REDEFINING DIGITAL:
CREATING VALUE
THROUGH TRANSFORMATION

TOTM
TECHNOLOGIES

ANNUAL REPORT
2025

Vision

Empowering a smarter, safer, and more connected world through digital transformation

Mission

To deliver innovative, scalable, and trusted digital solutions that accelerate growth, enable secure interactions, and unlock opportunities for businesses, governments, and communities.

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 (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.

The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 83 Clemenceau Avenue, #10- 01 UE Square, Singapore 239920, telephone (65) 6590 6881.

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Letter to Shareholders

Dear Shareholders,

On behalf of the Board of Directors ("**Board**"), we are pleased to present the annual report of TOTM Technologies Limited ("**TOTM**") for the financial year ended 31 May 2025 ("**FY2025**"). The past year has been defined by disciplined execution of the strategic transformation announced in our Corporate Business Update in September 2024 (the "**2024 CBU**"). The Company has successfully executed its asset-light pivot strategy with a major emphasis on digital products and solutions, while achieving significant milestones in cost rationalisation.

TOTM's core mission remains unchanged: to deliver trusted digital identity, biometric and digital transformation solutions that address critical needs in government, public safety, law enforcement, and commercial sectors across Southeast Asia and beyond. Our strategic positioning as a Digital Identity and Biometrics Integrator ("**DIBI**") continues to strengthen, supported by our first-mover advantage in Indonesia's identity management sector.

As of July 2025, the Group manages one of the world's largest 3-modal identity management platforms, with over 223 million eligible Indonesian citizens enrolled on the KTP-el (Indonesia's National Identity) platform. This scale and technology sophistication, combined with our proven track record and regulatory compliance, positions TOTM for sustained growth in the expanding digital identity market.

Financial Performance

For FY2025, the Group recorded total revenue of $8.1 million, marking a 24.2% increase from $6.5 million in the previous year ("**FY2024**"). This growth was primarily driven by the Group's Digital Identity Business in Indonesia, where revenue was generated from the provision of technical support services, as well as the sale of licenses and related services under an ongoing national identity management project with the Indonesian government.

The Group successfully implemented the cost rationalisation measures outlined in the 2024 CBU, resulting in a year-on-year reduction in staff costs, professional and legal fees, and other operating expenses.

EBITDA, adjusted to exclude non-cash items such as share-based payment expenses, impairment of goodwill, fair value loss on other investments, and share of profit/loss from equity-accounted associates. The Group recorded lower negative EBITDA of $1.85 million in FY2025 compared to $4.53 million in FY2024. This reflects the Group's ongoing strategic investments aimed at strengthening its core capabilities and supporting long-term growth.

Outlook

The digital transformation wave continues to reshape the industries in which we operate. In FY2025, the Group secured key contract wins including renewal of existing projects and deepened its presence in Indonesia, highlighting the progress of our strategic pivot. We will continue to strengthen our core digital identity business while expanding into new critical areas that support broader digital transformation goals.

Looking ahead, TOTM is pursuing the development of AI-driven analytics, blockchain based trust systems, and cloud-native integration capabilities to further enhance the scalability, security, and interoperability of our digital solutions. These initiatives are being strengthened through strategic partnerships and alliances, including the recent non-binding memorandum of understanding with Quranium SA and Agentis Intelligence Pte Ltd, as well as the binding cooperation agreement with EVVO Labs Pte Ltd ("**EVVO**").

These strategic alliances empower technology adjacencies that will remain central to our dynamic growth approach, allowing us to accelerate adoption while maintaining capital efficiency. It also enables us to expand our core digital offerings and address the evolving digital needs of governments, enterprises, and regulated industries across Southeast Asia and beyond.

At the same time, the Group is sharpening its commercial focus by building a stronger sales pipeline and pursuing partnerships that extend our market reach. Recent collaborations in government and enterprise digitalisation, healthcare, telecommunications, and maritime cloud platform and satellite connectivity underscore our ability to adapt our platform for diverse use cases and create new revenue streams.

Letter to Shareholders

Annual Technical Support System 2025

Our consortium partnership between PT Indonesia Comnets Plus ("**Icon Plus**") and PT International Biometrics Indonesia ("**PTIBI**") successfully secured the Annual Technical Support System ("**ATS**") for Biometric KTP-el System 2025 from the Directorate General of Population and Civil Registration ("**Dukcapil**"), Ministry of Home Affairs ("**MOHA**"), Indonesia. This year-long maintenance and technical support contract for Indonesia's national biometric identification system is valued at IDR 60 billion (approximately S$4.8 million) and covers the period from January to December 2025.

Digital Identity Expansion: Enhancing Indonesia's Facial Recognition Capacity Nationwide

PTIBI successfully secured a contract for the Procurement of Facial Recognition System Appliances from Dukcapil, MOHA. Awarded in November 2024 and implemented through December 2024, this IDR 16.6 billion (approximately S$1.3 million) initiative supports IKD (Indonesia's Digital ID) registration, broadening access to secure identity authentication, significantly expanding and enhancing Dukcapil's nationwide facial recognition enrollment infrastructure.

Satellite cum Telecommunications Partnership Agreements

In May 2025, PT. Synergy Innovate Pratama ("**Skylink**") and KSO MCP BKI consortium (of which PTIBI is a key member) signed partnership agreements for satellite cum maritime telecommunications infrastructure. This collaboration with Skylink as well as Indonesia's largest telecommunications provider, enabling and empowering satellite-based internet services with the Maritime Cloud Platform ("**MCP**"), featuring innovative Managed Service Femtocell solutions with mini-Base Transceiver Stations ("**BTS**") installations on vessels, providing cellular connectivity for sea-faring vessels. This ensures world-class digital maritime connectivity that adheres to international standards including IMO requirements and the 1974 SOLAS Convention.

TOTM Expands into Digital Transformation with EVVO Collaboration

In July 2025, TOTM entered into a strategic partnership with EVVO, a Singapore-based digital innovator specialising in digital transformation and cybersecurity technologies. This collaboration reflects our commitment to extending TOTM's expertise beyond identity management into broader digital transformation initiatives. Following successful discussions, in August 2025, the Company has entered into cooperation agreement for contract value up to S$500,000 with EVVO, for the supply, installation, and integration of an automated sortation system for libraries. This agreement marks TOTM's first project in Singapore's digital transformation landscape and establishes a platform for future derivative solutions and growth opportunities in the domestic market.

Letter to Shareholders

Corporate Governance

In FY2025, TOTM Technologies underwent an important reconstitution of its Board of Directors, reflecting our continued commitment to strong corporate governance and stewardship. We are pleased to welcome three new Independent Directors, Mr Siek Wei Ting, Mr Tan Ser Ko and Mr Soh Chun Bin, whose diverse and deep expertise in legal and financial leadership will guide the Group into its next phase of growth.

Letter to Shareholders

Acknowledgements and Appreciation

On behalf of the Board, we wish to thank our customers, partners, management team, and employees for their dedication during this transformative period. Most importantly, we extend our sincere appreciation to our shareholders for your continued trust and confidence as we build a stronger, more resilient company.

Conclusion

With strengthened position in Indonesia, diversified revenue streams, and enhanced operational efficiency through successful cost rationalization measures, the Group is well-positioned to capitalize on emerging opportunities in digital transformation while maintaining commitment to delivering value to shareholders, clients, and stakeholders across the digital ecosystem.

BY ORDER OF THE BOARD

Mr. Pierre Prunier
Executive Director
11 September 2025

Singapore HQ

APAC & International Sales
47 Scotts Road #02-03/04
Goldbell Towers Singapore 228233

+65 6970 1971
sales@totmtechnologies.com

Indonesia

Office 88,
3rd floor Jalan Casablanca Kav. 88
Jakarta 12870

+62 21 2290 2348
info@totmtechnologies.id

India

1-98/G7(P) and 8(P), Hi-Tech Pearl
Floor No. G-02 Shilpi Valley
Madhapur
Hyderabad-500081 Telangana

hr@totmtech.in

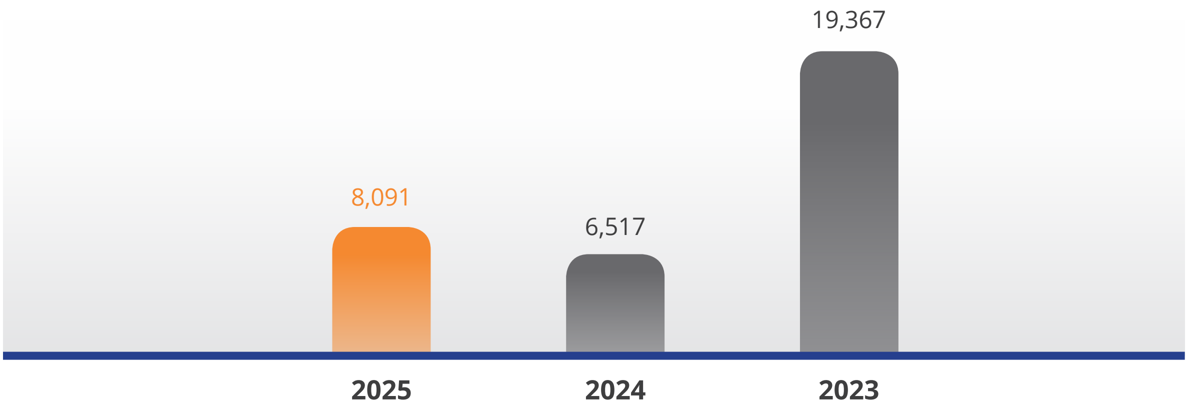
Financial Highlights

FOR THE YEAR ($'000)	2025	2024	2023
Revenue	8,091	6,517	19,367
Loss before interest, tax, depreciation & amortisation (EBITDA)	(1,845)	(4,527)	(5,092)
Loss before tax	(31,842)	(12,103)	(12,401)
Loss for the year	(31,312)	(11,517)	(11,919)
AT YEAR END ($'000)			
Current assets	5,752	8,943	15,969
Total assets	30,043	63,218	75,400
Current liabilities	1,534	1,804	2,183
Total liabilities	3,999	5,745	6,745
Total debts (Including shareholder's loan)	1,369	2,101	1,940
Equity attributable to owners of the company	25,967	57,400	68,207
Total equity	26,044	57,473	68,655
Number of shares as at 31 May	1,364,990,616	1,340,990,616	1,340,990,616
PROFITABILITY RATIOS			
Return on shareholders' equity (%)	(120.2)	(20.0)	(17.4)
Return on total assets (%)	(104.2)	(18.2)	(15.8)
LEVERAGE RATIOS			
Long-term debt to equity ratio (times)	0.03	0.02	0.02
Total debts to equity ratio (times)	0.05	0.04	0.03
LIQUIDITY ANALYSIS RATIOS			
Current ratio (times)	3.75	4.96	7.32
Net asset value per share (cents)	1.91	4.29	5.12

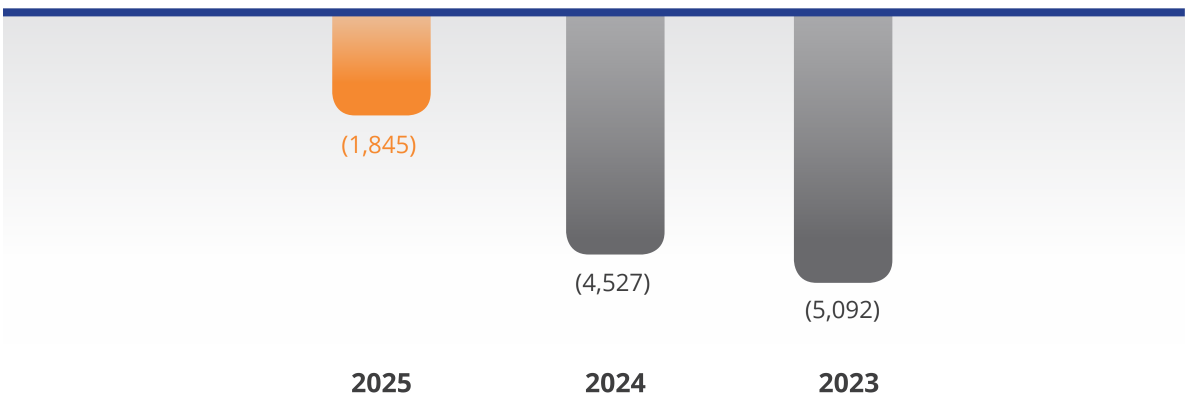
Financial Highlights

FOR THE YEAR ($'000)

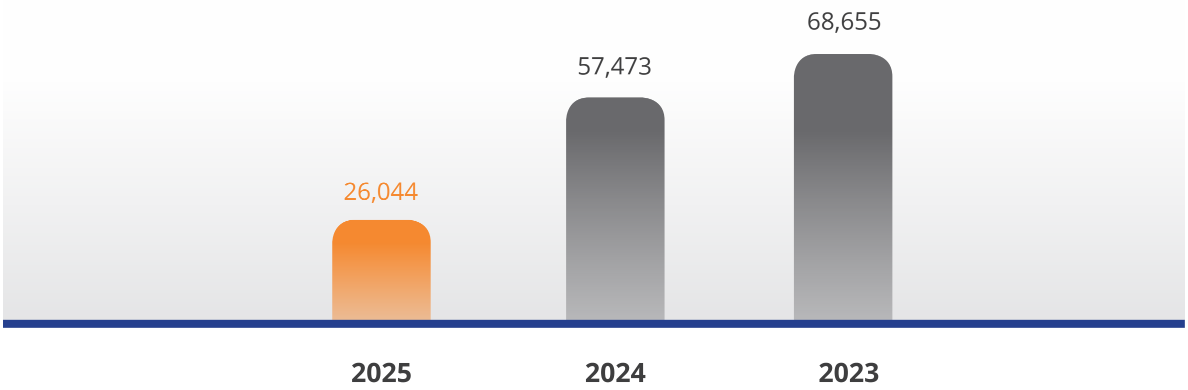
Revenue



EBITDA



Shareholders' Equity



Financial Review

INCOME STATEMENT

The Group recorded total revenue of $8.1 million for the financial year ended 31 May 2025 ("**FY2025**") representing an increase of 24.2% from $6.5 million for the financial year ended 31 May 2024 ("**FY2024**"). For both FY2025 and FY2024, revenues from the Digital Identity Business derived from Indonesia, mainly from the following service lines:

(i) Technical support services and sales of licenses for identity management project with the Indonesia's government contributed $5.2 million (FY2024: $5.2 million); and

(ii) Sales of licences and other related services contributed of $2.9 million (FY2024: $1.3 million);

The subcontractor costs and direct costs include mainly technical services fee, back-end support fees and cost of purchase of licences. These costs increased to $2.1 million in FY2025 compared to $0.3 million in FY2024, mainly due to additional cost of licences purchased in-line with the increase in revenue for sales of licences.

The employee benefit expenses incurred in FY2025 for project staff were approximately $1.0 million (FY2024: $1.1 million) while employee benefit expenses for administrative staff were $3.6 million (FY2024: $4.8 million), a decrease by approximately $0.1 million or 14.7% and $1.2 million or 25.3% respectively. The decrease in project staff costs was mainly due to the cost-cutting initiatives including headcount reductions that started on 1 June 2024.

The depreciation of property plant and equipment and amortisation of intangibles in FY2025 are relatively consistent compared to FY2024. The amortisation relates to technology and customer relationships from the acquisition of PT International Biometrics Indonesia and GenesisPro Pte Ltd, amounted to $3.6 million and $1.3 million respectively.

Professional and legal fees for FY2025 decreased to $1.3 million compared to $2.2 million in FY2024 was mainly due to cost cutting initiatives to reduce the reliance of external consultants engaged by the Group for its projects.

Whilst the Group was able to manage the core business with recurring revenue from existing projects, the revenue projections are inherently uncertain on future and upcoming projects as well as the fast-changing technological environment. The cash flows for several projected new revenue streams have seen delayed over the year. As a result, Group recorded impairment loss of $20.7 million.

Fair value losses on other investment mainly arising from the financial assets at fair value through profit and loss of PT Pattra Aksa Jaya and PT Cakrawala Data Integrasi based on the valuation performed by external professional valuer, amounting to losses of $328,000 and losses of $3,486,000 respectively.

Other expenses include travel and accommodation, meals and entertainment, marketing events, and office expenses. The amount incurred declined to $2.1 million in FY2025 compared to $2.6 million in FY2024. The decreases were mainly due to reduced travel and marketing event expenses, as the Company focused on more efficient resource allocation towards our core operations in Indonesia, rather than other international projects.

Interest expenses comprise mainly of the interest component on the adoption of SFRS(I) 16 Leases throughout the Group and interest of loan from a director.

The share-based payment expense of $0.3 million represents the fair value of the employee services received in exchange for the grant of options is recognised as an expense in profit or loss with a corresponding increase in the share option reserve over the vesting period. The decreases mainly due to forfeitures because of the resignation of directors and employees.

Income tax credit comprised mainly from current tax expenses of $0.3 million, and deferred tax credit of $0.9 million in FY2025.

Financial Review

BALANCE SHEET

Non-current assets decreased by approximately $30.0 million to $24.3 million as at 31 May 2025 compared to $54.3 million as at 31 May 2024, mainly due impairment loss recognised on goodwill of $20.7 million, amortisation recognised on intangible assets of $4.8 million, depreciation of $1.2 million, fair value loss of financial assets at fair value through profit or loss of $3.8 million and partially offset with increase in share of profit of investment in associate of $0.8 million.

At the Company level, non-current assets decreased by approximately $81.1 million to $30.1 million as at 31 May 2025 compared to $112.0 million as at 31 May 2024, mainly due to impairment losses recognised on investment in subsidiaries which in line with the carrying value of the CGU.

Current assets decreased by approximately $3.1 million to $5.8 million as at 31 May 2025 from $8.9 million as at 31 May 2024.

Contract assets primarily relate to the Group's right to consideration for work completed but not yet billed, for those relating to the Digital Identity Business, contract assets decreased by $0.8 million to $1.9 million as at 31 May 2025 from $2.7 million as at 31 May 2024, mainly due to decrease in services rendered towards end of the financial year in FY2025 compared to FY2024.

Trade and other receivables decreased by $0.5 million to $3.0 million as at 31 May 2025 from $3.5 million as at 31 May 2024, due to the billing to customers as the Group performs its obligations under contract assets with collections occurred towards the end of the financial year, as well as the utilisation of trade advances for purchases of licences.

Cash and bank balances decreased by $1.6 million to $0.8 million as at 31 May 2025 from $2.4 million as at 31 May 2024, mainly due to working capital used by the Group. Subsequent to the year end, the Company successfully raised an aggregate consideration of up to $3.2 million to strengthen the Company's financial position and improve its cash flow to support the Group's general working capital requirements.

Non-current liabilities decreased by approximately $1.5 million to $2.5 million as at 31 May 2025 from $3.9 million as at 31 May 2024, mainly due to the reversal of deferred tax liabilities and repayment of lease liabilities.

Current liabilities decreased by approximately $0.3 million to $1.5 million as at 31 May 2025 from $1.8 million as at 31 May 2024, mainly due to repayment of current lease liabilities, decreases in trade and other payables, partially offset with the amount due to a director.

The decrease in total equity was mainly due to increase in accumulated losses and other reserves recognised during the year.

STATEMENT OF CASH FLOWS

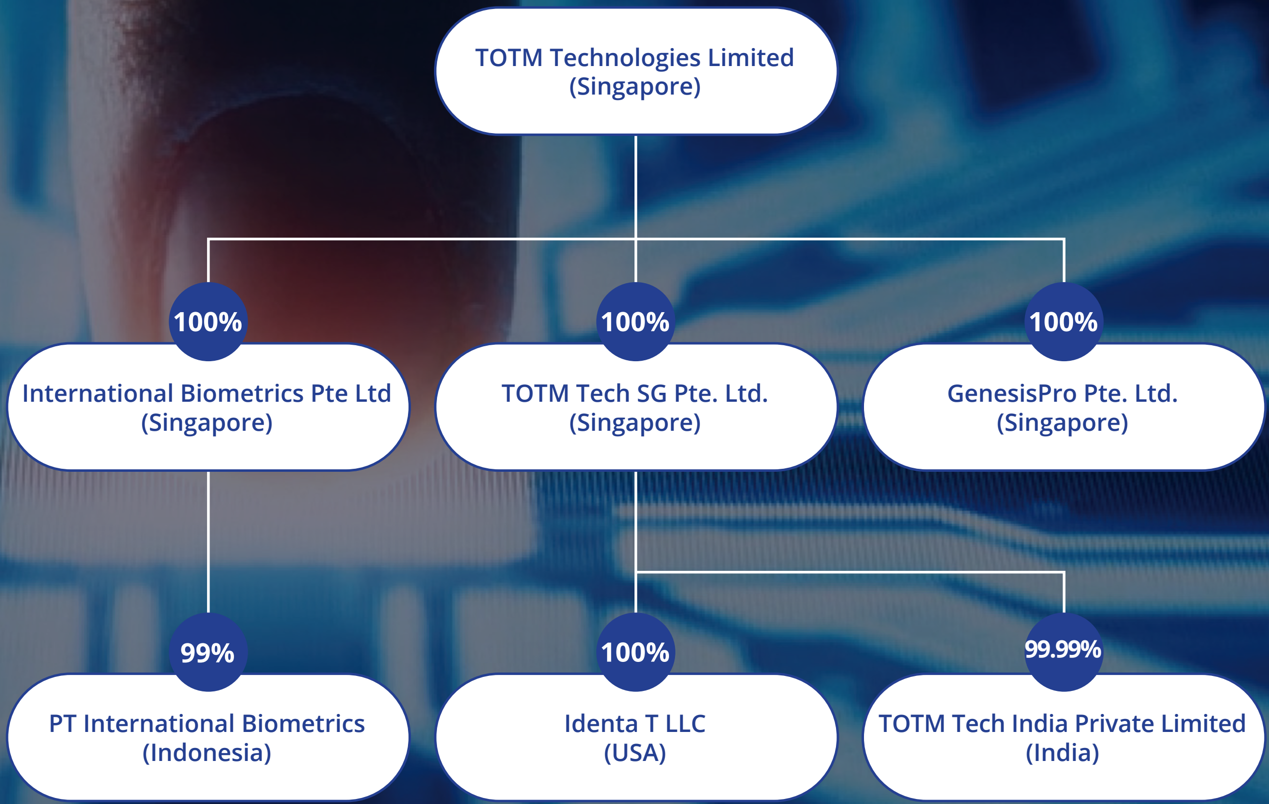
In FY2025, net cash flows used in operating activities amounted to approximately $0.7 million. This includes mainly from operating cash outflows before changes in working capital of $1.9 million, inflow from contract asset of $0.8 million, inflow from trade and other receivables of $0.5 million, which were offset by outflow from trade and other payables of $0.1 million.

Net cash flows used in investing activities of $0.1 million was mainly due to purchases of property plant and equipment and intangibles related to software during the year.

Net cash flows used in financing activities amounted to approximately $0.5 million, mainly due to repayment of lease liabilities and interest as well repayment of loan, partially offset with proceeds from loan from a director.

As a result of the above, there was a net decrease of approximately $1.4 million in cash and cash equivalents during the year.

Corporate Structure



Corporate Information

BOARD OF DIRECTORS
Pierre Prunier (Executive Director)
Siek Wei Ting (Independent Director)
Tan Ser Ko (Independent Director)
Soh Chun Bin (Independent Director)

AUDIT COMMITTEE
Siek Wei Ting (Chairman)
Tan Ser Ko
Soh Chun Bin

NOMINATING COMMITTEE
Soh Chun Bin (Chairman)
Siek Wei Ting
Tan Ser Ko

REMUNERATION COMMITTEE
Tan Ser Ko (Chairman)
Soh Chun Bin
Siek Wei Ting

REGISTERED OFFICE AND BUSINESS ADDRESS
47 Scotts Road
#02-03/04 Goldbell Towers
Singapore 228233
Tel: +65 6907 1971
Website: http://totmtechnologies.com

CATALIST SPONSOR
UOB Kay Hian Private Limited
83 Clemenceau Avenue
#10-01 UE Square
Singapore 239920

SHARE REGISTRAR
B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

EXTERNAL AUDITOR
Forvis Mazars LLP
135 Cecil Street, #10-01
Singapore 069536
Partner-in-charge: Chin Chee Choon
(appointed since financial year ended 31 May 2022)

INTERNAL AUDITOR
BDO Advisory Pte Ltd
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

COMPANY SECRETARY
Sim Yok Teng

Board of Directors & Key Management

Pierre Prunier

Executive Director

Siek Wei Ting

Independent Director

Tan Ser Ko

Independent Director

Soh Chun Bin

Independent Director

Bob Christoper

Chief Financial and Strategy Officer

Frederick Lau

Deputy Chief Financial Officer

Feri Risnandar

Country Head, Indonesia

Board of Directors & Key Management

Pierre Prunier
Executive Director

Mr Pierre Prunier is our Executive Director. He was the Chief Executive Officer of the Company from 6 April 2021 to 21 October 2024. Prior to this, Mr Pierre Prunier was President Director and CEO of PT Manambang Muara Enim, a thermal coal producing company with mining concessions in South Sumatra, Indonesia. Mr Pierre Prunier was Head of Strategic Planning and Business Development for PT Central Proteina Prima Tbk, a global leader in aquaculture with farms based in Indonesia and listed on the Jakarta Stock Exchange.

Mr Pierre Prunier has over eighteen years of working experience in the investment management industry. He was previously Head of Direct Investments at Oclaner Asset Management Pte Ltd, a Singapore based multi-family office. At Oclaner, Mr Pierre Prunier was in charge of sourcing real estate investment opportunities and also responsible for the launch of OclamonReal Estate Fund, a $20m real estate fund.

Prior to this, Mr Pierre Prunier was the Executive Director of Seekers Advisors Pte Ltd, a hedge fund manager with offices in Hong Kong and Singapore. Mr Pierre Prunier's responsibilities included identifying and evaluating suitable investment themes and sourcing for investment targets. Prior to joining Seekers Advisors, Mr Pierre Prunier was a Director and Corporate Officer for the CME Group, the world's largest derivatives exchange. Mr Pierre Prunier led their Hedge Fund business for Asia-Pacific. Prior to that, Mr Pierre Prunier was the Director of Business Development and Head of Sales at Eurekahedge Pte Ltd where he was responsible for all client facing and revenue generating aspects of the business. Mr Pierre Prunier currently sits on the board of several private investment firms.

Mr Pierre Prunier holds a Bachelor of Arts in Economics from Boston University and a Mastering Alternative Investments from INSEAD.

Siek Wei Ting
Independent Director

Mr Siek Wei Ting ("**Mr Siek**") is one of our Independent Directors and was appointed to our Board on 25 February 2025. He has over 20 years of experience in many sectors, including Retail, Consumer Durables, Food & Beverage, Agri-business, Fast Moving Consumer Goods, Banking and Medical. His experience includes general management, corporate governance, strategy formulation, corporate finance (IPO, fund-raising, mergers & acquisitions, divestments), operations, investor relations, internal controls, crisis management and system implementation.

Mr Siek is currently Finance Director at V3 Brands Pte Ltd, an investment holding company of a consumer retail business. Prior to that, he was the Chief Financial Officer of China Minzhong Food Corporation Pte Ltd, a company formerly listed on the Main Board of the SGX-ST from 2004 to 2018. Mr Siek was the Head of Operations Group, Southern Bank Berhad from 2002 to 2004 and a Director and Chief Executive Officer of EBBiS Pte Ltd from 1999 to 2001. Mr Siek worked as an audit supervisor for Ernst & Young LLP from 2001 to 2002 and for Deloitte & Touche LLP from 1996 to 1999. He graduated with a Bachelor of Accountancy from the Nanyang Technological University in 1996.

Mr Siek is currently also an independent director of Synagistics Limited, a company listed on the mainboard of Hong Kong Stock Exchange.

Board of Directors & Key Management

Tan Ser Ko

Independent Director

Mr Tan Ser Ko ("**Mr Tan**") is one of our Independent Directors and was appointed to our Board on 26 June 2025.

Mr Tan has over 25 years of experience in banking, finance, and investment. After completing his scholarship bond with the Singapore Armed Forces, he began his career in banking before moving into the capital markets. He is presently the General Manager of Kim Ann Engineering Pte Ltd, where he is responsible for the company's sales. Prior to this, Mr Tan served as the Chief Executive Officer and Executive Director of Charisma Energy Services Limited.

Mr Tan graduated with a Bachelor of Engineering from the National University of Singapore.

Soh Chun Bin

Independent Director

Mr Soh Chun Bin ("**Mr Soh**") is one of our Independent Directors and was appointed to our Board on 25 July 2025. He has more than 25 years of experience in the corporate finance and legal sectors, specialising in capital markets and mergers and acquisitions. He is currently the Managing Director of Icon Law LLC.

Mr Soh began his career as a corporate lawyer and was one of the pioneering lawyers at a leading Singapore law firm during its inception in the early 2000s, and one of its youngest equity partners. In 2012, he left the legal profession to be the chief executive of several companies (including listed companies), before returning to legal practice in early 2017. He has advised on many Singapore and international initial public offerings of corporations and real estate investment trusts, as well as on post-listing fundraising. His expertise spans diverse industries, including real estate, resources, infrastructure, and technology. He has been recognised as a leading lawyer by legal publications such as Chambers and Partners, International Financial Law Review, Asialaw, and recently featured in Asia Business Law Journal's annual "Singapore's Top 100 Lawyers" list in 2025.

Mr Soh graduated from the National University of Singapore with a Bachelor of Law (Honours) in 1999. He is currently also an independent director of Singapore listed companies, Autagco Ltd, Lorenzo International Limited, Yongmao Holdings Ltd and Triyards Holdings Limited.

Mr Soh is an Advocate & Solicitor of Supreme Court of Singapore.

Board of Directors & Key Management

Bob Christoper

Chief Financial and Strategy Officer

Mr Bob Christoper is our Chief Financial and Strategy Officer. He has a more than 16 years experience in merger and acquisition, investment, valuation, financial modelling, audit, finance and accounting, taxation, business plan designer and partnership. Prior to joining our Group, he was senior team leader in Big 4 accounting and auditing firm in Ernst and Young and KPMG. He was Senior Manager of Strategic Planning and Finance at PT Central Proteina Prima Tbk. group, a global leader in aquaculture in Indonesia and listed in Jakarta Stock Exchange. His experience of industry encompasses plantation, manufacturing, oil and gas, entertainment, telecommunication, hospitality and retail.

Mr Bob Christoper holds Bachelor of in Finance and Accounting from Tarumanagara University, Indonesia and is a Certified Professional Financial Modeller, issued by IFMI (International Financial Modelling Institute) and is a Certified Public Accountant, issued by IAPI (Ikatan Akuntan Publik Indonesia).

Feri Risnandar

Country Head, Indonesia

Mr Feri Risnandar ("**Mr Risnandar**") is a seasoned leader in digital identity management and biometric technologies, with a proven track record in driving transformative identity verification and e-KYC solutions across both public and private sectors. As TOTM's Country Head for Indonesia, and as Director of Enterprise & Government Services at TOTM's wholly owned subsidiary, PTIBI, he spearheads initiatives that harness advanced biometric systems to strengthen trust, security, and efficiency in digital ecosystems.

Mr Risnandar has been instrumental in the nationwide deployment of biometric solutions that underpin Indonesia's digital transformation. Notably, he has served as a key strategic advisor cum partner to the Ministry of Home Affairs, where he continues to play a central role in the development and ongoing enhancement of Indonesia's national ID biometric onboarding system and e-KYC infrastructure. His expertise lies in aligning technology innovation with national priorities, delivering scalable solutions that improve governance, service delivery, and financial inclusion.

Mr Risnandar holds Bachelor of Visual Communication Design from Indonesia Computer University.

Frederick Lau

Deputy Chief Financial Officer

Mr Frederick Lau ("**Mr Lau**") is our Deputy Chief Financial Officer and is in charge of managing the accounting and finance function of our Group including supervising the preparation of accounts as well as consolidation of financial results and reporting. Prior to joining our Group, Mr Lau was an auditor with more than 15 years' experience in various international firms including audit senior in Arthur Andersen and Ernst & Young Malaysia (after business combination up to 2005), audit manager in Deloitte & Touche LLP Singapore (2012) and audit senior manager in BDO LLP Singapore (2018).

Mr Lau holds Bachelor of Accountancy from the University of Hertfordshire, and is a fellow member of the Association of Chartered Certified Accountants and a member of the Institute of Singapore Chartered Accountants.

Corporate Governance Report

TOTM Technologies Limited (the "**Company**", and together with its subsidiaries, the "**Group**") is committed to maintaining a high standard of corporate governance. The Company understands that good corporate governance is an integral element of a sound corporation and enables it to be more transparent and forward-looking. In addition, sound corporate governance is an effective safeguard against fraud and dubious financial engineering, and hence helps to protect shareholders' interests. This also helps the Company to create long-term value and returns for its shareholders.

The Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Catalist Rules**") requires all listed companies to describe in their annual reports, their corporate governance practices, with specific reference to each of the principles and provisions of the Code of Corporate Governance 2018 (the "**Code**") pursuant to Rule 710 of the Catalist Rules.

Statement of Compliance

The Board of Directors of the Company (the "**Board**" or "**Directors**") confirms that for the financial year ended 31 May 2025 ("**FY2025**"), the Company has generally adhered to the framework outlined in the Code. Where there were any deviations from any provisions of the Code, appropriate disclosures and explanations are provided.

BOARD MATTERS

THE BOARD'S CONDUCT OF ITS AFFAIRS

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

Provision 1.1: Directors are fiduciaries who act objectively in the best interests of the Company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

The Board is collectively responsible for the long-term success of the Group and is accountable to its shareholders. The principal functions of the Board, in addition to carrying out its statutory responsibilities, *inter alia*, are as follows:

- overseeing and approving the formulation of the Group's overall long-term strategic objectives and directions as well as providing entrepreneurial leadership, taking into consideration sustainability issues, and ensuring the necessary financial and human resources are in place for the Company to meet its objectives;
- overseeing and reviewing the management of the Group's business affairs and financial controls, performance, and resource allocation;
- establishing a framework of prudent and effective controls to assess and manage risks and safeguard shareholders' interests and the Group's assets;
- reviewing Management's performance;
- identify the key stakeholder groups and recognise that their perceptions affect the Group; and
- setting the Group's values and standards (including ethical standards) and ensuring that obligations to shareholders and other stakeholders are understood and met.

Corporate Governance Report

All Directors exercise due diligence and independent judgement and are obliged to act in good faith and consider at all times as fiduciaries in the interests of the Group. Although the Board has yet to adopt a Code of Conduct and Ethics, all Board members recognise the importance of conducting themselves and carrying out their duties in the best interest of the Company and to avoid placing themselves in any situation where conflict of interest may arise. All Board members are expected to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to any transaction or matter discussed and contemplated by the Group. When an actual, potential and/or perceived conflict of interest situation arises, the concerned Director must disclose such interest, recuse himself/herself from discussions and decisions involving the matter, abstain from voting on resolutions regarding the matter and refrain from exercising any influence over other members of the Board, unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion. On an annual basis, each Director is also required to submit details of his/her associates for the purpose of monitoring interested person transactions.

Provision 1.2: Directors understand the Company's business as well as their directorship duties (including their roles as Executive, Non-Executive and Independent Directors). Directors are provided with opportunities to develop and maintain their skills and knowledge at the Company's expense. The induction, training and development provided to new and existing Directors are disclosed in the Company's annual report.

The Board comprises the following members, all of whom have the appropriate core competencies and diversity of experience needed to enable them to effectively contribute to the Group. The composition of the Board as at the date of this Annual Report is as follows:

Name of Director

Mr Pierre Prunier	-	Executive Director
Mr Siek Wei Ting	-	Independent Director
Mr Tan Ser Ko	-	Independent Director
Mr Soh Chun Bin	-	Independent Director

The duties and obligations of each Director are set out in writing upon his/her appointment. Apart from keeping the Board informed of all relevant new laws and regulations, the Company has an orientation programme for new Directors to ensure that the incoming Director is familiar with the Company's business and governance practices. The new Director will be given briefings by the Management on the business structure and activities of the Group, its strategic and growth directions, corporate governance practices, and an overview of the more significant business risks, issues and challenges it faces. Corporate materials and documents such as the latest Annual Report, and upon request by the Director, minutes of recent Board and Board Committee meetings and the Constitution of the Company, will also be given to him/her to facilitate his/her understanding of the structure and operations of the Group.

In accordance with Rule 406(3)(a) of the Catalist Rules, the Nominating Committee will ensure that any new Director appointed to the Board, who has no prior experience as a director of a listed company will undergo mandatory training in the roles and responsibilities of a director as prescribed by the SGX-ST, unless the Nominating Committee is of the view that such training is not required because the Director has other relevant experience. From the beginning of the financial year on 1 June 2024 and up to the date of this Annual Report, four new Independent Directors, namely, Mr Phang Yew Kiat, Mr Siek Wei Ting, Mr Tan Ser Ko and Mr Soh Chun Bin, were appointed to the Board (Mr Phang Yew Kiat was appointed and subsequently resigned during FY2025). All of these directors possess prior experience serving on the boards of listed companies on the SGX-ST.

To keep the Directors abreast of the latest development in the Company and the Group, the Board is briefed by the Management on the development and progress of the Group's key operations. During FY2025, outside of the mandatory full and half-yearly Board meetings, the Board had communications with the Management via teleconferences and emails and were provided with periodic updates on the Group's operations and business.

Where necessary, the Directors regularly update themselves on their duties and responsibilities as directors, changes to any relevant laws and regulations such as the Catalist Rules, the Code, the Companies Act 1967 of Singapore (the "**Companies Act**"), and changing commercial risks.

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If regulatory changes have a material impact on either the Group or the Directors, the Management will update the Directors during the Board meetings. The Company Secretary (and/or her representative) updates the Directors on key regulatory changes as necessary, while the Company's external auditor briefs the Audit Committee on any key amendments to the accounting standards.

The Board recognises the importance of ongoing training and development for the Directors so as to enable them to serve effectively and contribute to the Board. Every Director is provided with opportunities to attend additional training to further enhance their skills in performing their duties as a director, including attending appropriate courses and/or seminars at the Company's expense.

During FY2025, the Directors were provided with briefings and updates on (i) the changes in accounting standards as well as key audit matters by the External Auditor; (ii) changing commercial risks and business strategies of the Group by the Management.

Provision 1.3: The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters requiring board approval are disclosed in the Company's annual report.

The Board has adopted a set of guidelines on matters that requires its approval. The following types of material transactions are specifically reserved for the Board's decision, including:

1. Approval of corporate strategies, business plans and budgets of the Group;
2. Approval of material acquisitions and disposal of assets;
3. Approval of capital-related matters including corporate or financial restructuring, investment, or expenditure exceeding certain threshold limits;
4. Approval and authority to issue new shares in the capital of the Company that effect changes in the capital structure;
5. Approval of financial statements and financial results announcement;
6. Declaration of dividends and other returns to shareholders;
7. Authorisation of interested person transactions; and
8. Appointment of director and key management.

Provision 1.4: Board Committees, including Executive Committees (if any), are formed with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The names of the Committee members, the terms of reference, any delegation of the Board's authority to make decisions, and a summary of each Committee's activities, are disclosed in the Company's annual report.

To assist in the execution of its responsibilities, the Board has established three Board Committees, comprising an Audit Committee (the "**AC**"), a Nominating Committee (the "**NC**"), and a Remuneration Committee (the "**RC**"). These Board Committees function within clearly defined written terms of reference and operating procedures. While these Board Committees have the authority to examine particular issues and report to the Board with their decisions and recommendations, the ultimate responsibility on all matters lie with the Board.

All Board Committees are chaired by Independent Directors and each of the Board Committees has its own terms of reference setting out the scope of its duties and responsibilities, the rules and regulations and procedures governing the manner in which it is to operate and how decisions are to be taken.

The Board Committees are actively engaged and play an important role in ensuring good corporate governance of the Group. All recommendations of the Board Committees are subsequently reviewed and approved by the Board.

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More details on each of the Board Committees, including the names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions, and a summary of their activities, are set out in the further sections of this Corporate Governance Report.

Provision 1.5: Directors attend and actively participate in Board and Board Committee meetings. The number of such meetings and each individual Director's attendances at such meetings are disclosed in the Company's annual report. Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of each company.

The Board meets regularly and at least on a half-yearly basis. Ad-hoc Board or Board Committee meetings are convened from time to time when they are deemed necessary. The Constitution of the Company provides for meetings of the Board to be held by way of telephone conference or other simultaneous communication methods in the event when Directors are unable to attend the meetings in person. The Board and Board Committee may also make decisions by way of written resolutions.

Dates of Board, Board Committee meetings, and Shareholders' general meetings (i.e. annual general meeting and extraordinary general meeting) are scheduled in advance in consultation with all of the Directors. For those Directors who are unable to attend the scheduled meeting in person, they are invited to participate in the meeting via telephone or video conference.

The number of Board, Board Committee, and Shareholders' general meetings held in FY2025 as well as the record of attendance of each Director during their terms as Directors and members of the respective Board Committees of the Company are set out below:

Board and Board Committee's Meetings

	Board		Board Committees: Audit Committee		Board Committees: Remuneration Committee		Board Committees: Nominating Committee	
	No. of Meetings held	No. of Meetings attended	No. of Meetings held	No. of Meetings attended	No. of Meetings held	No. of Meetings attended	No. of Meetings held	No. of Meetings attended
Name of Current Director								
Pierre Prunier (1)	2	2	N/A	N/A	N/A	N/A	N/A	N/A
Siek Wei Ting (2)	-	-	-	-	-	-	-	-
Tan Ser Ko (3)	-	-	-	-	-	-	-	-
Soh Chun Bin (4)	-	-	-	-	-	-	-	-
Name of Former Director								
Low Chai Chong (5)	1	1	1	1	1	1	1	1
Aw Eng Hai (6)	2	2	2	2	1	1	1	1
Diaz Faisal Hendropriyono (7)	2	2	1	1	1	1	1	1
Irawan Mulyadi (8)	2	2	N/A	N/A	N/A	N/A	N/A	N/A
Dhanie Tri Indrasto (9)	2	2	N/A	N/A	N/A	N/A	N/A	N/A
Phang Yew Kiat (10)	1	1	1	1	1	1	1	1

The Board and Board Committees' meetings were held in July 2024 and January 2025.

N/A: Not applicable as the Director is not a member of the respective Board Committees.

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Shareholders' General Meetings

	Annual General Meeting held on 26 September 2024	Extraordinary General Meeting held on 24 February 2025
Name of Current Director		
Pierre Prunier (1)	✓	✓
Siek Wei Ting (2)	–	–
Tan Ser Ko (3)	–	–
Soh Chun Bin (4)	–	–
Name of Former Director		
Low Chai Chong (5)	✓	–
Aw Eng Hai (6)	✓	✓
Diaz Faisal Hendropriyono (7)	✓	Absent with apologies
Irawan Mulyadi (8)	✓	✓
Dhanie Tri Indrasto (9)	Absent with apologies	✓
Phang Yew Kiat (10)	–	✓

Notes:

(✓) Director attended the meeting.

(1) Mr Pierre Prunier relinquished his role as Chief Executive Officer of the Company on 21 October 2024 and continues to serve as Executive Director of the Company.

(2) Mr Siek Wei Ting was appointed as an Independent Director of the Company on 25 February 2025.

(3) Mr Tan Ser Ko was appointed as an Independent Director of the Company on 26 June 2025.

(4) Mr Soh Chun Bin was appointed as an Independent Director of the Company on 25 July 2025.

(5) Mr Low Chai Chong resigned as an Independent Non-Executive Chairman of the Company on 18 November 2024.

(6) Mr Aw Eng Hai resigned as an Independent Director of the Company on 31 March 2025.

(7) Mr Diaz Faisal Hendropriyono resigned as an Independent Director of the Company on 23 May 2025.

(8) Mr Dhanie Tri Indrasto resigned as a Non-Executive Director on 27 May 2025.

(9) Mr Irawan Mulyadi was re-designated from a Non-Executive Director to Executive Director and Chief Executive Officer of the Company on 22 October 2024 and subsequently resigned on 27 May 2025.

(10) Mr Phang Yew Kiat was appointed as an Independent Non-Executive Chairman of the Company on 16 December 2024 and subsequently resigned on 27 May 2025.

Provision 1.6: Management provides Directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.

The Management plays a pivotal role in providing Board members with complete, adequate, and timely information to assist the Board in the fulfilment of its responsibilities for the long-term success of the Group.

Prior to each Board and Board Committees' meeting, the members of the Board and Board Committees are each provided with complete, adequate and timely information for them to comprehensively understand the matters to be discussed and deliberated during the meetings and allow them to make informed decisions thereon.

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The Management will also inform the Board of all significant events as and when they occur and circulate Board papers and supporting information on significant transactions or corporate actions to facilitate a robust discussion before the transactions are entered into or the corporate actions take place. Management personnel, if required, will attend Board and/or Board Committee meetings to address queries from the Directors. The Directors also have unrestricted access to the Management. Requests for the Company's information by the Board are dealt with promptly. As a general rule, notices and Board papers are sent to the Directors as soon as possible in advance of Board and Board Committees' meetings, in order for the Directors to be adequately prepared for the meetings.

The Board also receives regular updates from the Management on any significant developments on business initiatives, and industry developments concerning the Group's business. Additional information, documents, and materials are provided to the Directors as and when required to enable them to make informed decisions and discharge their duties and responsibilities.

Provision 1.7: Directors have separate and independent access to Management, the Company Secretary, and external advisers (where necessary) at the Company's expense. The appointment and removal of the Company Secretary is a decision of the Board as a whole.

The Board has separate and independent access to the Management and the Company Secretary at all times. The Company Secretary (and/or her representative) attends all Board and Board Committee meetings and ensures that all Board procedures are followed. The appointment and removal of the Company Secretary are subject to the approval of the Board as a whole.

The Directors may seek independent professional advice, as and when necessary in furtherance of their duties, either individually or as a group. Any cost of obtaining such professional advice will be borne by the Company.

BOARD COMPOSITION AND GUIDANCE

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

Provision 2.1: An "independent" Director is 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 judgement in the best interests of the Company.

As set out under the Catalist Rules and the Code, an Independent Director is 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 judgement in the best interests of the Company. The NC is responsible for reviewing the independence of each Director based on the guidelines set out in both the Catalist Rules and the Code. The NC assesses and reviews annually the independence of a Director bearing in mind the salient factors as set out under the Code, the Catalist Rules as well as all other relevant circumstances and facts.

Each Independent Director is required to complete a Director's Independence Checklist annually to confirm his independence based on the guidelines provided in the Catalist Rules and the Code. The Directors must also confirm whether they consider themselves independent despite not having any relationship identified in the Code. The NC, with the former members during FY2025 and the current members as at the date of this Annual Report, reviewed the confirmation of independence submitted by the Independent Directors of the Company who served on the Board during those financial periods, was of the view that the respective Independent Directors were and are independent on the following basis:

(a) The Independent Directors: (i) are not employed by the Company or any of its related corporations for the current or any of the past three financial years; and (ii) do not have an immediate family member who is employed or has been employed by the Company or any of its related corporations for the past three financial years, and whose remuneration is determined by the RC.

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(b) None of the Independent Directors have served on the Board beyond 9 years as at 31 May 2025 or as at the date of this Annual Report, whichever is later, and since their initial appointment as Directors of the Company.

(c) None of the Independent Directors and their immediate family member had in the current or immediate past financial year (i) provided or received significant payments or material services aggregated over any financial year in excess of S$50,000 for services other than compensation for board service; or (ii) was a substantial shareholder, partner, executive officer or a director of any organization which provided or received significant payments or material services aggregated over any financial year in excess of S$200,000 for services rendered.

(d) None of the Independent Directors are directly associated with a substantial shareholder of the Company.

Provision 2.2: Independent directors make up a majority of the Board where the Chairman is not independent.

As at the date of this Annual Report, the Board currently comprises 4 members, including 1 Executive Director and 3 Independent Directors.

<u>Executive Director</u>
1. Mr Pierre Prunier

<u>Independent Director</u>
2. Mr Siek Wei Ting
3. Mr Tan Ser Ko
4. Mr Soh Chun Bin

As at the date of this Annual Report, the Board does not have a Chairman or a Lead Independent Director. However, with a majority of Independent Directors on the Board, the Company is of the opinion that the Board has an appropriate level of independence and is able to exercise independent judgement on corporate affairs and ensure that the decision-making process is not dominated by one individual or groups of individuals. The NC and the Board will continue to assess its independence, Board composition and diversity to ensure the decisions made are in the best interests of the Company and shareholders.

Provision 2.3: Non-Executive Directors make up a majority of the Board.

3 out of 4 members of the Board are Non-Executive Directors, which satisfies the requirements of Provision 2.3 of the Code.

Provision 2.4: The Board and Board Committees are of an appropriate size, and comprise Directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The Board Diversity Policy and progress made towards implementing the Board Diversity Policy, including objectives, are disclosed in the Company's annual report.

The composition of the Board is reviewed on an annual basis by the NC and the Board to ensure that it has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision-making. The Board as a group comprises members with core competencies in legal, accounting and finance, business and management experience, industry knowledge, strategic planning, and customer-based experience and knowledge. This enables the Management to benefit from the external and expert perspectives of the Directors who collectively possess the core competencies relevant to the direction and growth of the Group. The profiles of our Directors such as academic professional qualification, background are set out in the "**Board of Directors and Key Management**" section on pages 15 to 16 of this Annual Report.

The Board concurred with the NC that the existing Board size and composition are adequate for effective debate and decision making, taking into account the scope and nature of the current operations of the Company and the business requirements. The NC with the concurrence of the Board, is of the opinion that the Board composition provides an appropriate balance and diversity of skills, experience and gender to discharge its responsibilities.

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Board Diversity Policy

The Company recognises and embraces the benefits of diversity on the Board, and views diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. The Board has adopted a formal Board Diversity Policy, setting out the Group's principles for promoting and maintaining diversity in the composition of the Board.

The Board Diversity Policy provides that the Company aims to build a Board comprised of appropriately qualified members with a breadth of experience, diversity in thought and background which are essential to achieve a long-term sustainable growth and effective governance of the Group's businesses.

The diversity of the current Board is as follows:

	Number of Director	Proportion of Board (%)
Core Competencies		
Accounting or finance	3	75%
Business management and strategic planning experience	4	100%
Legal or corporate governance	4	100%
Relevant industry knowledge or experience	3	75%
Independence		
Non-independent director	1 (Executive Director)	25%
Non-independent director and non-executive director	–	–
Independent director	3	75%
Length of Service		
3 years or less	3	75%
Between 4 years to 8 years	1	25%
9 years or more	–	–

In this regard, during board renewal process, the NC assesses the needs for Board composition and uses them as an objective criterion when selecting candidates. When reviewing Board composition and succession planning, the NC will take into account directors with diverse skills, business experiences, ages, genders, nationalities, cultural, educational and professional industry backgrounds, ethnicities, and other relevant personal attributes and distinguishing qualities that are important for supporting robust and effective decision-making at the Board level. These diverse skills and aspects of diversity will be taken into consideration when determining the best possible Board composition, with efforts made to ensure appropriate balance. Ultimately, the final decision will be based on merit, specifically in terms of skills, knowledge, and experience, in order to complement and broaden the skills and experience of the Board as a whole.

The NC and the Board recognise the importance and value Board diversity but has not set a specific target for board diversity as it may detract from the more fundamental principle that the candidate must be of the right fit and should possess the right blend of skills, industry knowledge, relevant experience and suitability to meet the relevant needs and vision of the Company. The NC and the Board shall also endeavour to ensure that female candidates are equally included for consideration when identifying candidates to be appointed as new Directors. The diversity of the Board are assessed from time to time, based on the composition of the Board and operations of the Group at the relevant time.

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Provision 2.5: Non-Executive Directors and/or Independent Directors, led by the Independent Chairman or other Independent Director as appropriate, meet regularly without the presence of Management. The chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.

Where necessary or appropriate, the Non-Executive Directors (including the Independent Directors) will meet without the presence of the Management so as to facilitate a more effective check on Management. During FY2025, the Non-Executive Directors (including the Independent Directors) communicated regularly to discuss matters related to the Group, including the performance of the Management and the direction and growth of the Group.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER ("CEO")

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.

Provision 3.1: The Chairman and the CEO are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

Provision 3.2: The Board establishes and sets out in writing the division of responsibilities between the Chairman and the CEO.

During FY2025, there were changes to the composition of the Board and management team, a period in which the positions of Chairman and CEO were held by separate individuals and they were not immediate family members as defined in the Catalist Rules.

As at the date of this Annual Report, the Company does not have a Chairman and CEO and is working to identify suitable candidates for these roles. In the interim, the Independent Directors collectively oversee the overall strategic direction and governance of the Group, while the Executive Director and the management team manage the day-to-day operations and activities of the Group.

The Board is of the view that with the current executive management team and the establishment of the three Board Committees, as well as having Non-Executive Directors making up the majority of the Board, there are adequate safeguards in place to ensure unfettered decision-making, as well as to prevent an uneven concentration of power and authority in a single individual.

Provision 3.3: The Board has a Lead Independent Director to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent. The Lead Independent Director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

As at the date of this Annual Report, there is no Lead Independent Director appointed. In the interim, the Independent Directors will make themselves available to shareholders where they have concerns and for which contact through the normal channels of communication with the Management are inappropriate or inadequate. In the absence of a Lead Independent Director, the Audit Committee Chairman will serve as the first point of escalation for shareholder concerns.

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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 the progressive renewal of the Board.

Provision 4.1: The Board establishes a NC to make recommendations to the Board on relevant matters relating to:

(a) the review of succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;

(b) the process and criteria for evaluation of the performance of the Board, its Board Committees and Directors;

(c) the review of training and professional development programmes for the Board and its directors; and

(d) the appointment and re-appointment of Directors (including alternate directors, if any).

Provision 4.2: The NC comprises at least three Directors, the majority of whom, including the NC Chairman, are independent. The Lead Independent Director, if any, is a member of the NC.

The NC is responsible for making recommendations on all Board appointments and re-nominations, having regard to the contribution and performance of the Director seeking re-election.

The NC currently comprises 3 members, all of whom, including the NC Chairman, are Independent Directors.

Name of NC Member

Mr Soh Chun Bin	(Chairman, Independent)
Mr Siek Wei Ting	(Member, Independent)
Mr Tan Ser Ko	(Member, Independent)

The written terms of reference of the NC include the following:

(a) developing and maintaining a formal and transparent process and making recommendations to the Board for the appointment and nomination for the re-election of Directors (including alternate Directors, if any), having regard to their competencies, contribution, performance and ability to commit time and attention to the affairs of the Group, taking into account their respective commitments outside the Group including their principal occupation and board representations in other companies, if any;

(b) reviewing Board succession plans for the Directors;

(c) determining the composition of the Board, taking into account the future requirements of the Company, as well as the need for directors who, as a group, provide an appropriate balance and diversity of skills, experience, gender and knowledge of the Group, and other considerations such as those set out in the Code;

(d) reviewing and approving any new employment of related persons and the proposed terms of their employment;

(e) determining on an annual basis whether or not a Director is independent having regard to the Code and any other salient factors;

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(f) review and decide, in respect of a Director who has multiple board representations on other companies (if any), whether or not such Director is able to and has been adequately carrying out his duties as a Director, having regard to the competing time commitments that are faced by the Directors serving on multiple boards and discharging his duties towards other principal commitments;

(g) reviewing training and professional development programs for the Board; and

(h) developing a process for evaluating the performance of the Board, its committees and the individual Directors and propose objective performance criteria, as approved by the Board, that allows comparison with its industry peers, and address how the Board has enhanced long-term shareholders' value.

The NC reviews the succession plans for Directors, CEO and key management personnel and where appropriate, review contingency arrangements for any unexpected and sudden and unforeseen changes relating to the key management team in charge of the business operations.

Provision 4.3: The Company discloses the process for the selection, appointment and re-appointment of Directors to the Board, including the criteria used to identify and evaluate potential new Directors and channels used in searching for appropriate candidates in the Company's annual report.

The Company does not have a formal selection criteria for the appointment of new Directors to the Board. When an existing Director chooses to retire or the need for a new Director arises, 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, will determine the selection criteria and will identify candidates with the appropriate expertise and experience for the position. In its search and nomination process for new Directors, the NC may rely on search companies, personal contacts and recommendations for the right candidates. The NC will interview the shortlisted candidates and assess them based on objective criteria approved by the Board such as integrity, independent mindedness, possession of the relevant skills required or skills needed to complement the existing Board members, ability to commit the time and effort to carry out his/her responsibilities, effective decision making track record, relevant experience and financial expertise. The NC then nominates the most suitable candidate to the Board for approval.

Pursuant to the Constitution of the Company and Rule 720(4) of the Catalist Rules, each Director is required to retire at least once every three years by rotation. Newly appointed Directors who are appointed by the Board are required to retire at the next annual general meeting following their appointment. The retiring Directors are eligible to offer themselves for re-election. In the NC's review and recommendation of the selection, appointment and re-appointment of directors, the NC also takes into consideration the composition and progressive renewal of the Board and each Director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation and candour).

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As at the date of this Annual Report, the dates of initial appointment and last re-election of the Directors, together with their directorships in other listed companies, are set out below:

Director	Date of Initial Appointment	Date of Last Re-election	Present Directorships in other Listed Companies	Past Directorships in Listed Companies (in Last Five Years)	Shareholding in the Company and/or related corporations
Pierre Prunier (Executive Director)	6 April 2021	25 September 2023	Nil	Nil	• Deemed interested in 165,112,600 ordinary shares of the Company (1) • 13,200,000 share options under the Company's Employee Share Option Scheme
Siek Wei Ting (Independent Director)	25 February 2025	Not applicable	Synagistics Limited	Asian Healthcare Specialist Limited	1,620,000 ordinary shares of the Company
Tan Ser Ko (Independent Director)	26 June 2025	Not applicable	Nil	1. Alpha DX Group Limited 2. Charisma Energy Services Limited	Nil
Soh Chun Bin (Independent Director)	25 July 2025	Not applicable	1. Autagco Ltd. 2. Lorenzo International Limited 3. Triyards Holdings Limited 4. Yongmao Holdings Limited	1. Isoteam Limited 2. Geo Energy Resources Limited	Nil

Note:

(1) Mr Pierre Prunier is deemed to be interested in 165,112,600 ordinary shares of the Company, registered in the name of a nominee account of DBS Nominees Pte. Ltd.

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At the Company's forthcoming annual general meeting ("**AGM**"), to be convened on 26 September 2025, the following Directors will be subject to retirement ("**Retiring Directors**") in accordance with Regulations 104 and 114 of the Company's Constitution, respectively, as follows:

(1)	Mr Pierre Prunier	(Regulation 104 of the Company's Constitution)
(2)	Mr Siek Wei Ting	(Regulation 114 of the Company's Constitution)
(3)	Mr Tan Ser Ko	(Regulation 114 of the Company's Constitution)
(4)	Mr Soh Chun Bin	(Regulation 114 of the Company's Constitution)

Please refer to "**Disclosure of information on Directors seeking re-election**" section of this Annual Report for details.

Each member of the NC shall abstain from voting on any resolutions and making any recommendations and/or participating in any deliberations of the NC in respect of the assessment of his/her performance and independence or re-nomination as Director. Accordingly, Mr Siek Wei Ting, Mr Tan Ser Ko and Mr Soh Chun Bin (being NC Members) have abstained from deliberating and recommending on their own re-election.

Provision 4.4: The NC determines annually, and as and when circumstances require, if a Director is independent, having regard to the circumstances set forth in Provision 2.1. Directors disclose their relationships with the Company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence, to the Board. If the Board, having taken into account the views of the NC, determines that such Directors are independent notwithstanding the existence of such relationships, the Company discloses the relationships and its reasons in its annual report.

As set out in the Company's practices in Principle 2 above, the NC determines, on an annual basis, the independence of Directors. Each Independent Director is required to complete a checklist annually to confirm his independence. Further, an Independent Director shall immediately disclose to the NC any relationships or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of his independent business judgement in the best interests of the Company. The NC has assessed and affirmed that the 3 Independent Directors, namely, Mr Siek Wei Ting, Mr Tan Ser Ko and Mr Soh Chun Bin are independent (within the meaning of the Code and the Catalist Rules).

Provision 4.5: The NC ensures that new Directors are aware of their duties and obligations. The NC also decides if a Director is able to and has been adequately carrying out his or her duties as a Director of the Company. The Company discloses in its annual report the listed company directorships and principal commitments of each Director, and where a Director holds a significant number of such directorships and commitments, it provides the NC's and Board's reasoned assessment of the ability of the Director to diligently discharge his or her duties.

When a Director has multiple board representations, the NC also considers whether or not the Director is able to and has adequately carried out his/her duties as a Director of the Company. The NC is satisfied that sufficient time and attention has been given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations. The NC is of the view that the matter relating to multiple board representations should be left to the judgement of each Director given that time requirements for different board representations vary. As such, the NC and the Board have decided that there is no necessity to determine the maximum number of listed company board representations which a Director may hold.

The Board provides for appointment of alternate directors only in exceptional cases such as when a Director has a medical emergency. The alternate director bears all the duties and responsibilities of a Director. The Board will take into consideration the same criteria applied to the selection of directors to the appointment of alternate directors, taking into account, amongst others, his qualifications and competencies. There is currently no alternate Director on the Board.

Key information regarding the Directors, including their shareholdings in the Company, is set out on page 29 of this Annual Report.

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BOARD PERFORMANCE

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

Provision 5.1: The NC recommends for the Board's approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board.

Provision 5.2: The company discloses in its annual report how the assessments of the Board, its board committees and each director have been conducted, including the identity of any external facilitator and its connection, if any, with the company or any of its directors.

The Board's performance is linked to the overall performance of the Group. The Board ensures that the Company is in compliance with the applicable laws, and members of our Board are required to act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

The NC is responsible for assessing the effectiveness of the Board as a whole and the Board Committees, and for assessing the contribution of the Chairman and each individual Director to the effectiveness of the Board. The NC has established a review process and has proposed objective performance criteria set out in assessment checklists which are approved by the Board. The NC assesses the Board's effectiveness as a whole by completing a Board Assessment Checklist, which takes into consideration factors such as the Board's structure, conduct of meetings, corporate strategy and planning, risk management and internal control, measuring and monitoring performance, recruitment and evaluation, compensation, financial reporting, communicating with shareholders and the Board's relationship with the Management as well as the effectiveness of the respective Board Committees. The NC also assesses the Board and Board Committee's performance based on a set of quantitative criteria and financial performance indicators as well as share price performance. The NC assesses the individual Directors' performance by completing an Individual Director Assessment Checklist, which takes into consideration factors such as commitment of time for meetings, level of participation and contribution at such meetings and the technical knowledge of the Directors. The assessment of the Board as a whole and the individual Directors are conducted annually. No external facilitator was engaged by the Board in FY2025.

During FY2025, the composition of the Board and its Board Committees was refreshed as part of the Board renewal process. As a result, no formal assessment was conducted for the year. The formal assessment of the newly constituted Board and its Board Committees will be conducted after an appropriate period of integration, covering at least the majority of the financial year. This will allow for meaningful interactions and deliberations among directors through meetings and discussions, enabling the Board to align with the Group's strategy and conduct a comprehensive evaluation of the effectiveness of the Board and its Board Committees.

The performance criteria are not subject to changes from year to year. Nonetheless, where circumstances deem it necessary for any of the criteria to be changed, the Board will justify such changes.

The Board and the NC have endeavoured to ensure that Directors appointed to the Board possess the background, experience, business knowledge, finance and management skills critical to the Group's business. They have also ensured that each Director, with his special contributions, brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

Corporate Governance Report

REMUNERATION MATTERS

PROCEDURE 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.

Provision 6.1: The Board establishes a RC to review and make recommendations to the Board on:

(a) a framework of remuneration for the Board and key management personnel; and

(b) the specific remuneration packages for each Director as well as for the key management personnel.

Provision 6.2: The RC comprises at least three Directors. All members of the RC are Non-Executive Directors, the majority of whom, including the RC Chairman, are independent.

The RC currently comprises 3 members, all of whom, including the RC Chairman, are Independent Directors.

Name of RC Member	
Mr Tan Ser Ko	(Chairman, Independent)
Mr Siek Wei Ting	(Member, Independent)
Mr Soh Chun Bin	(Member, Independent)

The RC will meet at least once a year. The RC carries out its duties in accordance with a set of terms of reference which includes the following:

(a) reviewing and recommending for endorsement by the entire Board a framework of remuneration for the Directors and Executive Officers and determining specific remuneration packages of each Executive Director and key management personnel. The RC shall cover all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits in kind;

(b) reviewing annually the remuneration, bonuses, pay increase and/or promotions of employees who are related to the Directors or substantial shareholders of the Company to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities;

(c) reviewing the Company's obligations arising in the event of termination of service contracts entered into between the Group and its Executive Directors or key management personnel, as the case may be, to ensure that the service contracts contain fair and reasonable termination clauses which are not overly onerous to the Group;

(d) if necessary, seeking expert advice within and/or outside the Company on remuneration matters, ensuring that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants; and

(e) reviewing annually the remuneration package in order to maintain their attractiveness to retain and motivate the Directors and key management personnel and to align the interests of the Directors and Executive Officers with the long-term interests of the Company.

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Provision 6.3: The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

The RC considers all aspects of remuneration, including but not limited to, Directors' fees, salaries, allowances, bonuses, options, share-based incentives, awards and benefits-in-kind in the review of remuneration packages for the Directors and the key management personnel with an aim to be fair and to avoid rewarding poor performance, before making any recommendation to the Board. The RC also reviews the fairness and reasonableness of the termination clauses of the service agreements of the Executive Director and key management personnel. The RC's recommendations will be submitted for endorsement by the Board. No Director is involved in deciding remuneration, compensation or any form of benefit to be granted to himself, his associates or employees who are related to him.

As part of its review, the RC ensures that the Directors and key management personnel are adequately but not excessively remunerated as compared to industry benchmarks and other comparable companies. This is also to ensure that the compensation is suitable to attract, retain and motivate Directors and key management personnel to successfully manage the Group in the long-term success.

The members of the RC are familiar with executive compensation matters as they manage their own businesses and/or are holding other directorships. The RC has access to expert advice regarding executive compensation matters, if required, and shall ensure that any relationship between the appointed consultant and any of its Director or the Company will not affect the independence and objectivity of the remuneration consultant.

Provision 6.4: The Company discloses the engagement of any remuneration consultants and their independence in the Company's annual report.

The Board did not engage any external remuneration consultant to advise on remuneration matters for FY2025.

LEVEL AND MIX OF REMUNERATION

Principle 7 : The level and structure of remuneration of the Board and key management personnel are appropriate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

Provision 7.1: A significant and appropriate proportion of Executive Directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company.

In setting remuneration packages, the Company takes into account pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of individual Directors and key management personnel. The remuneration package is designed to allow the Company to better align the interests of the Executive Director and key management personnel with those of shareholders and link rewards to corporate and individual performance.

Provision 7.2: The remuneration of Non-Executive Directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.

The fees of the Independent and Non-Executive Directors are determined by the Board according to the level of contribution, and taking into account factors such as the effort and time spent, and their respective responsibilities. The Independent Directors shall not be over-compensated to the extent that their independence may be compromised. Payments of Directors' fees are subject to shareholders' approval at each AGM. Except as disclosed, the Independent and Non-Executive Directors do not receive any other remuneration from the Company and do not have any service agreements with the Company.

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Provision 7.3: Remuneration is appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term.

The review of the remuneration of the Executive Directors and key management personnel takes into consideration the performance and the contributions of the officer to the Company and gives due regard to the financial and business performance of the Group. The Group seeks to offer a competitive level of remuneration to attract, motivate and retain senior management of the required competency to run the Group successfully.

The Company previously had a service agreement with the CEO, who also held the position of Executive Director of the Company. Notwithstanding the relinquish of the position of CEO, the Company continues to maintain the service agreement with the current Executive Director, which include contractual provisions that would allow the Company to reclaim incentive components of remuneration from the Executive Director. In exceptional circumstances of misstatement of financial statements, or of misconduct resulting in financial loss to the Company and the Group, the Company believes that there are alternative legal avenues that will enable the Company to recover financial losses arising from such exceptional events from the other Executive Directors and key management personnel. The RC would review such contractual provisions as and when necessary. The RC aims to be fair and avoid rewarding poor performance.

The Company had adopted the TOTM Technologies Performance Share Plan 2021 ("**PSP 2021**") and the TOTM Technologies Employee Option Scheme 2021 ("**ESOS 2021**") at its extraordinary general meeting held on 30 September 2021. The PSP 2021 and ESOS 2021 help retain employees, Directors, and Controlling Shareholders, whose contributions are crucial to the long-term growth and profitability of the Group and to give recognition to employees and Directors of the Group who have contributed to the growth of the Group. The details of PSP 2021 and ESOS 2021 are set out in the circular to Shareholders dated 8 September 2021.

DISCLOSURE OF REMUNERATION

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

Provision 8.1: The Company discloses in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of: (a) each individual Director and the CEO; and (b) at least the top five key management personnel (who are not Directors or the CEO) in bands no wider than $250,000 and in aggregate the total remuneration paid to these key management personnel.

The tables below set out the annual remuneration paid to each Director and the CEO for FY2025, including the exact amounts and a breakdown by component, as well as the percentage breakdown of annual remuneration paid to key management personnel who are not Directors.

(a) Remuneration of Directors and CEO of the Company

	Salary & CPF (%)	Bonus & CPF (%)	Director's Fee (%)	Other Benefits (%)	Total (S$)
Name of Current Director					
Pierre Prunier [(1)]	49	–	–	51	721,750
Siek Wei Ting [(2)]	–	–	100	–	15,867
Tan Ser Ko [(3)]	–	–	–	–	–
Soh Chun Bin [(4)]	–	–	–	–	–

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	Salary & CPF (%)	Bonus & CPF (%)	Director's Fee (%)	Other Benefits (%)	Total (S$)
Name of Former Director					
Irawan Mulyadi (5)	29	–	3	68	504,535
Low Chai Chong (6)	–	–	100	–	39,000
Aw Eng Hai (7)	–	–	100	–	53,333
Diaz Faisal Hendropriyono (8)	–	–	100	–	55,920
Dhanie Tri Indrasto (9)	–	–	18	82	235,523
Phang Yew Kiat (10)	–	–	100	–	35,159

Notes:

(1) Mr Pierre Prunier relinquished his role as Chief Executive Officer of the Company on 21 October 2024 and continues to serve as Executive Director of the Company.

(2) Mr Siek Wei Ting was appointed as an Independent Director of the Company on 25 February 2025.

(3) Mr Tan Ser Ko was appointed as an Independent Director of the Company on 26 June 2025, and no directors' fees were paid to him for FY2025.

(4) Mr Soh Chun Bin was appointed as an Independent Director of the Company on 25 July 2025, and no directors' fees were paid to him for FY2025.

(5) Mr Irawan Mulyadi was re-designated as an Executive Director and Chief Executive Officer of the Company on 22 October 2024 and subsequently resigned on 27 May 2025.

(6) Mr Low Chai Chong resigned as an Independent Non-Executive Chairman of the Company on 18 November 2024.

(7) Mr Aw Eng Hai resigned as an Independent Director of the Company on 31 March 2025.

(8) Mr Diaz Faisal Hendropriyono resigned as an Independent Director of the Company on 23 May 2025.

(9) Mr Dhanie Tri Indrasto resigned as a Non-Executive Director on 27 May 2025.

(10) Mr Phang Yew Kiat was appointed as an Independent Non-Executive Chairman of the Company on 16 December 2024 and subsequently resigned on 27 May 2025.

(b) Remuneration bands of Key Management Personnel of the Company

Key Management Personnel	Salary & CPF (%)	Bonus & CPF (%)	Director's Fee (%)	Other Benefits (%)	Total (%)
Below S$250,000 per annum					
Frederick Lau Si Kah	95	–	–	5	100
Bob Christoper (1)	78	3	–	19	100
Feri Risnandar (2)	74	3	–	23	100
Bryan Eaton Glancey Jr. (3)	89	–	–	11	100

Notes:

(1) Mr Bob Christoper was the Vice President of Strategic Planning of the Company and subsequently appointed as the Chief Financial and Strategy Officer of the Company on 18 July 2025.

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(2) Mr Feri Risnandar was the Vice President, Government Relations of the Company and subsequently appointed as the Country Head (Indonesia) of the Company on 18 July 2025.

(3) Mr Bryan Eaton Glancey Jr. resigned as the Chief Technology Officer of the Company on 28 October 2024.

There are no termination, retirement or post-employment benefits that are granted to the Directors, CEO and the key management personnel of the Group.

(c) TOTM Employee Share Schemes

No shares have been issued under the ESOS 2021 during FY2025.

(d) TOTM Performance Share Plan

On 15 August 2024, 24,000,000 out of the 40,000,000 share awards have vested 3 months from the date of grant as the vesting conditions have been fulfilled. As announced on 20 August 2024, the Company has issued and allotted 24,000,000 new ordinary shares in the capital of the Company pursuant to the vesting of the aforementioned awards.

Provision 8.2: The Company discloses the names and remuneration of employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S$100,000 during the year, in bands no wider than S$100,000, in its annual report. The disclosure states clearly the employee's relationship with the relevant Director or the CEO or substantial shareholder.

There were no employees of the Company or its subsidiaries who were immediate family members of any Director or the CEO and whose remuneration exceeded S$100,000 during FY2025.

Provision 8.3: The Company discloses in its annual report all forms of remuneration and other payments and benefits, paid by the Company and its subsidiaries to Directors and key management personnel of the Company. It also discloses details of employee share schemes.

Please refer to the table disclosing the breakdown of all forms of remuneration and other payments and benefits of Directors and key management personnel in Provision 8.1.

The PSP 2021 and the ESOS 2021 were approved by the shareholders on 30 September 2021 at the EGM of the Company. The details of PSP 2021 and ESOS 2021 are set out in the circular to Shareholders dated 8 September 2021. Both PSP 2021 and ESOS 2021 are administered by the RC or such other committee comprising Directors duly authorised and appointed by the Board, and contemplate award of shares and the award of options to subscribe for shares of the Company at a certain subscription price, as the case maybe, when or after prescribed performance targets are achieved by the selected employees of the Group.

On 20 August 2024, the Company has issued and allotted an aggregate of 24,000,000 new ordinary shares in the capital of the Company, with 12,000,000 new ordinary shares issued to the former Director, Mr Irawan Mulyadi and 12,000,000 new ordinary shares issued to the former Director, Mr Dhanie Tri Indrasto pursuant to the vesting of the share awards under PSP 2021.

Other than the above, no share awards have been granted under ESOS 2021 and no share options have been granted under PSP 2021 in FY2025. Key information regarding the Directors, including their shareholdings in the Company, is set out on page 29 of this Annual Report.

Corporate Governance Report

ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

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

Provision 9.1: The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Board sets up a Board Risk Committee to specifically address this, if appropriate.

The Board acknowledges that it is responsible for the overall internal control framework, but recognises that no cost effective control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Board, assisted by the AC, reviews annually and ensures that a sound system of risk management and internal controls is maintained by the Group to safeguard shareholders' interests and the Group's assets and determines the nature and extent of the significant risks which the Group is willing to take in achieving its strategic objectives. The Group has implemented a system of internal controls designed to provide reasonable but not absolute assurance that assets are safeguarded, proper accounting records are maintained, operational controls are adequate and business risks are suitably managed. The Board, with the assistance of the AC, oversees the Management in the design, implementation and monitoring of the risk management and internal control systems, and reviews the adequacy and effectiveness of such systems at least annually.

The Company appoints internal auditors to conduct annual reviews, based on the internal audit plan approved by the AC, of the effectiveness of the Group's key risk management and internal control systems, including financial, operational, compliance and information technology controls. Any material non-compliance or lapses in internal controls, together with recommendations for improvement, are reported to the AC and the Board. The timely and proper implementation of all required corrective, preventive or improvement measures are closely monitored.

The External Auditor, during the conduct of their normal audit procedures, will also report on matters relating to internal controls relevant to the audit. Any material non-compliance and recommendation for improvement will be reported to the AC.

Provision 9.2: The Board requires and discloses in the Company's annual report that it has received assurance from: (a) the CEO and the Chief Financial Officer ("CFO") that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and (b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

The Board has received assurance from the Executive Director, Chief Financial and Strategy Officer and Deputy CFO that (a) the financial records have been properly maintained and the financial statements for FY2025 give a true and fair view of the Company's operations and finances; and (b) the Company's risk management and internal control systems are adequate and effective.

Based on the internal controls established and maintained by the Group, work performed by the Internal Auditor and External Auditor of the Company, the reviews performed by the Management, and the various Board Committees, the Board, with the concurrence of the AC, was of the opinion that the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems are generally adequate and effective with room for improvement.

The Management is resolving the outstanding identified issues and implementing all necessary recommendations to address the areas for improvement.

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The Board concurred with the AC's opinion that, while the internal controls are generally effective, addressing these outstanding identified issues is crucial for strengthening the overall internal control environment and ensuring that all identified risks are effectively managed and mitigated.

More details on the Group's risk management is set out on pages 37 to 41 of this Annual Report.

AUDIT COMMITTEE

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

Provision 10.1 The duties of the AC include:

(a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;

(b) reviewing at least annually the adequacy and effectiveness of the Company's internal controls and risk management systems;

(c) reviewing the assurance from the CEO and the CFO on the financial records and financial statements;

(d) making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;

(e) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function; and

(f) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The Company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.

Provision 10.2: The AC comprises at least three Directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.

Provision 10.3: The AC does not comprise former partners or directors of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The AC currently comprises 3 members, all of whom, including the AC Chairman, are Independent Directors.

Name of Member	
Mr Siek Wei Ting	(Chairman, Independent)
Mr Tan Ser Ko	(Member, Independent)
Mr Soh Chun Bin	(Member, Independent)

No former partner or director of the Company's existing audit firm or auditing corporation is a member of the AC. The members of the AC have sufficient accounting or financial management expertise, as interpreted by the Board in its business judgement, to discharge the AC's functions. The Board is of the view that the AC members are appropriately qualified and have sufficient accounting and/or related financial management expertise and experience to discharge the AC's responsibilities.

Corporate Governance Report

The AC meets on a half-yearly basis. The written terms of reference of the AC have been approved and adopted. The main duties and powers of the AC include, amongst others:

(a) reviewing the audit plans and scope of work of the external auditors and the internal auditors, including the results of the external and internal auditors' review and evaluation of the Group's system of internal controls, the Management letters on the internal controls and the Management's response;

(b) reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls, and risk management system (such review may be carried out internally or with the assistance of any competent third parties) prior to the incorporation of such results in the Company's Annual Report;

(c) reviewing the annual consolidated financial statements and the external auditors' report on those financial statements, and discussing any significant adjustments, major risk areas, changes in accounting policies and practices, significant financial reporting issues and judgements, compliance with Singapore Financial Reporting Standards as well as compliance with the Catalist Rules and other statutory or regulatory requirements, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of Management to ensure the integrity of the financial statements of the Group and any announcements relating to the Company's financial performance, where necessary, before submission to the Board for approval;

(d) reviewing and discussing with the external and internal auditors, any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Management's response;

(e) reviewing and ensuring the co-ordination between internal auditors, external auditors and the Management, including the assistance given by the Management to the auditors;

(f) considering the appointment and re-appointment of the external auditors, including their independence and objectivity, taking into account the non-audit services provided by the external auditors;

(g) reviewing any interested person transactions falling within the scope of Chapter 9 of the Catalist Rules, and approving interested person transactions where the value thereof amount to 3% or more of the latest audited net tangible assets of the Group (either individually or as part of a series or are aggregated with other transactions involving the same interested person during the same financial year), or any agreement or arrangement with an interested person that is not in the ordinary course of business of the Group, prior to the Group's entry into the transaction, agreement or arrangement;

(h) making recommendations to the Board on the proposals to the shareholders with regard to the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;

(i) reviewing and approving the Group's foreign exchange hedging policies (if any), and conducting periodic reviews of foreign exchange transactions and hedging undertaken by the Group;

(j) reviewing the Group's compliance with such functions and duties as may be required under the relevant statutes or the Catalist Rules, including such amendments made thereto from time to time; and

(k) ensuring that the internal audit function is adequately resourced and has appropriate standing within the Group and reviewing the adequacy and effectiveness of the internal audit function at least annually.

The AC has full authority to investigate any matter within its terms of reference, full access to and cooperation from the Management, and full discretion to invite any Director, Executive Officer or other employee of the Group to attend its meetings, and is given reasonable resources to enable it to discharge its functions properly and effectively.

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The Group has implemented a whistle-blowing policy that sets out the reporting procedures for a whistleblower to make a report to the Company on misconduct or wrongdoing relating to the Company and its officer. The policy aims to provide an avenue for employees and external parties to raise concerns about misconduct or improprieties in the Group and at the same time assure them that they will be protected against detrimental or unfair treatment for whistle-blowing in good faith and the identity of whistleblower is kept confidential. Cases that are significant are reviewed by the AC for adequacy of investigation actions and resolutions. The Company has provided the email address – whistleblow@totmtechnologies.com which is accessible by the members of AC on the Company's website to allow external parties to raise any concerns they may have.

The AC is responsible for oversight and monitoring of whistleblowing and the AC reviews all whistleblowing complaints, if any, at its AC meeting to ensure independence thorough investigation, and appropriate follow-up actions are taken.

In the selection of suitable audit firms, the AC takes into account several considerations such as the adequacy of the resources and experience of the auditing firm and the audit engagement partner assigned to the audit, the firm's other audit engagements, the size and complexity of the Group being audited, and the number and experience of supervisory and professional staff assigned to the audit. The selected auditing firm based in Singapore is engaged as auditors for the Company as well as Singapore-incorporated subsidiary corporations of the Company.

The Group's significant subsidiary corporations are audited by the same auditing firm of the Company, Forvis Mazars LLP ("**Forvis Mazars**") and its member firms. Mr Chin Chee Choon is the engagement partner-in-charge from Forvis Mazars since the financial year ended 31 May 2022. Accordingly, the Company is in compliance with Rules 712, 713 and 715 of the Catalist Rules.

The external auditor updates the AC on any changes in accounting standards impacting the financial statements of the Group before an audit commences.

The AC considered the report from the external auditor, including their findings on the key areas of audit focus. Significant matters that were discussed with the Management and external auditor have been included as key audit matters ("**KAM**") in the external auditor's report for FY2025 on pages 66 to 69 of this Annual Report. In assessing each KAM, the AC considered the approach and methodology applied including the estimates and key assumptions used. The AC concluded that management's accounting treatment and estimates adopted in each of the KAMs were appropriate.

Significant matters	**How does the Audit Committee address the matter**
Impairment assessment on intangible assets	The AC had reviewed Management's approach and judgement in assessing the reasonableness of the key assumptions used in the cash flow forecast to determine recoverable amount of the cash generating units ("CGU"), and satisfied that the approach was appropriate. Forvis Mazars had included this item as a KAM in its independent auditor's report for FY2025. Please refer to page 66 to 69 of this Annual Report.
Impairment assessment of investments in subsidiaries	The AC had reviewed Management's approach and judgement in assessing the recoverable amounts of the investment in subsidiaries have been determined based on the higher of value-in-use calculations or fair value less cost to disposal, and satisfied that the approach was appropriate. Forvis Mazars had included this item as a KAM in its independent auditor's report for FY2025. Please refer to page 66 to 69 of this Annual Report.
Going Concern	The AC had reviewed and satisfied that Management's approach and judgement in assessing going concern of the Group: (i) Operating cashflow from its operations and cost-cutting initiatives which include reduction in headcount and also streamlining of its product offerings to better allocate the Group's resources to the Group's primary areas of expertise; and (ii) receipt of $3,226,500 proceeds from share placement in August 2025. Forvis Mazars had included this item as a KAM in its independent auditor's report for FY2025. Please refer to page 66 to 69 of this Annual Report.

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In compliance with Rule 1204(6)(b) of the Catalist Rules, the AC undertook the annual review of the independence and objectivity of the external auditor by reviewing the non-audit services provided and the fees paid to them. It is the opinion of the AC that the nature and extent of non-audit services provided by Forvis Mazars do not affect the independence and objectivity of Forvis Mazars. The aggregate amount of fees paid or payable to the Forvis Mazars, broken down into audit and non-audit services during FY2025 are as follows:

(i)	Audit Fees	:	S$128,000
(ii)	Non-Audit Fee	:	S$ 15,900
	Total	:	**S$143,900**

The AC is satisfied with the independence and objectivity of Forvis Mazars and has recommended to the Board that Forvis Mazars be nominated for re-appointment as the external auditor of the Company at the Company's forthcoming AGM.

Provision 10.4: The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all the Company's documents, records, properties and personnel, including the AC, and has appropriate standing within the Company.

The Board recognises the importance of maintaining a system of internal controls to safeguard the shareholders' investments and the Group's assets. The Company outsources the internal audit ("**IA**") function to the internal auditor to perform the review and test of controls of the Group's processes. The AC approves the appointment, removal, evaluation and compensation of the internal auditor. The internal auditor reports directly to the AC Chairman and has unfettered access to the Company's documents, records, properties and personnel, including access to the AC. The internal auditor assists the AC in ensuring that the Company maintains a sound system of internal controls through regular monitoring of key controls and procedures and ensuring their effectiveness, undertaking investigations as directed by the AC, and conducting regular audits of high-risk areas.

The internal auditor plans its internal audit schedules in consultation with, but independent of the Management. The IA plan is submitted to the AC for approval prior to the commencement of the IA work. The AC will review the activities of the internal auditor, including overseeing and monitoring of the implementation of improvements required on internal control weaknesses identified. Improvements implemented to address control weaknesses are further reviewed by the internal auditor based on implementation dates agreed with Management.

The Company appointed BDO Advisory Pte Ltd (the "**Internal Auditor**" or "**BDO Advisory**"), an external risk advisory consultancy firm to undertake the IA functions of the Group. BDO Advisory is an international auditing firm and they perform their work based on the BDO Internal Audit Methodology which references to the International Standards for the Professional Practice of Internal Auditing established by the Institute of Internal Auditors ("**IIA**"). BDO Advisory engagement team comprises four members and is headed by a Risk Advisory Partner who has more than thirty years of experience in audit and advisory services and is a Chartered Accountant of the Institute of Singapore Chartered Accountants and Certified Internal Auditor of the IIA. Members of the IA team also have relevant academic qualifications and internal audit experience. The AC is hence satisfied that the outsourced IA function is adequately staffed by suitably qualified and experienced professionals based on the IA conducted in FY2025.

During FY2025, BDO Advisory conducted its audit reviews in accordance with the internal audit plan approved by the AC. The scope of internal audit comprised a review of the Group's internal controls, tender management, revenue and receivables, procurement and payments, cash and bank management, HR and payroll management and IT general controls for the Company's Indonesian subsidiary, PT International Biometrics Indonesia, the Group is working on implementing the recommendations made by BDO Advisory, as set out in their IA report for FY2025, to address the identified weakness by the agreed target implementation dates.

The AC reviewed the independence, adequacy and effectiveness of the Internal Auditor as required under Rule 1204(10C) of the Catalist Rules and determined that the Internal Auditor is independent, effective and adequately resourced and accordingly the internal audit function has the appropriate standing within the Group and is able to perform its functions effectively and objectively.

The AC reviews, at least annually, the adequacy and effectiveness of the IA function.

Corporate Governance Report

Provision 10.5: The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.

The AC meets with the external and internal auditors without the presence of the Management, at least annually, so that any concern and/or issue can be raised directly and privately.

SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHT AND CONDUCT OF SHAREHOLDER 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.

Provisions 11.1: The Company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.

The Company recognizes and accepts the principle that all shareholders are treated fairly and equitably and that they have been accorded certain rights under the Companies Act and the Company's Constitution. Information to all shareholders is disclosed in a timely and transparent manner and in compliance with SGX-ST disclosure requirements.

Shareholders are given ample opportunity to attend, participate and vote at the Company's general meetings. Shareholders are also informed of the voting procedures prior to the commencement of voting by poll at such general meetings.

The Company strives for timeliness and consistency in its disclosures to shareholders. It is the Company's policy to keep all shareholders informed of developments or changes that will have a material impact on the Company's share price, through announcements via SGXNet. Such announcements are communicated on an immediate basis, or as soon as possible where immediate disclosure is not practicable. Shareholders are informed of general meetings through reports or circulars sent to all shareholders. The Company encourages shareholders' participation during the general meetings.

Shareholders are encouraged to attend and voice their opinions directly on matters under discussion at the general meetings.

Shareholders are informed of general meetings through the announcement released on the SGXNet and notices contained in the annual report or circulars sent to all shareholders. The annual report, circulars, notice of general meetings, and accompanying proxy form and other documents related to the general meetings are also made available on the Company's website at URL: https://totmtechnologies.com. For the request of a printed copy of this Annual Report, the Company has specified in the Notice of AGM on how shareholders can obtain such a printed copy.

Shareholders are entitled to attend the general meetings and are provided the opportunity to participate in the general meetings. If any shareholder is unable to attend, he/she is allowed to appoint up to two proxies to vote on his/her behalf at the general meeting through proxy forms sent in advance.

Provision 11.2: The Company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting.

Corporate Governance Report

Resolutions are passed through a process of voting and shareholders are entitled to vote in accordance with established voting rules and procedures. The Company appoints an independent external party as scrutineer ("**Scrutineer**") for the poll voting process at the general meetings of the Company. The Scrutineer will explain the poll voting procedures to shareholders at the general meetings of the Company before the resolutions are put to vote. The Company also ensures that there are separate resolutions at general meetings on each distinct issue.

The Company will put all resolutions to vote by poll and announce the detailed results, including the number of votes cast for and against each resolution and the respective percentages, after the conclusion of the AGM.

Provision 11.3: All Directors attend general meetings of shareholders, and the external auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. Directors' attendance at such meetings held during the financial year is disclosed in the Company's annual report.

The Board welcomes the view of shareholders on matters affecting the Company, whether at shareholders' meetings or on an ad-hoc basis. The Directors have been and will be present at the AGMs and EGMs to answer queries raised by shareholders at these meetings. The external auditor is invited to attend the AGMs to address any shareholders' queries during general meetings, including queries on the conduct of audit and the preparation and content of the auditor's report.

Shareholders are encouraged to attend and voice their opinions directly on matters under discussion, as well as to ask questions at the general meetings.

Additionally, Shareholders are given at least seven calendar days to submit written questions after the publication of the Company's notice of general meetings, and they may raise questions or share their views regarding the proposed resolutions as well as the Company's businesses and affairs with the Company. For submission of written questions, the Company has specified in the Notice of AGM and EGM on how the Shareholders may submit their written questions in advance of the general meeting. The Company will endeavour to address relevant and substantial queries (if any) prior the AGM and EGM through publication on SGXNet within the stipulated deadline. For more information on attending the Company's forthcoming AGM, voting and submission of questions, please refer to the Company's Notice of AGM dated 11 September 2025.

A table showing a list of the Directors and the number of Board and Board Committees meetings and the general meetings of shareholders held during FY2025 along with the record of attendance of each Director during their terms as Directors and members of the respective Board Committees of the Company are set out on pages 21 to 22 of this Annual Report.

Provision 11.4: The Company's Constitution (or other constitutive documents) allow for absentia voting at general meetings of shareholders.

Shareholders (other than a shareholder who is a relevant intermediary) may vote in person or by appointing up to two proxies to attend and vote on their behalf at the general meetings of the Company. A shareholder who is a relevant intermediary is entitled to appoint more than 2 proxies to attend and vote at the general meetings of the Company. All shareholders have the opportunity to participate effectively in and vote at general meetings.

The Company has not amended its Constitution to provide for absentia voting methods. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of shareholders' identities through the web are not compromised. The Company will employ electronic polling, if necessary.

Corporate Governance Report

Provision 11.5: The Company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.

The proceedings of AGM and EGM of the Company are properly recorded and detailed in the minutes of general meetings, including relevant substantial comments or queries from shareholders relating to the agenda of the meeting and responses from the Board or the Management (if any), are available to shareholders upon their request at the registered office of the Company during office hours.

The minutes of all shareholders' general meeting(s) of the Company are posted on the SGXNet and the Company's corporate website at URL: https://totmtechnologies.com within 1 month after the date of the shareholders' general meeting(s).

Provision 11.6: The Company has a dividend policy and communicates it to shareholders.

The Company does not have a formal dividend policy. The form, frequency and amount of dividends will depend on the Group's earnings, financial position, results of operations, capital needs, plans for expansion, and other factors as the Board may deem appropriate. The Board has not recommended any dividend for FY2025 due to the Group is loss making with subdued financial position of the Group and the Board wishes to conserve cash for working capital purposes.

ENGAGEMENT WITH SHAREHOLDERS

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

Provision 12.1: The Company provides avenues for communication between the Board and all shareholders, and discloses in its annual report the steps taken to solicit and understand the views of shareholders.

The Company recognises that effective communication leads to transparency and enhances accountability. The Company regularly conveys pertinent information, gathers views or input, and addresses shareholders' concerns. In this regard, the Company provides timely information to its shareholders via SGXNet announcements and news releases and ensures that price-sensitive information is publicly released and is announced within the mandatory period. The Company does not practice selective disclosure of material information.

Provision 12.2: The Company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

Provision 12.3: The Company's investor relations policy sets out the mechanism through which shareholders may contact the Company with questions and through which the Company may respond to such questions.

Shareholders, investors or analysts may send their queries or concerns to the Management, via the Company's contact details which can be found on the Company's website and press releases. The Company will consider use of other forums as and when applicable. Shareholders are also encouraged to actively participate at the general meeting of the Company to allow for an ongoing exchange of views with the Management and Board of Directors.

The Board's policy is that all shareholders should be informed simultaneously in an accurate and comprehensive manner regarding all material developments that impact the Group via SGXNet on an immediate basis, which is in line with the Group's disclosure obligations pursuant to the Catalist Rules and the Companies Act. The Company's half-yearly financial results, annual reports, and sustainability reports are announced on the SGXNet within the stipulated period with the aim of promoting regular, effective and fair communication with shareholders.

Corporate Governance Report

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 interest of the Company are served.

Provision 13.1: The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups.

The Company recognises the importance of close collaboration with its key stakeholders such as employees, investors and media, suppliers and service providers, customers, etc., in order to achieve sustainable business goals. The Company has in place a process to identify its various stakeholders and understand their viewpoints as well as actively communicating with them to align the Company's expectation and goals. The Group engages with the key stakeholders through various platforms.

Provision 13.2: The Company discloses in its annual report its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.

Details of the stakeholders engaged by the Group, areas of focus, approaches to stakeholder, including frequency of engagement by type and by stakeholder group and key feedback or issues that have been raised though stakeholder engagement can be found in the Company's Sustainability Report for FY2025, which will be published as a standalone report by 30 September 2025.

The Company ensures that all material information relating to the Company and its financial performance is disclosed in a timely manner via SGXNet and the Company's corporate website.

Provision 13.3: The Company maintains a current corporate website to communicate and engage with stakeholders.

The Company maintains its corporate website, at URL: https://totmtechnologies.com, providing information about the Company such as Board of Directors and Key Executives, product or services, as well as announcements of the Company released on the SGXNet.

OTHER CORPORATE GOVERNANCE MATTERS

1. **Material Contracts**
   [Rule 1204(8) of the Catalist Rules]

   There were no material contracts entered into by the Company and its subsidiaries involving the interests of the CEO, each Director or controlling shareholder, either still subsisting at the end of the financial year 31 May 2025 or if not then subsisting, entered into since the end of the previous financial year.

2. **Interested Person Transactions**
   [Rule 1204(17) of the Catalist Rules]

   The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC, and that the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

Corporate Governance Report

Other than the following, the information required pursuant to Rule 920 of the Catalist Rules regarding interested person transactions during FY2025 was less than S$100,000:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transaction conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
Mr Pierre Prunier	Mr Pierre Prunier is the Executive Director and a substantial shareholder of the Company	S$20,000[(1)]	Nil

Note:

(1) The Company had on 5 September 2025 entered into a loan agreement with Mr Pierre Prunier, the Executive Director and substantial shareholder of the Company for an interest-bearing loan of up to S$500,000 to the Company. The Company has made interest payment of $20,000 on this loan in FY2025.

3. **Dealings in Securities**
[Rule 1204(19) of the Catalist Rules]

The Company has adopted policies in line with the requirements of Rule 1204(19) of the Catalist Rules on dealings in the Company's securities.

The Company prohibits its officers from dealing in the Company's shares on short-term considerations or when they are in possession of unpublished price-sensitive information. The Company shall not deal in and shall prohibit dealings in its shares by its Directors, officers and employees during the period commencing one month before the announcement of the Company's half-year and full-year financial statements, and ending on the date of the announcement of the results. Directors and employees of the Company are expected to observe the insider trading laws at all times even when dealing in securities within the permitted trading periods.

4. **Non-Sponsor Fees**
[Rule 1204(21) of the Catalist Rules]

The Company has changed its continuing sponsor from SAC Capital Private Limited to UOB Kay Hian Private Limited with effect from 23 June 2025. No non-sponsor fees were paid to SAC Capital Private Limited and UOB Kay Hian Private Limited in FY2025.

Corporate Governance Report

5. **Update on Use of Proceeds**
[Rule 1204(22) of the Catalist Rules]

The Company raised net proceeds of S$3,026,500 from the placement of 135,000,000 new ordinary shares completed on 26 August 2025 (the "**Placement Exercise**"). As at the date of this annual report, the net proceeds have been utilised and the balance as follows:

	Placement Exercise (S$'000)
Net proceed allocated for working capital	3,027
Net proceeds utilised for working capital	(533)
Net proceeds remaining for working capital as at the date of this Annual Report	2,494

A breakdown of the net proceeds that were utilised for working capital is as follows:

Summary of expenses	**Working capital (S$'000)**
Listing related expenses	5
Staff cost	86
Finance cost or bank charges	83
Professional fee	62
Administrative expenses	46
Purchases from supplier	251
	533

Disclosure of Information on Directors seeking Re-Election

Mr Pierre Prunier, Mr Siek Wei Ting, Mr Tan Ser Ko and Mr Soh Chun Bin are the Directors seeking re-election at the Company's forthcoming Annual General Meeting, to be convened on 26 September 2025, under the Ordinary Resolutions No. 3 to 6 (collectively, the "**Directors**" and each a "**Director**").

	Pierre Prunier	**Siek Wei Ting**	**Tan Ser Ko**	**Soh Chun Bin**
Date of Appointment	6 April 2021	25 February 2025	26 June 2025	25 July 2025
Date of last re-appointment	25 September 2023	–	–	–
Age	43	53	58	51
Country of principal residence	Singapore	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Prunier Pierre Olivier Marc Yves ("**Mr Pierre Prunier**") as an Executive Director of the Company was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration Mr Pierre Prunier's character, integrity, suitability, professional experiences, and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr Siek Wei Ting ("**Mr Siek**") as an Independent Director of the Company was recommended by the Nominating Committee, and the Board has accepted the recommendation, after taking into consideration Mr Siek's character, integrity, suitability, and professional experiences.	The re-election of Mr Tan Ser Ko ("**Mr Tan**") as an Independent Director of the Company was recommended by the Nominating Committee, and the Board has accepted the recommendation, after taking into consideration Mr Tan's character, integrity, suitability, and professional experiences.	The re-election of Mr Soh Chun Bin ("**Mr Soh**") as an Independent Director of the Company was recommended by the Nominating Committee, and the Board has accepted the recommendation, after taking into consideration Mr Soh's character, integrity, suitability, and professional experiences.

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
Whether appointment is executive, and if so, the area of responsibility	Executive. Mr Pierre Prunier is responsible for the Group's overall business, strategic direction and planning, investment, acquisition, partnership, as well as the daily operations.	Non-Executive	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director	Independent Director Chairman of the Audit Committee Member of the Nominating Committee Member of the Remuneration Committee	Independent Director Chairman of the Remuneration Committee Member of the Nominating Committee Member of the Audit Committee	Independent Director Chairman of the Nominating Committee Member of the Audit Committee Member of the Remuneration Committee
Professional qualifications	Bachelor of Arts in Economics, Boston University, United States of America Mastering Alternative Investments, INSEAD, Singapore	Bachelor of Accountancy, Nanyang Technological University	Bachelor of Engineering from the National University of Singapore	Bachelor of Laws (Honours) from the National University of Singapore. Advocate & Solicitor of Supreme Court of Singapore

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
Working experience and occupation(s) during the past 10 years	Apr 2021 to Present: TOTM Technologies Limited – Executive Director Apr 2021 to Oct 2024: TOTM Technologies Limited – Chief Executive Officer Nov 2019 to Present: International Biometrics Pte. Ltd. – Director Nov 2019 to April 2021: International Biometrics Pte. Ltd. - Chief Strategy Officer Feb 2015 to Dec 2018: PT Manambang Muara Enim - President Director and Chief Executive Officer Feb 2014 to Dec 2018: PT Central Proteina Prima TBK - Head of Strategic Planning Mar 2013 to Feb 2014: Oclaner Asset Management Pte Ltd - Head of Direct Investments	October 2018 to Present: V3 Brands Pte Ltd - Finance Director April 2004 to September 2018: China Minzhong Food Corporation Pte Ltd - Chief Financial Officer	October 2024 to Present: Kim Ann Engineering Pte Ltd - General Manager October 2014 to October 2024: Charisma Energy Services Ltd - Chief Executive Officer March 2012 to October 2023: Charisma Energy Services Ltd - Director	October 2022 to Present: Icon Law LLC - Managing Director Nov 2018 to Oct 2022: Insights Law LLC - Director and Head of Capital Markets Jan 2017 to Oct 2018: Fortis Law Corporation - Head of Corporate and Commercial Group Oct 2015 to Dec 2016: Victoria Medical Beauty Group Pte. Ltd. - Managing Director Oct 2014 to Sep 2015: Olive Tree Estates Limited - Chief Executive Officer

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
Shareholding interest in the listed issuer and its subsidiaries	Yes. Mr Pierre Prunier is deemed interested in 165,112,600 ordinary shares, representing approximately 12.10% of the total issued and paid-up share capital of the Company, registered in the name of a nominee account of DBS Nominees Pte. Ltd. He also holds 13,200,000 share options under the Company's Employee Share Option Scheme.	Yes. Mr Siek holds 1,620,000 ordinary shares of the Company, representing approximately 0.12% of the total issued and paid-up share capital of the Company.	No	No
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	No	No
Conflict of Interest (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Other Principal Commitments (Including Directorships)				
Past (for the last 5 years)	Directorship ■ Chew & Cheng Pte. Ltd. ■ Duta Holding LLC ■ IZY Dining and Bar Pte. Ltd. ■ IZY Fook Pte Ltd ■ IZY Sushi Pte. Ltd.	Directorship ■ Beyond Lab Pte. Ltd. ■ LAC Global (Singapore Pte Ltd ■ LAC Global Pte Ltd ■ Oni Global Pte Ltd ■ Oni Global (Trading) Pte Ltd	Directorship ■ Alpha DX Group Limited ■ Anchor Marine 2 Inc. ■ Anchor Marine 3 Inc. ■ Anchor Marine Inc ■ Anchor Offshore Services Inc.	Directorship ■ Isoteam Limited ■ Geo Energy Resources Limited ■ Insights Law LLC ■ Victoria Medical Beauty Group Pte. Ltd

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	**Siek Wei Ting**	**Tan Ser Ko**	**Soh Chun Bin**
Other Principal Commitments (Including Directorships) (cont'd)				
Past (for the last 5 years) (cont'd)	Directorship ■ Licker and Sake Pte. Ltd. ■ Royal Coffee Investment Pte. Ltd.	Directorship ■ Orangerie Group International Pte Ltd ■ V3 Fintech Pte Ltd ■ Face On Clinic Pte Ltd ■ Paris Investment Pte Ltd ■ Asian Healthcare Specialist Limited	Directorship ■ Aus Am Pte Ltd ■ CES Green Power S.A. Pte Ltd ■ CES Hydro Power (SL) Ltd ■ CES Hydro Power Group Pte Ltd ■ CES Oil Services Pte Ltd ■ CESL Capital Pte Ltd ■ CESL Investments Pte Ltd ■ Charisma Energy Services Limited ■ Conquest Energy Pte Ltd ■ Grenzone Pte Ltd ■ Henosis Investments Pte Lt ■ JK E&P Group Pte Ltd ■ Rising Bhadla 1 Pvt Ltd ■ Rising Bhadla 2 Pvt Ltd ■ Rising Sun Energy Pvt Ltd ■ Saems Capital II B.V. ■ Strategic Equipment Inc. ■ Yichang Smartpower Green Electricity Co. Ltd.	Directorship

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
Other Principal Commitments (Including Directorships) (cont'd)				
Present	Directorship ■ Duta Holdings Pte. Ltd. ■ GenesisPro Pte. Ltd. (subsidiary of the Group) ■ International Biometrics Pte. Ltd. (subsidiary of the Group) ■ Metallic Acre Pte. Ltd ■ Nature's Vault Pte. Ltd. ■ Nature's Vault (Singapore) Pte. Ltd. ■ Newbury Pte. Ltd. ■ Plum and Toro Pte. Ltd. ■ Prundjaya Capital Pte. Ltd. ■ PT Griya Sira Indah ■ PT Wahana Newbury Sira ■ Sawa EcoSolutions Pte. Ltd. ■ TECH5 SA (associated company of the Group) ■ TOTM Tech SG Pte. Ltd. (subsidiary of the Group) ■ TOTM Tech India Private Limited (subsidiary of the Group) ■ Identa T LLC (a subsidiary of the Group)	Directorship ■ Asia Maroc ■ Bacha Coffee China Pte Ltd ■ Bacha Coffee France ■ Bacha Coffee Hong Kong Limited ■ Bacha Coffee Pte Ltd ■ Bacha Coffee Taiwan Co Limited ■ C.A.S.A ■ Cat & The Fiddle Pte Ltd ■ China Minzhong Food Corporation Pte Ltd ■ Creative Schemes Sdn Bhd ■ Dar El Bacha Malaysia Sdn Bhd ■ Foodgnostic Pte Ltd ■ Foodgnostics Corporation Pte Ltd ■ Future Store Pte Ltd ■ Futuristic Lt Pte Ltd ■ Futuristic Projects Pte Ltd ■ Futuristic Store Fixtures (Kunshan) Co Ltd ■ Futuristic Store Fixtures (Kunshan) Installation & Services Co Ltd	Directorship ■ Bhadla Solar Investments Pte Ltd ■ Centennial Capital Pte Ltd ■ CES Yichang Pte Ltd ■ Xing Rong Food Supply Pte Ltd	Directorship ■ Autagco Ltd. ■ Discharged Energy Pte. Ltd. ■ Charged Asia Pte. Ltd. ■ Cloudzen Alpha Pte. Ltd. ■ Hazon Capital Pte. Ltd. ■ Icon Corpserv Pte. Ltd. ■ Icon Law LLC ■ Lumix Partners Pte. Ltd ■ Lorenzo International Limited ■ Triyards Holdings Limited ■ Yongmao Holdings Limited

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
Other Principal Commitments (Including Directorships) (cont'd)				
Present	Directorship	Directorship ■ Futuristic Store Fixtures Pte Ltd ■ Futuristic Store Fixtures Sdn Bhd ■ Immo Ocean S.A ■ Kabes S.A ■ LAC (HK) Co Ltd ■ LAC (Shanghai) Co Ltd ■ LAC Co Ltd ■ LAC Distribution Pte Ltd ■ LAC Global Brands (Malaysia) Sdn Bhd ■ LAC Global Brands (Vietnam) LLC ■ LAC Vietnam Limited Company ■ LT Custom Trading (Kunshan) Co Ltd ■ Maison Alexis ■ Marche D'orient ■ Mare Nostrum ■ Massira Investissement ■ Nakhai S.A ■ Old Seng Choong Pte Ltd ■ OSIM (HK) Co Ltd ■ OSIM (M) Sdn Bhd ■ OSIM (Taiwan) Co Ltd ■ OSIM (Thai) Co Ltd	Directorship	Directorship

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
Other Principal Commitments (Including Directorships) (cont'd)				
Present	Directorship	Directorship ■ OSIM International (China) Co Ltd ■ OSIM International Trading (Shanghai) Co Ltd ■ OSIM Services – Taiwan Branch Office ■ OSIM Services Pte Ltd ■ PT Bacha Coffee Group Indonesia ■ Secret Night ■ Synagistics Limited ■ The Wellbeing Group (HK) Co Ltd ■ TWG Tea Company Pte Ltd ■ TWG Tea (Chongqing) Co Ltd ■ TWG Tea (Macau) Co Ltd ■ TWG Tea (North Asia) Pte Ltd ■ TWG Tea France ■ TWG Tea Institute Pte Ltd ■ TWG Tea Limited (UK) ■ V3 Brands Asia Limited ■ V3 Brands I Limited ■ V3 Brands IP Management (LAC) Pte Ltd ■ V3 Brands IP Management (OSIM) Pte Ltd	Directorship	Directorship

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
Other Principal Commitments (Including Directorships) (cont'd)				
Present	Directorship Other Principal Commitments Nil	Directorship ■ V3 Brands Pte Ltd ■ V3 Capital Investments Pte Ltd ■ V3 Gourmet Pte Ltd ■ V3 Group (Shanghai) Co Ltd ■ V3 Investment (Shanghai) Co Ltd ■ V3 Wellness Pte Ltd ■ Xndo (HK) Co Ltd ■ Xndo Pte Ltd Other Principal Commitments V3 Brands Pte Ltd – Finance Director	Directorship Other Principal Commitments Kim Ann Engineering Pte Ltd – General Manager	Directorship Other Principal Commitments Icon Law LLC – Managing Director
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	No	No

Disclosure of Information on Directors seeking Re-Election

		Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
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. (cont'd)					
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	Yes. Caracol Petroleum, a subsidiary of Alpha Energy Holdings Limited, where Mr Tan was a Non-Executive Director from 6 June 2014 until his resignation on 8 June 2021, had its oilfield asset foreclosed by AIDEA in the USA during the oil crisis in late 2015.	Yes. Mr Soh was an Independent Non-Executive Director of Triyards Holdings Limited from August 2012, which is currently in liquidation by way of a compulsory winding up on grounds of insolvency with effect from 24 August 2022. Mr Soh was previously an Executive Director of Victoria Medical Beauty Group Pte. Ltd. from May 2015, which had been liquidated by way of a compulsory winding up on grounds of insolvency with effect from 3 August 2018.
(c)	Whether there is any unsatisfied judgment against him?	No	No	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	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	No	No

Disclosure of Information on Directors seeking Re-Election

		Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
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. (cont'd)					
(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	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	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	No	No
(i)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
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 (cont'd)				
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: –				
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No	No

Disclosure of Information on Directors seeking Re-Election

	Pierre Prunier	Siek Wei Ting	Tan Ser Ko	Soh Chun Bin
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	Yes There was a late notification by Mr Siek on his change in interest in China Minzhong Holdings Limited ("**CMZ**") upon the acceptance of a voluntary unconditional offer by CIMB Bank Berhad to acquire all the issued and paid-up shares in the capital of CMZ, which resulted in a contravention of Section 133 of the Securities and Futures Act. In connection therewith, Mr Siek had in August 2017 received a letter from the Monetary Authority of Singapore on the contravention and a reminder of his obligation to comply with Section 133 of the Securities and Futures Act. Subsequently, no further regulatory action was taken in respect of the breach.	No	No
Disclosure applicable to the appointment of Director only				
Any prior experience as a director of a listed company?	Not applicable, as this relates to the re-appointment of Mr Pierre Prunier as a Director of the Company.	Not applicable, as this relates to the re-appointment of Mr Siek as a Director of the Company.	Not applicable, as this relates to the re-appointment of Mr Tan as a Director of the Company.	Not applicable, as this relates to the re-appointment of Mr Soh as a Director of the Company.

Directors' Statement

The directors present their statement to the members together with the audited financial statements of TOTM Technologies Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**"), and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 May 2025.

1. Opinion of the directors

In the opinion of the directors,

(a) the financial statements of the Group and the statement of financial position 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 of the Company as at 31 May 2025 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date, in accordance with the provisions of the Singapore Companies Act 1967 (the "**Act**") and Singapore Financial Reporting Standards (International); and

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

2. Directors

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

Prunier Pierre Olivier Marc Yves	
Siek Wei Ting	(Appointed on 25 February 2025)
Tan Ser Ko	(Appointed on 26 June 2025)
Soh Chun Bin	(Appointed on 25 July 2025)

3. 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 objects were, or one of whose objects was, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, except as disclosed in paragraphs 4 and 5 below.

4. Directors' interests in shares or debentures

The directors of the Company holding office at the end of the financial year had no interest in the share capital and debentures of the Company and related corporations, as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Act, except as disclosed below:

	At beginning of financial year	At end of financial year
	Number of ordinary shares	
The Company		
Prunier Pierre Olivier Marc Yves		
- ordinary shares, fully paid (deemed interest)	162,974,300	165,112,600
Siek Wei Ting		
- ordinary shares, fully paid (direct interest)	–	1,620,000

Directors' Statement

4. Directors' interests in shares or debentures (Continued)

Prunier Pierre Olivier Marc Yves is deemed to have an interest in 165,112,600 shares registered in the name of a nominee account of DBS Nominees Pte. Ltd.

There was no change in any of the above-mentioned interests between the end of the financial year and 21 June 2025.

5. Share options

The Company's Employee Share Option Scheme (the "**Scheme**") was approved and adopted by the members of the Company at an Extraordinary General Meeting held on 30 September 2021.

Information relating to the Scheme is as follows:

(i) A confirmed full-time employee of the Group, including executive directors, non-executive directors, independent directors and any director of the Company's subsidiaries, subject to certain conditions, are eligible to participate in the Scheme.

(ii) The vesting period for options granted is 2 years. 50% of the options will vest after the first anniversary from grant date; and 100% of the options will vest after the second anniversary from grant date.

(iii) All options are settled by physical delivery of shares.

(iv) Options granted to eligible employees (including executive directors) expire after 10 years from the grant date. Options granted to non-executive directors expire after 5 years from the grant date.

The details of the options movement during the financial year are as follows:

Date of grant	Balance as at 1 June 2024	Granted	Forfeited	Balance as at 31 May 2025	Exercise price per share ($)	Exercisable period
14 December 2022	32,450,000	–	(7,500,000)	24,950,000	0.1022	14 December 2023 to 13 December 2027 for non-executive directors 14 December 2023 to 13 December 2032 for executive directors

Directors' Statement

5. **Share options (Continued)**

The details of the options granted under the Scheme to persons who were directors of the Company during the financial year are as follows:

Name of director	Aggregate options granted since commencement of the Scheme to the end of financial year	Aggregate options lapsed/ expired since commencement of the Scheme to the end of financial year	Aggregate options outstanding as at the end of financial year
Aw Eng Hai (Resigned on 31 March 2025)	1,000,000	(1,000,000)	–
Prunier Pierre Olivier Marc Yves	13,200,000	–	13,200,000
Low Chai Chong (Resigned on 18 November 2024)	1,000,000	(1,000,000)	–
Irawan Mulyadi (Resigned on 27 May 2025)	5,000,000	–	5,000,000
Dhanie Tri Indrasto (Resigned on 27 May 2025)	4,000,000	(4,000,000)	–

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

As at the end of the financial year, there were no unissued shares of the Company or its subsidiaries under option.

6. **Share awards**

The Company's Employee Share Awards Scheme (the "**Awards**") was approved and adopted by the members of the Company at an Extraordinary General Meeting held on 30 September 2021.

Information relating to the Awards granted on 15 May 2024 is as follows:

(i) Up to 20,000,000 Awards to be issued to Irawan Mulyadi (Non-Executive, Non-Independent Director of the Company);

(ii) Up to 20,000,000 Awards to be issued to Dhanie Tri Indrasto (Non-Executive, Non-Independent Director of the Company); and

(iii) The vesting period for awards granted is 3 months from the date of grant of the Awards, subject to the satisfaction of the vesting condition of the Awards.

Directors' Statement

6. Share awards (Continued)

The details of the Awards granted under the Employee Share Awards Scheme to persons who were directors of the Company during the financial year are as follows:

Name of director	Aggregate awards granted since commencement of the Scheme to the end of financial year	Aggregate awards exercised since commencement of the Scheme to the end of financial year	Aggregate awards lapsed/ expired since commencement of the Scheme to the end of financial year	Aggregate awards outstanding as at the end of financial year
Irawan Mulyadi	20,000,000	(12,000,000)	(8,000,000)	–
Dhanie Tri Indrasto	20,000,000	(12,000,000)	(8,000,000)	–

7. Audit Committee

The Audit Committee of the Company comprises three members, all of whom are independent directors. The members of the Audit Committee at the date of this statement are:

Siek Wei Ting (Chairman)
Tan Ser Ko
Soh Chun Bin

The Audit Committee has convened two meetings during the year with Key Management and the internal and external auditors of the Company.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Act, the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual and the Code of Corporate Governance. In performing those functions, the Audit Committee:

- Reviewed the audit plans of the internal and independent auditors of the Group and the Company, and reviewed the internal auditor's evaluation of the adequacy of the Group's and the Company's system of internal accounting controls and the assistance given by the Group's and the Company's management to the independent and internal auditors;
- Reviewed the announcements and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the Board of Directors;
- Reviewed effectiveness of the Group's and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor;
- Met with internal and independent auditors, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the Audit Committee;
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators;
- Reviewed the cost effectiveness and the independence and objectivity of the independent auditor;

Directors' Statement

7. Audit Committee (Continued)

- Reviewed the nature and extent of non-audit services provided by the independent auditor;
- Recommended to the Board of Directors the independent auditor to be nominated, approved the compensation of the independent auditor, and reviewed the scope and results of the audit;
- Reported actions and minutes of the Audit Committee to the Board of Directors with such recommendations as the Audit Committee considered appropriate; and
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual Section B: Rules of Catalist.

The Audit Committee, having reviewed all non-audit services provided by the independent auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the independent auditor. The Audit Committee is satisfied with the independence and objectivity of the independent auditor and has recommended to the Board of Directors that Forvis Mazars LLP be nominated for re-appointment as independent auditor of the Company at the forthcoming Annual General Meeting.

8. Auditors

The auditors, Forvis Mazars LLP, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors,

Prunier Pierre Olivier Marc Yves
Director

Siek Wei Ting
Director

Singapore

9 September 2025

Independent Auditors' Report

To the Members of TOTM Technologies Limited

Report on the Audit of Financial Statements

Opinion

We have audited the consolidated financial statements of TOTM Technologies Limited (the "**Company**") and its subsidiaries (the "**Group**"), which comprise the statements of financial position of the Group and of the Company as at 31 May 2025, the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group, the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including a summary of material accounting policy information from pages 72 to 138.

In our opinion, the accompanying consolidated financial statements of the Group, and the statement of financial position of the Company 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 financial position of the Group and of the Company as at 31 May 2025 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

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

Independent Auditors' Report

To the Members of TOTM Technologies Limited

Report on the Audit of Financial Statements (Continued)

Key Audit Matters (Continued)

Key audit matter	Our audit response
Impairment assessment on intangible assets (refer to Note 3.2 and Note 13 to the financial statements) As at 31 May 2025, the Group's intangible assets were \$7.3 million (2024: \$32.8 million), which is a significant balance in the consolidated statement of financial position. The majority of these intangible assets have been allocated to a cash generating units ("**CGU**"), being Digital Identity business, as disclosed in Note 13. SFRS(I) 1-36 Impairment of Assets ("**SFRS(I) 1-36**") requires that a CGU to which intangible assets have been allocated be tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. The recoverable amount of the CGU were determined based on the higher of value-in-use calculations and fair value less cost of disposal. The value-in-use calculations involved the use of a management's expert. Following this assessment, the recoverable amount of the CGU was determined to be lower than its carrying value. Accordingly, an impairment loss of approximately \$20.7 million was recognised in the consolidated statement of profit or loss and other comprehensive income, with a corresponding reduction in the carrying value of intangible assets. Given the significant estimation uncertainty involved in determining the recoverable amount, we consider the impairment assessment of intangible assets as a key audit matter.	Our audit procedures included, and were not limited to, the following: ● Assessed management's identification of CGU based on our understanding of the Group's business and obtained an understanding of management's forecasted business plan; ● Evaluated the independence, objectivity and competency of the management's expert for the cash flow forecasts. Considered the valuation methodologies used and assessed the reasonableness of the key assumptions used by the management's expert, in consultation with our in-house valuation expert; and ● Reviewed the sensitivity analysis to assess the impact on the recoverable amount of the CGU subsequent to reasonably possible changes to the key assumptions for adequacy of disclosure in the financial statements.

Independent Auditors’ Report

To the Members of TOTM Technologies Limited

Report on the Audit of Financial Statements (Continued)

Key Audit Matters (Continued)

Key audit matter	Our audit response
Impairment assessment of investments in subsidiaries **(refer to Note 14 to the financial statements)** As at 31 May 2025, the Company’s investments in subsidiaries were $13.7 million (2024: $89.5 million), which constituted a significant balance in the statement of financial position of the Company. In accordance with SFRS(I) 1-36 Impairment of Assets, an entity assesses at the end of each reporting period whether there is any indication that the assets may be impaired. Where such indication exists, the entity shall estimate the recoverable amount of the investments in subsidiaries. The recoverable amounts of the investment in subsidiaries have been determined based on the higher of value-in-use calculations or fair value less cost to disposal. The value-in-use calculations involved the use of a management’s expert. The determination of impairment of investments in subsidiaries involves significant judgement. Hence, we determined this as a key audit matter.	Our audit procedures included, and were not limited to, the following: ● Enquired management’s view on the future plans for each subsidiary; ● Assessed the adequacy of impairment provided by management on its investments in subsidiaries; ● Evaluated the independence, objectivity and competency of the management’s expert for the cash flow forecasts. Considered the valuation methodologies used and assessed the reasonableness of the key assumptions used by the management’s expert, in consultation with our in-house valuation expert; and ● Reviewed the completeness and appropriateness of disclosures made in the financial statements.

Independent Auditors' Report

To the Members of TOTM Technologies Limited

Report on the Audit of Financial Statements (Continued)

Key Audit Matters (Continued)

Key audit matter	Our audit response
Going Concern **(refer to Note 2.1 to the financial statements)** The Group recorded a net loss of $31.3 million and net operating cash outflow of $0.7 million for the financial year ended 31 May 2025 and, as of that date, the Group reported cash and bank balances of $0.8 million. These conditions indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern. Notwithstanding the above conditions, the Board of Directors assessed and concluded that there is no material uncertainty relating to the Group's ability to continue as a going concern for the foreseeable future on the following premise: Based on the 15-month consolidated cash flow forecast which takes into account of internally generated funds, available access to financing facilities as well as share placement, the Board of Directors has concluded that the Group will have sufficient financial resources to continue its operations. This is a key audit matter because of the significant judgements and estimates made by management in the preparation of the cash flow forecast.	Our audit procedures focused on evaluating the significant estimates and judgements used by management and Board of Directors in their going concern assessment. In particular, we performed the following: ● Reviewed and challenged the appropriateness and reasonableness of the key inputs and assumptions used by management in the preparation of the cash flow forecast of the Group to support its going concern assumption, including performing sensitivity analysis on certain key assumptions applied in the cash flow forecast; ● Reviewed the relevant agreements and letters which were used by management in supporting their judgements and estimates; ● Verified to the Company's bank statement for the receipt of proceeds from share placement in August 2025; and ● Evaluated the adequacy and appropriateness of the related disclosures made in the financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and the independent auditors' report thereon, which we obtained prior to the date of this report.

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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this report, 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 Auditors' Report

To the Members of TOTM Technologies Limited

Report on the Audit of 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 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.

Auditors' 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 auditors' 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 SSA 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 SSA, 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 performance 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 auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

Independent Auditors' Report

To the Members of TOTM Technologies Limited

Report on the Audit of Financial Statements (Continued)

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditors' report is Chin Chee Choon.

FORVIS MAZARS LLP
Public Accountants and
Chartered Accountants

Singapore

9 September 2025

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the financial year ended 31 May 2025

	Note	Group 2025	Group 2024
		$'000	$'000
Revenue	4	**8,091**	6,517
Other income	5	**219**	53
Expenses			
Sub-contractor costs and direct costs		**(2,098)**	(337)
Employee benefits expenses			
- Project related	6	**(978)**	(1,146)
- Administrative	6	**(3,584)**	(4,800)
Share-based payment expense		**(266)**	(908)
Depreciation and amortisation expenses		**(6,037)**	(6,046)
Legal and professional expenses		**(1,333)**	(2,186)
Impairment loss on goodwill		**(20,651)**	–
Fair value loss on financial assets at fair value through profit or loss		**(3,814)**	–
Other expenses	7	**(2,135)**	(2,623)
Finance costs	8	**(114)**	(87)
Share of profit/(loss) from equity-accounted for associate		**858**	(540)
Loss before income tax	9	**(31,842)**	(12,103)
Income tax credit	10	**530**	586
Loss for the year		**(31,312)**	(11,517)
Other comprehensive income:			
Items that are or may be reclassified subsequently to profit or loss			
Currency translation differences arising on consolidation		**(397)**	(577)
Items that will not be reclassified subsequently to profit or loss			
Actuarial gain on measurement of post-employment benefit plan, net of tax		**14**	4
Other comprehensive loss for the year, net of tax		**(383)**	(573)
Total comprehensive loss for the year		**(31,695)**	(12,090)
Loss for the year attributable to:			
Equity holders of the Company		**(31,320)**	(11,593)
Non-controlling interests		**8**	76
		(31,312)	(11,517)
Total comprehensive loss for the year attributable to:			
Equity holders of the Company		**(31,699)**	(12,160)
Non-controlling interests		**4**	70
		(31,695)	(12,090)
Loss per share			
Basic and diluted (cents per share)	11	**(2.31)**	(0.86)
Total		**(2.31)**	(0.86)

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

Statements of Financial Position

As at 31 May 2025

	Note	Group 2025	Group 2024	Company 2025	Company 2024
		$'000	$'000	$'000	$'000
Assets					
Non-current assets					
Property, plant and equipment	12	**1,924**	3,223	**1,010**	2,276
Intangible assets	13	**7,311**	32,825	**126**	145
Investments in subsidiaries	14	**–**	–	**13,698**	89,487
Investment in an associate	15	**13,529**	12,671	**14,670**	14,670
Financial assets at fair value through profit or loss	16	**1,388**	5,435	**1,388**	5,435
Deferred tax assets	17	**57**	65	**–**	–
Trade and other receivables	20	**82**	56	**–**	–
Total non-current assets		**24,291**	54,275	**30,892**	112,013
Current assets					
Contract assets	19	**1,939**	2,720	**–**	–
Amount due from subsidiaries	18	**–**	–	**86**	502
Trade and other receivables	20	**2,961**	3,513	**110**	235
Income tax recoverable		**34**	343	**–**	–
Cash and cash equivalents	21	**818**	2,367	**35**	739
Total current assets		**5,752**	8,943	**231**	1,476
Total assets		**30,043**	63,218	**31,123**	113,489
EQUITY AND LIABILITIES					
Equity					
Share capital	22	**156,682**	156,202	**156,682**	156,202
Other reserves	23	**(43,479)**	(42,872)	**1,422**	1,636
Accumulated losses		**(87,236)**	(55,930)	**(130,927)**	(46,878)
Equity attributable to equity holders of the Company		**25,967**	57,400	**27,177**	110,960
Non-controlling interests		**77**	73	**–**	–
Total equity		**26,044**	57,473	**27,177**	110,960
Non-current liabilities					
Lease liabilities	25	**785**	1,403	**558**	1,403
Employee benefit liabilities	26	**300**	300	**–**	–
Deferred tax liabilities	17	**1,299**	2,158	**–**	–
Provision for reinstatement costs		**81**	80	**81**	80
Total non-current liabilities		**2,465**	3,941	**639**	1,483
Current liabilities					
Contract liabilities	19	**13**	13	**–**	–
Trade and other payables	27	**937**	1,068	**755**	467
Amounts due to subsidiaries	18	**–**	–	**2,100**	–
Amount due to a director		**200**	–	**200**	–
Income tax payable		**–**	25	**–**	–
Lease liabilities	25	**384**	698	**252**	579
Total current liabilities		**1,534**	1,804	**3,307**	1,046
Total liabilities		**3,999**	5,745	**3,946**	2,529
Total equity and liabilities		**30,043**	63,218	**31,123**	113,489

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

Statements of Changes in Equity

For the financial year ended 31 May 2025

Group	Note	Attributable to owners of the Company				Non-controlling interests	Total equity
		Share capital	Other reserves	Accumulated losses	Total		
		$'000	$'000	$'000	$'000	$'000	$'000
At 1 June 2024		156,202	(42,872)	(55,930)	57,400	73	57,473
(Loss)/profit for the year		–	–	(31,320)	(31,320)	8	(31,312)
Other comprehensive loss:							
Currency translation differences arising on consolidation		–	(393)	–	(393)	(4)	(397)
Actuarial gain on measurement of post-employment benefit plan, net of tax		–	–	14	14	–	14
Total comprehensive (loss)/income for the year		–	(393)	(31,306)	(31,699)	4	(31,695)
Share-based payment expense		–	266	–	266	–	266
Issue of ordinary shares	22	480	(480)	–	–	–	–
At 31 May 2025		**156,682**	**(43,479)**	**(87,236)**	**25,967**	**77**	**26,044**
At 1 June 2023		156,202	(43,654)	(44,341)	68,207	448	68,655
Loss for the year		–	–	(11,593)	(11,593)	76	(11,517)
Other comprehensive loss:							
Currency translation differences arising on consolidation		–	(571)	–	(571)	(6)	(577)
Actuarial loss on measurement of post-employment benefit plan, net of tax		–	–	4	4	–	4
Total comprehensive loss for the year		–	(571)	(11,589)	(12,160)	70	(12,090)
Share-based payment expense		–	908	–	908	–	908
Acquisition of additional interest in a subsidiary	14(i)	–	445	–	445	(445)	–
At 31 May 2024		156,202	(42,872)	(55,930)	57,400	73	57,473

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

Statements of Changes in Equity

For the financial year ended 31 May 2025

Company	Share capital	Other reserve	Accumulated losses	Total equity
	$'000	$'000	$'000	$'000
At 1 June 2023	156,202	728	(38,327)	118,603
Loss and total comprehensive loss for the year	–	–	(8,551)	(8,551)
Share-based payment expense	–	908	–	908
At 31 May 2024	156,202	1,636	(46,878)	110,960
Loss and total comprehensive loss for the year	–	–	(84,049)	(84,049)
Share-based payment expense	–	266	–	266
Issue of ordinary shares	480	(480)	–	–
At 31 May 2025	**156,682**	**1,422**	**(130,927)**	**27,177**

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

Consolidated Statement of Cash Flows

For the financial year ended 31 May 2025

	Note	Group 2025 $'000	Group 2024 $'000
Cash flows from operating activities			
Loss before income tax		**(31,842)**	(12,103)
Adjustments for:			
Depreciation and amortisation expenses		**6,037**	6,046
Shared-based payment expense		**266**	908
Gain on foreign exchange		**(58)**	(437)
Defined benefits plans		**14**	52
Fair value loss on financial assets at fair value through profit or loss		**3,814**	–
Gain on lease modification		**(17)**	(1)
Impairment loss on goodwill		**20,651**	–
Interest expenses		**113**	87
Interest income		**(27)**	(5)
Share of (profit)/loss from equity-accounted for associate		**(858)**	540
Total operating cash flows before movements in working capital		**(1,907)**	(4,913)
Changes in working capital:			
- Contract assets		**781**	1,127
- Trade and other receivables		**526**	(966)
- Contract liabilities		**–**	(1)
- Trade and other payables		**(131)**	(206)
Cash used in operations		**(731)**	(4,959)
Interest received		**27**	5
Income tax paid		**(37)**	(784)
Net cash used in operating activities		**(741)**	(5,738)
Cash flows from investing activities			
Purchase of property, plant and equipment	12(b)	**(106)**	(573)
Purchase of intangible assets		**(28)**	(7)
Net cash used in investing activities		**(134)**	(580)
Cash flows from financing activities			
Proceeds from loan from a director		**500**	–
Repayment of loan from a director		**(300)**	–
Repayment of lease liabilities		**(686)**	(710)
Interest paid		**(112)**	(87)
Decrease/(increase) in pledged bank deposits		**50**	(50)
Net cash used in financing activities		**(548)**	(847)
Net decrease in cash and cash equivalents		**(1,423)**	(7,165)
Cash and cash equivalents at the beginning of year		**2,317**	9,551
Effect of exchange rate fluctuation on cash and cash equivalents		**(76)**	(69)
Cash and cash equivalents at the end of financial year	21	**818**	2,317

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

Consolidated Statement of Cash Flows

For the financial year ended 31 May 2025

Reconciliation of movements of liabilities to cash flows arising from financing activities:

	1 June 2024	Financing cash (outflows)/ inflow	Non-cash movements					31 May 2025
			Acquisition	Interest expenses	Derecognised lease liabilities	Gain on lease modification	Foreign exchange movement	
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Liability								
Lease liabilities (Note 25)	2,101	(778)	388	92	(618)	(17)	1	1,169
Amount due to a director	–	180	–	20	–	–	–	200
	2,101	(598)	388	112	(618)	(17)	1	1,369

	1 June 2023	Financing cash outflows	Non-cash movements					31 May 2024
			Acquisition	Interest expenses	Derecognised lease liabilities	Gain on lease modification	Foreign exchange movement	
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Liability								
Lease liabilities (Note 25)	1,940	(797)	886	87	–	(1)	(14)	2,101

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

Notes to the Financial Statements

For the financial year ended 31 May 2025

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

1. General

TOTM Technologies Limited (the "**Company**") (Registration Number 201506891C) is incorporated and domiciled in Singapore and is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

The address of the registered office and principal place of business is at 47 Scotts Road #02-03/04 Goldbell Towers Singapore 228233.

The principal activity of the Company is that of investment holding. The principal activities of its subsidiaries are disclosed in Note 14 to the financial statements.

The consolidated financial statements of TOTM Technologies Limited and its subsidiaries (collectively, the "**Group**") for the financial year ended 31 May 2025, and the statement of financial position and the statement of changes in equity of the Company for the financial year ended 31 May 2025 were authorised for issue by the Board of Directors (the "**Board**") on the date of Directors' Statement.

2. Summary of material accounting policies

2.1 Basis of preparation

The financial statements of the Group, and the statement of financial position and statement of changes in equity of the Company have been drawn up in accordance with the provisions of the Singapore Companies Act 1967 and Singapore Financial Reporting Standards (International) ("**SFRS(I)**") including related Interpretations of SFRS(I) ("**SFRS(I) INT**") and are prepared on the historical cost basis, except as disclosed in the accounting policies below.

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are expressed in Singapore dollar ("**$**"), which is the Company's functional currency and all financial information presented in Singapore dollar are rounded to the nearest thousand ("**$'000**") except when otherwise indicated.

Going concern

The Group recorded a net loss of $31.3 million and net operating cash outflow of $0.7 million for the financial year ended 31 May 2025 and, as of that date, the Group reported cash and bank balances of $0.8 million. The management has prepared a 15-month consolidated cash flow forecast, taking the following into consideration:

(i) Operating cashflow from its operations and cost-cutting initiatives which include reduction in headcount and also streamlining of its product offerings to better allocate the Group's resources to the Group's primary areas of expertise; and

(ii) Net proceeds from share placement of approximately S$3,026,500 fully received in August. As disclosed in Note 34, the share placement has been approved by shareholders at an Extraordinary General Meeting held on 21 August 2025. The proceeds are intended to be used for general working capital purposes.

Therefore, management has concluded that the Group will be able to continue its operations in the foreseeable future and there is no material uncertainty on the ability of the Group to continue as a going concern.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.1 Basis of preparation (Continued)

In the current year, the Group has adopted all the new and revised SFRS(I)s and SFRS(I) INTs that are relevant to its operations and effective for annual periods beginning on or after 1 June 2024. The adoption of these new or revised SFRS(I)s and SFRS(I) INTs did not result in changes to the Group's and Company's accounting policies, and has no material effect on the current or prior year's financial statement and is not expected to have a material effect on future periods.

SFRS(I) and SFRS(I) INT issued but not yet effective

At the date of authorisation of these financial statements, the following SFRS(I) and SFRS(I) INT were issued but not yet effective:

SFRS(I)	Title	Effective date (annual periods beginning on or after)
SFRS(I) 1-21, SFRS(I) 1	Amendments to SFRS(I) 1-21: *Lack of Exchangeability*	1 January 2025
SFRS(I) 9, SFRS(I) 7	Amendments to SFRS(I) 9 and SFRS(I) 7: *Amendments to the Classification and Measurement of Financial Instruments*	1 January 2026
Various	Annual improvements to SFRS(I)s - Volume 11	1 January 2026
SFRS(I) 18	Presentation and Disclosure in Financial Statements	1 January 2027
SFRS(I) 19	Subsidiaries without public accountability: Disclosures	1 January 2027
SFRS(I) 9, SFRS(I) 7	Amendments to SFRS(I) 9 and SFRS(I) 7: *Contracts Referencing Nature-dependent Electricity*	1 January 2026
SFRS(I) 10, SFRS(I) 1-28	Amendments to SFRS(I) 10 and SFRS(I) 1-28: *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	To be determined

Consequential amendments were also made to various standards as a result of these new/revised standards.

The Group and the Company do not intend to early adopt any of the above new/revised standards, interpretations and amendments to the existing standards. Management anticipates that the adoption of the aforementioned new/revised standards will not have a material impact on the financial statements of the Group and Company in the period of their initial adoption.

SFRS(I) 18, effective for annual periods beginning on or after 1 January 2027, replaces SFRS(I) 1- 1 Presentation of Financial Statements and introduces new requirements for presentation and disclosure in financial statements. SFRS(I) 18 mandates a new structure for the statement of profit or loss and also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. As a consequential result of SFRS(I) 18 requirements, all entities are required to use the operating profit subtotal, instead of profit or loss, as the starting point for presenting operating cash flows under the indirect method. The classification of cash flows from dividends and interests in either operating, investing and financing cash flows is also fixed.

SFRS(I) 18 will apply retrospectively. The Group and the Company are still in the process of assessing the corresponding impact on the primary financial statements and notes to the financial statements.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.2 Basis of consolidation

The financial statements of the Group comprise the financial statements of the Company and its subsidiaries. Subsidiaries are entities (including structured entities) over which the Group has power and the Group is able to use such power to affect its exposure, or rights, to variable returns from then through its involvement with them.

The Group reassesses whether it controls the subsidiaries if facts and circumstances indicate that there are changes to one or more of the three elements of control.

When the Group has less than a majority of the voting rights of an investee, it still has power over the investee when the voting rights are sufficient, after considering all relevant facts and circumstances, to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers, among others, the extent of its voting rights relative to the size and dispersion of holdings of the other vote holders, currently exercisable substantive potential voting rights held by all parties, rights arising from contractual arrangements and voting patterns at previous shareholders' meetings.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup assets and liabilities, equity, income, expenses and cash flows relating to intragroup transactions are eliminated on consolidation.

The financial statements of the subsidiaries used in the preparation of the financial statements are prepared for the same reporting date as that of the Company. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

Non-controlling interests are identified separately from the Group's equity therein. On an acquisition-by-acquisition basis, non-controlling interests may be initially measured either at fair value or at their proportionate share of the fair value of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Losses in the subsidiary are attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any differences between the amount by which the non-controlling interests are adjusted to reflect the changes in the relative interests in the subsidiary and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control over a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to accumulated profits) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) *9 Financial Instruments* ("**SFRS(I) 9**") or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

Investments in subsidiaries are carried at cost less any impairment loss that has been recognised in profit or loss in the Company's separate financial statements.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.3 Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method when the acquired set of activities and assets constitute a business. When determining the acquired set of activities and assets constitute a business, the Group assesses whether the acquired set of activities and assets includes, at a minimum, an input and substantive process, which together contribute to the creation of outputs.

The Group has the option to apply a "concentration test" as a simplified assessment to determine whether an acquired set of activities and assets is not a business. The Group makes the election separately for each transaction or other event. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. For each business combination, the Group determines whether to measure the non-controlling interests in the acquiree at fair value or at proportionate share in the recognised amounts of the acquiree's identifiable net assets. Acquisition-related costs are recognised in profit or loss as incurred and included in administrative expenses.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 *Business Combinations* ("**SFRS(I) 3**") are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held-for-sale in accordance with SFRS(I) 5 *Non-Current Assets Held for Sale and Discontinued Operations* ("**SFRS(I) 5**"), which are recognised and measured at the lower of cost and fair value less costs to sell.

The Group recognises any contingent consideration to be transferred for the acquiree at the fair value on the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement shall be accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of SFRS(I) 9, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with SFRS(I) 9. Other contingent consideration that is not within the scope of SFRS(I) 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss.

Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with SFRS(I) 1-12 *Income Taxes* and SFRS(I) 1-19 *Employee Benefits* respectively;

- liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with SFRS(I) 2 *Share-based Payment*; and

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.3 Business combinations (Continued)

- assets (or disposal groups) that are classified as held for sale in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date, and is subject to a maximum of one year.

Goodwill arising on acquisition is recognised as an asset at the acquisition date and is initially measured at cost, being the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer previously held equity interest (if any) in the entity over net acquisition-date fair value amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit (including the goodwill), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

The attributable amount of goodwill is included in the determination of gain or loss on disposal of the subsidiary or jointly controlled entity.

2.4 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 the customer.

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

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.4 Revenue recognition (Continued)

Revenue from Digital Identity business

The Group is in the business of:

- Provision of technical support services for identity management biometrics.
- Sales of ABIS licences.
- Services for liveness and facial recognition apps.
- Supply and integration of IT Systems.

Technical support services for identity management biometrics

Revenue from technical support services for identity management biometrics is compensated for its services through a monthly fee earned based on the promised consideration in the relevant agreements. Revenue from these services are recognised as a performance obligation satisfied over time as the customers simultaneously receives and consumes the benefits of the services as the Group performs.

A contract asset is recognised when the Group has performed under the contract but has not yet billed the customer. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advanced payments from the customer. Contract assets are transferred to receivables when the rights to consideration become unconditional. Contract liabilities are recognised as revenue as the Group performs under the contract.

Sales of ABIS licences

Revenue from ABIS license sales is recognised when the entity satisfies the performance obligation at a point in time generally when the subsequent sales or usage of the license occurs.

Services for liveness and facial recognition apps

Revenue from services for liveness and facial recognition apps is recognised when the entity satisfies the performance obligation at a point in time generally when the services are delivered to the customer.

Supply and integration of IT systems

Revenue from the provision of supply and integration of IT systems is recognised when the entity satisfies the performance obligation at a point in time generally when completed and when transfer of control occurs. A corresponding receivable is recognised for consideration that is unconditional when only the passage of time is required before payment is due.

Interest income

Interest income is recognised using the effective interest method.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.5 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.6 Employee benefits

Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions to national pension schemes are recognised as an expense in the period in which the related service is performed.

Such state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

Defined benefits plans

Defined benefit plans are post-employment benefit pension plans other than defined contribution plans. Defined benefit plans typically define the amount of benefit that an employee will receive on or after retirement, usually dependent on one or more factors such as age, years of service and compensation.

<u>Indonesia</u>

The employee benefit covered in this actuarial report is Post Employment Benefits ("**PEB**") as stipulated under the Law No. 11/2020 (the "**Job Creation Law**" or the "**UUCK**"), the Government Regulation No. 35/2021 (the "**PP35**") and the Company Regulation.

<u>India</u>

Provision for Gratuity is calculated in accordance with "Payment of Gratuity Act, 1972".

The obligation for post-employment benefits is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods by the projected unit credit method determined by an independent actuary. The present value of the defined benefit obligation is measured at the present value of estimated future cash flows using a discount rate that is similar to the government bonds.

Past service cost is recognised immediately in profit or loss. Actuarial gains and losses from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income as incurred.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.6 Employee benefits (Continued)

Employee leave entitlement

Employee entitlements to annual leave and long-service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long-service leave as a result of services rendered by employees up to the end of the reporting period.

2.7 Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and subsidiaries operate by the end of the financial year.

Deferred tax is recognised on the differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised on taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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.

The carrying amount of deferred tax assets is reviewed at the end of each financial year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the financial year and based on the tax consequence that will follow from the manner in which the Group expects, at the end of the financial year, to recover or settle the carrying amounts of its assets and liabilities except for the investment properties where investment properties measured at fair value are presented to be recovered entirely through sale.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.7 Income tax (Continued)

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognised directly in equity, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

2.8 Foreign currency transactions and translation

Foreign currency transactions are translated into the individual entities' respective functional currencies at the exchange rates prevailing on the date of the transaction. At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity through other comprehensive income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollar using exchange rates prevailing at the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.9 Property, plant and equipment

All property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and any accumulated impairment losses.

The cost of property, plant and equipment initially recognised includes its purchase price, and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.9 Property, plant and equipment (Continued)

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised.

On disposal of a property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss.

Depreciation is calculated on a straight-line basis to allocate the depreciable amounts of all property, plant and equipment over their expected useful lives. The estimated useful lives are as follows:

Computer equipment	3 to 5 years
Office equipment	3 to 5 years
Motor vehicles	4 years
Leasehold properties	2 to 5 years
Renovation	5 years

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period. The effects of any revision are recognised in profit or loss when the changes arise.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

2.10 Intangible assets

Acquired intangible assets

Acquired intangible assets are initially measured at cost. The cost of intangible assets acquired in a business combination is initially measured at their fair value at the acquisition date. Subsequent to initial recognition, the intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses.

Acquired intangible assets have either finite or indefinite useful life.

The amortisation charge is recognised in profit or loss and is assessed for impairment when there is an indication that the intangible asset may be impaired. The estimated amortisation period and amortisation methods are reviewed, and adjusted as appropriate, at the end of each financial year.

Intangible assets with indefinite useful life are not amortised, but tested for impairment annually, and whenever there is an indication that the intangible asset may be impaired. The indefinite useful life of an intangible asset is reviewed at the end of each financial year and where events and circumstances do not continue to support the indefinite useful life assessment for that asset, a change from indefinite to finite useful life is accounted for as a change in accounting estimate and adjusted prospectively.

The intangible asset is derecognised upon disposal or when no future economic benefits are expected from its use or disposal, with any gain or loss arising from the derecognition of an intangible asset, being the difference between the net disposal proceeds and the carrying amount of the asset, recognised in profit or loss.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.10 Intangible assets (Continued)

Acquired intangible assets (Continued)

Internally generated intangible assets

Expenditure from the research phase of an internal project to create an intangible asset is expensed in profit or loss when it is incurred. Where the research phase cannot be distinguished from the development phase of an internal project, the Group treats the expenditure on that project as if it were incurred in the research phase only.

An internally generated intangible asset arising from development (or from the development phase of an internal project) is recognised, if, any only if, all the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible assets; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally- generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

The amortisation charge is recognised in profit or loss and is assessed for impairment when there is an indication that the intangible asset may be impaired. The estimated amortisation period and amortisation methods are reviewed, and adjusted as appropriate, at the end of each financial year.

Acquired intangible assets with finite useful life and internally generated intangible assets are amortised over its useful life, using its straight-line method, over the following bases:

Customer relationships	7.7 to 10 years
Technology	4.7 to 5 years
Software	5 years
Trademark	10 years

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.11 Investment in an associate

An associate is an entity over which the Group has significant influence, being the power to participate in the financial and operating policy decisions of the entity but is not control or of joint control of these policies, and generally accompanying a shareholding of 20% or more of the voting power.

On acquisition of the associate, any excess of the cost of the investment over the Group's share of the net fair value of the associate identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the associate identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Group's share of the associate's profit or loss in the reporting period in which the investment is acquired. Investments in associates are carried at cost less any impairment loss that has been recognised in profit or loss in the Company's separate financial statements.

The results and assets and liabilities of an associate are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held-for-sale, in which case it is accounted for under SFRS(I) 5 from the date on which the investee become classified as held for sale. Under the equity method, investments in associates are carried at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any impairment loss of individual investments. The Group's share of losses in an associate in excess of the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate) are not recognised, unless the Group has incurred legal or constructive obligations or made payments on behalf of the associate. Distributions received from the associate reduce the carrying amount of the investment. Any goodwill arising on the acquisition of the Group's interest in an associate is accounted for in accordance with the Group's accounting policy for goodwill arising on such acquisitions (see above).

Unrealised profits and losses are eliminated to the extent of the Group's interest in the associate. Unrealised losses are also eliminated in the same way as unrealised gains, but only to the extent that there is no impairment.

The Company has accounted for its investment in an associate at cost in its separate financial statements.

2.12 Impairment of non-financial assets excluding goodwill

The Group reviews the carrying amounts of its non-financial assets as at each reporting date to assess for any indication of 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.

Irrespective of whether there is any indication of impairment, the Group also tests its intangible assets with indefinite useful lives and intangible assets not yet available for use for impairment annually by comparing their respective carrying amounts with their corresponding recoverable amounts.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its 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.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.12 Impairment of non-financial assets excluding goodwill (Continued)

An impairment loss for the amount by which the asset's carrying amount exceeds the recoverable amount 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 reversal of an impairment loss is recognised immediately in profit or loss.

2.13 Financial instruments

The Group recognises a financial asset or a financial liability in its statement of financial position when the Group becomes party to the contractual provisions of the instrument.

Financial assets

Initial recognition and measurement

With the exception of trade receivables that do not contain a significant financing component or for which the Group applies a practical expedient, all financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. Such trade receivables that do not contain a significant financing component or for which the Group applies a practical expedient are measured at transaction price as defined in SFRS(I) 15 *Revenue from Contracts with Customers* in Note 2.4.

The classification of the financial assets at initial recognition as subsequently measured at amortised cost and fair value through profit or loss ("**FVTPL**") depends on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

The Group's business model refers to how the Group manages its financial assets in order to generate cash flows which determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both.

The Group determines whether the asset's contractual cash flows are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding to determine the classification of the financial assets.

Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent to initial recognition, the financial asset at amortised cost are measured using the effective interest method and is subject to impairment. Gains or losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.13 Financial instruments (Continued)

Financial assets (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period, to the net carrying amount of the financial instrument. Income and expense are recognised on an effective interest basis for debt instruments other than those financial instruments at fair value through profit or loss.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Financial assets at FVTPL

A financial asset is subsequently measured at FVTPL if the financial asset is a financial asset held for trading, is not measured at amortised cost or at FVTOCI, or is irrevocably elected at initial recognition to be designated FVTPL if, by designating the financial asset as FVTPL, eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Gains or losses are recognised in profit or loss.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("**ECL**") on financial assets measured at amortised cost. At each reporting date, the Group assesses whether the credit risk on a financial asset has increased significantly since initial recognition by assessing the change in the risk of a default occurring over the expected life of the financial instrument. Where the financial asset is determined to have low credit risk at the reporting date, the Group assumes that the credit risk on financial assets has not increased significantly since initial recognition.

The Group uses reasonable and supportable forward-looking information that is available without undue cost or effort as well as past due information when determining whether credit risk has increased significantly since initial recognition.

Where the credit risk on that financial instrument has increased significantly since initial recognition, the Group measures the loss allowance for a financial instrument at an amount equal to the lifetime ECL. Where the credit risk on that financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

The Group applies the simplified approach to recognise the ECL for trade receivables and contract assets, which is to measure the loss allowance at an amount equal to lifetime ECL. As a practical expedient, the Group uses an allowance matrix derived based on historical credit loss experience adjusted for current conditions and forecasts of future economic conditions for measuring ECL.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.13 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

While they are not financial assets, contract assets arising from the Group's contracts with customers under SFRS(I) 15 are assessed for impairment in accordance with SFRS(I) 9, similar to that of trade receivables.

The amount of ECL or reversal thereof that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised in profit or loss.

The Group directly reduces the gross carrying amount of a financial asset when the entity has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

For details on the Group's accounting policy for its impairment of financial assets, refer to Note 31.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds receivables.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Ordinary share capital

Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.13 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

Initial recognition and measurement

All financial liabilities are initially measured at fair value, minus transaction costs, except for those financial liabilities classified as at fair value through profit or loss, which are initially measured at fair value.

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Financial liabilities are classified as at fair value through profit or loss if the financial liability is either held for trading or it is designated as such upon initial recognition. Financial liabilities classified as at fair value through profit or loss comprise derivatives that are not designated or do not qualify for hedge accounting.

Other financial liabilities

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis. A gain or loss is recognised in profit or loss when the liability is derecognised and through the amortisation process.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Offsetting of financial instruments

A financial asset and a financial liability shall be offset and the net amount presented in the statement of financial position when, and only when, an entity:

(a) Currently has a legally enforceable right to set off the recognised amounts; and

(b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.14 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand, deposits with financial institutions which are subject to insignificant risk of change in value and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and excludes pledged fixed deposits.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.15 Leases

At inception of a contract, the Group assessed whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Where a contract contains more than one lease component, the Group allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component. Where the contract contains non-lease components, the Group applied the practical expedient to not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group recognises a right-of-use asset and lease liability at the lease commencement date for all lease arrangement for which the Group is the lessee, except for leases which have lease term of 12 months or less and leases of low value assets for which the Group applied the recognition exemption allowed under SFRS(I) 16. For these leases, the Group recognises the lease payment as an expense on a straight-line basis over the term of the lease.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. When the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. The right-of-use asset is also reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability, where applicable.

Right-of-use assets are presented within “property, plant and equipment”.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee’s incremental borrowing rate.

The Group generally uses the incremental borrowing rate as the discount rate. To determine the incremental borrowing rate, the Group obtains a reference rate and makes certain adjustments to reflect the terms of the lease and the asset leased.

The lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments less any lease incentive receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Group is reasonably certain to exercise; and

2. Summary of material accounting policies (Continued)

2.15 Leases (Continued)

- payments of penalties for terminating the lease if the Group is reasonably certain to terminate early and lease payments for an optional renewal period if the Group is reasonably certain to exercise an extension option.

The lease liability is measured at amortised cost using the effective interest method. The Group remeasures the lease liability when there is a change in the lease term due to a change in assessment of whether it will exercise a termination or extension or purchase option or due to a change in future lease payment resulting from a change in an index or a rate used to determine those payment.

Where there is a remeasurement of the lease liability, a corresponding adjustment is made to the right-of-use asset or in profit or loss where there is a further reduction in the measurement of the lease liability and the carrying amount of the right-of-use asset is reduced to zero.

2.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the financial year, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss as they arise.

2.17 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an expense, the grant is recognised as income in profit or loss on a systematic basis over the periods in which the related costs, for which the grants are intended to compensate, is expensed. Where the grant relates to an asset, the grant is recognised as deferred capital grant on the statement of financial position and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalment.

2.18 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incurs expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker for making decisions about allocating resources and assessing performance of the operating segments.

Notes to the Financial Statements

For the financial year ended 31 May 2025

2. Summary of material accounting policies (Continued)

2.19 Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value of the equity instruments (excluding the effect of non market-based vesting conditions) at the date of grant. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 24. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest and adjusted for the effect of non-market-based vesting conditions. At the end of each financial year, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised over the remaining vesting period with a corresponding adjustment to the equity-settled share options reserve.

Where the grant of equity instruments is cancelled or settled during the vesting period, other than a grant cancelled by forfeiture when the vesting conditions are not satisfied, the Group recognises immediately the amount that otherwise would have been recognised for services received over the remainder of the vesting period. Where the employee leaves the Group before the options vest, the options are forfeited.

The transfer of the balance in the share option reserve to share capital or treasury shares upon exercise of the option and the transfer of the balance in the share option reserve to accumulated profits upon expiry of the option are not mandatory and may be kept as a separate reserve upon expiry or exercise of the option.

3. Critical accounting judgements and key sources of estimation uncertainty

The Group made judgements, estimates and assumptions about the carrying amounts of assets and liabilities that were not readily apparent from other sources in the application of the Group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors that are considered to be reasonable under the circumstances. Actual results may differ from the estimates.

3.1 Critical judgements made in applying the Group's accounting policies

Other than the key sources of estimation uncertainty as disclosed in 3.2 below, the Directors and the management are of the opinion that there is no critical judgement that management has made in the process of applying the Group's accounting policies which have the most significant effect on the amounts recognised in the financial statements.

3.2 Key sources of estimation uncertainty

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment of property, plant and equipment and intangible assets with finite useful lives

At the end of each reporting period, the Group and the Company assess whether there are any indications of impairment for all non-financial assets. If any such indication exists, the Group and the Company estimate the recoverable amount of that asset. An impairment loss exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.

Notes to the Financial Statements

For the financial year ended 31 May 2025

3. Critical accounting judgements and key sources of estimation uncertainty (Continued)

3.2 Key sources of estimation uncertainty (Continued)

Impairment of property, plant and equipment and intangible assets with finite useful lives (Continued)

Where value in use calculations are undertaken, management is required to estimate the expected future cash flows from the asset or cash-generating unit and a suitable discount rate in order to determine the present value of the cash flows. The carrying values of the Group's and the Company's property, plant and equipment are disclosed in Note 12. The carrying values of the Group's intangible assets with finite useful lives are disclosed in Note 13.

Impairment assessment of goodwill

Management performs an annual impairment assessment of goodwill or more frequently if there are indications that goodwill might be impaired. Valuation model based on discounted cash flow analysis of the cash-generating unit is used by management to determine the value in use for the purposes of the impairment assessment.

Forecasting and discounting future cash flows for the impairment assessment involves an element of judgement and requires management to make certain assumptions and apply estimates. Details of the impairment assessment and the carrying values of the Group's goodwill at the end of the reporting period are disclosed in Note 13. Any changes in the assumptions made and discount rate applied could affect the impairment assessment.

Allowance for expected credit losses of trade receivables and contract assets

The Group applies the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables and contract assets. Trade receivables and contract assets that shared the same credit risk characteristics and days past due are grouped together in measuring the expected credit losses.

The provision matrix is initially based on the Group's historical observed default rates. The Group will assess the historical credit loss experience by considering current and forecast economic conditions with consideration on how these conditions will affect the Group's ECL assessment. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 30(b).

The carrying amounts of the Group's trade receivables and contract assets as at 31 May 2025 amounted to $316,000 (2024: $64,000) and $1,939,000 (2024: $2,720,000) respectively.

Impairment of investment in subsidiaries and associate

At the end of each reporting period, the Company assesses whether there are any indications of impairment for investment in subsidiaries and associate. The Company also assesses whether there is any indication that an impairment loss recognised in prior periods for investment in subsidiaries and associate may no longer exist or may have decreased.

If any such indication exists, the Company estimates the recoverable amount of that asset. An impairment loss exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. An impairment loss recognised in prior periods shall be 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 resulting in the recoverable amount exceeding the carrying amount.

Notes to the Financial Statements

For the financial year ended 31 May 2025

3. Critical accounting judgements and key sources of estimation uncertainty (Continued)

3.2 Key sources of estimation uncertainty (Continued)

Impairment of investment in subsidiaries and associate (Continued)

Where value in use calculations are undertaken, management is required to estimate the expected future cash flows from the asset or cash-generating unit and a suitable discount rate in order to determine the present value of the cash flows. The value in use calculation involves significant judgement in the forecast projection of sales and operating cash flows for the next five years. Details of the key assumptions applied in the Company's impairment assessment of its investments in subsidiaries along with the carrying amounts of these investments are disclosed in Note 14. Changes in assumptions made and discount rate applied could affect the carrying values of these assets.

Fair value measurement of financial instruments

Where the fair values of financial instruments recorded in statements of financial position cannot be measured based on quoted prices in active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. Details of the valuation and key assumptions applied in the financial assets at fair value through profit or loss are disclosed in Note 16.

4. Revenue

The following table provides a disaggregation disclosure of the Group's revenue by primary geographical market, major service lines and timing of revenue recognition.

	Group	
	2025	**2024**
	$'000	**$'000**
Primary geographical markets		
Indonesia	**8,091**	6,517
Major service lines		
Technical support services for identity management biometrics (Over time)	**5,228**	5,240
Sales of licences and other related services (Point in time)	**2,863**	1,277
	8,091	6,517

Transaction price allocated to the remaining performance obligations

The Group applies the practical expedient in SFRS(I) 15 and does not disclose information about its remaining performance obligation if:

- The performance obligation is part of a contract that has an original expected duration of one year or less; or
- The Group has a right to invoice a customer in an amount that corresponds directly with its performance to-date, and it recognises revenue in that amount.

Notes to the Financial Statements

For the financial year ended 31 May 2025

5. Other income

	Group	
	2025	**2024**
	$'000	**$'000**
Government grants	**27**	31
Interest income	**27**	5
Gain on lease modification	**17**	1
Service income	**53**	–
Interest income from convertible bond (Note 16)	**86**	–
Others	**9**	16
	219	53

6. Employee benefits expenses

	Group	
	2025	**2024**
	$'000	**$'000**
Wages and salaries	**3,893**	4,228
Contribution to defined contribution plans	**187**	225
Defined benefits plans	**14**	77
Other short-term benefits	**468**	1,416
	4,562	5,946

Employee benefits expenses allocated by function are as follows:

	Group	
	2025	**2024**
	$'000	**$'000**
Project related	**978**	1,146
Administrative	**3,584**	4,800
	4,562	5,946

Included in employee benefits expenses of the Group are director's fee amounting to $258,302 (2024: $332,500).

Notes to the Financial Statements

For the financial year ended 31 May 2025

7. Other expenses

	Group	
	2025	2024
	$'000	**$'000**
Transport and travelling	**248**	537
Rental of office premises, staff accommodation and equipment	**172**	193
Rental of motor vehicle	**33**	15
Administrative expenses	**252**	217
Subscription	**6**	9
Advertising and promotion	**148**	46
Honorarium	**286**	292
Entertainment expenses	**162**	288
Event expenses	**–**	20
Management fee expenses	**72**	33
Technical consultation services	**155**	206
Loss on foreign exchange	**213**	63
Donation	**–**	201
Hardware and software expenses	**84**	175
Technical services	**–**	147
Impairment loss on trade receivables	**34**	–
Others	**270**	181
	2,135	2,623

8. Finance costs

	Group	
	2025	2024
	$'000	**$'000**
Interest expense:		
- Lease liabilities	**92**	87
- Others	**22**	–
	114	87

Notes to the Financial Statements

For the financial year ended 31 May 2025

9. Loss before income tax

Loss before income tax is arrived at after charging:

	Group	
	2025	2024
	$'000	$'000
Audit fee payable to:		
- Auditor of the Company	**128**	128
- Other auditors	**29**	28
Amortisation of intangible assets (Note 13)	**4,891**	4,889
Depreciation of property, plant and equipment (Note 12)	**1,146**	1,157
Foreign exchange loss, net	**214**	63
Fair value loss on financial assets at fair value through profit or loss	**3,814**	–
Impairment loss on goodwill (Note 13)	**20,651**	–
Operating lease expense - short-term leases	**206**	208

10. Income tax credit

	Group	
	2025	2024
	$'000	$'000
Tax credit attributable to profits is made up of:		
Current tax:		
- Current year	**378**	350
- Prior year	**(51)**	(57)
	327	293
Deferred tax:		
- Current year	**(857)**	(879)
	(857)	(879)
	(530)	(586)

Notes to the Financial Statements

For the financial year ended 31 May 2025

10. Income tax credit (Continued)

The income tax credit on the results of the financial year differs from the amount of income tax determined by applying the domestic rates applicable to profit/(loss) in the countries where the Group operates due to the following factors:

	Group	
	2025	2024
	$'000	$'000
Loss before income tax	**(31,842)**	(12,103)
Share of results of an associate	**(858)**	540
	(32,700)	(11,563)
Tax at the domestic rates applicable to loss in the countries where the Group operates	**(5,499)**	(1,902)
Income not subject to tax	**(25)**	(17)
Expenses not deductible for tax purposes	**4,875**	481
Deferred tax assets not recognised	**158**	909
Utilisation of deferred tax not recognised in prior years	**(1)**	–
Others	**13**	–
Overprovision of income tax in prior year	**(51)**	(57)
	(530)	(586)

The above tax reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

The statutory income tax rate applicable is 17% (2024: 17%) for companies incorporated in Singapore. The income tax rates applicable to foreign subsidiaries are as follows:

	Group	
	2025	2024
	%	%
India	**22**	22
Indonesia	**22**	22
United States	**21**	21

Notes to the Financial Statements

For the financial year ended 31 May 2025

11. Loss per share

Loss per share is calculated by dividing the Group's net loss attributable to the owners of the Company for the year by the weighted average number of ordinary shares in issue during the financial year as follows:

	2025	2024
Weighted average number of ordinary shares for purposes of basic earnings per share [1] ('000)	**1,354,237**	1,340,991
Attributable to the owners of the Company:		
Loss for the year from continuing operations ($'000)	**(31,320)**	(11,593)
Basic and Diluted loss per share (cents per share)	**(2.31)**	(0.86)

(1) The weighted average number of ordinary shares has been adjusted for the financial year ended 31 May 2025 to take into effect the new issuance of share capital of 24,000,000 on 22 August 2024.

As there are no outstanding dilutive potential ordinary shares, the diluted earnings per ordinary share is accordingly the same as the basic earnings per ordinary share for the respective financial year.

Notes to the Financial Statements

For the financial year ended 31 May 2025

12. Property, plant and equipment

Group	Computer and office equipment	Motor vehicles	Leasehold properties	Renovation	Construction-in-progress	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Cost						
At 1 June 2023	746	206	2,612	685	221	4,470
Additions	366	–	887	204	3	1,460
Transfer	–	–	–	220	(220)	–
Currency translation differences	(57)	–	(30)	(57)	(1)	(145)
At 31 May 2024	1,055	206	3,469	1,052	3	5,785
Additions	106	–	388	–	–	494
Derecognition of right-of-use assets	–	(204)	(1,602)	–	–	(1,806)
Written off	(2)	–	–	–	–	(2)
Transfer	–	–	–	3	(3)	–
Currency translation differences	(49)	–	(23)	(34)	–	(106)
At 31 May 2025	**1,110**	**2**	**2,232**	**1,021**	**–**	**4,365**
Accumulated depreciation						
At 1 June 2023	398	42	855	182	–	1,477
Depreciation charge	180	102	638	237	–	1,157
Currency translation differences	(32)	–	(18)	(22)	–	(72)
At 31 May 2024	546	144	1,475	397	–	2,562
Depreciation charge	209	60	634	243	–	1,146
Written off	(2)	–	–	–	–	(2)
Derecognition of right-of-use assets	–	(204)	(984)	–	–	(1,188)
Currency translation differences	(29)	–	(24)	(24)	–	(77)
At 31 May 2025	**(724)**	**–**	**(1,101)**	**(616)**	**–**	**(2,441)**
Net carrying value						
At 31 May 2025	**386**	**2**	**1,131**	**405**	**–**	**1,924**
At 31 May 2024	509	62	1,994	655	3	3,223

Notes to the Financial Statements

For the financial year ended 31 May 2025

12. Property, plant and equipment (Continued)

Company	Leasehold properties	Computer and office equipment	Motor vehicles	Renovation	Construction-in-progress	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Cost						
At 1 June 2023	2,127	78	204	–	199	2,608
Additions	883	14	–	150	–	1,047
Transfer	–	–	–	199	(199)	–
At 31 May 2024	3,010	92	204	349	–	3,655
Written off	–	(2)	–	–	–	(2)
Derecognition of right-of-use assets	(1,683)	–	(204)	–	–	(1,887)
At 31 May 2025	**1,327**	**90**	**–**	**349**	**–**	**1,766**
Accumulated depreciation						
At 1 June 2023	613	33	42	–	–	688
Depreciation charge	502	26	102	61	–	691
At 31 May 2024	1,115	59	144	61	–	1,379
Depreciation charge	499	19	60	70		648
Written off	–	(2)	–	–	–	(2)
Derecognition of right-of-use assets	(1,065)	–	(204)	–	–	(1,269)
At 31 May 2025	**549**	**76**	**–**	**131**	**–**	**756**
Net carrying value						
At 31 May 2025	**778**	**14**	**–**	**218**	**–**	**1,010**
At 31 May 2024	1,895	33	60	288	–	2,276

(a) Included in the Group's and the Company's property, plant and equipment are right-of-use assets of $1,136,000 (2024: $2,063,000) and $781,000 (2024: $1,962,000) respectively (Note 25).

(b) Net cash outflows for purchase of property, plant and equipment.

	Group	
	2025	**2024**
	$'000	**$'000**
Aggregate cost of property, plant and equipment acquired	**494**	1,460
Less: Additions under new leases modification (Note 25)	**(388)**	(886)
Less: Provision for reinstatement costs	**–**	(1)
Net cash outflows for purchase of property, plant and equipment	**106**	573

Notes to the Financial Statements

For the financial year ended 31 May 2025

13. Intangible assets

Group	Goodwill	Software	Technology	Customer relationships	Trademark	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Cost						
At 1 June 2023	20,651	224	17,085	9,936	3	47,899
Additions	–	7	–	–	–	7
At 31 May 2024	20,651	231	17,085	9,936	3	47,906
Additions	–	28	–	–	–	28
Impairment loss	(20,651)	–	–	–	–	(20,651)
At 31 May 2025	**–**	**259**	**17,085**	**9,936**	**3**	**27,283**
Accumulated amortisation						
At 1 June 2023	–	37	7,378	2,777	–	10,192
Amortisation charge	–	45	3,561	1,283	–	4,889
At 31 May 2024	–	82	10,939	4,060	–	15,081
Amortisation charge	–	47	3,561	1,282	1	4,891
At 31 May 2025	**–**	**129**	**14,500**	**5,342**	**1**	**19,972**
Net carrying value						
At 31 May 2025	**–**	**130**	**2,585**	**4,594**	**2**	**7,311**
At 31 May 2024	20,651	149	6,146	5,876	3	32,825

Composition of intangible assets

(i) Goodwill arising on the acquisition of InterBio group and GenesisPro Pte. Ltd.

(ii) Software refers to the Windows applications relating to identity management and other finance related software purchased by the Group.

(iii) Technology refers to in-house developed software technology that has been copyrighted and know-how (i.e. experience in building and maintaining the Indonesia National ID Database) in relation to Biometrics.

(iv) Customer relationships refer to the economic benefits that are expected to be derived from non-contractual existing and recurring relationships of group and their existing customers.

Impairment test for intangible assets

Goodwill and other intangible assets acquired in a business combination are allocated to the cash generating units (CGUs) that are expected to benefit from that business combination. The Group recognised goodwill, technology and customer relationships arising from acquisition of InterBio group and GenesisPro Pte. Ltd. These goodwill and intangible assets have been allocated to a CGU, being Digital Identity business.

Notes to the Financial Statements

For the financial year ended 31 May 2025

13. Intangible assets (Continued)

Key assumptions used in value-in-use calculation

The recoverable amounts of the CGUs are determined from value-in-use calculations using 5-years cash flow projections. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. In prior year, the Group's value-in-use calculations used cash flow forecasts derived from the most recent financial budgets approved by management covering a nine year period. Forecast revenue for the next nine years was projected taking into account the average growth levels experienced over the past years, the impact arising from the anticipated changes in the business and economic environment for the next nine years. 9 years cash flow forecast was used because of the expected earnings generated in year 5 is not at their normalised stage therefore the forecasted period was extended to year nine where earnings are normalised.

The key assumptions used in the estimation of value-in-use calculations were as follows:

	Group	
	2025	**2024**
	%	**%**
Forecast revenue growth rate over next five/nine years	**(7.0) – 2.5**	1 - 364
Terminal growth rate	**5**	2
Pre-tax discount rate	**22.8**	25.9

Sensitivity to changes in assumptions

Management is of the view that any reasonable possible change in any of the above key assumptions are not likely to materially cause the CGU's carrying amount to exceed its recoverable amount.

Impairment loss recognised

At 31 May 2025, the recoverable amount of the CGU was $11,781,000. During the financial year, an impairment loss of $20,651,000 (2024: $Nil) was recognised for goodwill relating to InterBio group and GenesisPro Pte. Ltd., as the recoverable amount of the CGU was estimated to be less than the carrying amount, primarily as a result of delays in forecasted projects.

14. Investments in subsidiaries

	Company	
	2025	**2024**
	$'000	**$'000**
Unquoted equity shares		
Cost		
At beginning of financial year	**89,487**	89,487
Impairment loss	**(75,789)**	–
At end of financial year	**13,698**	89,487

Notes to the Financial Statements

For the financial year ended 31 May 2025

14. Investments in subsidiaries (Continued)

Impairment loss on investment in subsidiaries

At 31 May 2025, the recoverable amounts of the subsidiaries were $13,698,000. During the financial year ended 31 May 2025, the Company recognised an impairment loss amounting to $75,789,000 in profit or loss, primarily as a result of delays in forecasted projects. The recoverable amounts of the subsidiaries were determined based on value-in-use calculations, determined by discounting the pre-tax future cash flows to be generated from the continuing use of the CGU comprising InterBio group and GenesisPro Pte. Ltd..

For details on the Company's key assumptions used in value-in-use calculations, refer to Note 13.

Details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Principal activities	Group's equity holding	
			2025	2024
			%	%
Held by the Company				
International Biometrics Pte. Ltd. ("InterBio") [1]	Singapore	Investment holding, information technology consultancy	**100**	100
TOTM Tech SG Pte. Ltd. ("TTS") [1]	Singapore	Provision of identity management biometric technology solutions	**100**	100
GenesisPro Pte. Ltd. ("GenesisPro") [1]	Singapore	Providing information technology and computer facility management services	**100**	100
Held by TOTM Tech SG Pte. Ltd.				
Identa T LLC ("Identa") [4]	USA	Business development of identity management biometric technology solutions	**100**	100
TOTM Tech India Private Limited ("TTI") [3]	India	Provision of technical consultancy services, training and software development related services	**99.99**	99.99
Held by International Biometrics Pte. Ltd.				
PT International Biometrics Indonesia ("PTIBI") [2]	Indonesia	Providing information technology consulting, computer and computer facility management services	**99**	99

(1) Audited by Forvis Mazars LLP.

(2) Audited by KAP Aria Kanaka & Rekan (Forvis Mazars Indonesia) for consolidation purposes.

(3) Audited by M. Bhaskara Rao & Co., India

(4) Not required to be audited by law of country of incorporation.

Notes to the Financial Statements

For the financial year ended 31 May 2025

14. Investments in subsidiaries (Continued)

(i) Summarised financial information of subsidiary with material non-controlling interests ("**NCI**")

The Group has the following subsidiaries that have NCI that are material to the Group.

Name of subsidiary	Principal place of business/ Country of incorporation	Ownership held by NCI	
		2025	**2024**
		%	**%**
PT International Biometrics Indonesia	Indonesia	**1**	1

The following are the summarised financial information of the Group's subsidiary with NCI that is considered by management to be material to the Group. The financial information includes consolidation adjustments but before inter-company eliminations.

	PTIBI	
	2025	**2024**
	$'000	**$'000**
Summarised Statement of Financial Position		
Non-current assets	**975**	1,048
Current assets	**7,473**	7,403
Non-current liabilities	**(441)**	(247)
Current liabilities	**(271)**	(880)
Net assets	**7,736**	7,324
Net assets attributable to NCI	**77**	73
Summarised Statement of Profit or Loss and Other Comprehensive Income		
Revenue	**8,091**	6,517
Profit before tax	**1,143**	1,134
Income tax credit	**(354)**	(289)
Profit after tax	**789**	845
Other comprehensive income	**(392)**	(592)
Total comprehensive income	**397**	253
Profit allocated to NCI	**8**	9
Total comprehensive gain allocated to NCI	**4**	3

Notes to the Financial Statements

For the financial year ended 31 May 2025

15. Investment in an associate

	Group		Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Unquoted equity shares, at cost	**14,670**	14,670	**14,670**	14,670
Share of post-acquisition results	**(1,141)**	(1,999)	**–**	–
Carrying amount	**13,529**	12,671	**14,670**	14,670

The details of the associate are as follows:

Name of associate	Place of business / Country of incorporation	Principal activities	Proportion of ownership interest	
			2025	2024
			%	%
TECH5 SA [(i)]	Switzerland	Design, development, and distribution of biometrics-driven identity management solutions.	**16**	16

(i) Not required to be audited by law of country of incorporation.

Summarised financial information of the Group's associate

The summarised financial information in respect of TECH5 SA based on its SFRS(I) financial statements and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	2025	2024
	$'000	$'000
Assets and liabilities:		
Non-current assets	**12,533**	8,750
Current assets	**11,785**	12,213
Total assets	**24,318**	20,963
Current liabilities	**(1,150)**	(4,023)
Total liabilities	**(1,150)**	(4,023)
Net assets	**23,168**	16,940
Group's share of associate's net assets	**3,769**	2,756
Goodwill on acquisition	**10,458**	10,458
Other adjustments	**(698)**	(543)
Carrying amount of the investment	**13,529**	12,671
Results:		
Revenue	**12,435**	10,218
Profit/(loss) for the financial year	**5,637**	(3,149)
Group's share of associate' profit/(loss) for the year	**858**	(540)

Notes to the Financial Statements

For the financial year ended 31 May 2025

16. Financial assets at fair value through profit or loss ("FVTPL")

	Group and Company	
	2025	**2024**
	$'000	**$'000**
Investments measured at FVTPL:		
Convertible bond investment in Indonesia	**1,650**	5,136
Unquoted investment in Indonesia	**42**	370
Exchange differences	**(304)**	(71)
Total	**1,388**	5,435

Convertible bond investment in Indonesia

On 13 December 2021, the Group has entered into a convertible loan arrangement with PT. Cakrawala Data Integrasi ("**CDI**") whereby the Group agreed to subscribe for a convertible loan with principal amount of US$3,750,000 (equivalent to approximately $5,122,000) at 7.0% interest rate. The convertible loan has a maturity date of 2.5 years from the agreement date.

On 17 January 2025, the Group entered into an amendment agreement to extend the loan principal of US$3,750,000 (equivalent to S$5,122,000) and accrued interest of US$808,885 (equivalent to S$1,105,000), at an interest rate of 9.5% per annum. The revised maturity date is 15 December 2026, representing an extension of 2.5 years. As part of the amendment terms, the Company received a partial cash repayment of interest amounting to US$67,000 (equivalent to S$86,000), which has been recognised as other income in the profit or loss.

The Group has classified the investment as financial assets at fair value through profit or loss at initial recognition and at the end of the reporting period. The Group has determined the fair value of the investment based on the valuation performed by an external professional valuer by using the Equity Allocation Method together with Option Pricing Model. The valuation methodology is revised from Binomial Model to reflect the economic substance of the instrument. The key inputs to the Option Pricing Model are the market value of the share and the volatility. Management considered the appropriateness of the valuation technique and assumptions applied by the external valuer. The fair value measurement is categorised in Level 3 of the fair value hierarchy. Management is of the view that any reasonable possible change in any of the above key inputs are not likely to be material. During the current financial year, fair value loss of $3,486,000 (2024: $Nil) was recognised in profit or loss of the Group as the fair value of the convertible bond investment was estimated to be less than the carrying amount.

Unquoted investment in Indonesia

The Company owned 261 shares of PT Pattra Aksa Jaya ("**PAJ**"), representing approximately 8% of the issued share capital of PAJ. The Group has classified the investment as financial assets at fair value through profit or loss at initial recognition and at the end of the reporting period. The Group has determined the fair value of the investment based on the valuation performed by an external professional valuer using the cost approach. The change in valuation technique from an income approach to a cost approach is mainly due to lack of information and PAJ's going-concern uncertainty. PAJ's fair value is approximately the net book value of their assets and liabilities. Management considered the appropriateness of the valuation technique and assumptions applied by the external valuer. The fair value measurement is categorised in Level 3 of the fair value hierarchy. During the current financial year, fair value loss of $328,000 (2024: $Nil) was recognised in profit or loss of the Group as the fair value of the investment was estimated to be less than the carrying amount.

Notes to the Financial Statements

For the financial year ended 31 May 2025

17. Deferred tax

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The movements in the deferred tax account are as follows:

	Group	
	2025	**2024**
	$'000	**$'000**
Balance at beginning of financial year	**(2,093)**	(2,966)
Tax charged to profit or loss (Note 10)	**857**	879
Currency translation differences	**(6)**	(6)
Balance at end of financial year	**(1,242)**	(2,093)
Representing:		
Non-current		
Deferred tax assets	**57**	65
Deferred tax liabilities	**(1,299)**	(2,158)
	1,242	2,093
Deferred tax arising from:		
Fair value of intangible assets	**(1,289)**	(2,148)
Provisions	**6**	6
Excess of book value of plant and equipment over tax values	**(7)**	(8)
Employee benefits	**48**	54
Leases	**–**	3
	(1,242)	(2,093)

Unrecognised tax losses

At the end of the reporting period, the Group has unutilised tax losses of approximately $5,393,000 (2024: $4,470,000) that are available for offsetting against future taxable profits of the companies in which the tax losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is 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.

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is $1,472,000 (2024: $1,335,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

18. Amount due from/(to) subsidiaries

The amounts due from/(to) subsidiaries are non-trade in nature, unsecured, interest-free, repayable on demand except for the loan from a subsidiary with a principal amount of $2,000,000 (2024: $Nil) which bear an interest of 5.68% per annum and repayable over a period of 12 months.

Notes to the Financial Statements

For the financial year ended 31 May 2025

19. Contract assets and liabilities

The Group receives payments from customers based on the agreed billing milestone stipulated in the contracts or based on the amount certified by the customers. Contract assets relate to the Group's rights to consideration for work completed but not billed at the end of the reporting period on the Group's Digital Identity businesses. Contract liabilities relate to advance consideration received from customers, billings in excess of revenue recognised to-date and deferred revenue. Contract liabilities are recognised as revenue as (or when) the Group satisfies the performance obligations under its contracts.

The following table provides information about contract assets and contract liabilities from contracts with customers:

	Group		
	2025	**2024**	**2023**
	$'000	**$'000**	**$'000**
Contract assets	**1,939**	2,720	3,847
Contract liabilities	**(13)**	(13)	(14)

Contract assets of $2,720,000 (2024: $3,847,000) which were included at the beginning of the financial year were transferred to trade receivables during the financial year.

Contract liabilities are recognised as revenue over the contract service term. Revenue recognised in 2024 which was included in the contract liabilities balance at the beginning of the financial year was $Nil (2024: $14,000).

There were no significant change in the contract liabilities during the financial year. Contract assets for the financial year ended 31 May 2025 decreased due to reduction in services performed ahead of milestone payments during the financial year.

20. Trade and other receivables

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$'000	**$'000**	**$'000**	**$'000**
Non-current:				
Deposits	**82**	56	**–**	–
Current:				
Trade receivables - third parties	**350**	64	**–**	–
Less: Loss allowance	**(34)**	–	**–**	–
	316	64	**–**	–
Other receivables and prepayments:				
Deposits	**140**	200	**84**	143
Sundry receivables	**3**	147	**2**	2
Prepayments	**182**	244	**24**	90
Input value added tax	**1,158**	1,111	**–**	–
Advance payment to suppliers	**1,162**	1,747	**–**	–
	2,645	3,449	**110**	235
Total current	**2,961**	3,513	**110**	235
Total current and non-current	**3,043**	3,569	**110**	235

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20. Trade and other receivables (Continued)

Trade receivables are non-interest bearing and the Group generally extend credit period of 30 (2024: 30) days from date of invoice. They are recognised at the transaction price which represent their fair value on initial recognition.

21. Cash and cash equivalents

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$'000	**$'000**	**$'000**	**$'000**
Cash at bank	**734**	2,269	**35**	689
Cash on hand	**84**	48	**–**	–
Fixed deposits pledged	**–**	50	**–**	50
	818	2,367	**35**	739
Fixed deposits pledged	**–**	(50)	**–**	(50)
Cash and cash equivalents for Statement of cash flows at end of the year	**818**	2,317	**35**	689

Fixed deposit in 2024 will mature in 12 months from the financial year end and the effective interest rate on the fixed deposits is 2.20% per annum. As at the end of the reporting year 2024, fixed deposits of $50,000 was pledged as collateral for credit card limit.

22. Share capital

	Group and Company			
	2025	**2024**	**2025**	**2024**
	'000	**'000**	**$'000**	**$'000**
	Number of shares			
Issued and fully paid ordinary shares				
At beginning of financial year	**1,340,991**	1,340,991	**156,202**	156,202
Issue of ordinary shares	**24,000**	–	**480**	–
At end of financial year	**1,364,991**	1,340,991	**156,682**	156,202

All issued shares are fully paid ordinary shares with no par value.

On 20 August 2024, the Company has issued and allotted 24,000,000 new ordinary shares in the capital of the Company at an issue price of S$0.02 per share to selected Directors under the TOTM Technologies Performance Share Plan 2021 adopted by the shareholders of the Company on 30 September 2021.

The newly issued shares rank pari passu in all respects with the previously issued shares.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction.

The Company did not hold any treasury shares or convertibles as at 31 May 2025 and 31 May 2024.

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23. Other reserves

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$'000	**$'000**	**$'000**	**$'000**
Capital reserve	**(44,006)**	(44,006)	**–**	–
Foreign currency translation reserve	**(895)**	(502)	**–**	–
Share options reserve	**1,422**	1,636	**1,422**	1,636
	(43,479)	(42,872)	**1,422**	1,636

Capital reserve

Capital reserve comprises the difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received, and attributed to the equity holders of the Company. Upon disposal of a subsidiary, the related capital reserve will be transferred to accumulated losses.

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of subsidiaries whose functional currencies are different from that of the Group's presentation currency.

Share options reserve

The Group and Company's share options reserve comprises the cumulative value of employee services received for the issue of share options. When the share options are exercised, the related balance previously recognised in the share options reserve is transferred to share capital. When the share options expire, the related balance previously recognised in the share options reserve is transferred to accumulated profits. Further information about share-based payments to employees is set out in Note 24 of the financial statements.

24. Share-based payment

(a) The Company's Employee Share Option Scheme

The Company's Employee Share Option Scheme (the "**Scheme**") was approved and adopted by the members of the Company at an Extraordinary General Meeting held on 30 September 2021.

Information relating to the Scheme is as follows:

(i) A confirmed full-time employee of the Group, including executive directors, non-executive directors, independent directors and any director of the Company's subsidiaries, subject to certain conditions, are eligible to participate in the Scheme.

(ii) The vesting period for options granted is 2 years. 50% of the options will vest after the first anniversary from grant date; and 100% of the options will vest after the second anniversary from grant date.

(iii) All options are settled by physical delivery of shares.

(iv) Options granted to eligible employees (including executive directors) expire after 10 years from the grant date. Options granted to non-executive directors expire after 5 years from the grant date.

Notes to the Financial Statements

For the financial year ended 31 May 2025

24. Share-based payment (Continued)

(a) The Company's Employee Share Option Scheme (Continued)

Details of the share options outstanding during the financial year are as follows:

	Group and Company			
	Number of share options		Weighted average exercise price	
	2025	**2024**	**2025**	**2024**
	'000	**'000**	**$**	**$**
Outstanding at the beginning of the financial year	**32,450**	37,950	**0.1022**	0.1022
Forfeited during the financial year	**(7,500)**	(5,500)	**0.1022**	0.1022
Outstanding at the end of the financial year	**24,950**	32,450	**0.1022**	0.1022

Share options outstanding at the end of the financial year have the following expiry dates and exercise prices:

Date of grant of options	**Expiry date of options**	**Exercise price**	**No of share options outstanding**
		$	**'000**
14 December 2022			
- Non-executive directors	13 December 2027	0.1022	–
- Employees	13 December 2032	0.1022	24,950

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on a Binomial model. The Binomial option pricing model is commonly used to value options.

Fair value of share options granted and assumptions used

Grantees of options	**Non-executive directors**	**Other employees of the Group**
Date of grant of options	14 December 2022	14 December 2022
Fair value at measurement date	\$0.0550 - \$0.0570	\$0.0440 - \$0.0670
Share price	\$0.1070	\$0.1070
Exercise price	\$0.1022	\$0.1022
Expected volatility	62%	62%
Expected option life	5	10
Expected dividends	–	–
Risk-free interest rate	**3.00**%	**2.98**%

The expected volatility is based on the historical volatility of comparable companies (calculated based on the weighted average expected life of the share options), adjusted for any expected changes to future volatility due to publicly available information.

Notes to the Financial Statements

For the financial year ended 31 May 2025

24. Share-based payment (Continued)

(a) The Company's Employee Share Option Scheme (Continued)

There are no market conditions associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the measurement of the fair value of the services to be received at the grant date.

(b) The Company's Employee Share Awards Scheme

The Company's Employee Share Awards Scheme (the "**Awards**") was approved and adopted by the members of the Company at an Extraordinary General Meeting held on 30 September 2021.

Information relating to the Awards granted on 15 May 2024 is as follows:

(i) Up to 20,000,000 Awards to be issued to Irawan Mulyadi (Non-Executive, Non-Independent Director of the Company);

(ii) Up to 20,000,000 Awards to be issued to Dhanie Tri Indrasto (Non-Executive, Non-Independent Director of the Company); and

(iii) The vesting period for awards granted is 3 months from the date of grant of the Awards, subject to the satisfaction of the vesting condition of the Awards.

On 20 August 2024, the Company has issued and allotted 24,000,000 new ordinary shares in the capital of the Company (the "**New Shares**") to selected Directors under the PSP 2021 adopted by the shareholders of the Company on 30 September 2021.

25. Lease liabilities

The Group's leasing activities comprise the following:

(a) The Group leases office, warehouse, staff accommodation, motor vehicles, computer and office equipment from non-related parties. The leases have an average tenure of between two to five years; and

(b) The Group leases certain office equipment and motor vehicles with contractual terms of 6 months to three years. These leases are either short-term and/or low-value items. 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 30(b).

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

Notes to the Financial Statements

For the financial year ended 31 May 2025

25. Lease liabilities (Continued)

Amounts recognised in statement of financial position

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$'000	**$'000**	**$'000**	**$'000**
Carrying amount of right-of-use assets				
Leasehold properties	**1,133**	1,994	**778**	1,895
Computer and office equipment	**3**	7	**3**	7
Motor vehicles	**–**	62	**–**	60
	1,136	2,063	**781**	1,962
Carrying amount of lease liabilities				
Current	**384**	698	**252**	579
Non-current	**785**	1,403	**558**	1,403
	1,169	2,101	**810**	1,982
Additions to right-of-use assets	**388**	886	**–**	883

Amounts recognised in profit or loss

	Group	
	2025	**2024**
	$'000	**$'000**
Depreciation charge for the financial year		
Leasehold properties	**634**	639
Computer and office equipment	**4**	4
Motor vehicles	**60**	102
	698	745

		Group	
	Note	**2025**	**2024**
		$'000	**$'000**
Lease expense not included in the measurement of lease liabilities:			
Lease expense - short term leases	9	**206**	208
Interest expense arising from lease liabilities	8	**92**	87

Total cash flows for leases during the financial year amounted to $686,000 (2024: $710,000).

Notes to the Financial Statements

For the financial year ended 31 May 2025

26. Employee benefits liabilities

As at 31 May 2025 and 2024, the Group has recorded estimated employee benefit liabilities based on the actuarial calculations prepared by independent firms of actuaries using the "Projected Unit Credit" method.

The subsidiary in Indonesia's estimated liabilities for employee benefit is determined based on Law No.11/2020 (the "**Job Creation Law**" or the "**UUCK**"), the Government Regulation No. 35/2021 (the "**PP35**") and the Company Regulation.

The subsidiary in India's estimated liabilities for employee benefit is determined based on Payment of Gratuity Act, 1972 and Company Policy by accompanying with "Telangana Shops And Establishments Act, 1988".

	Group	
	2025	**2024**
	$'000	**$'000**
Net benefit expense		
Current service cost	**83**	91
Interest cost on benefit liabilities	**16**	13
	99	104
Net actuarial loss recognised in the other comprehensive income	**(14)**	(4)

Movements in employee benefits liabilities are as follows:

	Group	
	2025	**2024**
	$'000	**$'000**
At beginning of financial year	**300**	252
Current service cost	**83**	91
Past service cost	**(61)**	3
Interest cost on benefit liabilities	**16**	13
Actuarial gain on obligation	**(14)**	(4)
Benefits paid	**(8)**	(1)
Currency translation differences	**(16)**	(54)
At end of financial year	**300**	300

The principal assumptions used in determining the Group's employee benefits are as follows:

	Group	
	2025	**2024**
	%	**%**
Discount rates	**6.58-7.15**	7.00-7.05
Expected rate of salary increases	**8.00-9.00**	6.00 - 9.00
Mortality rates	**TMI 4*/ 2012-14****	TMI 4*/ 2012-14**
Price inflation	**N.A**	4.00

* Indonesian Mortality Table TMI 4

** Indian Assured Lives 2012-14

Notes to the Financial Statements

For the financial year ended 31 May 2025

26. Employee benefits liabilities (Continued)

The sensitivity analysis (Indonesia) below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation at the end of the reporting period, assuming if all other assumptions were held constant:

	Group			
	Increase/(Decrease)		Increase/(decrease) in net employee benefit liabilities	
	2025	2024	2025	2024
	%	%	$'000	$'000
Discount rate	**1.0**	1.0	**(24)**	(22)
	(1.0)	(1.0)	**28**	25
Salary increase rate	**1.0**	1.0	**27**	24
	(1.0)	(1.0)	**(24)**	(22)

27. Trade and other payables

	Group		Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Trade payables	**–**	9	**–**	–
Other payables	**244**	172	**176**	61
Indirect tax payable	**23**	167	**–**	–
Accrued liabilities	**670**	514	**579**	406
Deferred income	**–**	206	**–**	–
	937	1,059	**755**	467
	937	1,068	**755**	467

Trade and other payables are non-interest bearing and the average credit period on purchases of supplies and services range from 31-60 days according to the terms agreed with suppliers.

28. Contingent liabilities (unsecured)

As at the end of the financial year, the Company had given undertakings to certain subsidiaries to provide continued financial support to these subsidiaries to enable them to operate as going concerns and to meet their obligations as and when they fall due for at least 12 months from the financial year end.

Notes to the Financial Statements

For the financial year ended 31 May 2025

29. Related party transactions

(a) In addition to information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties who are not members of the Group during the financial year on terms agreed by the parties concerned:

	Group	
	2025	**2024**
	$'000	**$'000**
Technical service fee	**1,644**	947
Interest paid to a director	**20**	–

(b) Key management personnel

Total key management personnel compensation is analysed as follows:

	Group	
	2025	**2024**
	$'000	**$'000**
Salaries and remuneration	**710**	819
Employer's contribution to defined contribution plans	**13**	13
Fees to directors of the Company	**258**	333
Share-based payment	**292**	766
Fees and other benefits	**536**	443
	1,809	2,374
Comprise amounts paid to:		
Directors of the Company	**1,555**	1,821
Other key management personnel	**254**	553
	1,809	2,374

30. Financial instruments and financial risks

(a) Categories of financial instruments

Financial instruments at their carrying amounts at the end of the reporting period are as follows:

	Group		Company	
	2025	**2024**	**2025**	**2024**
	$'000	**$'000**	**$'000**	**$'000**
Financial assets				
Financial assets at fair value through profit or loss	**1,388**	5,435	**1,388**	5,435
Financial assets at amortised cost	**1,359**	2,834	**207**	1,386
	2,747	8,269	**1,595**	6,821
Financial liabilities				
Financial liabilities at amortised cost	**2,283**	3,002	**3,865**	2,449

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments and financial risks (Continued)

(b) Financial risks management

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. The Group's overall risk management strategy seeks to minimise adverse effects from these financial risks on the Group's financial performance.

There has been no change to the Group's exposure to these financial risks or the way in which it manages and measures the risk. Credit risk and liquidity risk exposures are measured using sensitivity analysis indicated below.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group's credit risk arises from bank balances, trade and other receivables, contract assets, and other debt instruments carried at amortised cost. Bank balances are mainly deposits with banks with high credit-ratings assigned by international credit rating agencies and the Group does not expect the impairment loss from bank balances to be material, if any.

To assess and manage its credit risks, the Group categorises the aforementioned financial assets and contract assets according to their risk of default. The Group defines default to have taken place when internal or/and external information indicates that the financial asset is unlikely to be received, which could include a breach of debt covenant, and/or where contractual payments are 30 days past due as per SFRS(I) 9's presumption.

In their assessment, the management considers, amongst other factors, the latest relevant credit ratings from reputable external rating agencies where available and deemed appropriate, historical credit experiences, latest available financial information and latest applicable credit reputation of the debtor.

The Group's internal credit risk grading categories are as follows:

Category	Description	Basis of recognising ECL
1	Low credit risks [Note 1]	12-months ECL
2	Non-significant increase in credit risks since initial recognition and financial asset is < 30 days past due	12-months ECL
3	Significant increase in credit risk since initial recognition [Note 2] or financial asset is > 30 days past due	Lifetime ECL
4	Evidence indicates that financial asset is credit-impaired [Note 3]	Difference between financial asset's gross carrying amount and present value of estimated future cash flows discounted at the financial asset's original effective interest rate
5	Evidence indicates that the management has no reasonable expectations of recovering the write off amount [Note 4]	Written off

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Credit risk (Continued)

Note 1. Low credit risk

The financial asset is determined to have low credit risk if the financial assets have a low risk of default, the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the counterparty to fulfil its contractual cash flow obligations. Generally, this is the case when the Group assesses and determines that the debtor has been, is in and is highly likely to be, in the foreseeable future and during the (contractual) term of the financial asset, in a financial position that will allow the debtor to settle the financial asset as and when it falls due.

Note 2. Significant increase in credit risk

In assessing whether the credit risk of the financial asset has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial asset as of reporting date with the risk of default occurring on the financial asset as of date of initial recognition, and considered reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

In assessing the significance of the change in the risk of default, the Group considers both past due (i.e. whether it is more than 30 days past due) and forward looking quantitative and qualitative information.

Forward looking information includes the assessment of the latest performance and financial position of the debtor, adjusted for the Group's future outlook of the industry in which the debtor operates and the most recent news or market talks about the debtor, as applicable. In its assessment, the Group will generally, for example, assess whether the deterioration of the financial performance and/or financial position, adverse change in the economic environment (country and industry in which the debtor operates), deterioration of credit risk of the debtor, etc. is in line with its expectation as of the date of initial recognition of the financial asset. Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contract payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Note 3: Credit impaired

In determining whether financial assets are credit-impaired, the Group assesses whether one or more events that have a detrimental impact on the estimated future cashflows of the financial asset have occurred. Evidence that a financial asset is credit impaired includes the following observable data:

- Significant financial difficulty of the debtor;
- Breach of contract, such as a default or being more than 90 days past due;
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for the financial asset because of financial difficulties.

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Credit risk (Continued)

Note 4: Write off

Generally, the Group writes off, partially or fully, the financial asset when it assesses that there is no realistic prospect of recovery of the amount as evidenced by, for example, the debtor's lack of assets or income sources that could generate sufficient cashflows to repay the amounts subjected to the write-off.

The Group performs ongoing credit evaluation of its counterparties' financial condition and generally does not require collateral.

The Group do not have any significant credit exposure to any single counterparty or any groups of counterparties having similar characteristics.

With reference to Note 28, the Company provides financial guarantees to certain banks and financing companies in respect of bank and loan facilities granted to certain subsidiaries. The date when the Group becomes a committed party to the guarantee is considered to be the date of initial recognition for the purpose of assessing the financial asset for impairment. In determining whether there has been a significant risk of a default occurring on the drawn-down facilities, the Group considered the change in the risk that the specified debtor (i.e. the applicable subsidiaries) will default on the contract. The Company assessed that the credit risk relating to the financial guarantees is insignificant to the Company.

As at the end of the financial year, there was no significant concentration of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statements of financial position.

Maximum exposure and concentration of credit risk

At the end of the reporting period, 100% of the Group's trade receivables were owed by a (2024: 100%) major debtor.

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

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information such as future economic and industry outlook, that is available without undue cost or effort.

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. **Financial instruments (Continued)**

(b) **Financial risks management (Continued)**

Credit risk (Continued)

Note 4: Write off (Continued)

Significant increase in credit risk (Continued)

In particular, the Group considers the following information when assessing whether credit risk has increased significantly since initial recognition:

- Internal credit rating;
- External credit rating;
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- Actual or expected significant change in the operating results of the customer;
- Significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the Group and changes in operating results of the customer.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group also assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if it has an internal or external credit rating of "investment grade" as per globally understood definition, or the financial asset has a low risk of default; the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Definition of default

The Group considers information developed internally or obtained from external sources that indicates that the customer is unlikely to pay its creditor, including the Group as constituting an event of default for internal credit risk management purpose. Based on historical experience, it indicates that receivables that meet the criteria are generally not recoverable.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 365 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Credit risk (Continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Estimation techniques and significant assumptions

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowances.

Trade receivables (Note 20) and contract assets (Note 19)

The Group has applied the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables and contract assets. The contract assets relate to unbilled work-in-progress, which have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. Trade receivables and contract assets that shared the same credit risk characteristics and days past due are grouped together in measuring the expected credit losses.

Under the simplified approach, for trade receivables and contract assets that do not contain a significant financing component, the loss allowance is measured at initial recognition and throughout the life of the receivable at an amount equal to lifetime ECL.

The Group estimates the expected credit loss rates for each category of past due status of the debtors based on historical credit loss experience adjusted as appropriate to reflect current conditions and forecasts of future economic conditions affecting the ability of the customers to settle the receivables.

The Group has recognised a loss allowance of 100% against all credit-impaired trade receivables. A trade receivable is written off when there is information indicating that there is no realistic prospect of recovery from the debtor.

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Credit risk (Continued)

Trade receivables (Note 20) and contract assets (Note 19) (Continued)

The Group's credit risk exposure in relation to trade receivables and contract assets under SFRS(I) 9 at the reporting date are set out in the provision matrix below:

		Trade receivables			
	Contract assets	**Not past due**	**Within 180 days**	**More than 180 days**	**Total**
		$'000	**$'000**	**$'000**	**$'000**
31 May 2025					
Expected credit loss rates	**0%**	**0%**	**0%**	**100%**	
Total gross carrying amount	**1,939**	**316**	**–**	**34**	**350**
Loss allowance	**–**	**–**	**–**	**34**	**34**
31 May 2024					
Expected credit loss rates	0%	0%	0%	0%	
Total gross carrying amount	2,720	64	–	–	64
Loss allowance	–	–	–	–	–

Amounts due from subsidiaries (Note 18)

The Company used the general approach and estimated the 12-months expected credit losses when there was no indication of significant deterioration in credit risk based on the financial performance of its subsidiaries. When a significant increase in credit risk has occurred, the Company estimated the lifetime ECLs for such financial assets. In determining whether a significant increase in credit risk has occurred, the Company also considered events such as significant adverse changes in financial conditions and changes in the operating results of the subsidiaries. As of 31 May 2025, the Company has made a loss allowance of $4,657,000 (2024: $4,068,000) for the amount due from subsidiaries based on lifetime ECL.

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Credit risk (Continued)

The movement in the loss allowance during the financial year and the Group's exposure to credit risk in respect of the trade and other receivables and contract assets is as follows:

Group	Trade receivables			Contract assets		Other receivables	
Internal credit risk grading	**Note (i)**	**Category 4**	**Total**	**Note (i)**	**Total**	**Category 1**	**Total**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Loss allowance							
Balance at 1 June 2023 and 31 May 2024	–	–	–	–	–	–	–
Allowance made	–	34	34	–	–	–	–
Balance at 31 May 2025	**–**	**34**	**34**	**–**	**–**	**–**	**–**
Gross carrying amount							
At 31 May 2024	64	–	64	2,720	2,720	403	403
At 31 May 2025	**316**	**34**	**350**	**1,939**	**1,939**	**225**	**225**
Net carrying amount							
At 31 May 2024	64	–	64	2,720	2,720	403	403
At 31 May 2025	**316**	**–**	**316**	**1,939**	**1,939**	**225**	**225**

Note (i): For trade receivables and contract assets, the group uses the practical expedient under SFRS(I) 9 in the form of an allowance matrix to measure the ECL, where the loss allowance is equal to lifetime ECL.

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Credit risk (Continued)

The movement in the loss allowance during the financial year and the Company's exposure to credit risk in respect of the other receivables (including amount due from subsidiaries and excluding prepayments) is as follows:

Company	**Other receivables**		
Internal credit risk grading	**Category 1**	**Category 4**	**Total**
	$'000	**$'000**	**$'000**
Loss allowance			
Balance at 1 June 2023	–	1,884	1,884
Allowance made	–	2,184	2,184
Balance at 31 May 2024	–	4,068	4,068
Allowance made	–	589	589
Balance at 31 May 2025	**–**	**4,657**	**4,657**
Gross carrying amount			
At 31 May 2024	647	4,068	4,715
At 31 May 2025	**172**	**4,657**	**4,829**
Net Carrying amount			
At 31 May 2024	647	–	647
At 31 May 2025	**172**	**–**	**172**

Liquidity risk

Liquidity risk is the risk in which the Group and the Company encounter difficulties in meeting its short-term obligations. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

In managing its liquidity, management monitors and reviews the Group's and the Company's forecasts of liquidity reserves (comprise cash and cash equivalents and available credit facilities) based on expected cash flows of the respective operating companies of the Group.

The following tables details the Group's and the Company's remaining contractual maturity for its non-derivative financial instruments. The tables have been drawn up based on contractual undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Group is expected to receive or (pay). The table includes both interest and principal cash flows.

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Liquidity risk (Continued)

Group	Effective Interest rate	Less than 1 year	1 to 5 years	Total
	%	$'000	$'000	$'000
31 May 2025				
Undiscounted financial assets				
Trade and other receivables (excluding GST receivables)	**–**	**316**	**–**	**316**
Other assets (excluding prepayments)	**–**	**143**	**82**	**225**
Cash and cash equivalents	**–**	**818**	**–**	**818**
		1,277	**82**	**1,359**
Undiscounted financial liabilities				
Lease liabilities	**5.0 - 9.1**	**444**	**835**	**1,279**
Trade and other payables	**–**	**914**	**–**	**914**
		1,358	**835**	**2,193**
Total undiscounted net financial assets/ (liabilities)		**(81)**	**(753)**	**(834)**

Group	Effective Interest rate	Less than 1 year	1 to 5 years	Total
	%	$'000	$'000	$'000
31 May 2024				
Undiscounted financial assets				
Trade and other receivables (excluding GST receivables)	–	64	–	64
Other assets (excluding prepayments)	–	403	–	403
Cash and cash equivalents	–	2,367	–	2,367
		2,834	–	2,834
Undiscounted financial liabilities				
Lease liabilities	5.0 - 9.1	776	1,464	2,240
Trade and other payables	–	695	–	695
		1,471	1,464	2,935
Total undiscounted net financial assets/ (liabilities)		1,363	(1,464)	(101)

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Liquidity risk (Continued)

Company	Effective Interest rate	Less than 1 year	1 to 5 years	Total
	%	$'000	$'000	$'000
31 May 2025				
Undiscounted financial assets				
Amount due from subsidiaries	–	**86**	–	**86**
Other receivables	–	**86**	–	**86**
Cash and cash equivalents	–	**35**	–	**35**
		207	–	**207**
Undiscounted financial liabilities				
Trade and other payables	–	**755**	–	**755**
Amounts due to subsidiaries	–	**2,100**	–	**2,100**
Amounts due to a director	–	**200**	–	**200**
Lease liabilities	**5.0**	**286**	**588**	**874**
		3,341	**588**	**3,929**
Total undiscounted net financial liabilities		**(3,134)**	**(588)**	**(3,722)**

Company	Effective Interest rate	Less than 1 year	1 to 5 years	Total
	%	$'000	$'000	$'000
31 May 2024				
Undiscounted financial assets				
Amount due from subsidiaries	–	502	–	502
Other receivables	–	145	–	145
Cash and cash equivalents	–	739	–	739
		1,386	–	1,386
Undiscounted financial liabilities				
Trade and other payables	–	467	–	467
Amounts due to subsidiaries	–	–	–	–
Lease liabilities	5.0	651	1,464	2,115
		1,118	1,464	2,582
Total undiscounted net financial assets/ (liabilities)		268	(1,464)	(1,196)

Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in the currencies other than the respective functional currencies of the Group entities. The foreign currencies in which these transactions are denominated are mainly USD and IDR. The Group's trade receivable and trade payable balances at the end of the financial year have similar exposures.

The Group also holds cash and cash equivalents denominated in foreign currencies for working capital purposes.

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Foreign currency risk (Continued)

At the end of the reporting period, the Group's and the Company's foreign currency exposure based on information provided by key management is as follows:

	USD	EUR	INR	IDR	Total
	$'000	**$'000**	**$'000**	**$'000**	**$'000**
Group					
2025					
Financial assets					
- Trade and other receivables	**–**	**–**	**95**	**359**	**454**
- Financial assets at FVTPL	**1,346**	**–**	**–**	**–**	**1,346**
- Cash and cash equivalents	**39**	**3**	**52**	**662**	**756**
	1,385	**3**	**147**	**1,021**	**2,556**
Financial liabilities					
- Trade and other payables	**–**	**–**	**(9)**	**(40)**	**(49)**
Net financial assets/ (liabilities) denominated in foreign currencies	**1,385**	**3**	**138**	**981**	**2,507**

	USD	EUR	INR	IDR	Total
	$'000	**$'000**	**$'000**	**$'000**	**$'000**
Group					
2024					
Financial assets					
- Trade and other receivables	–	–	70	141	211
- Financial assets at FVTPL	5,065	–	–	–	5,065
- Cash and cash equivalents	344	20	102	1,368	1,834
	5,409	20	172	1,509	7,110
Financial liabilities					
- Trade and other payables	(9)	(67)	(35)	(41)	(152)
Net financial assets/ (liabilities) denominated in foreign currencies	5,400	(47)	137	1,468	6,958

Notes to the Financial Statements

For the financial year ended 31 May 2025

30. Financial instruments (Continued)

(b) Financial risks management (Continued)

Foreign currency risk (Continued)

	USD $'000	EUR $'000
2025		
Company		
Financial assets		
- Financial assets at FVTPL	**1,346**	**–**
- Amount due from subsidiaries	**32**	**–**
- Cash and cash equivalents	**–**	**–**
Net financial assets denominated in foreign currencies	**1,378**	**–**
2024		
Company		
Financial assets		
- Financial assets at FVTPL	5,065	–
- Amount due from subsidiaries	285	–
- Cash and cash equivalents	285	17
Net financial assets denominated in foreign currencies	5,635	17

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to the Group's profit or loss to a reasonably possible change in the exchange rates against the respective functional currency of the Group entities, with all other variables held constant.

	Group (Decrease)/increase Loss net of tax		Company (Decrease)/increase Loss net of tax	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
USD/SGD				
- Strengthened 10%	**(115)**	(448)	**(114)**	(468)
- Weakened 10%	**115**	448	**114**	468
EUR/SGD				
- Strengthened 10%	**–**	4	**–**	(1)
- Weakened 10%	**–**	(4)	**–**	1
INR/SGD				
- Strengthened 10%	**(81)**	(11)	**–**	–
- Weakened 10%	**81**	11	**–**	–
IDR/SGD				
- Strengthened 10%	**(11)**	(122)	**–**	–
- Weakened 10%	**11**	122	**–**	–

Notes to the Financial Statements

For the financial year ended 31 May 2025

31. Fair value of assets and liabilities

(a) Fair value hierarchy

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

(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 (i.e. as prices) 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).

(b) Fair value measurements of assets and liabilities that are measured at fair value

The following table presents the level of fair value hierarchy for each class of assets and liabilities measured at fair value on the statements of financial position at the end of the reporting period:

	Group and Company			
	Level 1	**Level 2**	**Level 3**	**Total**
	$'000	**$'000**	**$'000**	**$'000**
2025				
Recurring fair value measurements				
Financial assets				
Financial assets at FVTPL	**–**	**–**	**1,388**	**1,388**
2024				
Recurring fair value measurements				
Financial assets				
Financial assets at FVTPL	–	–	5,435	5,435

The valuation technique to determine fair values of the financial assets at FVTPL are disclosed in Note 16.

(c) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The carrying amounts of financial assets and financial liabilities recorded in the financial statements of the Group and the Company approximate their fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period or that there are no significant changes in the interest borrowing rates available to the Group at the end of the reporting period.

Notes to the Financial Statements

For the financial year ended 31 May 2025

31. Fair value of assets and liabilities (Continued)

(d) Valuation process applied by the Group

The fair values of unquoted investments are determined by an external professional valuer having appropriate professional qualifications and experience in valuing such investments. For valuation performed by external valuers, management considers the appropriateness of the valuation technique and assumptions applied by the external valuers. The measurement of fair values of other assets and liabilities within Level 3 fair value hierarchy is performed by the Group's finance team on annual basis. If third party quotes or pricing information are used to measure fair value, the valuation team assesses the evidence obtained from the third parties to assess if such valuations meet the SFRS(I) and the fair value level hierarchy the measurement should be classified in. The valuation reports and changes in fair value measurements are analysed and reported to the Group's Deputy Chief Financial Officer and directors regularly. Significant valuation issues are reported to the Audit Committee.

32. Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents.

		Group	
	Note	**2025**	**2024**
		$'000	**$'000**
Lease liabilities	25	**1,169**	2,101
Less: Cash and cash equivalents	21	**(818)**	(2,367)
Net debt		**351**	(266)
Total equity		**26,044**	57,473
Total capital		**26,395**	57,207
Gearing ratio		**N.M**	N.M

Notes to the Financial Statements

For the financial year ended 31 May 2025

33. Segment information

The Group is in Digital Identity businesses. Digital Identity is in Singapore, Indonesia, India and USA. Management monitors the operating results of its business units separately for making decisions about allocation of resources and assessment of performances of each segment.

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

2025	Singapore	Indonesia	India	USA	Adjustments and eliminations	Group
	$'000	$'000	$'000	$'000	$'000	$'000
Total segment revenue	–	8,091	844	–	(844)	8,091
Intersegment revenue	–	–	(844)	–	844	–
Total revenue from external parties	–	8,091	–	–	–	8,091
Operating (loss)/profit	(85,356)	1,102	55	(1)	51,587	(32,613)
Interest income	3	53	4	–	(33)	27
Finance costs	(139)	(11)	(4)	–	40	(114)
(Loss)/profit before tax	(85,492)	1,144	55	(1)	51,594	(32,700)
Share of profit from equity-accounted for associate						858
Income tax credit						530
Loss for the year						(31,312)
Other significant non-cash items						
Impairment of investment in subsidiaries	75,789	–	–	–	(75,789)	–
Fair value loss on other investments	3,814	–	–	–	–	3,814
Depreciation and amortisation expenses	1,253	476	51	–	4,257	6,037
Assets						
Segment assets	32,311	8,448	382	8	(11,106)	30,043
Segment assets include additions to non-current assets	26	442	54	–	–	522
Liabilities						
Segment liabilities	(8,805)	(712)	(182)	(46)	5,746	(3,999)

Notes to the Financial Statements

For the financial year ended 31 May 2025

33. Segment information (Continued)

2024	Singapore	Indonesia	India	USA	Adjustments and eliminations	Group
	$'000	$'000	$'000	$'000	$'000	$'000
Total segment revenue	–	6,517	1,139	–	(1,139)	6,517
Intersegment revenue	–	–	(1,139)	–	1,139	–
Total revenue from external parties	–	6,517	–	–	–	6,517
Operating (loss)/profit	(10,567)	1,149	138	(1)	(2,200)	(11,481)
Interest income	11	1	4	–	(11)	5
Finance costs	(80)	(16)	(3)	–	12	(87)
(Loss)/profit before tax	(10,636)	1,134	139	(1)	(2,199)	(11,563)
Share of losses from equity-accounted for associate						(540)
Income tax credit						586
Loss for the year						(11,517)
Other significant non-cash items						
Depreciation and amortisation expenses	1,293	451	47	–	4,255	6,046
Assets						
Segment assets	115,719	8,450	377	13	(61,341)	63,218
Segment assets include additions to non-current assets	1,127	312	28	–	–	1,467
Liabilities						
Segment liabilities	(7,038)	(1,127)	(192)	(51)	2,663	(5,745)

Segment results

Performance of each segment is evaluated based on segment profit or loss which is measured in a manner that is consistent with the net profit or loss before tax in the consolidated statement of profit or loss and other comprehensive income. Sales between operating segments are on terms agreed by Group entities concerned. Inter-segment revenues are eliminated on consolidation.

Segment assets

The amounts provided to management with respect to total assets are measured in a manner consistent with that of the financial statements. Management monitors the assets attributable to each segment for the purposes of monitoring segment performance and for allocating resources between segments.

Inter-segment assets as included in the respective reportable segments are eliminated to arrive at the total assets reported in the consolidated statement of financial position.

Notes to the Financial Statements

For the financial year ended 31 May 2025

33. Segment information (Continued)

Segment liabilities

The amounts provided to management with respect to total liabilities are measured in a manner consistent with that of the financial statements. All liabilities are allocated to the reportable segments based on the operations of the segments.

Inter-segment liabilities as included in the respective reportable segments are eliminated to arrive at the total liabilities reported in the consolidated statement of financial position.

Information about major customer

Revenue is derived from 1 (2024: 2) external customer who individually contributed 10% or more of the Group's revenue.

	Attributable segments	Group 2025
		$'000
Customer 1	Indonesia	**6,426**

	Attributable segments	Group 2024
		$'000
Customer 1	Indonesia	1,416
Customer 2	Indonesia	4,804

34. Subsequent event

On 31 July 2025, the Company entered into a Placement Agreement with SAC Capital Private Limited for the placement of up to 135,000,000 new ordinary shares in the capital of the Company at an issue price of S$0.0239 per share. The placement was approved by shareholders at an Extraordinary General Meeting held on 21 August 2025.

The placement is expected to raise net proceeds of approximately $3,026,500 after deducting placement-related expenses of approximately $200,000. Following the placement, the total number of issued and paid-up shares will increase from 1,364,990,616 to 1,499,990,616 ordinary shares.

The share placement is expected to materially improve the Group's liquidity position. The net proceeds are intended to be used for general working capital purposes, including expenditure related to existing and new projects. The Group will provide periodic updates on the use of proceeds and disclose any material deviations from the intended use.

The gross proceeds of $3,226,500 have been fully received on 26 August 2025.

Statistics of Shareholdings

As at 29 August 2025

ANALYSIS OF SHAREHOLDINGS AS AT 29 AUGUST 2025

ISSUED AND FULLY PAID-UP CAPITAL	:	165,297,334
NUMBER OF ISSUED SHARES	:	1,499,990,616
CLASS OF SHARES	:	ORDINARY SHARES
VOTING RIGHTS	:	1 VOTE PER SHARE
TREASURY SHARES AND SUBSIDIARY HOLDINGS	:	NIL

SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on information available to the Company as at 29 August 2025, approximately 68.41% of the issued ordinary shares of the Company was held by the public. Accordingly, Rule 723 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited has been complied with.

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	2	0.22	50	0.00
100 - 1,000	50	5.57	28,400	0.00
1,001 - 10,000	213	23.75	1,164,598	0.08
10,001 - 1,000,000	533	59.42	96,734,095	6.45
1,000,001 & above	99	11.04	1,402,063,473	93.47
TOTAL	897	100.00	1,499,990,616	100.00

Statistics of Shareholdings

As at 29 August 2025

TOP TWENTY SHAREHOLDERS AS AT 29 AUGUST 2025

	NAME OF SHAREHOLDER	NO. OF SHARES	%
1	KHOO THOMAS CLIVE	227,022,800	15.13
2.	DBS NOMINEES PTE LTD	181,789,370	12.12
3.	HING CHOW YUEN	80,104,800	5.34
4.	PHILLIP SECURITIES PTE LTD	60,435,597	4.03
5.	GANPAT MARUTI PARTHE	60,000,000	4.00
6.	RAFFLES NOMINEES (PTE) LIMITED	54,711,583	3.65
7.	RAHUL GANPAT PARTHE	50,149,693	3.34
8.	WONG HONG ENG	46,600,000	3.11
9.	ANG SIEW JOO	44,730,000	2.98
10.	CGS INTERNATIONAL SECURITIES SINGAPORE PTE LTD	38,015,336	2.53
11.	TEO TEO LEE	37,415,900	2.49
12.	CHEE TUCK HONG	37,360,000	2.49
13.	UOB KAY HIAN PRIVATE LIMITED	37,304,096	2.49
14.	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	35,597,400	2.37
15.	POH GEOK HUA (FU YUHUA)	28,115,900	1.87
16.	TAN AH EE	23,959,100	1.60
17.	LOH GEK PENG	23,500,000	1.57
18.	GAN HUAI SHEN	21,102,200	1.41
19.	CITIBANK NOMINEES SINGAPORE PTE LTD	19,053,199	1.27
20.	MAYBANK SECURITIES PTE. LTD.	18,000,200	1.20
		1,124,967,174	75.00

SUBSTANTIAL SHAREHOLDERS

NAME	NO. OF SHARES DIRECT INTEREST	%	NO. OF SHARES DEEMED INTEREST	%
PIERRE PRUNIER[(1)]	–	–	165,112,600	11.01%
KHOO THOMAS CLIVE	227,022,800	15.13%	–	–
HING CHOW YUEN	80,104,800	5.34%	–	–

Note :

(1) Mr Pierre Prunier is deemed to be interested in 165,112,600 ordinary shares of the Company registered in the name of a nominee account of DBS Nominees Pte. Ltd.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of TOTM Technologies Limited (the "**Company**") will be held at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 on Friday, 26 September 2025 at 10.00 a.m. (the "**AGM**") to transact the following businesses: -

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 May 2025 together with the Independent Auditor's Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of up to S$172,000 for the financial year ending 31 May 2026, payable quarterly in arrears. **(Resolution 2)**

3. To re-elect Mr Pierre Prunier, who will be retiring by rotation pursuant to Regulation 104 of the Company's Constitution and who, being eligible, offers himself for re-election. **(Resolution 3)**
   [See Explanatory Note (i)]

4. To re-elect the following Directors, who will be retiring pursuant to Regulation 114 of the Company's Constitution and who, being eligible, offers themselves for re-election:

   (a) Mr Siek Wei Ting **(Resolution 4)**
   (b) Mr Tan Ser Ko **(Resolution 5)**
   (c) Mr Soh Chun Bin **(Resolution 6)**
   [See Explanatory Notes (ii) to (iv)]

5. To re-appoint Messrs Forvis Mazars LLP as the Auditor of the Company to hold office until the next AGM of the Company, and to authorise the Directors to fix their remuneration. **(Resolution 7)**

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

AS SPECIAL BUSINESS

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

7. <u>Authority to allot and issue shares</u> **(Resolution 8)**

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

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

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

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

Notice of Annual General Meeting

(b) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

provided that:

(1) the aggregate number of Shares to be issued pursuant to this authority (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), and provided further that where shareholders of the Company ("**Shareholders**") are not given the opportunity to participate in the same on a pro-rata basis, then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (2) below);

(2) (subject to such manner of calculation 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 (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the issued Shares (excluding treasury shares and subsidiary holdings) at the time this authority was conferred, after adjusting for:

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

    (b) new Shares arising from the exercise of share options or the vesting of share awards; and

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

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

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

(4) (unless revoked or varied by the Company in a general meeting) this authority 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 and the Catalist Rules to be held, whichever is earlier.

[See Explanatory Note (v)]

By Order of the Board

Sim Yok Teng
Company Secretary

Singapore,
11 September 2025

Notice of Annual General Meeting

Explanatory Notes:

(i) **Ordinary Resolution 3** is to re-elect Mr Pierre Prunier, who will be retiring by rotation pursuant to Regulation 104 of the Company's Constitution. Upon re-election, Mr Pierre Prunier will continue as the Executive Director of the Company. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2025, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

(ii) **Ordinary Resolution 4** is to re-elect Mr Siek Wei Ting, who will be retiring pursuant to Regulation 114 of the Company's Constitution. Upon re-election, Mr Siek Wei Ting will continue as an Independent Director, Chairman of the Audit Committee, Member of the Nominating Committee and Member of the Remuneration Committee of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2025, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

(iii) **Ordinary Resolution 5** is to re-elect Mr Tan Ser Ko, who will be retiring pursuant to Regulation 114 of the Company's Constitution. Upon re-election, Mr Tan Ser Ko will continue as an Independent Director, Chairman of the Remuneration Committee, Member of the Audit Committee and Member of the Nominating Committee of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2025, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

(iv) **Ordinary Resolution 6** is to re-elect Mr Soh Chun Bin, who will be retiring pursuant to Regulation 114 of the Company's Constitution. Upon re-election, Mr Soh Chun Bin will continue as an Independent Director, Chairman of the Nominating Committee, Member of the Audit Committee and Member of the Remuneration Committee of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules. Please refer to the "Disclosure of Information on Directors Seeking Re-election" section of the Company's Annual Report 2025, for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

(v) **Ordinary Resolution 8** 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 such authority is carried or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares in the Company and/or the Instruments (as defined above). The aggregate number of Shares (including Shares to be made in pursuance of Instruments, made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the total number of Shares and convertible securities other than on a pro-rata basis to existing Shareholders, shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.

IMPORTANT INFORMATION:

1. All Shareholders of the Company are invited to attend the AGM physically. **There will be no option for Shareholders to participate virtually**. Printed copies of the Notice of AGM and Proxy Form will be despatched to Shareholders. These documents, together with the Company's Annual Report 2025 are available on the Company's website at the URL: https://totmtechnologies.com, and the SGXNET at the URL: https://www.sgx.com/securities/company-announcements.

2. A Shareholder who wishes to request a printed copy of the Company's Annual Report 2025 may do so by completing and returning the Request Form which is despatched to him, by **19 September 2025**:

   (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or

   (b) via email to the Company at ir@totmtechnologies.com.

Submission of written questions in advance of the AGM

3. Shareholders who wish to submit substantial and relevant written questions relating to resolutions as set out in this notice in advance of the AGM may do so in the following manner:

   (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or

   (b) by email to the Company at ir@totmtechnologies.com,

   in either case, all written questions must be submitted to the Company by **10.00 a.m. on 18 September 2025**.

   When sending in questions to the Company, either by post or email, please also provide the following details: (i) full name; (ii) correspondence address; and (iii) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

   CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

Notice of Annual General Meeting

4. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM by publishing the responses to such questions on the Company's website and the SGXNet by **10.00 a.m. on 21 September 2025** (not less than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the AGM and minutes of AGM, which includes responses to substantial questions addressed during the AGM will be published on SGXNET within one month from the date of AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Submission of Proxy Form

5. A Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint not more than 2 proxies, to attend and vote on his behalf, save that no such limit shall be imposed on the number of proxies appointed by Shareholders which are nominee companies.

6. Where a Shareholder appoints 2 proxies, he shall specify the proportion of his 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.

7. A Shareholder (who is a Relevant Intermediary) is entitled to appoint more than 2 proxies to attend and vote at the AGM. He shall specify in the proxy form the proportion of his shares (expressed as a percentage of the whole) to be represented by each proxy.

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

8. A proxy need not be a Shareholder of the Company. A Shareholder can appoint the Chairman of the AGM as his proxy, but this is not mandatory.

9. The Proxy Form, duly executed, must be submitted to the Company in the following manner:

   (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or

   (b) by email to the Company at proxy@totmtechnologies.com,

   in either case, by **10.00 a.m., 23 September 2025** (not less than 72 hours before the time appointed for holding the AGM).

10. A Shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is despatched to him by post. Alternatively, he may download a copy of the Proxy Form from the Company's website at the URL: https://totmtechnologies.com, and the SGXNET at the URL: https://www.sgx.com/securities/company-announcements.

    After completing and signing the Proxy Form, he should submit it to the Company, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.

11. CPFIS Investors and SRS Investors:

    (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; and

    (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM,

    in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least 7 business days before the AGM (i.e. by **17 September 2025**), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by **10.00 a.m. on 23 September 2025** (not less than 72 hours before the time appointed for holding the AGM).

12. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

13. The Company shall be entitled to reject a Proxy Form which 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 Proxy Form (such as in the case where the appointor submits more than 1 Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by CDP to the Company.

Notice of Annual General Meeting

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's and its proxy(ies)'s or representative(s)'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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the AGM of the Company (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**"); and (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes. 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 Shareholder of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he proposes/seconds) may be recorded by the Company for such purpose.

TOTM TECHNOLOGIES LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 201506891C)

PROXY FORM
ANNUAL GENERAL MEETING
(Please see notes overleaf before completing this Proxy Form)

IMPORTANT
1. CPFIS Investors and SRS Investors:
   (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; ormay appoint the Chairman of the Annual General Meeting ("**AGM**") as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators
   (b) (b)may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM,
   in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least 7 business days before the AGM (i.e. by 17 September 2025), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 10.00 a.m. on 23 September 2025 (being not less than 72 hours before the time appointed for holding the AGM).
2. This Proxy Form is not valid for use by CPFIS Investors and SRS Investors and shall be ineffective for all intents and purported to be used by them.

I/We*, ______________________________ (Full Name)

NRIC/Passport/ Company Registration* No. ______________________________

of ______________________________ (Address)

being a shareholder/shareholders* of **TOTM Technologies Limited** (the "**Company**"), hereby appoint:

Name:	**NRIC/Passport Number:**	**Proportion of Shareholding**	
		Number of Shares	**%**
Address:			

and/or (delete as appropriate)

Name:	**NRIC/Passport Number:**	**Proportion of Shareholding**	
		Number of Shares	**%**
Address:			

or if no proxy is named, the Chairman of the AGM of the Company as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the AGM of the Company to be held at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 on Friday, 26 September 2025 at 10.00 a.m., and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for, vote 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/their* discretion, as he/they* will on any other matter arising at the AGM and at any adjournment thereof.

The resolution put to the vote at the AGM shall be decided by way of poll.

No.	**Ordinary Resolutions**	**No, of Votes For****	**No, of Votes Against****	**No, of Votes Abstain****
Ordinary Business				
1.	To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 May 2025, together with the Independent Auditor's Report thereon.			
2.	To approve the payment of Directors' fees of up to S$172,000 for the financial year ending 31 May 2026, payable quarterly in arrears.			
3.	To re-elect Mr Pierre Prunier as Director pursuant to Regulation 104 of the Company's Constitution.			
4.	To re-elect Mr Siek Wei Ting as Director pursuant to Regulation 114 of the Company's Constitution.			
5.	To re-elect Mr Tan Ser Ko as Director pursuant to Regulation 114 of the Company's Constitution.			
6.	To re-elect Mr Soh Chun Bin as Director pursuant to Regulation 114 of the Company's Constitution.			
7.	To re-appoint Messrs Forvis Mazars LLP as Auditor of the Company and to authorise the Directors to fix their remuneration.			
Special Business				
8.	Authority to allot and issue shares.			

** Please indicate your vote "For" or "Against" or "Abstain" with a tick [√] 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 the Chairman of the AGM 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 ________________ 2025

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

____
Signature of Shareholder(s)
or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

Notes:

1. If the Shareholder has shares entered against his name in the Depository Register, he should insert that number of shares. If the Shareholder has shares registered in his name in the Register of Members, he should insert that number of shares. If the Shareholder has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this Proxy Form will be deemed to relate to all the shares held by the Shareholder.

2. A Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint not more than 2 proxies, to attend and vote on his 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 2 proxies, he shall specify the proportion of his 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 2 proxies to attend and vote at the AGM. He shall specify in the Proxy Form the proportion of his shares (expressed as a percentage of the whole) to be represented by each proxy.

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

5. A proxy need not be a Shareholder of the Company. A Shareholder can appoint the Chairman of the AGM as his proxy, but this is not mandatory.

6. This Proxy Form, duly executed, must be submitted to the Company in the following manner:

   (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233, or

   (b) by email to the Company at proxy@totmtechnologies.com,

   in either case, by **10.00 a.m. on 23 September 2025** (not less than 72 hours before the time appointed for holding the AGM).

7. This Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

8. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.

9. A corporation which is a Shareholder may authorise by a 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.

10. The Company shall be entitled to reject this 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 this Proxy Form (including any related attachment). In addition, in the case of a Shareholder whose shares are entered in the Depository Register, the Company may reject any Proxy Form lodged if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by the CDP to the Company.

Personal Data Privacy:

By submitting this Proxy Form, the Shareholder is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of AGM of the Company dated 11 September 2025.

TOTM TECHNOLOGIES

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