience and that the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors are used as a reference and guide by the Company's internal auditors to perform its function effectively.

The AC will review annually the independence, adequacy and effectiveness of the internal audit function.

CORPORATE GOVERNANCE REPORT

External Audit Function

Statutory audit review and the implementation of the Company's material internal controls are reviewed by the Company's current external auditors, Baker Tilly TFW LLP ("**Baker Tilly**"), to the extent set out in their audit plan. Any material non-compliance and internal control weaknesses noted during their audit, and the external auditor's recommendations to address such non-compliance and weaknesses, will be reported to the AC. Any material non-compliances and internal control weaknesses will be followed up by the Management as part of the Management's role in the review of the Company's internal control systems. There are no such material non-compliances and internal control weaknesses in FY2026. The external auditors have unrestricted access to the AC.

The AC has reviewed the overall scope of the external audit and met with the Company's external auditors to discuss the results of their respective examinations and their evaluation of the Company's system of internal accounting controls. The Company's external auditors also briefed the AC on the changes in the financial reporting standards that will take effect during the financial year and also the following financial year. This ensures that the AC is kept abreast with the changes in financial reporting standards which have a direct impact on the Group's financial statements.

The AC has performed independent reviews of the Company's half year and full year financial results for FY2026. The AC has also considered the report from the Company's external auditors, including their findings on the significant risks and audit focus areas. The AC has also reviewed the financial statements, including the key audit matters as reported by the external auditors for FY2026, and has recommended the same to the Board for approval.

The AC is responsible for conducting an annual review of the independence and objectivity of the external auditors, including the nature and volume of non-audit services performed by the external auditors for the Group. The aggregate amount of audit fees paid to the Company's external auditors, Baker Tilly, for FY2026 was approximately S\$86,000. There was no non-audit fees paid to the external auditors of the Company in FY2026. During FY2026, no AC member served as a partner or director of Baker Tilly, and no AC member held any financial interest in Baker Tilly.

In reviewing the re-appointment of Baker Tilly as the Company's external auditors for the ensuing year, the AC has considered and is satisfied with the adequacy of the resources and experience of Baker Tilly and the audit partner-in-charge assigned to the audit (taking into account the Audit Quality Indicators relating to Baker Tilly), the size and complexity of the Group being audited, and the number and experience of supervisory and professional staff assigned to the audit. Baker Tilly 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 public accountant under the Accountants Act 2004 of Singapore.

On the basis of the above, the AC has recommended to the Board and which the Board has accepted, that Baker Tilly be nominated for re-appointment as the external auditors of the Company for the financial year ending 30 June 2027 for Shareholders' approval at AGM 2026.

The Company confirms that it is in compliance with Rule 712 and Rule 715 of the Catalist Rules in appointing the auditing firms for the Group.

CORPORATE GOVERNANCE REPORT

Meeting Auditors without the Management

In performing its functions, the AC and Management meet with the external and internal auditors to discuss and evaluate the internal controls of the Group and review the overall scope of both external and internal audits. The AC also meets regularly with the Management, as well as the external and internal auditors to keep abreast of any changes to the accounting standards and issues which could have a direct impact on the Group's financial statements. At least once a year and as and when required, the AC meets with the external and internal auditors without the presence of Management, to review any matters that might be raised privately.

The AC has met with the external and internal auditors separately without the presence of the Management to review any area of audit concern for FY2026.

Whistleblowing Policy

In line with the Code, the Company has implemented a whistleblowing policy and has incorporated it into the Company's internal control procedures. The whistleblowing policy will provide a well-defined and accessible channel in the Group through which whistleblowers may raise concerns about improper conduct within the Group. The whistleblowing policy sets out the procedures for whistleblowers to make a report to the Company on misconduct or wrongdoing relating to the Company and its officers. The AC will review arrangements by which whistleblowers may raise in good faith and in confidence, without fear of reprisals, concerns about possible improprieties in financial reporting or other matters. The Company will ensure that the identity of the whistleblower is kept confidential and is committed to ensure the whistleblower will be protected against detrimental or unfair treatment. The AC's objectives of such a policy are to ensure that arrangements are in place for independent investigation of such matters and for appropriate follow-up action. The AC is responsible for oversight and monitoring of whistleblowing. Multiple employees' briefings have been conducted to update and explain the whistleblowing policy adopted by the Company. There were no reported incidents pertaining to whistleblowing for FY2026.

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.

Shareholders' Participation in General Meetings

The Board welcomes the view of Shareholders on matters affecting the Company, whether at Shareholders' meetings or on an ad hoc basis. The Board encourages active Shareholders' participation in general meetings. It believes that general meetings are an opportune forum and suitable platform for Shareholders and the Board and Management of the Company to engage in active exchange of ideas.

Shareholders are informed of all general meetings through notices, circulars and annual reports sent to all Shareholders. These notices are published in the daily local newspapers. The Group encourages active participation from all Shareholders at general meetings.

At general meetings of the Company, Shareholders are invited to raise questions on any matters that need clarification and appropriate responses are given.

CORPORATE GOVERNANCE REPORT

All Shareholders are entitled to vote in accordance with the established voting rules and procedures. The Company conducts poll voting for all resolutions tabled at the general meetings. The rules, including the voting process, are explained by the scrutineers at such general meetings.

Conduct of Resolutions and Voting

The resolutions tabled at the general meetings are on each substantially separate issue, unless the issues are interdependent and linked so as to form one significant proposal. If a scenario arises where the resolutions are inter-conditional, it is the Company's current intention to explain the reasons and material implications in the notice of meeting.

The Company typically ensures that there are separate resolutions at general meetings on each distinct issue. Detailed information on each item in the agenda of the general meetings is provided in the explanatory notes to each notice of the general meetings.

Shareholders are given the right to vote on the resolutions at general meetings. Each item of special business included in the notice of the meeting is accompanied, where appropriate, by an explanation for the proposed resolution. The results of all general meetings of the Company will be notified and released through SGXNet after the meetings. Proxy form is sent with the notice of general meeting to all Shareholders so that those Shareholders who are unable to attend the general meeting in person can appoint a proxy or proxies to attend and vote on their behalf.

The Company's Constitution allows members of the Company to appoint not more than two (2) proxies to attend and vote on their behalf. On 3 January 2016, the legislation was amended, among other things to allow certain members, defined as "relevant intermediary" to attend and participate in general meetings without being constrained by the two (2)-proxy requirement. Relevant intermediary includes corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors.

Interaction with Shareholders

At general meetings of the Company, Shareholders are invited to raise questions on any matters that need clarification and appropriate responses are given. Directors, including the Chairman of the Board and the Board Committees, will be present at all general meetings to address any queries from Shareholders. The external auditors will also be present at the AGMs of the Company to address Shareholders' queries on the conduct of the audit and the preparation and content of the auditor's report.

The Company held its AGM in respect of FY2025 physically on 23 December 2025 ("**2025 AGM**"), and held Extraordinary General Meeting physically on 15 August 2025 and 19 June 2026 ("**FY2026 EGMs**"). All Directors who were in office as at the date of each respective meeting attended the 2025 AGM and the FY2026 EGMs, together with the Management, to engage with Shareholders.

At the 2025 AGM and FY2026 EGMs, Shareholders had the opportunity to actively participate by raising questions and sharing their views. Furthermore, they were able to submit questions in advance via post or email. The Company provided responses to all substantial and relevant questions received prior to or during the meetings, and these responses were also published on the SGXNet website and the Company's corporate website.

The forthcoming AGM of the Company in respect of FY2026 will be convened in a physical format and there will be no option for Shareholders to participate virtually. Please refer to the notice of AGM dated 6 October 2026 as set out in this Annual Report for more information on how Shareholders may participate in the forthcoming AGM.

CORPORATE GOVERNANCE REPORT

Absentia Voting

The Company has not amended its Constitution to provide for absentia voting methods. The Company has decided, for the time being, not to implement voting in absentia through mail, electronic mail or fax until security, integrity and other pertinent issues are satisfactorily resolved.

Minutes of General Meetings

The proceedings of each of the general meetings will be properly recorded and prepared by the Company. The minutes of all general meetings will be posted on the Company's corporate website and SGXNet within one (1) month after the date of the general meetings. Such minutes include substantial and pertinent comments and questions received from Shareholders relating to the agenda of the general meetings, together with responses from the Board and the Management, as well as details of the proceedings of the general meetings.

The minutes of the 2025 AGM and FY2026 EGMs were published by the Company on its corporate website and SGXNet within one (1) month after the date of the meetings.

The Company will also publish minutes of its forthcoming AGM in respect of FY2026 on its corporate website and SGXNet within one (1) month after the date of the AGM.

Dividend Policy

The Group does not have a formal dividend policy at present. The form, frequency and amount of dividends declare each year will take into consideration the Group's profit growth, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors as the Board deem appropriate. The Board does not recommend any payment of dividends for FY2026 as the Group wishes to conserve its funds for working capital purposes.

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.

Investor Relations Practices

The Company treats all Shareholders fairly and equitably by disclosing material information through the SGX-ST in accordance with the Corporate Disclosure Policy of the SGX-ST. The Company has taken steps to ensure that all material information, including changes in the Company or its business that would likely to have material impact on the price or value of the Company's shares, are disclosed on an accurate and timely basis to all Shareholders via SGXNet.

Disclosure of Information

The Company does not practice selective disclosure. All Shareholders are equally and timely informed of all major developments that affect the Group. The Company is committed to disclosing as much relevant information as is possible, in a timely, fair and transparent manner, to its Shareholders.

CORPORATE GOVERNANCE REPORT

Information is communicated to Shareholders through:

- SGXNet announcements including press releases;
- Annual reports and circulars; and
- Notices of general meetings.

Price sensitive information is first publicly released, either before the Company meets with any group of investors or analysts or simultaneously with such meeting. Quarterly (if applicable), half year and full year results as well as annual reports are announced or issued within the period prescribed by the SGX-ST and are available on the Company's corporate website at <https://capallianzhholdings.com>. The Company's corporate website, which is updated regularly, contains various others investor related information on the Company which serves as an important resource for investors. The release of such timely and relevant information is crucial to good corporate governance and enables Shareholders to make informed decisions in respect of their investments in the Company.

The Company has engaged an investor relations consultancy firm to assist the Group in facilitating communications with all stakeholders – Shareholders, analysts and media – to keep the investors public apprised of the Group's corporate developments and financial performance.

Dialogue with Shareholders

The Group encourages full participation of Shareholders at general meetings to ensure a high level of accountability and identification with the Group's direction, strategy and goals. The Board views the general meetings of the Company as the principal forum for dialogue with Shareholders, being an opportunity for Shareholders to raise issues pertaining to the resolutions tabled for approval and/or ask the Directors or the Management questions regarding the Company and its operations. To facilitate and encourage such participation, Directors are present and available to address questions at general meetings. In addition, the external auditors are also present during the AGMs of the Company to address the Shareholders' queries on the conduct of audit and the preparation and content of the independent audit report.

The reception after the general meetings of the Company also provides an opportunity for Shareholders to informally communicate their views and expectations to the Company.

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.

Stakeholders' Engagement

The Company acknowledges the importance of establishing effective communication among the stakeholders through regular engagement and various communication platforms to achieve mutually beneficial goals.

CORPORATE GOVERNANCE REPORT

The stakeholders have been identified as those who are impacted by the Group's business and operations and those who are similarly able to impact the Group's business and operations. The Company has identified seven (7) stakeholders' group, namely, Board of Directors, employees, governments and regulators, investee companies and business partners, shareholders, external professionals and service providers and community. The Company's approach to the engagement with key stakeholders and materiality assessment will be disclosed in the Company's Sustainability Report for FY2026, which will be uploaded on the SGXNet separately, where the Company would continue to monitor and improve to ensure the best interest of the Company.

Corporate Website

To promote regular, effective and fair communication with Shareholders, the Company maintains a corporate website at <https://capallianzhholdings.com> through which Shareholders are able to access up-to-date information on the Group. The website provides annual reports, financial information, profiles of the Group, and contact details of the Group.

OTHER CORPORATE GOVERNANCE MATTERS

DEALINGS IN SECURITIES

The Company has adopted internal code of conduct and policies in line with the requirements of Rule 1204(19) of the Catalist Rules on dealings in securities of the Company. The Directors, the Management and the Officers of the Company are not permitted to deal in the Company's shares:

- a) on short-term considerations;
- b) during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three (3) quarters and one (1) month before the announcement of the Company's full year financial results (if the Company announces its quarterly financial results, whether required by SGX-ST or otherwise), or one (1) month before the announcement of the Company's half year and full year financial results (if the Company does not announce its quarterly financial results), and ending on the date of announcement of the relevant results; and/or
- c) when they are in possession of unpublished price-sensitive information of the Group.

In addition, Directors, key management personnel and connected persons are expected to observe insider trading laws at all times even when dealing in securities of the Company within the permitted trading period. Reminders are sent via email to all Directors and employees. The Company has conducted staff briefing to explain the Company's policy on this matter.

INTERESTED PERSON TRANSACTIONS

The Company has not obtained a general mandate from Shareholders for interested person transactions pursuant to Rule 920 of the Catalist Rules.

All interested person transactions are subject to review by the AC to ensure that they are on an arm's length basis and on normal commercial terms that will not be prejudicial to the Company and its minority Shareholders.

The Company has put in place an internal procedure to track interested person transactions of the Group and to ensure that such transactions are reported to the AC on a timely manner.

CORPORATE GOVERNANCE REPORT

Save for interested person transactions below S\$100,000 (if any), there were no interested person transactions entered into by the Group during FY2026.

NON-SPONSORSHIP FEES

The Company has changed its continuing sponsor from ZICO Capital Pte. Ltd to UOB Kay Hian Private Limited with effect from 12 April 2026.

With reference to Rule 1204(21) of the Catalist Rules, there were no non-sponsorship fees payable or paid to ZICO Capital Pte. Ltd and UOB Kay Hian Private Limited, for FY2026.

MATERIAL CONTRACTS

Save for the service agreements between the Executive Directors and the Company, there were no material contracts (including loans) entered into by the Company and its subsidiaries involving the interests of any Director or controlling Shareholders of the Company, either still subsisting at the end of FY2026, or if not then subsisting, entered into since the end of the previous financial year ended 30 June 2025.

USE OF PROCEEDS FROM PLACEMENT

On 10 October 2025, the Company has completed a share placement of an aggregate of 3,002,310,000 new ordinary shares of the Company at a placement price of S\$0.0011 per new ordinary share in the capital of the Company (the "**Placement**"). The total placement consideration is of approximately S\$3,300,000. With exception for the placement arising from debts to equity of approximately S\$881,000, the Group received a net placement consideration of approximately S\$2,421,000.

As at the date of the Annual Report, the following is a summary of the Net Proceeds and the utilisation thereof:

Use of Net Proceeds	Allocation of Net Proceeds (S\$'000)	Amount Utilised (S\$'000)	Balance of Net Proceeds (S\$'000)
- Funding of the Group's Business (including acquisition)	726	581	145
- General working capital of the Group (including general overheads, financing requirements and other operating expenses)	1,695 ^(a)	1,695	-
Total	2,421	2,276	145

The use of the Net Proceeds is in accordance with the intended uses and percentage ranges as stated in the Company's announcement dated 15 September 2025.

CORPORATE GOVERNANCE REPORT

(a) The breakdown on the use of proceeds for working capital is set out below:

	(S\$'000)
(a) <u>General overhead</u>	
Audit fee	140
Accounting and corporate secretarial fee	113
Consultancy fee	116
Directors' fee	178
Lease rental expenses	231
Lease rental deposit	174
Professional fee	36
Salaries and CPF	500
Printing expenses	25
Share registrar fee	20
Travelling	46
Expenses in relation to the placement	56
	1,635
(b) <u>Financing requirement</u>	
Repayment of 3 rd party loan	60
Total	1,695

SUSTAINABILITY REPORTING

The Board recognises that good governance is essential for continued growth and investors' confidence, and that all businesses have to manage their own operations responsibly. The Board strongly believes that to grow sustainably as a forward-looking corporate entity, the Group has to regularly reach out and work together with all its stakeholders, from its employees to the community, and be responsible stewards of its natural environment.

Please refer to the full standalone report, which will be published separately on the Company's corporate website at <https://capallianzhholdings.com> and uploaded on the SGXNet.

RISK MANAGEMENT POLICIES AND PROCESSES

Political Risks and Exposure

The Group is exposed to political risks and government initiatives, policies and regulations towards the oil and gas industry which may affect the level of oil and gas activities in the regions the Group operates or seeks to operate in. In order to lower the potential exposure, the Management reviews opportunities from a wide geographic area. The Group endeavors to lower risks by focusing on stable political environments.

Exploration and Development Risks

The Group is also exposed to the exploration and development risks innate to the oil and gas industry. Each opportunity is reviewed by a technical team taking into account production history, availability of data, interpretation of data and track record of previous initiatives by other ventures.

CORPORATE GOVERNANCE REPORT

Reliance on Third Party Providers

The Management constantly evaluates resources against ongoing and developing workload in the worldwide endeavors. Through a fine balance between retaining core competencies in a lean in-house team and selective outsourcing of experienced consulting resources from the industry worldwide, the Group is able to remain flexible and dynamic while retaining global knowledge assets. This helps to manage the risk of retaining organisational capability while keeping internal team sizes at reasonable numbers and manageable costs. The Management works very closely with the selected partners and service providers to ensure timely and quality execution of projects globally.

CORPORATE GOVERNANCE REPORT

ADDITIONAL INFORMATION ON DIRECTORS SEEKING FOR RE-ELECTION - APPENDIX 7F TO THE CATALIST RULES

Mr Liu Qiang and Ms Liu Jingting are the Directors retiring and seeking re-election at the forthcoming AGM of the Company (the “**Retiring Directors**”). Pursuant to Rule 720(5) of the Catalist Rules, the information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules is set out below:

Name of Director	Liu Qiang	Liu Jingting
Date of appointment	1 May 2022	16 January 2026
Date of last re-appointment (if applicable)	30 October 2024	N.A
Age	41	39
Country of principal residence	China	United States of America
The Board’s comments on the NC’s recommendation for re-election	The Board has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience, and suitability of Mr Liu Qiang as well as the diversity of the Board, for re-appointment as Executive Director and Chief Executive Officer of the Company. The Board has reviewed and concluded that Mr Liu Qiang possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board has considered, among others, the recommendation of the NC and has reviewed and considered the qualification, work experience, independence and suitability of Ms Liu Jingting, as well as the diversity of the Board, for re-appointment as Independent Non-Executive Director of the Company. The Board has reviewed and concluded that Ms Liu Jingting possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. The Board considers Ms. Liu to be independent for the purposes of Rule 704(7) of the Catalist Rules.
Whether appointment is executive, and if so, the area of responsibility	Executive. Mr Liu will jointly manage and oversee the day-to-day operations and financial position of the Group, as well as exercise control over the quality and timeliness of information flow between the Board and the management of the Company, together with the existing Executive Director of the Company, namely Mr Ong Boon Yeow. Operationally, Mr Liu will focus to source for new business opportunities.	Non-Executive

CORPORATE GOVERNANCE REPORT

Name of Director	Liu Qiang	Liu Jingting
Job title	- Executive Director - Chief Executive Officer	- Independent Non-Executive Director - Chairman of the Audit committee - Member of the Nominating Committee - Member of Remuneration Committee
Professional qualifications	Master in Resource Development Planning, China University of Mining and Technology, Beijing Bachelor in Materials Engineering, Shijiazhuang Tiedao University	Doctor of Philosophy in marketing, with a specialization in International Business, Georgia State University, May 2018 Master of Laws in International Economics and Politics, Beijing Language and Culture University, 2013 Bachelor of Economics, Major in Finance, Beijing Language and Culture University, 2010
Working experience and occupation(s) during the past 10 years	- 2024 to Present: Director of China Ocean Group Development Limited - 2021 to 2024: Independent Non-Executive Director of China Ocean Group Development Limited - 2018 to 2022: Vice President and Chief Technical Officer of Asia Television Holdings Limited - 2018: Chairman of the Board and Executive Director of Dinghe Mining Holdings Limited - 2013 to 2018: Executive Deputy General Manager of AVIC Energy Cambodia Company	- 2018 to Present: Assistant Professor of International Business at the Business School of the University of Colorado Denver - 2013 to 2018: PhD student, research assistant and part-time instructor, J. Mack College of Business, Georgia State University
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil
Any relationship (including immediate family relationships) with any existing Director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No

CORPORATE GOVERNANCE REPORT

Name of Director	Liu Qiang	Liu Jingting
Conflict of interest (including any competing business)	No	No
Undertaking submitted to the listed issuer in the form of Appendix 7H (Listing Rule 720(1))	Yes	Yes
Other Principal Commitments including Directorships	<u>Directorship</u> <u>Past 5 years</u> - Fengyi (Shenzhen) International Culture Development Co., Ltd - Zhongke Jianye Energy Development Co., Ltd. <u>Present</u> - China Ocean Group Development Limited - Shenzhen Xinhonghu Technology Co., Ltd (Legal Representative) - Shenzhen Finger Slide Network Technology Co.,Ltd (Legal Representative) - Chengdu Soundline Network Technology Co., Ltd. (Legal Representative) - Shenzhen Lovebee Life Technology Co., Ltd. (Legal Representative) - Shenzhen Duxiaoman Industrial Co., Ltd (Legal Representative) <u>Other Principal Commitments</u> <u>Past:</u> - Shenzhen Duxiaoman Industrial Co., Ltd. Huaqiang North Store (Legal Representative) - ATV Pictures (Wuxi) Co., Ltd. (Legal Representative) <u>Present:</u> - ATV Culture Media (Shenzhen) Co., Ltd. (Legal Representative)	<u>Directorship</u> <u>Past 5 years</u> - Nil <u>Present</u> - Nil <u>Other Principal Commitments</u> <u>Past 5 years</u> - OOSS NY Technology Development Limited <u>Present:</u> - Nil

CORPORATE GOVERNANCE REPORT

Name of Director	Liu Qiang	Liu Jingting
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.		
a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	Yes. From April 2018 to July 2018, Mr Liu was the Chairman and the Executive Director of Dinghe Mining Holdings Limited (“DMH”), a company previously listed on the Hong Kong Stock Exchange. Mr Liu joined DMH to assist with its restructuring. During Mr Liu’s tenure as the Chairman and Executive Director of DMH, DMH received several statutory demands and winding up petition against DMH. Pursuant to a successful requisition for an extraordinary general meeting to elect and remove directors of DMH, Mr Liu was removed as a Director of DMH and he ceased to be the Chairman of DMH with effect from the conclusion of the extraordinary general meeting held on 11 July 2018. On 4 December 2019, DMH announced that, pursuant to an Order of the Honourable Mr Justice Harris dated 11 November 2019, DMH was ordered to be wound up and the Official Receiver was appointed as the Provisional Liquidator of DMH. Subsequently, the listing of DMH’s shares was cancelled with effect from 5 February 2020 by the Stock Exchange of Hong Kong Limited	No

CORPORATE GOVERNANCE REPORT

Name of Director	Liu Qiang	Liu Jingting
	To the best of Mr Liu's knowledge, (i) none of the statutory demands and winding up petitions received by DMH is in connection with any matters occurring or arising during Mr Liu's tenure as the Chairman and Executive Director of DMH; (ii) save as disclosed above, Mr Liu is not aware of any other information relating to the winding up of DMH.	
c) Whether there is any unsatisfied judgment against him?	No	No
d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

CORPORATE GOVERNANCE REPORT

Name of Director	Liu Qiang	Liu Jingting
f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or government body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

CORPORATE GOVERNANCE REPORT

Name of Director	Liu Qiang	Liu Jingting
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:- (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No

CORPORATE GOVERNANCE REPORT

Name of Director	Liu Qiang	Liu Jingting
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Disclosure applicable to the appointment of Director only		
Any prior experience as a Director of an issuer listed on the Exchange?	Not applicable as this is a re-election of a Director.	Not applicable as this is a re-election of a Director.
If yes, please provide details of prior experience.	N.A	N.A
If no, please state if the Director has attended or will be attending training on the roles and responsibilities of a listed issuer as prescribed by the Exchange.	N.A	N.A
Please provide details of relevant experience and the NC's reasons for not requiring the Director to undergo training as prescribed by the Exchange (if applicable).	N.A	N.A

DIRECTORS' STATEMENT

For the financial year ended 30 June 2026

The directors present their statement to the members together with the audited consolidated financial statements of CapAllianz Holdings Limited (the “Company”) and its subsidiary corporations (collectively, the “Group”) and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 June 2026.

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and the Company as at 30 June 2026 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended 30 June 2026 in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) (“SFRS (I)"); and
- (ii) at the date of this statement, on the basis of the going concern assumptions as described in Note 3.1(a) to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Songtao Jia
Liu Qiang
Ong Boon Yeow
Zhu XuRan (appointed on 11 November 2025)
Liu Jingting (appointed on 16 January 2026)

Arrangements to enable directors to acquire shares and debentures

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

Directors’ interests in shares or debentures

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

	Holdings registered in the name of the director or nominee		
	At 21.7.2026	At 30.6.2026	At 1.7.2025
The Company			
(No. of ordinary shares)			
Ong Boon Yeow	90,000,000	90,000,000	90,000,000

DIRECTORS' STATEMENT

For the financial year ended 30 June 2026

Share options

The CapAllianz Holdings Limited Employee Share Option Scheme (the “ESOS”) was approved by the members of the Company at an extraordinary general meeting held on 29 October 2021 which provides for the grant of incentive share options to employees and directors. The ESOS is administered by the Remuneration Committee (“Committee”) whose members are:

Songtao Jia (Chairman)
Liu Jingting
Zhu XuRan

Under the ESOS, the total number of shares in respect of which the Committee may grant options on any date, when added to the number of shares issued and issuable or delivered and deliverable in respect of (a) all options granted under the ESOS, and (b) all awards, shares and options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen percent (15%) of the number of all issued shares (excluding treasury shares, as defined in the Act, and subsidiary holdings) on the day preceding that date. The ESOS allows the issue of options with a subscription price at a discount of up to 30% of the market price, or its nominal value, whichever is higher.

An option may be exercised in whole or in part, after the second anniversary of the date of grant of that option but before the fifth anniversary of the date of grant of that option in the case where options are granted at a discount, or after the first anniversary of the date of grant of that option in the case where options are not granted at a discount.

The lapsing of options is provided for upon the occurrence of certain events, which includes:

- (a) the termination of the grantee’s employment;
- (b) misconduct on the part of the grantee as determined by the Committee;
- (c) bankruptcy of the grantee;
- (d) the company by which the grantee is employed ceasing to be a company within the Group; and
- (e) the winding-up of the Company (voluntary or otherwise).

There were no options granted under the ESOS since the commencement of the ESOS to the end of the financial year.

Share awards

The CapAllianz Holdings Limited Performance Share Plan (the “PSP”) was approved by the members of the Company at an extraordinary general meeting held on 29 October 2021 which provide for the grant of incentive share awards to employees and directors. The PSP is administered by the Remuneration Committee (“Committee”) whose members are:

Songtao Jia (Chairman)
Liu Jingting
Zhu XuRan

DIRECTORS' STATEMENT

For the financial year ended 30 June 2026

Share awards (continued)

Under the PSP, the total number of shares in respect of which the Committee may grant awards on any date, when added to the number of shares issued and issuable or delivered and deliverable in respect of (a) all awards granted under the PSP, and (b) all awards, shares and options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed fifteen percent (15%) of the number of all issued shares (excluding treasury shares, as defined in the Act and subsidiary holdings) on the day preceding that date. In relation to each performance-related awards, the release of awards is based on the sole discretion of the Committee. The Committee reviews the performance conditions in respect of the awards and determines whether these have been satisfied. The Company shall release to the grantee the share awards on the vesting period in case where awards are not performance-related.

The lapsing of the awards is provided for upon the occurrence of certain events, which includes:

- (a) the termination of the grantee's employment;
- (b) non-executive director ceasing to be a director of the Group;
- (c) the bankruptcy of the grantee;
- (d) the death of the grantee;
- (e) the breach by the grantee of any terms on the awards; and
- (f) the misconduct of the grantee as determined by the Committee in its discretion.

There were no share awards granted under the PSP during the financial year ended 30 June 2026.

Audit committee

The members of the Audit Committee ("AC") at the end of the financial year were as follows:

Liu Jingting (Chairman)
Songtao Jia
Zhu XuRan

All members of the AC were independent and non-executive directors.

The AC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967, the Listing Manual - Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Code of Corporate Governance.

In performing those functions, the AC carried out the following:

- Reviewed the audit plans and results of the external and internal audits;
- Reviewed the Group's financial and operating results and accounting policies;
- Reviewed the financial statements of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and the independent auditors' report on those financial statements;
- Reviewed the quarterly (if applicable), half-yearly and annual announcements on the results and financial position of the Company and of the Group;
- Ensures the co-operation and assistance given by the management to the independent and internal auditors;

DIRECTORS' STATEMENT

For the financial year ended 30 June 2026

Audit committee (continued)

In performing those functions, the AC carried out the following: (continued)

- Made recommendations to the Board on the appointment of the independent and internal auditors; and
- Reviewed the Interested Person Transactions as defined in Chapter 9 of the Catalist Rules as is required by SGX-ST and ensure that the transactions were on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

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

The AC has recommended to the Board of Directors that the independent auditor, Baker Tilly TFW LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Independent auditor

The independent auditor, Baker Tilly TFW LLP, has expressed its willingness to accept appointment.

On behalf of the directors

Songtao Jia
Chairman and Non-executive Independent Director

Liu Qiang
Executive Director and Chief Executive Officer

6 October 2026

INDEPENDENT AUDITOR'S REPORT

To the Members of CapAllianz Holdings Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of CapAllianz Holdings Limited (the "Company") and its subsidiary corporations (the "Group") as set out on pages 63 to 123, which comprise the balance sheets of the Group and of the Company as at 30 June 2026, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 June 2026 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current financial year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Assessment of the going concern basis in preparation of the financial statements (Refer to Note 3.1(a) to the financial statements)

During the financial year ended 30 June 2026, the Group recorded a net loss of US\$2,512,000 and net cash outflows from operating activities of US\$2,723,000. As at 30 June 2026, the Company recorded net current liabilities of US\$429,000.

Notwithstanding the above, management prepared the financial statements on a going concern basis after considering a number of factors as disclosed in Note 3.1(a) to the financial statements.

We identified the assessment of the Group's ability to continue as a going concern as a key audit matter due to the significance of management's judgements and assumptions underlying the cash flow forecasts.

INDEPENDENT AUDITOR'S REPORT

To the Members of CapAllianz Holdings Limited

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

Assessment of the going concern basis in preparation of the financial statements (continued)

Our procedures to address the key audit matter:

In obtaining sufficient audit evidence, we performed the following procedures:

- Reviewed management's assessment on going concern through obtaining management's forecast of the cash flows projection of the Group over the next 12 months from the date of authorisation of the financial statements;
- Evaluated the reasonableness of the key assumptions used by the management in the cash flows projection, including timing of receipts and payments, and projected funding requirements;
- Evaluated management's planned funding initiatives, including the proposed share placement, by reviewing supporting documentation and considering the likelihood and timing of completion;
- Reviewed the letters of financial support obtained from certain shareholders and evaluated the shareholders' willingness and ability to provide financial support;
- Inspected loan agreements and supporting documentation relating to unsecured loans obtained subsequent to the financial year end;
- Inspected the letters of understanding from a director, a vice president of a subsidiary corporation and the vendor of Body-Mind Wellness Program, who agreed to defer payment of their remuneration and contingent consideration should the Group faces a funding shortfall;
- Evaluated management's assessment that no additional funding would be required from the Group in respect of the Thailand Operations during the forecast period by reviewing the Thailand Operations' historical financial performance, cash flow generation and available cash resources, and inspecting facility agreements to verify the availability of undrawn banking facilities amounting to approximately US\$10,000,000 to support the Thailand Operations' anticipated funding requirements.
- Reviewed minutes of board meetings and relevant committees for events and conditions after the financial year end to identify factors relevant, if any, to the going concern assumption as a basis for the preparation of the financial statements;
- Reviewed events after the financial year end to identify factors relevant, if any, to the going concern assumption as a basis for the preparation of the financial statements; and
- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

Impairment assessment of oil and gas properties

(Refer to Notes 3.1(b) and 15 to the financial statements)

As at 30 June 2026, the carrying amount of oil and gas properties amounted to US\$59,574,000, which accounted for a total of 90% of the Group's total assets.

During the financial year ended 30 June 2026, the Group had considered that there are impairment indicators due to the potential effects from the macro-economic environment and thereon assessed the recoverable amounts of the oil and gas properties as at the end of the financial year. The recoverable amounts were determined by estimating the value-in-use of these long-lived assets. Significant judgements and estimations were involved in determining the underlying assumptions to be applied in the value-in-use calculation. Amongst other matters, inputs and assumptions used in the calculation include, but not limited to, the long-term oil prices, discount rates, inflation rates, operating costs and estimation of the oil and gas reserves compiled by external, independent and qualified persons. The details of the Group's oil and gas properties are included in Notes 15 of the financial statements. Based on management's assessment, an impairment loss on oil and gas properties of US\$5,281,000 was recognised in the consolidated statement of comprehensive income during the financial year.

INDEPENDENT AUDITOR'S REPORT

To the Members of CapAllianz Holdings Limited

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

Impairment assessment of oil and gas properties (continued)

We identified impairment assessment of oil and gas properties as a key audit matter due to significant degree of management's judgements and assumptions involved in determining the recoverable amounts of these assets.

Our procedures to address the key audit matter:

In obtaining sufficient audit evidence, we performed the following procedures:

- Reviewed management's impairment assessment on the indicators of impairment on non-financial assets in accordance with SFRS(I) 1-36 *Impairment of Assets*;
- Evaluated the objectivity, independence and expertise of Management's expert who provided the valuation of the oil and gas reserves;
- Critically evaluated whether the valuation methodology used to determine the recoverable amounts of the oil and gas properties complied with the requirements of SFRS(I) 1-36 *Impairment of Assets*;
- Critically evaluated the reasonableness and appropriateness of the key inputs and assumptions used, tested and challenged the underlying assumptions of the calculation as well as the reasonableness of discount rate used in determining the recoverable amount;
- Reviewed the sensitivity analyses in consideration of the potential impact of possible downside changes in these key assumptions; and
- Reviewed the adequacy and appropriateness of the disclosures made in the financial statements.

Other Matter

The financial statements of the Group for the financial year ended 30 June 2025 were audited by another firm of auditors which report dated 5 December 2025 expressed an unmodified opinion.

Other Information

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

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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of CapAllianz Holdings Limited

Report on the Audit of the Financial Statements (continued)

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

To the Members of CapAllianz Holdings Limited

Report on the Audit of the Financial Statements (continued)

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement director on the audit resulting in this independent auditor's report is Low See Lien.

Baker Tilly TFW LLP
Public Accountants and
Chartered Accountants
Singapore

6 October 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 30 June 2026

	Note	2026 US\$'000	2025 US\$'000 Restated
Revenue	4	1,894	3,598
Cost of sales	5	(3,221)	(4,158)
Gross loss		(1,327)	(560)
Other income			
- Interest		-	1
- Others	7	10	4
Other gains/(losses)			
- Reversal of/(loss allowance) on financial assets	25(b)	39	(2,991)
- Impairment loss on oil and gas properties	15(a)	(5,281)	(1,008)
- Others	8	1,059	23
Expenses			
- Administrative	5	(2,341)	(1,915)
- Finance	9	(155)	(1,017)
Loss before income tax		(7,996)	(7,463)
Income tax credit	10	5,484	2,426
Loss for the financial year		(2,512)	(5,037)
Other comprehensive loss, net of tax:			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		(1)	-
Total comprehensive loss for the financial year		(2,513)	(5,037)
Loss attributable to:			
Equity holders of the Company		(2,414)	(5,037)
Non-controlling interests		(98)	-
		(2,512)	(5,037)
Total comprehensive loss attributable to:			
Equity holders of the Company		(2,415)	(5,037)
Non-controlling interests		(98)	-
		(2,513)	(5,037)
Loss per share (US\$ cents per share)			
- Basic and diluted	11	(0.021)	(0.055)

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

BALANCE SHEETS

As at 30 June 2026

		Group			Company	
	Note	2026 US\$'000	2025 US\$'000 Restated	1.7.2024 US\$'000 Restated	2026 US\$'000	2025 US\$'000
ASSETS						
Current assets						
Cash and cash equivalents	12	1,492	1,388	1,248	237	–
Trade and other receivables	13	704	231	1,672	1,066	31
Inventories	14	2,083	1,886	1,841	–	–
		4,279	3,505	4,761	1,303	31
Non-current assets						
Oil and gas properties	15	59,574	66,677	69,293	–	–
Property, plant and equipment	16	1,229	1,141	1,155	–	–
Right-of-use assets	17	771	–	389	342	–
Investments in subsidiary corporations	18	–	–	–	55,497	59,619
Trade and other receivables	13	–	–	–	284	–
		61,574	67,818	70,837	56,123	59,619
Total assets		65,853	71,323	75,598	57,426	59,650
LIABILITIES						
Current liabilities						
Trade and other payables	20	3,430	3,791	3,369	1,608	2,088
Lease liabilities	17	210	–	180	124	–
Bank borrowings	21	187	–	–	–	–
Provision for restoration costs	22	386	–	–	–	–
Income tax payables		–	–	58	–	–
		4,213	3,791	3,607	1,732	2,088
Non-current liabilities						
Trade and other payables	20	796	–	–	796	–
Provision for restoration costs	22	3,866	5,659	3,295	–	–
Deferred tax liabilities	23	25,488	31,073	33,610	–	–
Lease liabilities	17	575	–	214	575	–
		30,725	36,732	37,119	1,371	–
Total liabilities		34,938	40,523	40,726	3,103	2,088
NET ASSETS		30,915	30,800	34,872	54,323	57,562

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

BALANCE SHEETS

As at 30 June 2026

Note	Group			Company	
	2026 US\$'000	2025 US\$'000 Restated	1.7.2024 US\$'000 Restated	2026 US\$'000	2025 US\$'000
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	24 153,598	151,048	150,083	153,598	151,048
Translation reserve	(1)	–	–	–	–
Accumulated losses	(122,662)	(120,248)	(115,211)	(99,275)	(93,486)
Equity attributable to equity holders of the Company	30,935	30,800	34,872	54,323	57,562
Non-controlling interests	(20)	–	–	–	–
Total equity	30,915	30,800	34,872	54,323	57,562

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 June 2026

Group	Note	Share capital US\$'000	Translation reserve US\$'000	Accumulated losses US\$'000	Attributable to equity holders of the Company US\$'000	Non- controlling interests US\$'000	Total equity US\$'000
30 June 2026							
Beginning of the financial year		151,048	-	(120,248)	30,800	-	30,800
Loss for the financial year		-	-	(2,414)	(2,414)	(98)	(2,512)
Other comprehensive loss							
Foreign currency translation		-	(1)	-	(1)	-	(1)
Total comprehensive loss for the financial year		-	(1)	(2,414)	(2,415)	(98)	(2,513)
Incorporation of subsidiary corporations	18	-	-	-	-	78	78
Issuance of ordinary shares	24	2,550	-	-	2,550	-	2,550
End of the financial year		153,598	(1)	(122,662)	30,935	(20)	30,915
30 June 2025							
Beginning of the financial year		150,083	-	(115,211)	34,872	-	34,872
Loss for the financial year		-	-	(5,037)	(5,037)	-	(5,037)
Issuance of ordinary shares	24	965	-	-	965	-	965
End of the financial year		151,048	-	(120,248)	30,800	-	30,800

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

STATEMENT OF CHANGES IN EQUITY

For the financial year ended 30 June 2026

Company	Note	Share capital US\$'000	Accumulated losses US\$'000	Total equity US\$'000
30 June 2026				
Beginning of the financial year		151,048	(93,486)	57,562
Loss for the financial year		–	(5,789)	(5,789)
Issuance of ordinary shares	24	2,550	–	2,550
End of financial year		153,598	(99,275)	54,323
30 June 2025				
Beginning of the financial year		150,083	(90,979)	59,104
Loss for the financial year		–	(2,507)	(2,507)
Issuance of ordinary shares	24	965	–	965
End of the financial year		151,048	(93,486)	57,562

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 June 2026

	Note	2026 US\$'000	2025 US\$'000
Cash flows from operating activities			
Loss before income tax		(7,996)	(7,463)
Adjustments for:			
- Depletion of oil and gas properties	5	1,531	3,053
- Depreciation of property, plant and equipment	5	44	17
- Depreciation of right-of-use assets	5	237	174
- (Reversal of)/loss allowance on financial assets	25(b)	(39)	2,991
- Gain on derecognition of right-of-use assets	8	-	(14)
- Impairment loss on oil and gas properties		5,281	1,008
- Over provision of restoration costs	8	(1,090)	-
- Finance expenses	9	155	1,017
- Interest income		-	(1)
		<u>(1,877)</u>	<u>782</u>
Change in working capital:			
- Inventories		(197)	(45)
- Trade and other receivables		(395)	(1,604)
- Trade and other payables		(152)	861
- Currency translation adjustment		(1)	-
Cash used in operations		<u>(2,622)</u>	<u>(6)</u>
Interest received		-	1
Income tax paid		<u>(101)</u>	<u>(169)</u>
Net cash used in operating activities		<u>(2,723)</u>	<u>(174)</u>
Cash flows from investing activities			
Additions to oil and gas properties	15	(114)	(66)
Acquisition of property, plant and equipment	16	(149)	(3)
Proceed from disposal of property, plant and equipment		17	-
Net cash used in investing activities		<u>(246)</u>	<u>(69)</u>
Cash flows from financing activities			
Issuance of ordinary shares		1,861	-
Interest paid		(2)	(19)
Loan from non-related parties		1,343	513
Repayment of loan to non-related parties		(144)	-
Drawdown of bank borrowings		187	-
Repayment of lease liabilities		(211)	(111)
Capital contributions from non-controlling interests in subsidiary corporations		39	-
Net cash provided by financing activities		<u>3,073</u>	<u>383</u>
Net increase in cash and cash equivalents		104	140
Cash and cash equivalents			
Beginning of the financial year		1,388	1,248
End of the financial year	12	<u>1,492</u>	<u>1,388</u>

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 30 June 2026

Reconciliation of liabilities arising from financing activities

	Non-cash changes								
	Principal and interest payments	Proceeds from loans	Additions during the year	Offsetting arrangement	Derecognition during the year	Other payables	Interest expense	Translation difference	
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	
2026									
Lease liabilities	-	-	(211)	1,003	-	(53)	48	(2)	785
Bank borrowings	-	187	(2)	-	-	-	2	-	187
Loan from non-related parties	451	1,343	(144)	-	(547)	(16)	22	-	1,109
2025									
Lease liabilities	394	-	(111)	-	(229)	(67)	13	-	-
Loan from non-related parties	884	513	-	-	(965)	-	19	-	451

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

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

1. General information

CapAllianz Holdings Limited (the “Company”) is a public limited company, incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”). The address of its registered office and principal place of business is 380 Jalan Besar, #07-10, ARC 380, Singapore 209000.

The principal activities of the Company are those of investment holding, provision of management services to its subsidiary corporations and provision of technical services. The principal activities of the subsidiary corporations and joint operations are set out in Notes 18 and 19 to the financial statements respectively.

2. Material accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with the provisions of Companies Act 1967 and Singapore Financial Reporting Standards (International) (“SFRS(I)”). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below. The financial statements are presented in United States Dollar (“US\$”) and all values are rounded up to the nearest thousand (“US\$’000”) except as otherwise indicated.

The preparation of financial statements in conformity with SFRS(I) requires management to exercise its judgement in the process of applying the Group’s accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3 to the financial statements.

Interpretations and amendments to published standards effective in 2026

On 1 July 2025, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) (“INT SFRS(I)”) that are mandatory for application for the financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group’s accounting policies and had no material effect on the amounts reported for the current or prior financial years.

2.2 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised goods and services to the customer, which is when the customer obtains control of the goods and services. A performance obligation may be satisfied at a point in time or overtime. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

2. Material accounting policies (continued)

2.2 Revenue recognition (continued)

(a) *Sale of crude oil*

Revenue from sale of crude oil is recognised upon transfer of control to the customers usually at a point in time when the goods have been delivered to customers. The Group normally invoices the customers upon delivery of the goods with a 30 days credit term.

(b) *Sale of wholesale goods*

Revenue from sale of wholesale goods is recognised upon transfer of control to the customers usually at a point in time when the goods have been delivered to customers. The Group normally invoices the customers upon delivery of the goods with a 60 days credit term.

2.3 Group accounting

(a) *Subsidiary corporations*

Subsidiary corporations are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiary corporations are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Accounting policies of subsidiary corporations have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) *Joint operations*

The Group's joint operations are joint arrangements whereby the parties (the joint operators) that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

The Group recognises, in relation to its interest in the joint operations:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operations;
- its share of the revenue from the sale of the output arising from the joint operations; and
- its expense, including its share of any expenses incurred jointly.

2.4 Investments in subsidiary corporations

Investments in subsidiary corporations are carried at cost less accumulated impairment losses in the Company's balance sheet.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

2. Material accounting policies (continued)

2.5 Oil and gas properties and property, plant and equipment

(a) Measurement

Oil and gas properties and property, plant and equipment are initially recorded at cost. Subsequent to initial recognition, oil and gas properties and property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any.

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

(b) Depreciation

Oil and gas properties are depleted on a unit-of-production method by reference to the ratio of production in the period and the related commercial reserve of the field.

Freehold land is not depreciated. Property, plant and equipment is calculated using straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Leasehold land	3 years
Plant, machinery and equipment	
- plant and machinery	21 years
- other equipment	2 - 5 years
Furniture and fittings	3 - 5 years

The estimated useful lives and depreciation method are reviewed at each financial year end to ensure that the period of depreciation and depreciation method are consistent with previous estimates and expected pattern of consumption of the future economic benefits embodied in the items of oil and gas properties and property, plant and equipment.

(c) Subsequent expenditure

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

(d) Disposal

An item of oil and gas properties and property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in profit or loss in the financial year the asset is derecognised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

2. Material accounting policies (continued)

2.6 Impairment of non-financial assets (other than goodwill)

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A previously recognised impairment for an asset other than goodwill is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. A reversal of an impairment loss is recognised immediately in profit or loss.

2.7 Financial assets

(a) *Classification and measurement*

The Group classifies its financial assets at amortised costs. The classification is based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

(b) *Subsequent measurement*

Financial assets at amortised cost include cash and cash equivalents and trade and other receivables.

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income from these financial assets is included in interest income using the EIR method.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

2. Material accounting policies (continued)

2.7 Financial assets (continued)

(c) Impairment

The Group recognises an allowance for expected credit losses ("ECLs") for financial assets carried at amortised cost.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a "12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a "lifetime ECL").

If the Group has measured the loss allowance for a financial asset at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the balance sheet date.

The Group recognises an impairment gain or loss in profit or loss for its financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

2.8 Financial liabilities

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

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2.9 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease.

When a Group is the intermediate lessor

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Each lease payment received is applied against the gross investment in the finance lease receivable to reduce both the principal and the unearned finance income. The finance income is recognised in profit or loss on a basis that reflects a constant periodic rate of return on the net investment in the finance lease receivable.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

2. Material accounting policies (continued)

2.9 Leases (continued)

When a Group entity is the lessee

The Group applies a single recognition and measurement approach for all contracts that are, or contain, a lease, except for short-term leases (i.e. for leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low-value assets.

Lease liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

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

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a modification.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use).

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the estimated useful lives of the assets, as follows:

Office premises	1 to 6 years
Warehouse	1.5 years

2.10 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situation in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

2. Material accounting policies (continued)

2.10 Income taxes (continued)

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

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

Deferred income tax is measured:

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

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

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax assets is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

Royalties

In addition to corporate taxes, other type of taxes on net income which are calculated based on oil and gas production are recognised as income taxes in the Group's consolidated financial statements.

Royalties are accounted for under SFRS(I) 1-12 when they have the characteristics of an income tax. This is considered to be the case when they are imposed by the government tax authority and the amount payable is based on taxable income – rather than based on physical quantity produced or as a percentage of revenue – after adjustment for temporary differences. For such arrangements, current and deferred tax is provided on the same basis as described above for other forms of taxation. Obligations arising from royalty arrangements and other types of taxes that do not satisfy these criteria are recognised as current provisions and included in cost of sales.

2.11 Provisions

(a) *General*

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

2. Material accounting policies (continued)

2.11 Provisions (continued)

(b) Provision for restoration costs

The Group recognises a decommissioning liability when it has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made.

The obligation generally arises when the asset is installed or the ground/environment is disturbed at the field location. When the liability is initially recognised, the present value of the estimated costs is capitalised by increasing the carrying amount of the related oil and gas assets to the extent that it was incurred by the development/construction of the field. Any decommissioning obligations that arise through the production of inventory item is expensed as incurred.

Changes in the estimated timing of decommissioning or changes to the decommissioning cost estimates are dealt with prospectively by recording an adjustment to the provision, and a corresponding adjustment to oil and gas assets.

Any reduction in the decommissioning liability and, therefore, any deduction from the asset to which it relates, may not exceed the carrying amount of that asset. If it does, any excess over the carrying value is taken immediately to profit or loss.

If the change in estimate results in an increase in the decommissioning liability and, therefore, an addition to the carrying value of the asset, the Group considers whether this is an indication of impairment of the asset as a whole, and if so, tests for impairment in accordance with SFRS(I) 1-36. If, for mature fields, the estimate for the revised value of oil and gas assets net of decommissioning provisions exceeds the recoverable value, that portion of the increase is charged directly to expense.

Over time, the discounted liability is increased for the change in present value based on the discount rate that reflects current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognised in profit or loss as a finance expense.

3. Critical accounting estimates, assumptions and judgements

3.1 Critical accounting estimates and assumptions

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Going concern

During the financial year ended 30 June 2026, the Group recorded a net loss of US\$2,512,000 (2025: US\$5,037,000) and net cash used in operating activities of US\$2,723,000 (2025: US\$174,000). As at 30 June 2026, the Company recorded net current liabilities of US\$429,000 (2025: US\$2,057,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

3. Critical accounting estimates, assumptions and judgements (continued)

3.1 Critical accounting estimates and assumptions (continued)

(a) *Going concern (continued)*

During both the previous and current financial year, the Group raised capital to meet its general working capital requirements and to fund its acquisition of potential assets as and when opportunities arise, as part of the Group's strategy for long-term business growth.

The financial statements have been prepared on a going concern basis which contemplates that the Group will be able to pay its debts as and when they fall due and realise its assets and extinguish its liabilities in the ordinary course of business at the amounts included in the financial statements after taking into consideration the following key measures and assumptions:

- Subsequent to the financial year ended 30 June 2026, the Group has acquired the Body-Mind Wellness Program for a total purchase consideration of approximately US\$2,936,000 (equivalent to S\$3,800,000) (the "Acquisition"). The Acquisition forms part of the Group's corporate strategy to diversify into additional cash-generating businesses, in particularly within the holistic health and wellness sector, and is expected to strengthen the Group's financial position;
- Subsequent to the financial year ended 30 June 2026, the Group has obtained unsecured loans amounting to approximately US\$132,000 (equivalent to S\$170,000) from non-related parties;
- The Group has subsequently proposed share placement of 1,929,395,064 ordinary shares of the Company at a placement price of S\$0.0011 per share [Note 30(c)]. The total placement consideration of approximately US\$1,663,000 (equivalent to approximately S\$2,122,000) will be used for working capital purpose and to offset non-trade payables due to non-related parties. As a result, cash of US\$489,000 is expected to be received and balance of the share issues proceeds is not expected to be received or disbursed in connection with the placement or repayment of the non-trade payables; and
- The Group has obtained letters of financial support from certain shareholders, pursuant to which they have expressed their willingness to provide the Group with interest-bearing loans of up to US\$1,097,000 (equivalent to approximately S\$1,400,000) to support the Group's working capital requirements;
- The Group has obtained letters of understanding from a director, a vice president of a subsidiary corporation and the vendor of Body-Mind Wellness Program, who agreed to defer payment of their remuneration and contingent consideration should the Group faces a funding shortfall; and
- The Group will not be required to provide additional funds towards its 20% equity interests in its Thailand ("Thailand Operations") for the next 12 months from the date of financial statements as the Thailand Operations are currently able to generate sufficient cash flows to sustain operations and there are existing undrawn bank facilities of US\$10,000,000 obtained from a financial institution by the Thailand Operations. Such facilities will be sufficient to cover the discretionary capital costs of the Thailand Operations including drilling of new wells and workovers of existing wells.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

3. Critical accounting estimates, assumptions and judgements (continued)

3.1 Critical accounting estimates and assumptions (continued)

(b) Impairment assessment of oil and gas properties

During the financial year ended 30 June 2026, the Group recognised an impairment loss of US\$5,281,000 (2025: US\$1,008,000) against the oil and gas properties.

The recoverable amounts of these non-financial assets are reviewed at the end of each reporting period to determine whether there is any indication that the non-financial assets have suffered an impairment loss. If any such indication exists, the recoverable amount is estimated in order to determine the extent of the impairment loss (if any). The recoverable amount of these assets are determined to be higher of fair value less costs to sell and value-in-use.

In assessing the recoverable amounts of the non-financial assets, the Group requires the use of estimates and assumptions such as long-term oil prices (considering current and historical prices, price trends and related factors), discount rates, inflation rates, operating costs and operating performance (from production volumes which is also affected by the probable oil and gas reserves as described below), including the future net cash flows arising from such operations. Cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to these assets.

These estimates and assumptions are subject to risk and uncertainty. Therefore, there is a possibility that changes in geological circumstances and market prices will impact these projections, which may impact the recoverable amount of assets. Favourable changes to some assumptions may allow the Group to avoid the need to further impair the oil and gas properties, whereas unfavourable changes may cause the further impairment to the oil and gas properties.

Oil and gas reserve estimates

The Group estimates its oil and gas reserve based on information compiled by external, independent and qualified persons ("Management's expert") relating to the geological and technical data on the size, depth, shape and grade of the hydrocarbon body and suitable production techniques and recovery rates. Reserves are determined using estimates of the reserves in place, recovery factors and future oil prices. Future development costs are estimated using assumptions as to number of wells required to produce the reserves, the cost of such wells and associated production facilities, and other capital costs.

Oil and gas reserve estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. Such changes may impact the Group's reported financial position and results, which include:

- the carrying amounts of oil and gas properties (Note 15) may be affected due to changes in estimated future cash flows considered in the impairment testing; and
- depletion and depreciation charges in profit or loss may change where such changes are determined using the units of production method, or where the useful life of the related assets change.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

3. Critical accounting estimates, assumptions and judgements (continued)

3.1 Critical accounting estimates and assumptions (continued)

(b) *Impairment assessment of oil and gas properties (continued)*

The carrying amounts of the oil and gas properties are disclosed in Note 15 to the financial statements. The key assumptions applied in impairment testing are disclosed in Note 15(a) to the financial statements. The Group performed a sensitivity analysis to evaluate the potential impact on the impairment loss recognised in profit or loss due to deviations in key assumptions, with the results presented in Note 15(b) to the financial statements.

(c) *Estimation of provision for restoration costs*

Restoration costs will be incurred by the Group at the end of the operating life of some of the Group's facilities and properties. The ultimate restoration costs are uncertain and cost estimates can vary in response to many factors, including changes to relevant legal requirements, the emergence of new restoration techniques or experience at other production sites. Consequently, the timing and amounts of future cash flows are subject to significant uncertainty. Changes in the expected future costs are reflected in both the provision and the asset and could have a material impact on the Group's consolidated financial statements.

The carrying amount of the Group's provision for restoration costs is disclosed in Note 22 to the financial statements.

(d) *Units of production method for depletion of oil and gas properties*

Oil and gas properties are depleted on a unit-of-production method by reference to the ratio of production in the period and the related commercial reserve of the field. This results in a depletion charge proportional to the depletion of the anticipated remaining production from the field.

The life of each item, which is assessed at least annually, has regard to both its physical life limitations and to present assessments of economically recoverable reserves of the field at which the asset is located. These calculations require the use of estimates and assumptions, including the amount of recoverable reserves and estimates of future capital expenditure. The calculation of the units of production rate for depletion could be impacted to the extent that actual production in the future is different from current forecast production based on total proved and probable developed and undeveloped reserves, or future capital assumptions used in estimating reserves.

Any changes in estimates are accounted for prospectively. A 1% difference in the forecasted production based on total petroleum reserves from management's estimates will result in approximately 0.03% (2025: 0.05%) variance in the net carrying amount of oil and gas properties. The carrying amount of the oil and gas properties is disclosed in Note 15 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

3. Critical accounting estimates, assumptions and judgements (continued)

3.1 Critical accounting estimates and assumptions (continued)

(e) Income taxes

The Group and the Company recognised liabilities for expected income taxes based on the estimates of income tax payable. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the actual liability arising from these issues differs from these estimates, such differences will have an impact on income tax and deferred tax provisions in the financial year when such determination is made. The carrying amount of the Group's deferred tax as at 30 June 2026 was approximately US\$25,488,000 (2025: US\$31,073,000) (Note 23).

3.2 Critical judgements in applying the entity's accounting policies

Impairment of investments in subsidiary corporations

The Company follows the guidance of SFRS(I) 1-36 in determining whether there is an indication that an investment in subsidiary corporations are impaired. This determination requires significant judgement. The Company evaluate, among other factors, the duration and extent to which the recoverable amount of the non-financial asset is less than its carrying amount and the financial health of and near-term business outlook for the non-financial asset, including factors such as industry and sector performance, changes in technology and operational and financing cash flows. The carrying amounts of the investments in subsidiary corporations are disclosed in Note 18 to the financial statements.

4. Revenue

	Group	
	2026	2025
	US\$'000	US\$'000
Sales of crude oil ^(a)	1,584	1,775
Technical services income ^(b)	-	1,823
Trading ^(c)	310	-
	1,894	3,598

^(a) The Group derives revenue from the transfer of goods at a point in time and all customers are based in Thailand.

^(b) The Group derives revenue from the technical services provided upon satisfaction of performance obligation at a point in time and all customers are based in Singapore and China.

^(c) The Group derives revenue from the transfer of wholesale goods at a point in time with customers based in Singapore, Malaysia and China.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

5. Expenses by nature

	Group	
	2026	2025
	US\$'000	US\$'000
Cost of sales:		
Depletion of oil and gas properties (Note 15)	1,531	3,053
Employee compensation (Note 6)	463	334
Inventories recognised as expenses in cost of sales	1,074	638
Royalties and other government taxes	79	89
Transportation	37	44
Other expenses	37	-
	3,221	4,158
Administrative expenses:		
Audit fees:		
- Auditor of the Company	65	75
- Other auditors	48	-
Non-audit fees:		
- Auditors of the Company	-	-
- Other auditors	-	-
Depreciation of property, plant and equipment (Note 16)	44	17
Depreciation of right-of-use assets (Note 17)	237	174
Directors' fees of the Company	107	128
Employee compensation (Note 6)	891	905
Insurance	20	14
Professional fees	524	224
Rental expense - short term lease (Note 17)	20	38
Repair and maintenance	27	27
Penalty on lease termination	-	98
Other expenses	358	215
	2,341	1,915
Total cost of sales and administrative expenses	5,562	6,073

6. Employee compensation

	Group	
	2026	2025
	US\$'000	US\$'000
Salaries, bonuses and other short-term benefits	1,263	1,193
Defined contribution plans	91	46
	1,354	1,239

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

7. Other income

	Group	
	2026	2025
	US\$'000	US\$'000
Government grant income	5	4
Miscellaneous income	5	-
	10	4

8. Other gains/(losses)

	Group	
	2026	2025
	US\$'000	US\$'000
Gain on derecognition of right-of-use assets	-	14
Over provision of restoration costs (Note 22)	1,090	-
Foreign exchange (loss)/gain, net	(29)	11
Others	(2)	(2)
	1,059	23

9. Finance expenses

	Group	
	2026	2025
	US\$'000	US\$'000
Interest expense		
- Other payables	22	19
- Lease liabilities (Note 17)	48	13
- Bank borrowings	2	-
Unwinding of discount on provisions (Note 22)	83	985
	155	1,017

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

10. Income taxes

	Group	
	2026	2025
	US\$'000	US\$'000
Tax expense/(credit) attributable to the loss is made up of:		
Current tax:		
Singapore corporate income tax	-	-
Singapore withholding tax	70	-
Thailand corporate income tax	-	111
Under provision of income tax in previous financial years	31	-
Deferred tax: (Note 23)		
Reversal of temporary differences	(4,380)	(2,537)
Over provision of deferred tax in previous financial years	(1,205)	-
	(5,484)	(2,426)

The tax on the Group's loss before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	Group	
	2026	2025
	US\$'000	US\$'000
Loss before income tax	(7,996)	(7,463)
Tax at the domestic rates applicable to losses in the countries where the Group operates	(3,355)	(2,851)
Effects of:		
- Income not subject to tax	(550)	(123)
- Expenses not deductible for tax purposes	462	122
- Deferred tax assets not recognised	35	426
- Recognition of previously unrecognised deferred tax assets	(972)	-
- Withholding tax	70	-
- Under provision of income tax in previous financial years	31	-
- Over provision of deferred tax in previous financial years	(1,205)	-
Tax credit	(5,484)	(2,426)

The Company and subsidiary corporations incorporated in Singapore

The Company and subsidiary corporations incorporated in Singapore are subjected to an applicable tax rate of 17% (2025: 17%). Certain subsidiary corporations are in a tax loss position for both the financial years ended 30 June 2026 and 2025, hence they are not subject to tax in the respective years.

Thailand Operations (Note 19)

The Thailand Operations are subjected to an applicable tax rate of 50% (2025: 50%).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

10. Income taxes (continued)

Other subsidiary corporations

These are subsidiary corporations incorporated in Hong Kong, Malaysia and United States of America and The Kingdom of Bhutan which are subjected to an applicable tax rate ranging from 16.5% to 24%. These subsidiary corporations are either dormant or in a tax loss position for the financial year ended 30 June 2026 and hence they are not subjected to tax.

Unrecognised deferred tax assets

Deferred tax assets have not been recognised on the temporary differences set out below, as it is not considered probable that sufficient future taxable profits will be available against which these benefits can be utilised. At the end of reporting period, the unrecognised deferred tax assets attributable to these temporary differences were as follows:

	Group	
	2026	2025
	US\$'000	US\$'000
Unutilised tax losses	2,670	2,489
Accelerated accounting depreciation	25	-
	2,695	2,489

The unutilised tax losses and accelerated accounting depreciation are available for carry forward to offset against future taxable income, subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

11. Loss per share

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

Diluted loss per share is calculated by dividing the net loss attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of shares that would be issued on the conversion of all dilutive potential ordinary shares into ordinary shares. There are no dilutive potential ordinary shares during the financial years ended 2026 and 2025 respectively.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

11. Loss per share (continued)

The calculation of basic and diluted loss per share is as follows:

	Group	
	2026	2025
Net loss attributable to equity holders of the Company (US\$'000)	(2,414)	(5,037)
Weighted average number of ordinary shares outstanding for basic and diluted loss per share ('000)	11,374,933	9,140,988
Basic and diluted loss per share (US cents per share)	(0.021)	(0.055)

On 10 October 2025, a share placement was completed arising from the separate placement agreement entered between the placees. An aggregate of 3,002,310,000 new ordinary shares were issued and the number of ordinary shares increased from 9,203,398,760 to 12,205,708,760 during the financial year ended 30 June 2026.

12. Cash and cash equivalents

	Group		Company	
	2026	2025	2026	2025
	US\$'000	US\$'000	US\$'000	US\$'000
Cash at bank	1,491	1,387	237	-
Cash on hand	1	1	-	-
	1,492	1,388	237	-

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

13. Trade and other receivables

	Group		Company	
	2026	2025	2026	2025
	US\$'000	US\$'000	US\$'000	US\$'000
<u>Non-current</u>				
Net investment in sub-leases (Note 17)	-	-	284	-
<u>Current</u>				
Trade receivable				
- Non-related parties	627	3,111	-	2,656
Less: Loss allowance ^(a) (Note 25(b))	(315)	(2,991)	-	(2,656)
	312	120	-	-
Other receivables				
- Non-related parties	35	33	-	-
- Non-controlling interests	39	-	-	-
- Subsidiary corporations	-	-	5,071	4,759
Less: Loss allowance (Note 25(b))	-	-	(4,759)	(4,759)
Loans to a subsidiary corporation	-	-	579	-
	74	33	891	-
Deposits	139	17	81	-
Prepayments	166	61	18	31
Goods and services tax receivables	13	-	14	-
Net investment in sub-leases (Note 17)	-	-	62	-
	704	231	1,066	31
Total trade and other receivables	704	231	1,350	31

Other receivables due from subsidiary corporations and non-controlling interests are non-trade, unsecured, interest-free and repayable on demand.

Loans to a subsidiary corporation are unsecured, bear interest rate ranging from 5% to 7% per annum, and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

13. Trade and other receivables (continued)

- (a) During the previous financial year ended 30 June 2025, the Group and the Company recognised expected credit loss allowance of US\$2,991,000 and US\$2,656,000 respectively against the trade receivables due from customers in the technical service segment. The expected credit loss allowances were recognised based on management's assessment of the recoverability of the outstanding balances, taking into consideration the prolonged ageing of the receivables, the customers' default in payment, and current and forecast future economic conditions.

The failure of both customers, GPT Desk Pte. Ltd. ("GPT Desk") and Shenzhen Shoutou Industrial Co., Ltd. ("SSI"), to fulfil their respective payment obligations under their contractual agreements with the Group and the Company, led to the suspension of the Group's and the Company's support for technical operations and maintenance services to GPT Desk and SSI on 29 August 2025 and 29 November 2024 respectively.

During the financial year ended 30 June 2026, following the partial settlement of the related outstanding balances in cash, the Group and the Company reversed loss allowance of US\$39,000 and US\$23,000 respectively.

Subsequent to the partial settlement, as GPT Desk was being struck off, the Group and the Company utilised the ECL allowance of US\$2,633,000 to write off the remaining trade receivable due from GPT Desk during the financial year ended 30 June 2026. As the receivable had been fully provided for, the write-off had no impact on the Group's profit or loss.

14. Inventories

	Group	
	2026	2025
	US\$'000	US\$'000
Stores and consumables	1,792	1,808
Crude oil	27	78
Wholesale goods	264	-
	2,083	1,886

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is determined using the "weighted average" method and includes all costs of purchases and other costs incurred in bringing the inventories to their present location and condition.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

15. Oil and gas properties

	2026 US\$'000	2025 US\$'000 Restated	2024 US\$'000 Restated
Group			
<i>Cost</i>			
Beginning of the financial year	108,665	107,220	106,980
Additions	114	66	119
Provision of restoration costs (Note 22)	-	1,379	121
Revisions in decommissioning provision	(405)	-	-
End of the financial year	108,374	108,665	107,220
<i>Accumulated depletion and impairment loss</i>			
Beginning of the financial year	41,988	37,927	36,818
Depletion (Note 5)	1,531	3,053	1,109
Impairment loss	5,281	1,008	-
End of the financial year	48,800	41,988	37,927
Representing:			
Accumulated depletion	42,511	40,980	37,927
Accumulated impairment loss	6,289	1,008	-
	48,800	41,988	37,927
Net book value			
End of the financial year	59,574	66,677	69,293

These are attributable to the Thailand Operations (Note 19).

During the financial year ended 30 June 2026, the Group recognised an impairment loss of US\$5,281,000 (2025: US\$1,008,000) (Note 15(a)).

(a) Impairment testing of oil and gas properties

The recoverable amount of oil and gas properties has been determined based on value-in-use calculations using management-approved discounted cash flow projections covering a period of 15 to 17 years (2025: 2 to 18 years) based on development plans for the producing wells and the remaining concession periods including expected renewals of 10 years each at the end of respective concession periods. During the current financial year, the management excluded one concession from the assessment as it expired in July 2026.

Management has assessed that the period for the financial forecast of the above assets is appropriate considering the long-term development plans for the fields and the terms of the respective permits.

The value-in-use calculations are most sensitive to the following assumptions:

- Crude oil prices (taking into consideration of current and future outlook in fluctuating oil prices);
- Forecast annual production volumes (taking into account proved and probable reserve); and
- Pre-tax discount rate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

15. Oil and gas properties (continued)

(a) Impairment testing of oil and gas properties (continued)

Crude oil prices of US\$63 to US\$97 (2025: US\$69 to US\$102) per barrel are based on publicly available benchmark oil prices by petroleum consultants, with the forecasted recovery of 6% to 11% per annum in the next 2 years (2025: forecasted recovery of 5% per annum in the next 2 years) and forecasted recovery of 2% per annum from year 2029 onwards (2025: 2% per annum from year 2028 onwards).

Forecasted annual production volumes are based on detailed data for the reserves of the fields and taking into account the development plans for the fields approved by the representatives of each party holding interest in the joint operation ("Operating Committee") (Note 19) as part of the long-term planning process. Whereby reserves are based on information compiled by Management's expert relating to the geological and technical data on the size, depth, shape and grade of the hydrocarbon body and suitable production techniques and recovery rates.

The discount rate of 10% (2025: 10%) represents the current market assessment of the risk specific to these assets, taking into consideration the time value of money and individual risks associated with the underlying assets that have not been incorporated in the cash flows estimates. The discount rate was derived with reference to the weighted average cost of capital ("WACC") of Thailand Operations, which is approximately 10%.

With the above assessment, management is of the view that an additional impairment loss of US\$5,281,000 for oil and gas properties is necessary and sufficient for the challenges that may arise from the uncertainties in the macro-economic environment.

(b) Sensitivity analysis

The recoverable amount is most sensitive to the discount rate, oil price and production volume used for the discounted cash flows model. If the discount rate, oil prices and production volume deviate in respect of 1%, 5% and 5% respectively, the impact on the impairment loss recognised in profit or loss are as follows:

FY2026

Absolute change in discount rate	Applied discount rate	Value-in-use of Thailand Operations	Increase/ (decrease) in impairment
%	%	US\$'000	US\$'000
+1	11%	52,713	2,614
0	10%	55,327	–
-1	9%	58,117	(2,790)

Absolute change in oil price	Forecasted oil prices (US\$/BBL)	Value-in-use of Thailand Operations	Increase/(decrease) in impairment
%	US\$	US\$'000	US\$'000
+5	67.26-102.17	60,327	(5,000)
0	64.06-97.30	55,327	–
-5	60.86-92.44	50,327	5,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

15. Oil and gas properties (continued)

(b) Sensitivity analysis (continued)

FY2026 (continued)

Percentage change in production volume %	Total production volume (MSTB) MSTB	Value-in-use of Thailand Operations US\$'000	Increase/ (decrease) in impairment US\$'000
+5	11,492	59,296	(3,969)
0	10,945	55,327	–
-5	10,397	51,358	3,969

FY2025

Absolute change in discount rate %	Applied discount rate %	Value-in-use of Thailand Operations US\$'000	Increase/ (decrease) in impairment US\$'000
+1	11	58,126	2,892
0	10	61,018	–
-1	9	64,107	(3,089)

Absolute change in oil price %	Forecasted oil prices (US\$/BBL) US\$	Value-in-use of Thailand Operations US\$'000	Increase/ (decrease) in impairment US\$'000
+5	72.61-106.67	66,137	(5,118)
0	69.15-101.59	61,018	–
-5	65.69-96.51	55,900	5,118

Percentage change in production volume %	Total production volume (MSTB) MSTB	Value-in-use of Thailand Operations US\$'000	Increase/ (decrease) in impairment US\$'000
+5	11,684	65,110	(4,092)
0	11,128	61,018	–
-5	10,571	56,927	4,092

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

16. Property, plant and equipment

	Freehold land US\$'000	Leasehold land US\$'000	Plant, machinery and equipment US\$'000	Furniture and fittings US\$'000	Total US\$'000
Group					
2026					
<i>Cost</i>					
Beginning of the financial year	1,069	124	868	45	2,106
Additions	-	6	117	26	149
Disposal	(17)	-	-	-	(17)
End of the financial year	1,052	130	985	71	2,238
<i>Accumulated depreciation</i>					
Beginning of the financial year	-	89	841	35	965
Depreciation (Note 5)	-	16	21	7	44
End of the financial year	-	105	862	42	1,009
Net book value	1,052	25	123	29	1,229
2025					
<i>Cost</i>					
Beginning of the financial year	1,069	121	868	45	2,103
Additions	-	3	-	-	3
End of the financial year	1,069	124	868	45	2,106
<i>Accumulated depreciation</i>					
Beginning of the financial year	-	79	837	32	948
Depreciation (Note 5)	-	10	4	3	17
End of the financial year	-	89	841	35	965
Net book value	1,069	35	27	10	1,141

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

17. Right-of-use assets and lease liabilities

The Group as a lessee

Nature of the Group's leasing activities

The Group's leasing activities comprise the following:

- (i) The Group leases office premises and warehouse from non-related parties. The leases have an average tenure of between 1.5 to 6 years.
- (ii) In addition, the Group leases certain office premises. These leases are short-term in nature. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

The maturity analysis of the lease liabilities is disclosed in Note 25(c).

Information about leases for which the Group is a lessee is presented below:

Amounts recognised in balance sheets

	Group		Company	
	2026	2025	2026	2025
	US\$'000	US\$'000	US\$'000	US\$'000
<u>Carrying amount of right-of-use assets</u>				
Office premises	739	–	342	–
Warehouse	32	–	–	–
	771	–	342	–
<u>Carrying amount of lease liabilities</u>				
Non-current	575	–	575	–
Current	210	–	124	–
	785	–	699	–
Additions to right-of-use assets	1,003	–	817	–
Provision for restoration costs	5	–	–	–
Transfer to net investment in sub-leases	–	–	(385)	–

Amounts recognised in profit or loss

	Group	
	2026	2025
	US\$'000	US\$'000
<u>Depreciation charged for the financial year</u>		
Office premises	210	174
Warehouse	27	–
	237	174

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

17. Right-of-use assets and lease liabilities (continued)

The Group as a lessee (continued)

Amounts recognised in profit or loss (continued)

	Group	
	2026	2025
	US\$'000	US\$'000
Interest expense on lease liabilities	48	13
Lease expense not included in the measurement of lease liabilities		
Lease expense - short-term leases	20	38

Total cash flows for all leases were US\$231,000 (2025: US\$149,000).

The Company as an intermediate lessor

Subleases - classified as finance lease

The Company is a sub-lessor (intermediate lessor) of the right-of-use assets. The Company subleased 50% of office space to its subsidiary without any mark-up. The sub-lease of office space is for the same period as head lease (i.e. 6 years including option to extend the lease) and is classified as a finance lease because the risks and rewards incidental to ownership of the right-of-use assets are substantially transferred. The sublease payments are fixed and match the payments under the head lease. Right-of-use assets relating to the head leases with sub-leases classified as finance lease are derecognised.

The following table shows the maturity analysis of the undiscounted lease payments to be received:

	Company	
	2026	2025
	US\$'000	US\$'000
Less than one year	80	-
One to five years	319	-
Total undiscounted lease payments	399	-
Unearned interest income from sub-leasing	(53)	-
Net investment in sub-leases	346	-
Carrying amount of net investment in sub-leases (Note 13)		
Non-current	284	-
Current	62	-
	346	-

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

18. Investments in subsidiary corporations

	Company	
	2026 US\$'000	2025 US\$'000
Composition:		
Unquoted equity shares, at cost [Note 18(a)]	26,358	26,187
Capital contribution in the form of share awards issued to employees of a subsidiary corporation	1,378	1,378
Loans deemed as investment in subsidiary corporations [Note 18(b)]	51,864	51,864
Impairment allowances [Note 18(c)]	(24,103)	(19,810)
Net carrying amount	55,497	59,619

The Group has the following subsidiary corporations as at 30 June 2026 and 2025:

Name of company	Principal activities	Country of business/ incorporation	Proportion (%) of ownership interest held by the Group	
			2026 %	2025 %
Held by the Company				
Loyz Oil Pte. Ltd. (“Loyz Oil”) ⁽¹⁾	Exploration and production of oil and gas and investment holding	Singapore	100	100
Future AI Tech Pte Ltd (“Future AI Tech”) ⁽¹⁾	Development of software and applications and provision of information technology consultancy service	Singapore	100	100
MVC Investments Pte. Ltd. (“MVC”) ⁽¹⁾	Investment holding	Singapore	100	–
Mindfulness City Investment Holdings Pte. Ltd. (“MCIH”) ⁽¹⁾	Investment holding	Singapore	100	–
Mindfulness Culture Media Co., Limited (“MCM”) ⁽⁴⁾	Cultural and art exchange planning, cultural event planning, digital marketing planning, and the wholesale of handicrafts and gifts	Hong Kong	100	–
CapFi Corp (“CapFI”) ⁽²⁾	Dormant	The United States of America	100	–
Top Build Hub Sdn. Bhd. (“TBH”) ^{(2) (5)}	Dormant	Malaysia	51	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

18. Investments in subsidiary corporations (continued)

The Group has the following subsidiary corporations as at 30 June 2026 and 2025 (continued):

<u>Name of company</u>	<u>Principal activities</u>	<u>Country of business/ incorporation</u>	<u>Proportion (%) of ownership interest held by the Group</u>	
			<u>2026</u> %	<u>2025</u> %
<u>Held by Loyz Oil</u>				
Loyz Oil Thailand Pte. Ltd. (“Loyz Thai”) ^{(1) (3)}	Exploration and production of oil and gas and investment holding	Singapore	100	100
<u>Held by MVC</u>				
Number One Supermarket Pte. Ltd. (“NOS”) ⁽¹⁾	Operation of supermarkets and hypermarkets, and wholesale trade of a variety of goods without a dominant product	Singapore	51	–
<u>Held by MCIH</u>				
Mindfulness Property Development Pte. Ltd. (“MPD”) ⁽¹⁾	Dormant	Singapore	51	–
PemaTech Private Limited ⁽²⁾	Dormant	The Kingdom of Bhutan	100	–

⁽¹⁾ Audited by Baker Tilly TFW LLP.

⁽²⁾ Reviewed by Baker Tilly TFW LLP for consolidation purposes.

⁽³⁾ Inclusive of 20% Participating Interest in Thailand Operations (Note 19).

⁽⁴⁾ Audited by VenturePath CPA & Co., Hong Kong.

⁽⁵⁾ Audited by OKL & Partners PLT, Malaysia.

(a) Unquoted equity shares, at cost

	<u>Company</u>	
	<u>2026</u> <u>US\$'000</u>	<u>2025</u> <u>US\$'000</u>
Unquoted equity shares, at cost:		
Beginning of the financial year	26,187	26,187
Additions	289	–
Disposals	(118)	–
End of the financial year	26,358	26,187

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

18. Investments in subsidiary corporations (continued)

(a) Unquoted equity shares, at cost (continued)

Additions

During the financial year ended 30 June 2026, the Company incorporated several subsidiary corporations. The key information as set out as below:

No	Name of company	Country of incorporation	Date of control obtained	Ownership (%)	Aggregate consideration	
					US\$	Source currency
1	Number One Supermarket Pte. Ltd.	Singapore	12 Nov 2025	51%	39,400	S\$51,000
2	Mindfulness Culture Media Co., Limited	Hong Kong	28 Aug 2025	100%	12,850	HK\$100,000
3	OS Hardware Materials Pte. Ltd.	Singapore	19 Nov 2025	51%	39,400	S\$51,000
4	MVC Investments Pte. Ltd.	Singapore	19 Nov 2025	100%	78,400	S\$100,000
5	Mindfulness Property Development Pte. Ltd.	Singapore	19 Nov 2025	51%	39,400	S\$51,000
6	Mindfulness City Investment Holdings Pte. Ltd.	Singapore	19 Nov 2025	100%	78,400	S\$100,000
7	CapFi Corp	The United States of America	3 Nov 2025	100%	1,000	–
8	Top Build Hub Sdn. Bhd.	Malaysia	13 Nov 2025	51%	12	RM51
			5 Jan 2026 [#]	–	1,200	RM5,049
				51%	1,212	RM5,100

On 5 January 2026, Top Build Hub Sdn. Bhd. increased its issued and paid-up share capital from RM100 to RM10,000. Following the allotment, the Company's aggregate consideration increased from RM51 to RM5,100, representing a 51% effective equity interest in Top Build Hub Sdn. Bhd..

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

18. Investments in subsidiary corporations (continued)

(a) Unquoted equity shares, at cost (continued)

Additions (continued)

PemaTech Private Limited

On 4 May 2026, Mindfulness City Investment Holdings Pte. Ltd. incorporated a wholly-owned subsidiary corporation, PemaTech Private Limited, with a share capital of approximately US\$31,000 (equivalent to Bhutanese Ngultrum ("BTN") 3,000,000) at an issue price of BTN10 per share.

Disposals

Following the acquisitions, the Company undertook a corporate restructuring exercise, whereby certain subsidiary corporations previously held directly by the Company were transferred to a designated intermediate subsidiary corporation. The restructuring was undertaken to streamline the Group's corporate structure and facilitate a clearer segregation of the Group's business activities. This structure is intended to enhance the management and oversight of the respective business segments, improve operational efficiency and provide greater clarity in the reporting and management of the Group's various business activities.

As a result, the ownership structure for the following entities were affected:

Mindfulness Property Development Pte. Ltd. and Number One Supermarket Pte. Ltd.

On 26 February 2026, the Company transferred its 51% interest in Mindfulness Property Development Pte. Ltd. and Number One Supermarket Pte. Ltd. at a consideration of US\$0.74 (equivalent to S\$1.00) each to Mindfulness City Investment Holdings Pte. Ltd. and MVC Investments Pte. Ltd., respectively.

OS Hardware Materials Pte. Ltd.

On 13 March 2026, the Company transferred its interest in OS Hardware Materials Pte. Ltd. ("OSHM") to MVC Investments Pte. Ltd. for a consideration of US\$0.74 (equivalent to S\$1.00).

On 18 June 2026, the Group resolved to strike off OS Hardware Materials Pte Ltd. Subsequent to the financial year, on 20 September 2026, OS Hardware Materials Pte Ltd was struck off from the register.

- (b) The management has deemed these loans as investments in subsidiary corporations as the Company will not be expecting repayment of such loans from these subsidiary corporations.
- (c) At the end of the reporting period, there are no subsidiaries with non-controlling interests that are considered by management to be material to the Group. Accordingly, the summarised financial information of the subsidiaries is not being disclosed.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

18. Investments in subsidiary corporations (continued)

(d) Company level - Impairment review of investment in subsidiary corporations

	Company	
	2026	2025
	US\$'000	US\$'000
Impairment allowances:		
Beginning of the financial year	(19,810)	(19,810)
Impairment loss during the financial year	(4,293)	-
End of the financial year	(24,103)	(19,810)

Loyz Oil Pte. Ltd. ("Loyz Oil")

During the current financial year, management performed impairment test for the investment in Loyz Oil Pte. Ltd. and its subsidiaries ("Loyz Oil Group") as the carrying amount of net assets of Loyz Oil Group was less than the cost of investment as at 30 June 2026.

The recoverable amount of the investment in Loyz Oil Group has been determined based on the value-in-use calculations using management-approved discounted cash flows covering a period of 15 to 17 years based on development plans for the producing wells and the remaining concessions period including expected renewals of 10 years each at the end of respective concessions periods. The key assumptions used in the value-in-use calculations are disclosed in Note 15(a). An impairment loss of US\$4,219,000 was recognised to write down the cost of investment in Loyz Oil.

Future AI Tech Pte. Ltd. ("FAIT")

During the financial year ended 30 June 2026, management performed impairment review on the Company's investment in FAIT as there was uncertainty over the business plan for FAIT that is expected to improve the financial position and the results of FAIT. An impairment loss of US\$74,000 was recognised to write down the cost of investment in FAIT to its recoverable amount of US\$Nil.

Significant restrictions

As at 30 June 2026 and 2025, there were no significant restrictions with regards to the Company's investments in subsidiary corporations.

19. Interests in joint operations

On 30 April 2014, Loyz Thai, a wholly-owned subsidiary corporation of the Company, completed the acquisition of 20% participating interest in Petroleum Concessions Nos. 1/2527/24 (SW1) held by ECO Orient Energy (Thailand) Ltd. (the "Operator"), and 3/2546/60 (L44/43) and 5/2546/62 (L33/43) held by ECO Orient Resources (Thailand) Ltd. (the "Operator") located about 300 km north of Bangkok, Thailand (the "Thailand Operations") from Carnarvon Thailand Limited ("CVN"), at a purchase consideration of US\$65,000,000 ("the Original SPA").

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

19. Interests in joint operations (continued)

Following the acquisition, the Thailand Operations was held by 3 parties, namely the Operator, CVN and Loyz Thai (the "3 Parties") with participating interests of 60%, 20% and 20% ("Participating Interests") respectively. On 16 February 2015, CVN assigned its 20% Participating Interests to Berlanga Thailand Limited. Pursuant to the terms of the International Operating Agreements ("IOA") between the 3 Parties, management assessed and concluded that the Thailand Operations qualify as a joint operation under SFRS(I) 11 *Joint Arrangements*, notwithstanding that all decisions, approvals and other actions of the operating committee are decided by the affirmative vote of one or more parties, with a collective vote of at least 75% Participating Interests.

In the event where votes are not unanimous, the IOA provides for an Exclusive Operation ("EO") clause, for consenting parties to bear all relevant costs and liabilities of the EO, in proportion to their respective Participating Interests, and to indemnify the non-consenting party from any costs and liabilities incurred in relation to the EO. The EO shall be excluded from the scope of the IOA. Accordingly, the management concluded that the Thailand Operations is jointly controlled by the 3 Parties, and the Group will share the respective rights and interests, the obligations, liabilities and expenses incurred by the Thailand Operations, according to its Participating Interests.

In the Original SPA, the purchase consideration of US\$65,000,000 was to be satisfied by:

- (i) Cash payment of US\$33,000,000; and
- (ii) Deferred consideration of US\$32,000,000 payable annually, commencing on 30 November 2015, for an amount equal to 12% of the concession revenue for the year, not exceeding US\$10,000,000 for any given payment year. The deferred consideration was measured at its present value at initial recognition and subsequently carried at amortised cost in the previous financial years.

In the financial year ended 30 June 2017, taking into account of the volatility in the oil and gas industry, the Group and CVN entered into a supplemental agreement to revise the deferred consideration, to be satisfied by:

- (a) An upfront payment of US\$4,000,000, in cash of US\$50,000 and issuance of 331,653,000 new ordinary shares of the Company which has been settled during the financial year ended 30 June 2018; and
- (b) In the event of a disposal of the Thailand Operations by the Group and the sale proceeds exceed US\$45,000,000, a cash payment amounting to 12% of the sale proceeds that is in excess of US\$45,000,000 shall be payable to CVN.

As at 30 June 2026 and 2025, no liability was recognised in respect of the contingent consideration arrangement. Pursuant to the supplemental agreement, the Group may be required to make a payment to CVN upon a disposal of the Thailand Operations where the sale proceeds exceed US\$45,000,000. Although the contractual obligation remains in force, the Group continues to hold the Thailand Operations for long-term production activities and has no intention to dispose of the assets in the foreseeable future. Accordingly, management assessed that the likelihood of a future payment arising under the contingent consideration arrangement was remote and that the fair value of the contingent consideration was to be US\$Nil as at the reporting date. Consequently, no liability was recognised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

19. Interests in joint operations (continued)

The following amounts represent the assets controlled and liabilities obligated, income and expenses incurred by the Group in relation to its interest in the joint operations that are included in the Group's financial statements:

	Group	
	2026	2025
	US\$'000	US\$'000
Assets and liabilities		
Non-current assets ⁽¹⁾	60,680	67,818
Current assets	3,195	3,439
Non-current liabilities ⁽²⁾	(29,349)	(36,732)
Current liabilities	(1,908)	(1,370)
Profit or loss		
Income	1,584	1,775
Expenses	(2,033)	(4,207)

⁽¹⁾ Mainly comprise oil and gas properties (Note 15).

⁽²⁾ Mainly comprise provision for restoration costs (Note 22) and deferred tax liabilities (Note 23).

The Thailand Operations are audited by, Promptus Advisors Co., Ltd., and reviewed by Baker Tilly TFW LLP, for consolidation purposes.

There are no contingent liabilities relating to the Group's interest in the joint operations.

20. Trade and other payables

	Group		Company	
	2026	2025	2026	2025
	US\$'000	US\$'000	US\$'000	US\$'000
<u>Non-current</u>				
Loan from non-related parties ^(a)	796	-	796	-
<u>Current</u>				
Trade payables				
- Non-related parties ^(b)	133	47	-	-
Non-trade payables				
- Non-related parties	1,680	1,805	182	839
- Subsidiary corporations ^(c)	-	-	158	78
Loan from non-related parties ^(a)	313	451	313	-
Accruals for operating expenses	1,304	1,488	955	1,171
	3,430	3,791	1,608	2,088
Total trade and other payables	4,226	3,791	2,404	2,088

^(a) The loans from non-related parties are unsecured and bear interest at rates ranging from 5% to 10% per annum (2025: 5% to 10% per annum). The non-current portion is repayable on 30 June 2028, whereas the current portion is repayable on demand.

^(b) The trade payables due to non-related parties are unsecured, interest-free and are on 30 to 60 days (2025: 30 days) credit term.

^(c) The non-trade payables due to subsidiaries are unsecured, interest-free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

21. Bank borrowings

	Group	
	2026	2025
	US\$'000	US\$'000
<u>Current</u>		
Thailand HSBC Loan	187	-

The unsecured loan is in relation to the Thailand Operations and drew down its existing roll over credit facility with a maturity of one year to finance joint venture operation.

The loan bears interest rate of 1.75% per annum.

Save for the above, the Group and the Company do not have any other bank borrowings and debt securities (secured and unsecured) as at 30 June 2026 and 30 June 2025.

22. Provision for restoration costs

	Group	
	2026	2025
	US\$'000	US\$'000
Provision for restoration costs	4,252	5,659
Representing:		
Current	386	-
Non-current	3,866	5,659
	4,252	5,659

Movements in provision for restoration costs were as follows:

	Group	
	2026	2025
	US\$'000	US\$'000
Beginning of the financial year	5,659	3,295
Provision during the financial year	5	1,379
Revisions in decommissioning provisions	(405)	-
Over provision of restoration costs (Note 8)	(1,090)	-
Unwinding of discount (Note 9)	83	985
End of the financial year	4,252	5,659

The Group's site restoration obligation arose from Loyz Thai's interests in the Thailand Operations, for the future cost incurred for restoration of oil production facilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

22. Provision for restoration costs (continued)

In accordance with the Ministerial Regulation of Thailand ("Regulation") which was made retroactive in 2016, all oil and gas operators are required to pay the costs of decommissioning assets they have installed, including those they will transfer free of charge to a next operator. Following the development of arbitration proceedings taken by the Thailand Authorities against major oil and gas operators, management assessed that the imposition of this Regulation will likely affect the Group's Thailand Operations. Therefore, the Group recognised a provision for restoration costs in December 2019 as the management believes there is a present legal obligation for Thailand Operations to restore the production sites at the end of the operating life, which is expected to be in 2042, including option to renew the petroleum production period of the oil and gas assets.

During the current financial year ended 30 June 2026, significant downward revision in decommissioning provisions is due to the successful negotiations between the oil and gas operators and local landowners. The landowners have agreed to take over or leave certain site infrastructures intact at the end of the field life, eliminating the need for costly structural removal and extensive land restoration.

23. Deferred tax liabilities

	Group	
	2026	2025
	US\$'000	US\$'000
Beginning of the financial year	(31,073)	(33,610)
Credited to profit or loss (Note 10)	5,585	2,537
End of the financial year	(25,488)	(31,073)

The components of deferred tax assets and liabilities as at 30 June prior to offsetting are as follows:

	Group	
	2026	2025
	US\$'000	US\$'000
Deferred tax assets of the Group		
Unutilised tax losses	2,176	1,330
Provision for restoration costs	2,194	1,857
Others	72	116
	4,442	3,303
Deferred tax liabilities of the Group		
Oil and gas properties	(29,930)	(34,376)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

23. Deferred tax liabilities (continued)

The following are the major deferred tax liabilities and (assets) recognised by the Group and the movements thereon, during the current and prior reporting periods.

	Oil and gas properties US\$'000	Unutilised tax losses US\$'000	Provision for restoration costs US\$'000	Others US\$'000	Total US\$'000
Group					
2026					
Beginning of the financial year	34,376	(1,330)	(1,857)	(116)	31,073
(Credited)/charged to profit or loss (Note 10)	(4,446)	(846)	(337)	44	(5,585)
End of the financial year	<u>29,930</u>	<u>(2,176)</u>	<u>(2,194)</u>	<u>(72)</u>	<u>25,488</u>
2025					
Beginning of the financial year	35,691	(1,339)	(674)	(68)	33,610
(Credited)/charged to profit or loss (Note 10)	(1,315)	9	(1,183)	(48)	(2,537)
End of the financial year	<u>34,376</u>	<u>(1,330)</u>	<u>(1,857)</u>	<u>(116)</u>	<u>31,073</u>

At the end of the reporting period, the Group recognised deferred tax assets of US\$4,442,000 (2025: US\$3,303,000) in respect of deductible temporary differences. The recognition of these deferred tax assets is supported by management's forecasts of future taxable profits, which are based on assumptions consistent with those used in the impairment assessment of the Group's oil and gas properties (Note 15), including forecast crude oil prices and annual production volumes. Based on these forecasts, management expects sufficient future taxable profits to be available against which the deductible temporary differences can be utilised. Accordingly, management considers it probable that the recognised deferred tax assets will be realised.

24. Share capital

	No. of ordinary shares		Amount	
	2026 '000	2025 '000	2026 US\$'000	2025 US\$'000
Group and Company				
Beginning of the financial year	9,203,399	8,552,539	151,048	150,083
Issuance of shares ^{(a), (b)}	3,002,310	650,860	2,550	965
End of the financial year	<u>12,205,709</u>	<u>9,203,399</u>	<u>153,598</u>	<u>151,048</u>

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

Fully paid ordinary shares carry one vote per share without restrictions and entitled to receive dividends as and when declared by the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

24. Share capital (continued)

- (a) On 10 October 2025, the Company completed the issuance of 3,002,310,000 new ordinary shares pursuant to the Placement Agreements entered into on 10 September 2025. The placement shares were issued at approximately US\$0.0009 (equivalent to S\$0.0011) per share, amounting to an aggregate consideration of approximately US\$2,550,000 (equivalent to S\$3,303,000).

Subject to and upon the terms of the Placement Agreements, the placement consideration was partially settled by way of offsetting against the outstanding amount due, loans and interest payables due to the Placees, amounting to US\$689,000 (equivalent to S\$882,000). The remaining consideration of approximately US\$1,861,000 (equivalent to S\$2,421,000) was received in cash.

- (b) On 5 August 2024, the Company completed the issuance of 650,859,805 new ordinary shares pursuant to the Placement Agreements entered into on 22 July 2024. The placement shares were issued at approximately US\$0.001 (equivalent to S\$0.002) per share, amounting to an aggregate consideration of approximately US\$965,000 (equivalent to S\$1,300,000).

Subject to and upon the terms of the Placement Agreements, the placement consideration was fully settled by way of offsetting against the outstanding loans and interest payables due to the Placees. Consequently, no cash proceeds were received from the issuance.

CapAllianz Holdings Limited Employee Share Option Scheme (the "ESOS")

The Company has a share options scheme which provides for the grant of incentive share options to employees and directors of the Company.

Under the ESOS, the total number of shares in respect of which the Committee may grant options on any date, when added to the number of shares issued and issuable or delivered and deliverable in respect of (a) all options granted under the ESOS, and (b) all awards, shares and options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed 15% of the number of all issued shares (excluding treasury shares, as defined in the Act, and subsidiary holdings) on the day preceding that date. The ESOS allows the issue of options with a subscription price at a discount of up to 30% of the market price, or its nominal value, whichever is higher.

An option may be exercised in whole or in part, after the second anniversary of the date of grant of that option but before the fifth anniversary of the date of grant of that option in the case where options are granted at a discount, or after the first anniversary of the date of grant of that option in the case where options are not granted at a discount. The lapsing of options is provided for upon the occurrence of certain events, which includes:

- (a) the termination of the grantee's employment;
- (b) misconduct on the part of the grantee as determined by the Committee;
- (c) bankruptcy of the grantee;
- (d) the company by which the grantee is employed ceasing to be a company within the Group; and
- (e) the winding-up of the Company (voluntary or otherwise).

There were no grant of options under the ESOS since the commencement of the ESOS to the end of the financial year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

24. Share capital (continued)

CapAllianz Holdings Limited Performance Share Plan (the "PSP")

The Company has a performance share plan which provides for the grant of incentive share awards to employees and directors for no consideration. Under the PSP, the total number of shares in respect of which the Committee may grant awards on any date, when added to the number of shares issued and issuable or delivered and deliverable in respect of (a) all awards granted under the PSP, and (b) all awards, shares and options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company and for the time being in force, shall not exceed 15% of the number of all issued shares (excluding treasury shares, as defined in the Act and subsidiary holdings) on the day preceding that date. In relation to each performance-related awards, the release of awards is based on the sole discretion of the Committee. The Committee reviews the performance conditions in respect of the awards and determines whether these have been satisfied.

The Company shall release to the grantee the share awards on the vesting period in case where awards are not performance-related.

The lapsing of the awards is provided for upon the occurrence of certain events, which includes:

- (i) the termination of the grantee's employment;
- (ii) non-executive director ceasing to be a director of the Group;
- (iii) the bankruptcy of the grantee;
- (iv) the death of the grantee;
- (v) the breach by the grantee of any terms on the awards; and
- (vi) the misconduct of the grantee as determined by the Committee in its discretion.

Share awards of 58,695,651 had been granted to former directors of the Company since the commencement of the PSP and had been in released full in the financial year ended 2023.

Except as disclosed above, there were no awards granted to (a) controlling shareholders and directors of the Company, (b) associates of the controlling shareholders and (c) directors of its subsidiary corporations from the commencement of the PSP to the end of the financial year. No individual has been granted awards representing 5.0% or more of the total number of awards available under the PSP.

There were no share awards granted under the PSP during the financial year ended 30 June 2026.

25. Financial risk management

Financial risk factors

The Group's activities expose it to market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Group's financial performance. The Group's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Group's performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. The management then establishes the detailed policies such as risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Board of Directors.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk. If necessary, market risk exposures are measured using sensitivity analysis indicated below.

(a) Market risk

(i) Currency risk

The Group incurs foreign currency risk on transactions and balances that are denominated in currencies other than its functional currency. The currencies giving rise to this risk is primarily Singapore Dollar ("SGD") and Thai Baht ("THB"). Exposure to foreign currency risk is monitored on an on-going basis to ensure that the net exposure is at an acceptable level.

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

The Group's currency exposure based on the information provided to key management is as follows:

	SGD US\$'000	THB US\$'000
2026		
Financial assets		
Cash and cash equivalents	240	1,180
Trade and other receivables	1,088	2,570
	<u>1,328</u>	<u>3,750</u>
Financial liabilities		
Trade and other payables	2,426	3,695
Lease liabilities	699	-
Bank borrowings	-	187
	<u>3,125</u>	<u>3,882</u>
Net financial liabilities	<u>(1,797)</u>	<u>(132)</u>
Currency exposure of financial liabilities net of those denominated in the respective entities' functional currencies	<u>(1,797)</u>	<u>(132)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

The Group's currency exposure based on the information provided to key management is as follows (continued):

	SGD US\$'000	THB US\$'000
2025		
Financial assets		
Cash and cash equivalents	26	1,361
Trade and other receivables	1	147
	<u>27</u>	<u>1,508</u>
Financial liabilities		
Trade and other payables	1,995	1,341
Net financial (liabilities)/assets	<u>(1,968)</u>	<u>167</u>
Currency exposure of financial (liabilities)/assets net of those denominated in the respective entities' functional currencies	<u>(1,968)</u>	<u>167</u>

If the SGD and THB change against USD by 5% (2025: 5%) and 5% (2025: 5%) respectively with all other variables held constant, the effects are as follows:

	Loss before tax	
	2026	2025
	US\$'000	US\$'000
SGD against USD		
- Strengthened	(90)	(98)
- Weakened	<u>90</u>	<u>98</u>
THB against USD		
- Strengthened	(7)	8
- Weakened	<u>7</u>	<u>(8)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

(a) Market risk (continued)

(i) *Currency risk (continued)*

The Company's currency exposure based on the information provided to key management is as follows:

	2026 SGD US\$'000	2025 SGD US\$'000
Financial assets		
Cash and cash equivalents	237	-
Trade and other receivables	1,087	-
	<u>1,324</u>	<u>-</u>
Financial liabilities		
Trade and other payables	2,390	1,987
Lease liabilities	699	-
	<u>3,089</u>	<u>1,987</u>
Net financial liabilities	<u>(1,765)</u>	<u>(1,987)</u>
Currency exposure of financial liabilities net of those denominated in the Company's functional currency	<u>(1,765)</u>	<u>(1,987)</u>

If the SGD had strengthened/weakened against USD by 5% (2025: 5%) with all other variables held constant, the Company's loss before tax would have been higher/lower by US\$88,000 (2025: US\$99,000) as a result of currency translation gains/(losses) on SGD denominated financial instruments.

(ii) *Equity price risks*

As at 30 June 2026 and 2025, the Group does not have exposure to equity price risk as it does not hold any equity financial assets.

(iii) *Cash flow and fair value interest rate risks*

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market rates. As at 30 June 2026 and 2025, the Group does not have exposure to significant cash flow and fair value interest rate risks as it does not have any material interest-bearing financial instruments that were subject to variable or fixed interest rates.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Group. The Group has adopted a policy of only dealing with credit-worthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group performs ongoing credit evaluation of its counterparties' financial condition and generally does not require collateral.

Bank balances are placed with reputable financial institutions. Therefore, credit risk arises mainly from the inability of its customers to make payments when due. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

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

The Group and the Company do not have significant credit exposure except that the Group's and the Company's trade receivables comprise 3 debtors (2025: 3 debtors) and Nil (2025: 1 debtor) respectively that collectively represented 88% (2025: 100%) of the trade receivables.

The Group manages credit loss based on Expected Credit Losses ("ECL") model.

Trade receivables

The Group's exposure to credit risk arises from trade receivables, which are linked to the individual characteristics of each customer, and also influenced by the default risk specific to the industry or country brought about by the general economic condition.

The Group applies simplified approach to all trade receivables. Impairment loss allowance is measured at lifetime ECL, which represents ECLs that result from all possible default events over the expected life of a financial instrument ("Lifetime ECL").

The ECL assessment is based on historical credit loss experience, adjusted for forward-looking factors specific to those customers.

The Group considers trade receivables are in default (credit-impaired) when the customers fails to make contractual payments within 90 days when due. When the receivables are overdue for 90 days, the Group will provide provision for the balances while continuing to engage in enforcement activity to recover the balances.

During the financial year ended 30 June 2026, the Group and the Company reversed loss allowances of US\$39,000 (2025: recognised a loss allowance of US\$2,991,000) and reversed loss allowances of US\$23,000 (2025: recognised a loss allowance of US\$2,656,000) against trade receivables, respectively, following the settlement of certain outstanding balances. The management identified a debtor of the Company had been struck off. Accordingly, the related trade receivable is written off as the management is in opinion of there is no reasonable expectation of recovery and legal means of recovery has been considered.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

(b) Credit risk (continued)

Trade receivables (continued)

During the previous financial year ended 30 June 2025, the management identified the debtors from the technical services agreement to be credit impaired as there is no reasonable expectation of recovery with the failure to engage in a repayment plan with the Group. Hence, management has assessed the recoverability of the outstanding balances as follows:

	Group		Company	
	2026	2025	2026	2025
	US\$'000	US\$'000	US\$'000	US\$'000
<u>By revenue stream</u>				
- Technical services income	315	2,991	-	2,656
- Sales of crude oil	110	120	-	-
- Sales of wholesale goods	202	-	-	-
Total gross carrying amount	627	3,111	-	2,656
ECL allowance (Note 13)	(315)	(2,991)	-	(2,656)
End of the financial year	312	120	-	-

The movement of the ECL impairment on trade receivables are as follows:

	Group Lifetime ECL (Credit - impaired) US\$'000	Company Lifetime ECL (Credit - impaired) US\$'000
Group		
2026		
Beginning of financial year	2,991	2,656
Reversal of ECL	(39)	(23)
Written-off [Note 13(a)]	(2,633)	(2,633)
Translation difference	(4)	-
End of the financial year (Note 13)	315	-
2025		
Beginning of the financial year	-	-
ECL allowance	2,991	2,656
End of the financial year (Note 13)	2,991	2,656

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

(b) Credit risk (continued)

Other receivables

The Group applies general approach on all other financial instruments and recognise a 12-month ECL on initial recognition, which are ECLs that result from possible default events within 12 months after the reporting date or up to the expected life of the instrument, if shorter. Life time ECL is recognised for all other financial instruments if the credit risk on the financial instrument has increased significantly since initial recognition.

The table below details the credit quality of the Group's financial assets:

Group 2026	12-month or lifetime ECL	Gross carrying amount US\$'000	Loss allowance US\$'000	Net carrying amount US\$'000
Trade receivables	Lifetime ECL	627	(315)	312
Other receivables	12-month ECL	213	–	213
Cash and cash equivalents	N.A. Exposure Limited	1,492	–	1,492
2025				
Trade receivables	Lifetime ECL	3,111	(2,991)	120
Other receivables	12-month ECL	50	–	50
Cash and cash equivalents	N.A. Exposure Limited	1,388	–	1,388

The table below details the credit quality of the Company's financial assets:

Company 2026	12-month or lifetime ECL	Gross carrying amount US\$'000	Loss allowance US\$'000	Net carrying amount US\$'000
Other receivables	Lifetime ECL	5,071	(4,759)	312
Other receivables	12-month ECL	81	–	81
Loans to a subsidiary corporation	12-month ECL	579	–	579
Net investment in sub-leases	12-month ECL	346	–	346
Cash and cash equivalents	N.A. Exposure Limited	237	–	237
2025				
Trade receivables	Lifetime ECL	2,656	(2,656)	–
Other receivables	Lifetime ECL	4,759	(4,759)	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

(b) Credit risk (continued)

Other receivables (continued)

The movement of the ECL impairment on other receivables are as follows:

	Lifetime ECL (Credit - impaired) US\$'000
Company	
2026	
Beginning and end of the financial year	<u>4,759</u>
2025	
Beginning and end of the financial year	<u>4,759</u>

Subsidiary corporations

The lifetime ECL allowance of the Company on the amount due from subsidiary corporations is made based on the financial position of the subsidiary corporations, and the underlying assets relevant to the ultimate manner of recovery of these amounts. Based on the particular circumstances and uncertainties brought by the macro environment, the Company has determined that the balances are credit-impaired (Stage 3), as at 30 June 2026 and 2025 due to lack of revenue generating activities and net liabilities position.

Bank balances

Bank deposits are with reputable financial institutions with high credit ratings assigned by international credit rating agencies. Impairment on bank balances has been measured on the 12-month expected credit loss basis and reflects the short maturities of the exposures. The Group considers that its bank balances have low credit risk based on the external credit ratings of the counterparties. ECL on bank balances are immaterial.

Deposits

The Group assessed and determined the ECL on the deposits are immaterial.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of credit facilities to meet obligations when due. At the balance sheet date, assets held by the Group and the Company for managing liquidity risk included cash and cash equivalents as disclosed in Note 12 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

(c) Liquidity risk (continued)

The table below analyses the Group's and the Company's non-derivative financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Group		Company	
	2026	2025	2026	2025
	US\$'000	US\$'000	US\$'000	US\$'000
Less than 1 year				
Trade and other payables	3,446	3,711	1,624	2,020
Lease liabilities	247	-	159	-
Bank borrowings	190	-	-	-
	3,883	3,711	1,783	2,020
Within 2 to 5 years				
Trade and other payables	847	-	847	-
Lease liabilities	638	-	638	-
	1,485	-	1,485	-

(d) Capital risk

The Group manages its capital to ensure that the Group is able to continue as going concern and to maintain an optimal capital structure so as to maximise shareholders' value.

The management constantly reviews the capital structure to ensure the Group is able to service any debt obligations based on its operating cash flows. The Group's overall strategy remains unchanged from 2025.

The management monitors capital based on gearing ratio. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings plus trade and other payables plus lease liabilities less cash and cash equivalents. Total capital is calculated as total equity plus net debt.

	Group		Company	
	2026	2025	2026	2025
	US\$'000	US\$'000	US\$'000	US\$'000
Net debt	3,706	2,403	2,866	2,088
Total equity	30,915	30,800	54,323	57,562
Total capital	34,621	33,203	57,189	59,650
Gearing ratio	10.7%	7.2%	5.0%	3.5%

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

25. Financial risk management (continued)

Financial risk factors (continued)

(e) Fair value measurement

The Group categories fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

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

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments are as follows:

	Group		Company	
	2026	2025	2026	2025
	US\$'000	US\$'000	US\$'000	US\$'000
Financial assets, at amortised cost	2,017	1,558	1,555	-
Financial liabilities, at amortised cost	5,198	3,711	3,103	2,020

26. Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following were significant related party transactions between the Group with related parties at terms and rates agreed between the parties:

(a) *Key management personnel compensation*

	Group	
	2026	2025
	US\$'000	US\$'000
Directors of the Company		
Directors' fees	107	128
Salaries, bonuses and other short-term benefits	201	122
Defined contribution plans	11	-
	319	250
Other key management personnel		
Salaries, bonuses and other short-term benefits	38	27
Defined contribution plans	6	4
	44	31

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

26. Related party transactions (continued)

(a) Key management personnel compensation (continued)

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company and respective subsidiary corporations, including all directors of the Company and respective subsidiary corporations. The remuneration of directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

27. Segment information

The Group's chief operating decision-maker ("CODM") comprises the Chief Executive Officer and Chief Operating Officer. Management has determined the operating segments based on the reports reviewed by the CODM that are used to make strategic decisions, allocate resources and assess performance.

For management purposes, the Group has 3 operating and reportable segments - oil and gas, investment and trading and technical service segment. The principal activities of the Group's operating segments are summarised as follows:

- (i) Oil and gas - Comprising exploration, development and production activities and drilling activities; and
- (ii) Investment and trading - Mainly comprising of the following business activities:
 - (a) investments, including in private equity deals, pre-initial public offerings (mature stage), initial public offerings, fixed income and hybrid instruments; and
 - (b) trading, including the trading of equities, commodities and other financial instruments.
- (iii) Technical service - Comprising development of software and applications.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

27. Segment information (continued)

The segment information provided to the management for the reportable segments are as follows:

	Oil and gas	Investment and trading	Technical service	Unallocated	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
2026					
Sales to external customers	1,584	310	-	-	1,894
Segment results	(1,275)	(52)	-	-	(1,327)
Other income	2	2	-	6	10
Reversal of loss allowance on financial assets	-	-	39	-	39
Impairment loss on oil and gas properties	(5,281)	-	-	-	(5,281)
Over provision of restoration costs	1,090	-	-	-	1,090
Other losses	(20)	-	-	(11)	(31)
Administrative expenses	(585)	(110)	(48)	(1,598)	(2,341)
Finance costs	(85)	(2)	-	(68)	(155)
Loss before tax					(7,996)
Income tax credit					5,484
Loss for the financial year					(2,512)
Total assets	63,885	1,057	-	911	65,853
Total liabilities	31,700	172	11	3,055	34,938
Other information					
Capital expenditure *	118	55	-	87	260
Other material non-cash items					
Depreciation of property, plant and equipment and right-of-use assets	(24)	(78)	-	(179)	(281)
Depletion of oil and gas properties	(1,531)	-	-	-	(1,531)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

27. Segment information (continued)

The segment information provided to the management for the reportable segments are as follows (continued):

	Oil and gas US\$'000 Restated	Investment and trading US\$'000	Technical service US\$'000	Unallocated US\$'000	Total US\$'000 Restated
2025					
Sales to external customers	1,775	-	1,823	-	3,598
Segment results	(2,383)	-	1,823	-	(560)
Interest income	1	-	-	-	1
Other income	-	-	-	4	4
Loss allowance on financial assets	-	-	(2,991)	-	(2,991)
Impairment loss on oil and gas properties	(1,008)	-	-	-	(1,008)
Other losses	(3)	-	6	20	23
Administrative expenses	(471)	-	(1,157)	(287)	(1,915)
Finance costs	(985)	-	(32)	-	(1,017)
Loss before tax					(7,463)
Income tax credit					2,426
Loss for the financial year					(5,037)
Total assets	71,259	-	33	31	71,323
Total liabilities	38,465	-	2,017	41	40,523
Other information					
Capital expenditure *	69	-	-	-	69
Other material non-cash items					
Depreciation of property, plant and equipment and right-of-use assets	(17)	-	-	(174)	(191)
Depletion of oil and gas properties	(3,053)	-	-	-	(3,053)

* Capital expenditure consists of additions to oil and gas properties and property, plant and equipment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

27. Segment information (continued)

Geographical segments

The Group's business segments operate in 4 geographical areas:

- Singapore - the operation comprise technical service and investment and trading segment.
- Thailand - the operation comprise oil and gas segment
- Malaysia - the operation comprise investment and trading segment.
- China - the operation comprise investment and trading segment.

	Revenue		Non-current assets	
	2026 US\$'000	2025 US\$'000	2026 US\$'000	2025 US\$'000
Singapore	260	1,500	767	-
Thailand	1,584	1,775	60,680	67,818
Malaysia	32	-	-	-
China	18	323	127	-
	1,894	3,598	61,574	67,818

In presenting the geographical information, revenue is based on the geographical locations of the customers which the revenue are derived from and is measured in a manner consistent with that in the statement of comprehensive income.

Non-current assets are presented based on the location of the assets mainly include oil and gas properties held under Thailand Operations (Note 15) and property, plant and equipment (Note 16) in Singapore.

Revenue from major customers

2026

Revenue of US\$1,584,000 and US\$182,000, or 84% and 10% of the Group's revenue is derived from one customer in Thailand, which is attributable to the "Oil and gas" segment and one customer in Singapore, attributable to the "Investment and trading" segment, respectively.

2025

Revenue of US\$1,775,000 and US\$1,823,000, or 49% and 51% of the Group's revenue is derived from one customer in Thailand, which is attributable to the "Oil and gas" segment and one customer in Singapore, attributable to the "Technical service" segment, respectively.

Revenue of approximately US\$1,500,000, or 100% of the Company's revenue is derived from one customer in Singapore, which is attributable to the "Technical service" segment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

28. New or revised accounting standards not yet effective

New standards, amendments to standards and interpretations that have been issued at the reporting date but are not yet effective for the financial year ended 30 June 2026 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company except as disclosed below:

SFRS(I) 18 Presentation and Disclosure in Financial Statements

SFRS(I) 18 will replace SFRS(I)1-1 *Presentation of Financial Statements* for annual reporting period beginning on or after 1 January 2027, with earlier application permitted. It requires retrospective application with specific transition provisions.

The new standard introduces the following key requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present subtotals and totals for “operating profit”, “profit or loss before financing and income taxes”, and “profit or loss” in the statement of profit or loss;
- Enhanced guidance on aggregating and disaggregating information in financial statements; and
- Management-defined performance measures (“MPMs”) are disclosed in a single note within the financial statements. This note includes details on how the measure is calculated, the relevance of the information provided to users, and a reconciliation to the most comparable subtotal specified by the SFRS(I).

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is in the process of assessing the impact of the new standard on the primary financial statements and notes to the financial statements.

Although the adoption of SFRS(I) 18 will not affect the Group’s net profit, the reclassification of income and expenses into new categories on the consolidated statement of comprehensive income will affect how operating profit is calculated and presented. Based on the Group’s initial assessment, the following items may affect operating profit:

- Interest income and interest expense will be classified under the investing and financing categories, respectively.
- Foreign exchange differences will be classified according to the category of the related income or expense that gave rise to these differences.

The Group is currently in the process of determining whether it has a specified main business activity. If such an activity exists, any associated income and expenses will be presented under the operating category, even if they would otherwise be included within investing or financing categories.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

29. Comparative figures

The financial statements of the Group and the Company for the financial year ended 30 June 2025 were audited by another independent auditor whose report dated 5 December 2025 expressed an unmodified opinion on those financial statements.

Exploration, evaluation and development assets ("E,E&D assets") and oil and gas properties

During the financial year ended 30 June 2026, management reviewed the classification of the E,E&D assets. Following the completion of the review, the assets were assessed to meet the criteria for classification as oil and gas properties as the related exploration and evaluation activities were completed in 2017 and 2018. Accordingly, the Group has retrospectively reclassified these assets from E,E&D assets to oil and gas properties to reflect their appropriate classification in the relevant prior periods.

The reclassification affects only the presentation of these assets within E,E&D assets and oil and gas properties and has no impact on the Group's total assets, total equity, accumulated losses, or profit for the financial years presented.

	Group		
	As previously reported US\$'000	Amount reclassified US\$'000	As reclassified US\$'000
Consolidated statement of comprehensive income for the financial year ended 30 June 2025			
Impairment loss on oil and gas properties	1,620	(612)	1,008
Cost of sales	3,546	612	4,158
Balance sheets			
At 30 June 2025			
<i>Non-current assets</i>			
Exploration, evaluation and development assets	8,025	(8,025)	-
Oil and gas properties	58,652	8,025	66,677
At 1 July 2024			
<i>Non-current assets</i>			
Exploration, evaluation and development assets	9,711	(9,711)	-
Oil and gas properties	59,582	9,711	69,293

30. Subsequent events

(a) New business acquisition - Body-Mind Wellness Program

On 14 July 2026, the Company entered into a Sale and Purchase Agreement ("SPA") to acquire the Body-Mind Wellness Program and related advance customer prepayments for a total consideration of approximately US\$2,936,000 (equivalent to S\$3,800,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

30. Subsequent events (continued)

(a) New business acquisition - Body-Mind Wellness Program (continued)

The purchase consideration comprises:

- (i) Approximately US\$1,870,000 (equivalent to S\$2,420,000), satisfied through the issuance of 2,200,000,000 new ordinary shares of the Company (the "Consideration Shares"); and
- (ii) A contingent consideration of up to approximately US\$1,066,000 (equivalent to S\$1,380,000) payable in cash based on 50% EBITDA for the next three financial years, subject to the achievement of specified performance conditions.

EBITDA refers to earnings before interest, tax, depreciation and amortisation.

On 7 August 2026, all conditions precedent as set out in the SPA were fulfilled and the acquisition was completed. The Consideration Shares were allotted and issued on the same day.

As the acquisition was completed subsequent to the financial year-end, the accounting for the business combination had not been finalised at the date these financial statements were authorised for issue. Accordingly, the Company has not yet completed the determination of the fair values of the identifiable assets acquired, liabilities assumed, contingent consideration and any resulting goodwill or gain on bargain purchase arising from the acquisition.

Consequently, the disclosures required under SFRS(I) 3 *Business Combinations*, including the fair value of the identifiable assets acquired and liabilities assumed, the amount of goodwill recognised, and the acquisition-date impact on the Company's financial position and results, have not yet been determined and are therefore not disclosed in these financial statements.

(b) Funding secured subsequent to the financial year ended 30 June 2026

On 7 August 2026 and 7 September 2026, the Group obtained unsecured loans of approximately US\$77,000 (equivalent to S\$100,000) and approximately US\$55,000 (equivalent to S\$70,000) from non-related parties, respectively. The loans bear interest at 5% per annum and mature on 7 August 2027 and 7 September 2027, respectively.

(c) Share placement

On 11 September 2026, the Company entered into arrangement for the proposed issuance of 1,929,395,064 new ordinary shares at an issue price of US\$0.0009 per share (equivalent to S\$0.0011 per share), for an aggregate placement consideration of approximately US\$1,663,000 (equivalent to S\$2,122,000).

The proposed placement comprises:

- (i) 1,362,122,336 shares amounting to approximately US\$1,174,000 (equivalent to S\$1,498,000) to settle amounts owing to payables; and
- (ii) 567,272,728 shares amounting to US\$489,000 (equivalent to S\$624,000) to investors and employees of the Company.

The proposed placement is subject to the fulfillment or waiver of the relevant conditions precedent, including receipt of the SGX-ST listing and quotation price notice, and is expected to be completed by 31 October 2026 or such later date as may be agreed between the parties.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 30 June 2026

30. Subsequent events (continued)

(d) Proposed Directors' Share Issuance

On 25 September 2026, the Company entered into separate Director Fee Share Settlement Agreements (the "Settlement Agreements") with Songtao Jia, Zhu XuRan and Liu Jingting, each an Independent Director of the Company (collectively the "Participating Directors"), (the "Proposed Directors' Share Issuance").

Pursuant to the Settlement Agreements, the Company proposes to allot and issue an aggregate of 67,146,345 new ordinary shares in the capital of the Company (the "Directors' Shares") at an issue price of S\$0.0011 per Directors' Shares in settlement of the net outstanding directors' fees payable to the Participating Directors for the financial year ended 30 June 2025 and 30 June 2026, after deduction of applicable withholding tax, in lieu of payment of such net directors' fees in cash. The Company will be seeking the approval of shareholders of the Company at the forthcoming Annual General Meeting scheduled on 28 October 2026 for the Proposed Directors' Share Issuance.

31. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of CapAllianz Holdings Limited on 6 October 2026.

STATISTICS OF SHAREHOLDINGS

As at 18 September 2026

SHARE CAPITAL

Issued and fully paid-up capital	:	S\$180,447,930.63
Number of issued shares	:	14,405,708,760
Class of shares	:	Ordinary shares
Voting rights	:	One vote per ordinary shares (excluding treasury shares and subsidiary holding)
Number of treasury shares and subsidiary holdings	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDERS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	9	0.31	241	0.00
100 - 1,000	804	27.81	769,921	0.01
1,001 - 10,000	305	10.55	1,944,200	0.01
10,001 - 1,000,000	1,341	46.39	371,330,599	2.58
1,000,001 AND ABOVE	432	14.94	14,031,663,799	97.40
TOTAL	2,891	100.00	14,405,708,760	100.00

SHAREHOLDING HELD BY THE PUBLIC

Based on the information available to the Company as at 18 September 2026 and to the best knowledge of the Directors of the Company, approximately 92.95% of the ordinary shares of the Company was held by the public as defined in the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the "Catalist Rules"). Accordingly, Rule 723 of the Catalist Rules which requires at least 10% of a listed issuer's equity securities to be held by the public is complied with.

STATISTICS OF SHAREHOLDINGS

As at 18 September 2026

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	OCBC SECURITIES PRIVATE LIMITED	524,793,230	3.64
2	ZHANG JIAHUI	500,000,000	3.47
3	UOB KAY HIAN PRIVATE LIMITED	486,513,260	3.38
4	DBS NOMINEES (PRIVATE) LIMITED	470,288,200	3.26
5	HO BENG SIANG	407,928,800	2.83
6	CITIBANK NOMINEES SINGAPORE PTE LTD	407,357,800	2.83
7	GUOZAI ENVIRONMENTAL TECHNOLOGY PTE LTD	396,061,075	2.75
8	PHILLIP SECURITIES PTE LTD	373,737,000	2.59
9	CHANG TECK HUI	360,136,545	2.50
10	TAN YEN KEOW	355,050,295	2.46
11	CLARENCE LEE MING FATT (LI MINGFA)	349,393,939	2.43
12	HO CHUI PENG	349,393,939	2.43
13	LEE LI NAN	349,393,939	2.43
14	LIU KHENG WAH(LIAO JINGHUA)	349,393,939	2.43
15	WAH SIYU JANNIS	349,393,939	2.43
16	HOW PENG YEOW	338,227,473	2.35
17	HOON WEI ERN	318,238,818	2.21
18	DENG BAILIN	318,181,818	2.21
19	SIMON TAN LIE HWANG (CHEN LIHUANG)	301,100,373	2.09
20	SAW GEOK CHING@DONGYU TAISHANG	300,453,371	2.09
TOTAL		7,605,037,753	52.81

SUBSTANTIAL SHAREHOLDERS

NO.	NAME OF SHAREHOLDERS	DIRECT INTEREST NO. OF SHARES	% OF SHARES	DEEMED INTEREST NO. OF SHARES	% OF SHARES
1	Huang Shi Hao ^{(a)(b)(c)}	–	–	925,925,925	6.43
2	Australia Hongshan Capital Pty Ltd ^{(a)(b)(c)}	925,925,925	6.43	–	–

Notes:

- (a) The shareholding percentages are calculated based on the Company's total issued and paid-up capital of 14,405,708,760 shares, following the issuance of shares in relation to the acquisition of the Body-Mind Wellness Program on 7 August 2026.
- (b) To the best of the knowledge of the Company, Mr. Huang Shi Hao holds 81% shares in Australia Hongshan Capital Pty Ltd and accordingly, Mr. Huang Shi Hao is deemed interested in all the shares of the Company held by Australia Hongshan by virtue of Section 7 of the Companies Act 1967 of Singapore.
- (c) To the best of the knowledge of the Company, Australia Hongshan Capital Pty Ltd holds 925,925,925 shares of the Company. As at 18 September 2026, Australia Hongshan Capital Pty Ltd is not the twenty largest shareholders.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM” or the “Meeting”) of **CAPALLIANZ HOLDINGS LIMITED (“Company”)** will be convened and held at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 on Wednesday, 28 October 2026 at 10:00 a.m. for the purposes of transacting the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 30 June 2026 (“FY2026”) together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of up to S\$135,000 for the financial year ending 30 June 2027, to be paid quarterly in arrears. **(Resolution 2)**
3. To re-elect Mr. Liu Qiang, a Director of the Company retiring in accordance with Regulation 107 of the Company’s Constitution and who, being eligible, offer himself for re-election, as a Director of the Company. **(Resolution 3)**
[See Explanatory note (i)]
4. To re-elect Ms. Jingting Liu, who is retiring in accordance with Regulation 118 of the Company’s Constitution and who, being eligible, offer herself for re-election, as a Director of the Company. **(Resolution 4)**
[See Explanatory note (ii)]
5. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

6. **Proposed Allotment and Issuance of 32,990,909 New Ordinary Shares in the Capital of the Company to Mr. Songtao Jia, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors’ Fees**
 - (a) That approval be given, for the purpose of section 161 of the Act, Rule 804, 805(1) and 812 of the Catalist Rules, to the Directors to allot and issue 32,990,909 new Shares (“**STJ Director’s Shares**”) at the price of S\$0.0011 per STJ Director’s Share (“**Issue Price**”) to Mr. Songtao Jia, with the STJ Director’s Shares to be allotted and issued, to settle the net outstanding directors’ fees of S\$36,290.00, after deduction of withholding tax at 24%, which remains owing to Mr. Songtao Jia; and
 - (b) That the Directors (save for Mr. Songtao Jia) are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company’s Constitution to any document as may be necessary or required. **(Resolution 6)**

[See Explanatory note (iii)]

NOTICE OF ANNUAL GENERAL MEETING

7. **Proposed Allotment and Issuance of 19,863,636 New Ordinary Shares in the Capital of the Company to Mr. Zhu XuRan, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors' Fees**

- (a) That approval be given, for the purpose of section 161 of the Act, Rule 804, 805(1) and 812 of the Catalyst Rules, to the Directors to allot and issue 19,863,636 new Shares ("**ZXR Director's Shares**") at the price of S\$0.0011 per ZXR Director's Share ("**Issue Price**") to Mr. Zhu XuRan, with the ZXR Director's Shares to be allotted and issued, to settle the net outstanding directors' fees of S\$21,850.00, after deduction of withholding tax at 24%, which remains owing to Mr. Zhu XuRan; and
- (b) That the Directors (save for Mr. Zhu XuRan) are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required. **(Resolution 7)**

[See Explanatory note (iii)]

8. **Proposed Allotment and Issuance of 14,291,800 New Ordinary Shares in the Capital of the Company to Ms. Jingting Liu, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors' Fees**

- (a) That approval be given, for the purpose of section 161 of the Act, Rule 804, 805(1) and 812 of the Catalyst Rules, to the Directors to allot and issue 14,291,800 new Shares ("**JTL Director's Shares**") at the price of S\$0.0011 per JTL Director's Share ("**Issue Price**") to Ms. Jingting Liu, with the JTL Director's Shares to be allotted and issued, to settle the net outstanding directors' fees of S\$15,720.98, after deduction of withholding tax at 24%, which remains owing to Ms. Jingting Liu; and
- (b) That the Directors (save for Ms. Jingting Liu) are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required. **(Resolution 8)**

[See Explanatory note (iii)]

NOTICE OF ANNUAL GENERAL MEETING

9. Authority to allot and issue shares in the capital of the Company

"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**"), authority be and is hereby given to the directors of the Company ("**Directors**") to allot and issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit provided that:

- (i) the aggregate number of shares and/or convertible securities to be issued pursuant to this Resolution must not be more than one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time this Resolution is passed after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;adjustments in accordance with sub-paragraph (ii)(a) or (ii)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
 - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and
 - (iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."
- (Resolution 9)**

[See Explanatory note (iv)]

NOTICE OF ANNUAL GENERAL MEETING

10. To transact any other business which may be properly transacted at an AGM of the Company.

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore, 6 October 2026

Explanatory Notes:

- (i) Mr. Liu Qiang ("**Mr. Liu**") shall, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company.
- (ii) Ms. Jingting Liu ("**Ms. Liu**") shall, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director of the Company, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. Ms. Liu is considered independent by the Board for the purpose of Rule 704(7) of the Catalyst Rules.

Detailed information (including information as set out in Appendix 7F to the Catalyst Rules) on the aforesaid Directors of the Company can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Annual Report of the Company for FY2026 ("Annual Report 2026").

- (iii) Ordinary Resolutions 6 to 8 proposed in items 6 to 8 above, if passed, will empower the Directors of the Company to allot and issue an aggregate of 67,146,345 Directors' Shares at the Issue Price of S\$0.0011 per Directors' Share to Mr. Songtao Jia, Mr. Zhu XuRan and Ms. Liu ("**Relevant Directors**"). The Relevant Directors will abstain from voting at the AGM on the ordinary resolution relating to the allotment and issuance of shares to each of them. They will also decline to accept appointment as proxies for voting at the AGM in respect of the resolution relating to their outstanding director's fees unless the Independent Shareholders appointing them as proxies give specific instructions in their proxy forms as to the manner in which their votes are to be cast in respect of such resolution. The rationale for the Proposed Directors' Shares Issuance are set out in greater details in the Company's Letter to Shareholders dated 6 October 2026.
- (iv) Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to allot and issue shares and/or convertible securities in the capital of the Company. The number of shares and convertible securities, which the Directors of the Company may allot and issue under this Resolution shall not exceed one hundred per cent (100%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time of passing this Resolution. For allotment and issuance of shares and/or convertible securities other than on a pro-rata basis to existing shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time of passing this Resolution.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company will be calculated based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

"**Subsidiary holdings**" has the meaning ascribed to it in the Catalyst Rules.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The AGM of the Company is being convened, and will be held at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 on Wednesday, 28 October 2026 at 10:00 a.m. **There will be no option for shareholders to participate virtually.**
2. The Annual Report will be made available to shareholders by electronic means via publication on the Company's corporate website at the URL: <https://www.capallianzhholdings.com> and SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM, Proxy Form for this AGM and Request Form will be sent by post to shareholders. Shareholders who wish to request for printed copies of the Annual Report 2026 and Letter to Shareholders will need to complete and return the Request Form, by sending it back to the Company no later than 19 October 2026. Please refer to the Request Form for further information.
3. Members of the Company (including Supplementary Retirement Scheme investors ("**SRS Investors**") and Central Provident Fund Investment Scheme Investors ("**CPF Investors**")) may participate in the AGM by:
 - a.) attending the AGM in person;
 - b.) submitting questions in advance of the AGM or raising questions at the AGM; and/or
 - c.) voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies),details as set out in the paragraphs below.

Voting, or Submission of Proxy Form to Vote, at the AGM

4. A member of the Company entitled to attend, speak and vote at the AGM (other than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her/its stead at the AGM. Where such member's Proxy Form appoints two (2) proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
5. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181(6) of the Companies Act.

6. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under common seal or under the hand of its duly authorised officer or attorney.
7. A proxy need not be a member of the Company.
8. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory. The Chairman of the Meeting, as proxy, need not be a member of the Company.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the Proxy Form appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof.

9. The Proxy Form, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy must be submitted to the Company in the following manner.
 - a.) if submitted in person or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - b.) if submitted electronically, by sending a scanned pdf copy by email to enquiries@capallianzhholdings.com ,

in either case by 10.00 a.m. on 26 October 2026 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) and in default, the Proxy Form for the AGM shall not be treated as valid.

Members are strongly encouraged to submit completed Proxy Forms electronically via email.

NOTICE OF ANNUAL GENERAL MEETING

10. The Proxy Form must be under the hand of the appointer or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing, failing which the Proxy Form may be treated as invalid.
11. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
12. Completion and return of the Proxy Form shall not preclude a member from attending, speaking and voting at the AGM if he/she so wishes. Any appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.
13. SRS Investors and CPF Investors who wish to appoint the Chairman of the Meeting to act as their proxy should approach their respective agents, such as SRS Operators and CPF Agent Banks, to submit their votes to the Company by 10.00 a.m. on Friday, 16 October 2026, being at least seven (7) working days before the date of the AGM.
14. A depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the AGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time fixed for the AGM.

Submission of Questions

15. Members can also submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM by email to enquiries@capallianzhholdings.com by 11.00 a.m. on 20 October 2026 ("**Cut-Off Time**").
16. Members who submit questions in advance of the AGM should provide their full name, address, contact number, email, shareholding type and number of shares held in the Company and the manner of which they hold such shares for verification purposes.
17. The Company will endeavour to address the substantial and relevant questions related to the resolutions to be tabled for approval at the AGM received from members before or at the AGM. Responses to substantial and relevant questions received from members by the Cut-Off Time will be published on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.capallianzhholdings.com> on or before 23 October 2026 at 10.00 a.m. (being no later than seventy-two (72) hours prior to the closing date and time for the lodgement of the Proxy Form). The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the Cut-Off Time which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
18. Persons who hold shares of the Company through relevant intermediaries (pursuant to Section 181(1C) read with Section 181(6) of the Companies Act), such as SRS Investors and CPF Investors, should approach their respective agents, such as SRS Operators and CPF Agent Banks, sufficiently in advance so that their respective agents may submit their substantial and relevant questions related to the resolutions to be tabled for approval at the AGM by the Cut-Off Time and have their substantial and relevant questions addressed.
19. The Company will publish the minutes of the AGM (together with the responses to the substantial and relevant questions received from shareholders during the AGM, if any) on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.capallianzhholdings.com> within one (1) month after the date of the AGM.

PERSONAL DATA PRIVACY

*By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representatives for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

CAPALLIANZ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199905693M)

PROXY FORM ANNUAL GENERAL MEETING

IMPORTANT:

1. The 2026 Annual General Meeting of the Company ("AGM" or "Meeting") is being convened, and will be held at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 on Wednesday, 28 October 2026 at 10:00 a.m.. There will be no option for members to participate virtually. Printed copies of the Company's Notice of AGM together with this accompanying Proxy Form and the request form will be sent to members by post and can be accessed by electronic means via the Company's corporate website at the URL <https://www.capallianzholdings.com> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. A member (whether individual or corporate and including a relevant intermediary, as defined in Section 181 of the Companies Act 1967 of Singapore) can appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. For the purposes of this AGM, the Chairman of the Meeting shall be a director appointed in line with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules") and the constitution of the Company.
3. For Supplementary Retirement Scheme investors ("SRS Investors") and Central Provident Fund Investment Scheme Investors ("CPF Investors"), this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS and CPF Investors who hold shares through SRS Operators and/or CPF Agent Banks who wish to appoint the Chairman of the Meeting as proxy should contact their respective SRS Operators and/or CPF Agent Banks to submit their votes by 10:00 a.m. on Friday, 16 October 2026 (at least seven (7) working days before the AGM).
4. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 6 October 2026.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I/We, _____ (Name) _____ (NRIC/Passport No./Company Registration No.)
of _____ (Address)
being a shareholder/shareholders of CAPALLIANZ HOLDINGS LIMITED (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No of Shares	%
Address			

*and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No of Shares	%
Address			

or failing him/her/they, the Chairman of the Meeting as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the AGM to be held at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 on Wednesday, 28 October 2026 at 10:00 a.m. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for, against or abstain from voting on the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/her/their* discretion, as he/she/they* will on any other matter arising at the AGM and at any adjournment thereof. All resolutions put to the vote at the AGM shall be decided by way of poll.

No.	Resolution	For**	Against**	Abstain**
1	To adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2026, together with the Auditors' Report thereon			
2	To approve the payment of Directors' fees of up to S\$135,000 for the financial year ending 30 June 2027, to be paid quarterly in arrears			
3	To re-elect Mr. Liu Qiang as a Director of the Company			
4	To re-elect Ms. Jingting Liu as a Director of the Company			
5	To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration			
6	To approve the Proposed Allotment and Issuance of 32,990,909 New Ordinary Shares in the Capital of the Company to Mr. Songtao Jia, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors' Fees			
7	To approve the Proposed Allotment and Issuance of 19,863,636 New Ordinary Shares in the Capital of the Company to Mr. Zhu XuRan, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors' Fees			
8	To approve the Proposed Allotment and Issuance of 14,291,800 New Ordinary Shares in the Capital of the Company to Ms. Jingting Liu, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors' Fees			
9	Authority to allot and issue shares			

* Delete accordingly

** If you wish to exercise all your votes "For" or "Against" or "Abstain", please indicate with a tick (✓) or a cross (x) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy/proxies not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.



Dated this _____ day of _____ 2026

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature or Common Seal of Shareholder(s)

IMPORTANT: PLEASE READ NOTES BELOW.

Notes:

1. Please insert the total number of ordinary shares in the issued share capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the register of members kept by the Share Registrar ("**Register of Members**"), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A shareholder of the Company ("**Shareholders**") entitled to attend, speak and vote at the AGM is entitled to appoint not more than two (2) proxies, to attend, speak and vote on his/her/its behalf, save that no such limit shall be imposed on the number of proxies appointed by Shareholders which are nominee companies.
3. Where a Shareholder appoints two (2) proxies, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
4. A Shareholder (who is a Relevant Intermediary) is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"**Relevant intermediary**" shall have the meaning ascribed to it in Section 181 of the Companies Act of Singapore.

5. A Shareholder (whether individual or corporate and including a relevant intermediary, as defined in Section 181 of the Companies Act 1967 of Singapore) can submit his/her/its Proxy Form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof.
6. A proxy need not be a member of the Company.
7. The duly completed and executed Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted in person or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - (b) if submitted electronically, by sending a scanned pdf copy by email to enquiries@capallianzhholdings.com,

in either case by **10.00 a.m. on 26 October 2026** (being not less than forty-eight (48) hours before the time appointed for holding the AGM) and in default, the Proxy Form for the AGM shall not be treated as valid.

Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

8. Completion and return of the Proxy Form shall not preclude a member from attending, speaking and voting at the AGM if he/she so wishes. Any appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.
9. The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified true copy thereof must be lodged with the instrument.
10. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
11. Any alteration made in this Proxy Form must be initialled by the person who signs it.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such Shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 6 October 2026.

BOARD OF DIRECTORS

Mr. Songtao Jia

Non-Executive Chairman and Independent Director

Mr. Liu Qiang

Executive Director and Chief Executive Officer

Mr. Ong Boon Yeow

Executive Director and Chief Operating Officer

Ms. Liu Jingting

Non-Executive Independent Director

Mr. Zhu XuRan

Non-Executive Independent Director

AUDIT COMMITTEE

Ms. Liu Jingting (Chairman)

Mr. Songtao Jia

Mr. Zhu XuRan

REMUNERATION COMMITTEE

Mr. Songtao Jia (Chairman)

Ms. Liu Jingting

Mr. Zhu XuRan

NOMINATING COMMITTEE

Mr. Zhu XuRan (Chairman)

Mr. Songtao Jia

Ms. Liu Jingting

PRINCIPAL PLACE OF BUSINESS AND REGISTERED ADDRESS

380 Jalan Besar

#07-10 ARC 380

Singapore 209000

Tel: (65) 6826 2549

Website: www.capallianzhholdings.com

Email: enquiries@capallianzhholdings.com

COMPANY SECRETARY

Ms. Shirley Tan Sey Liy

(Msc Mgmt (Hons) (UCD), FCS, FCG)

AUDITOR

Baker Tilly TFW LLP

600 North Bridge Road

#05-01 Parkview Square

Singapore 188778

Partner-in-charge: Mr. Low See Lien

(with effect from the financial year ended
30 June 2026)

CONTINUING SPONSOR

UOB Kay Hian Private Limited

83 Clemenceau Avenue

#10-01 UE Square

Singapore 239920

SHARE REGISTRAR

Boardroom Corporate & Advisory Services Pte. Ltd.

1 Harbourfront Avenue

Keppel Bay Tower #14-07

Singapore 098632

PRINCIPAL BANKER

United Overseas Bank

10 Paya Lebar Road,

#02-11/12, Paya Lebar Quarter

Singapore 409057



CAPALLIANZ HOLDINGS LIMITED

(Company Registration No. 199905693M)

380 Jalan Besar
#07-10 ARC 380
Singapore 209000
Tel: (65) 6826 2549

Website: www.capallianzholdings.com
Email: enquiries@capallianzholdings.com