



GRC LIMITED

(Incorporated in Bermuda. Co. Reg. No. 35479)

Condensed Financial Statements for the financial year ended 30 June 2025

<u>Contents</u>	<u>Page</u>
A(i). Consolidated income statement.....	2
A(ii). Consolidated statement of comprehensive income.....	3
B. Balance sheets.....	4
C. Statements of changes in equity.....	6
D. Consolidated cash flow statement.....	7
E. Notes to Condensed financial statements.....	8
F. Other Information Required by Listing Rule Appendix 7.2.....	17

GRC LIMITED

Condensed financial statements for the financial year ended 30 June 2025

A (i) Consolidated income statement

	Note	FY2025 \$'000	Group FY2024 \$'000	+/(-) %
Revenue		138,080	10,891	1,167.8
Cost of sales		(119,184)	(2,216)	5,278.3
Gross profit		18,896	8,675	117.8
Other gains/(losses), net and other income		2,724	2,985	(8.7)
Expenses				
Marketing and distribution expenses		(433)	(314)	37.9
Administrative expenses		(11,107)	(3,905)	184.4
Finance costs	1	(2,391)	(3,278)	(27.1)
Profit before tax		7,689	4,163	84.7
Income tax expense	2	(393)	(543)	(27.6)
Profit after tax		7,296	3,620	101.6
Profit attributable to:				
Owners of the Company		7,413	3,620	104.8
Non-controlling interests		(117)	-	NM
		7,296	3,620	101.6
Earnings per share attributable to owners of the Company (cents per share)				
Basic and diluted		0.49	0.32	

Note:-

NM - Not meaningful.

Notes to consolidated income statement

On 30 April 2025, the Group completed its acquisition of Chip Eng Seng Construction Pte. Ltd. ("**CES Construction**", and together with its subsidiaries, the "**CES Construction Group**"). Accordingly, CES Construction Group results from 1 May 2025 to 30 June 2025 were included as part of the Group's FY25 results. On 17 September 2025, CES Construction was renamed as GRC Construction Pte. Ltd..

- 1 Lower finance costs was in line with lower borrowings and interest rates.
- 2 Lower tax expenses despite higher profits due mainly to the recognition of prior year tax losses in a certain subsidiary in view of certainty of future taxable profit of that subsidiary.

A (ii) Consolidated statement of comprehensive income

	Group		
	FY2025	FY2024	+/(-) %
	\$'000	\$'000	
Profit after tax	7,296	3,620	101.6
Other comprehensive income:			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation differences	(32)	-	NM
Other comprehensive income for the year, net of tax	(32)	-	NM
Total comprehensive income for the year	<u>7,264</u>	<u>3,620</u>	100.7
Total comprehensive income attributable to:			
Owners of the Company	7,381	3,620	103.9
Non-controlling interests	(117)	-	NM
	<u>7,264</u>	<u>3,620</u>	100.7

Note:-

NM - Not meaningful.

B. Balance sheets

		The Group			The Company	
	Note	30 Jun 2025 \$'000	30 Jun 2024 \$'000	Note	30 Jun 2025 \$'000	30 Jun 2024 \$'000
Non-current assets						
Property, plant and equipment	1	61,791	362		-	-
Investment properties	2	86,350	77,500		-	-
Intangible assets	3	10,980	-		-	-
Investments in subsidiaries		-	-	13	118,548	-
Deferred tax assets		10,760	-		-	-
		169,881	77,862		118,548	-
Current assets						
Inventories		5,771	-		-	-
Prepayments		2,637	-		76	-
Trade and other receivables	4	104,630	1,580	14	21,559	13,374
Contract assets	5	114,404	-		-	-
Tax recoverable		199	-		-	-
Cash and cash equivalents and bank deposits	6	102,368	5,455		344	56
		330,009	7,035		21,979	13,430
Non-current assets classified as held for sale	7	4,400	34,000		-	-
		334,409	41,035		21,979	13,430
Total assets		504,290	118,897		140,527	13,430
Current liabilities						
Loans and borrowings	8	17,779	44,976		-	-
Trade and other payables	9	114,074	4,301		5,255	3,559
Contract liabilities	10	79,796	-		-	-
Provisions	11	14,311	-		-	-
Other liabilities	12	58,458	1,144		464	272
Income tax payable		3,440	520		4	-
		287,858	50,941		5,723	3,831
Net current assets/(liabilities)		46,551	(9,906)		16,256	9,599
Non-current liabilities						
Loans and borrowings	8	37,386	5,620		-	-
Trade and other payables	9	30,408	2,000		-	2,000
Provisions	11	300	-		-	-
Other liabilities	12	1,330	1,062		-	927
Deferred tax liabilities		440	-		-	-
		69,864	8,682		-	2,927
Total liabilities		357,722	59,623		5,723	6,758
		146,568	59,274		134,804	6,672
Equity attributable to owners of the Company						
Share capital		57,399	27,916		38,419	8,936
Share premium		158,369	69,304		161,220	72,155
Accumulated losses		(107,619)	(48,518)		(189,733)	(199,317)
Other reserves		36,804	10,572		124,898	124,898
		144,953	59,274		134,804	6,672
Non-controlling interests		1,615	-		-	-
Total equity		146,568	59,274		134,804	6,672

Notes to balance sheets

Note

The Group

The increase in assets and liabilities compared to the balances as at 30 June 2024, the end of the last financial year, were primarily due to the consolidation of CES Construction Group following the completion of its acquisition on 30 April 2025. The following explanatory notes outline the nature of the certain balance sheet items acquired from CES Construction Group, as well as significant variances unrelated to the acquisition.

1 Property, plant and equipment

Property, plant and equipment comprised mainly three (3) industrial properties located in Singapore and Malaysia, which are used as warehouses and precast facilities, as well as certain units within an industrial property in Singapore designated as the Group's corporate office.

2 Investment properties

Please refer to Note 11 of Section E for further details.

3 Intangible assets

Intangible assets comprised mainly goodwill arising from the acquisition of two (2) subsidiaries under CES Construction Group.

4 Trade and other receivables

Trade and other receivables comprised primarily trade receivables, net of allowance for expected credit losses, from third parties predominantly based in Singapore. These balances are largely denominated in Singapore dollars ("**SGD**").

The above included an allowance for expected credit losses of \$6.4 million recognised on 30 April 2025 in relation to net advances made to a subcontractor (the "**Delinquent Subcontractor**") under a construction contract awarded by the Land Transport Authority (the "**LTA Contract**"). The allowance was made following the subcontractor's notification on 30 April 2025 of its deteriorating financial condition and inability to fulfil its contractual obligations.

Subsequent to 30 June 2025, and following continued lack of progress in recovery efforts, the Group reassessed the recoverability of the outstanding amount. In early September 2025, the Group concluded that the balance is unlikely to be recovered. This subsequent assessment supports the Group's recognition of the allowance as at 30 April 2025.

5 Contract assets

Contract assets represent the Group's right to consideration for work performed but not yet billed on certain construction projects.

6 Cash and cash equivalents and bank deposits

Cash and cash equivalents and bank deposits were largely denominated in SGD and included deposits amounting to \$1.1 million pledged to meet collateral requirements for bank guarantees issued by a financial institution.

7 Non-current assets classified as held for sale

Please refer to Note 12 of Section E for further details.

8 Loans and borrowings

The decrease in current loans and borrowings, and the corresponding increase in non-current loans and borrowings, were mainly due to the refinancing of certain short-term loans to new maturities in December 2027.

9 Trade and other payables

Trade and other payables comprised mainly trade payables and retention sums payables to third parties. These balances are largely denominated in SGD.

10 Contract liabilities

Contract liabilities represent progress billings issued in excess of the Group's contractual rights to the consideration for work performed on certain construction projects.

11 Provisions

Provisions comprised primarily amounts recognised for onerous contracts related to certain construction contracts. Such provisions are recognised when the costs to fulfil the contractual performance obligations are expected to exceed the related contract revenue, resulting in unavoidable losses on loss-making contracts.

As at 30 June 2025, the provision for onerous contracts amounted to \$12.2 million, relating mainly to the LTA Contract. Of this, \$3.6 million was recognised in April 2025 to cover additional costs expected to be incurred due to the Delinquent Subcontractor's failure to fulfil its contractual obligations, as detailed in Note 4.

12 Other liabilities

Other liabilities comprised mainly accrued operating and project-related costs of \$57.0 million, and lease liabilities of \$2.8 million.

The Company

13 Investments in subsidiaries

The increase was attributable to the acquisition of CES Construction for a consideration of \$118,548,000, satisfied through the issuance of 2,257,197,258 shares of the Company at an issue price of \$0.05252 per share to the previous shareholders of CES Construction.

14 Trade and other receivables

The increase was attributable to the write-back of impairment provisions amounting to \$12.3 million on receivables from certain subsidiaries, reflecting improvements in the financial positions of those subsidiaries during the year ended 30 June 2025.

C. Statements of changes in equity

Group	Attributable to owners of the Company					Non-controlling interests \$'000	Total equity \$'000
	Issued capital \$'000	Share premium \$'000	Other reserves \$'000	Accumulated losses \$'000	Total \$'000		
At 1 July 2024	27,916	69,304	10,572	(48,518)	59,274	-	59,274
Total comprehensive income for the year	-	-	(32)	7,413	7,381	(117)	7,264
Acquisition of subsidiaries	-	-	26,264	(66,514)	(40,250)	1,732	(38,518)
Share issuance	29,483	89,065	-	-	118,548	-	118,548
Total transaction with owner in its capacity as owner	29,483	89,065	26,264	(66,514)	78,298	1,732	80,030
At 30 June 2025	57,399	158,369	36,804	(107,619)	144,953	1,615	146,568

Group	Attributable to owners of the Company					Non-controlling interests \$'000	Total equity \$'000
	Issued capital \$'000	Share premium \$'000	Other reserves \$'000	Accumulated losses \$'000	Total \$'000		
At 1 July 2023	27,916	69,304	10,572	(52,138)	55,654	-	55,654
Total comprehensive income for the year	-	-	-	3,620	3,620	-	3,620
At 30 June 2024	27,916	69,304	10,572	(48,518)	59,274	-	59,274

Company	Issued capital \$'000	Share premium \$'000	Other reserves \$'000	Accumulated losses \$'000	Total equity \$'000
At 1 July 2024	8,936	72,155	124,898	(199,317)	6,672
Total comprehensive income for the year	-	-	-	9,584	9,584
Share issuance	29,483	89,065	-	-	118,548
At 30 June 2025	38,419	161,220	124,898	(189,733)	134,804

Company	Issued capital \$'000	Share premium \$'000	Other reserves \$'000	Accumulated losses \$'000	Total equity \$'000
At 1 July 2023	8,936	72,155	124,898	(204,486)	1,503
Total comprehensive income for the year	-	-	-	5,169	5,169
At 30 June 2024	8,936	72,155	124,898	(199,317)	6,672

D. Consolidated cash flow statement

	Group	
	FY2025 \$'000	FY2024 \$'000
Cash flows from operating activities		
Profit before tax	7,689	4,163
Adjustments for:		
Interest income	(185)	(53)
Gain on disposal of property, plant and equipment	(160)	(4)
Gain on disposal of investment properties	(992)	(390)
Finance costs	2,391	3,278
Provision of warranty	14	-
Depreciation of property, plant and equipment	2,075	284
Amortisation of intangible assets	70	-
Changes in fair value of investment properties	(297)	(3,490)
Changes in fair value of non-current assets classified as held for sale	(310)	1,000
(Writeback of)/Provision for impairment of trade and other receivables	(279)	3
Unrealised exchange differences	16	-
Bad debt written off	40	30
Operating profit before changes in working capital	10,072	4,821
Changes in working capital:		
Inventories	878	-
Prepayments	441	-
Trade and other receivables and contract assets	(11,411)	(108)
Trade and other payables and contract liabilities	12,349	(294)
Other liabilities	13,409	-
Cash generated from operations	25,738	4,419
Interest paid	(3,586)	(3,005)
Interest received	25	53
Income taxes paid	(649)	(921)
Net cash generated from operating activities	21,528	546
Cash flows from investing activities:		
Purchase of property, plant and equipment	(957)	(35)
Proceeds from disposal of property, plant and equipment	736	4
Proceeds from disposal of investment properties	10,699	6,380
Net cash inflow from acquisition of subsidiaries	81,442	-
Net cash generated from investing activities	91,920	6,349
Cash flows from financing activities:		
Repayment of loans and borrowings	(14,985)	(10,416)
Repayment of loan due to a related company	(2,000)	-
Payment of lease liabilities	(672)	(203)
Net cash used in financing activities	(17,657)	(10,619)
Net increase/(decrease) in cash and cash equivalents	95,791	(3,724)
Effect of exchange rate changes on cash and cash equivalents	(7)	-
Cash and cash equivalents at beginning of the year	5,455	9,179
Cash and cash equivalents at end of the year	101,239	5,455
Cash and cash equivalents comprise:		
Short term fixed deposits	1,480	-
Cash and bank balances	100,888	5,455
Cash and cash equivalents and bank deposits as shown on balance sheet	102,368	5,455
Less: Deposits pledged as security	(1,129)	-
	101,239	5,455

Net cash generated from operating activities

The increase in net cash generated from operating activities during the year was consistent with higher operating profits and higher cash flows generated from the operating activities of CES Construction Group.

Net cash generated from investing activities

The higher net cash generated from investing activities during the year was primarily attributable to the net cash inflow from the acquisition of CES Construction Group.

Net cash used in financing activities

The higher net cash used in financing activities during the year was primarily due to increased net repayments of loans and borrowings, as well as the repayment of loan due to a related company.

E. Notes to condensed financial statements

1 Basis of preparation

The condensed financial statements for the financial year ended 30 June 2025 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting*. The condensed financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the financial year ended 30 June 2024.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with IFRS, except for the adoption of new and amended standards as set out in Note 1.1 and the below accounting policies which apply to new asset/revenue classes acquired from CES Construction Group and not previously presented in the previous financial year.

- i. SFRS(I) 1-38 Intangible Assets
- ii. SFRS(I) 1-36 Impairment of Assets (*specifically, impairment of non-financial assets are assessed at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.*)
- iii. SFRS(I) 11 – Joint Arrangements
- iv. SFRS(I) 1-2 – Inventories
- v. SFRS(I) 15 – Revenue from Contracts with Customers (*specifically, revenue from construction contracts is recognised over time by measuring the progress towards complete satisfaction of performance obligations and sales of precast components and supply of materials are recognised at point in time*)

The change from SFRS(I) to IFRS does not result in any change to the financial statements as SFRS(I) are equivalent to IFRS.

The condensed financial statements are presented in Singapore Dollars ("SGD" or "\$").

1.1 New and amended standards adopted by the Group

The Group applied for the first time certain standards and amendments, which are effective for annual periods beginning on or after 30 June 2024. The adoption of these amendments did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current financial year.

1.2 Use of judgements and estimates

In preparing the condensed financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the last audited consolidated financial statements, except for 1.2(b) to 1.2(e) which apply to new assets and liabilities, income and expenses acquired from CES Construction Group and not previously presented in the previous financial year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The following are the critical accounting estimates in applying the Group's accounting policies in the financial statements for the year ended 30 June 2025:

1.2(a) Revaluation of investment properties

The Group carries its investment properties at fair value with changes in fair value being recognised in profit and loss account, determined annually by independent professional valuers. The Group engaged real estate valuation experts to assess fair value of all investment properties of the Group as at 30 June 2025.

The fair values of investment properties are determined by independent real estate valuation experts using market comparable approach.

The determination of the fair values of the investment properties are based on prices of transactions for properties of similar nature, location and condition and requires the use of estimates on yield adjustments such as location, size, tenure, age and condition.

The key assumptions used to determine the fair value of the investment properties are disclosed in Note 4.

Based on the valuation reports, the Group recognised a net fair value gain on investment properties of \$0.3 million during the year.

1.2(b) Impairment of intangible assets

The carrying values of intangible assets are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired. The recoverable amounts of the cash generating units which goodwill and order backlog have been allocated to are determined based on value in use calculations. The value in use calculations are based on a discounted cash flow model. The recoverable amount is most sensitive to the weighted average cost of capital used for the discounted cash flow model as well as the expected future cash inflows used for extrapolation purposes.

Based on the latest cashflow projections, there was no impairment charge during the financial year.

1.2(c) Accounting for business combination under common control

On 30 April 2025, the Group completed its acquisition of CES Construction. The consideration for the acquisition was \$118,548,000 and was satisfied by the issuance of 2,257,197,258 ordinary shares in the capital of the Company at an issue price of \$0.05252 per share to the previous shareholders of CES Construction. The management has applied the pooling of interests method for this acquisition, given that both the Company and CES Construction are under the common control of the controlling shareholders prior and subsequent to the acquisition. In applying the pooling of interests method, the Group has adopted the prospective approach whereby the Group has consolidated the results of CES Construction Group with effect from 1 May 2025 and the financial information in the Group is not restated for periods prior to the acquisition.

1.2(d) Revenue from construction contracts, contract assets and contract liabilities

The management of the Group reviews and revises the estimate of (i) contract revenue (including variations or omissions in contract works, liquidated damages and incentive payments) yet to be certified by surveyors appointed by the customers and (ii) contract costs for each construction contract on a regular basis.

Recognised amounts of contract revenue reflect management's best estimate of each contract's outcome, which are determined on the basis of a number of assumptions. In making these estimates, management takes into consideration the past experience in conducting similar construction works, as well as the current market conditions.

The actual outcomes in terms of the contract revenue and contract costs may be higher or lower than the amounts estimated at the end of the reporting period, which would affect the revenue and profit or loss recognised in the future years as an adjustment to the amounts recorded to date. The revenue recognised is as disclosed in Note 3.

The carrying amounts of contract assets and contract liabilities are disclosed on Balance Sheet. If the estimated total contract cost had been 1% higher than management's estimate, contract assets and contract liabilities would have been \$17,300,000 lower and \$10,940,000 higher respectively.

1.2(e) Provision for onerous contracts

The Group estimates provision for onerous contracts for its construction contracts when it is inevitable that the unavoidable costs of meeting the obligation under the contracts exceeds the estimated economic benefits expected to be received under the contracts. The provision is measured according to management's best estimate of the expected revenue and costs to be earned or incurred. The estimates include an assessment of current market conditions, historical trends, as well as future expectation and is therefore subject to significant uncertainties. The carrying amount of the provision for onerous contracts as at 30 June 2025 was \$12.2 million.

2 Segment reporting

In FY2024, the Group had two reportable operating segment, being Property Investment and Construction. Subsequent to the acquisition of CES Construction Group on 30 April 2025, the Group re-organised its reporting structure based on their products and services, and has seven (7) reportable operating segments as follows:

- (a) The building construction segment is in the business of general building.
- (b) The building construction (Australia) segment is in the business of general building in Australia.
- (c) The civil infrastructure segment is in the business of infrastructure and civil engineering.
- (d) The prefabrication technology segment is in the business of manufacturing and trading of precast/3D products and modular building construction.
- (e) The environmental & sustainability segment is involved in water and environmental engineering construction.
- (f) The procurement segment is in the business of wholesale of construction materials, hardware, plumbing and heating equipment and supplies
- (g) The property investment segment is in the business of leasing of investment properties to generate rental income and gain from the appreciation in value of the properties in the long term.

Others include corporate services and other ad hoc construction business which are not significant to the Group.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Business Segments	Building Construction \$'000	Building Construction (Australia) \$'000	Civil infrastructure \$'000	Prefabrication technology \$'000	Environmental & sustainability \$'000	Procurement \$'000	Property investment \$'000	Others \$'000	Total \$'000
Year ended 30 June 2025									
Segment revenue									
Total segment sales	54,493	10,215	45,144	7,631	13,635	1,090	10,888	2,792	145,888
Intersegment sales	-	-	-	(2,634)	(1,847)	(485)	(265)	(2,577)	(7,808)
Sales to external customers	54,493	10,215	45,144	4,997	11,788	605	10,623	215	138,080
Interest income	66	54	21	5	9	-	16	14	185
Finance costs	(77)	(2)	(3)	(44)	(1)	(8)	(2,211)	(45)	(2,391)
Depreciation and amortisation	(431)	(39)	(193)	(592)	(16)	(116)	-	(758)	(2,145)
Changes in fair value of investment properties	-	-	-	-	-	-	297	-	297
Changes in fair value of non-current assets classified as held for sale	-	-	-	-	-	-	310	-	310
Segment profit/(loss)	3,918	202	886	(821)	987	(244)	5,984	(3,223)	7,689

Business Segments

Business Segments	Building Construction \$'000	Building Construction (Australia) \$'000	Civil infrastructure \$'000	Prefabrication technology \$'000	Environmental & sustainability \$'000	Procurement \$'000	Property investment \$'000	Others \$'000	Total \$'000
Year ended 30 June 2024									
Segment revenue									
Total segment sales	-	-	-	-	-	-	10,794	97	10,891
Intersegment sales	-	-	-	-	-	-	-	-	-
Sales to external customers	-	-	-	-	-	-	10,794	97	10,891
Interest income	-	-	-	-	-	-	30	23	53
Finance costs	-	-	-	-	-	-	(3,231)	(47)	(3,278)
Depreciation and amortisation	-	-	-	-	-	-	-	(284)	(284)
Changes in fair value of investment properties	-	-	-	-	-	-	3,490	-	3,490
Changes in fair value of non-current assets classified as held for sale	-	-	-	-	-	-	(1,000)	-	(1,000)
Segment profit/(loss)	-	-	-	-	-	-	6,514	(2,351)	4,163

Geographical Segments

	Non-current assets	
	FY2025 \$'000	FY2024 \$'000
Singapore	153,103	77,862
Malaysia	4,956	-
Indonesia	674	-
Australia	388	-
Total	159,121	77,862

Non-current assets information presented above consist of property, plant and equipment, investment properties and intangible assets as presented in the consolidated balance sheet.

Information about major customers

Details of customers individually contributed to 10.0% or more of the Group's total revenue are as follows:

	FY2025 \$'000	FY2024 \$'000
Building construction		
- Customer 1	52,468	-
Civil infrastructure and Environmental & sustainability		
- Customer 1	27,780	-
Civil infrastructure and Building construction		
- Customer 1	26,708	-
Property investment		
- Customer 1	-	1,832

3 Revenue

Disaggregation of revenue from contracts with customers

	Building Construction \$'000	Building Construction (Australia) \$'000	Civil infrastructure \$'000	Prefabrication technology \$'000	Environmental & sustainability \$'000	Procurement \$'000	Property investment \$'000	Others \$'000	Total \$'000
Year ended 30 June 2025									
Primary geographical markets									
Singapore	54,493	-	45,144	4,997	8,122	605	10,623	215	124,199
Indonesia	-	-	-	-	1,236	-	-	-	1,236
Malaysia	-	-	-	-	2,022	-	-	-	2,022
Australia	-	10,215	-	-	-	-	-	-	10,215
Others	-	-	-	-	408	-	-	-	408
	54,493	10,215	45,144	4,997	11,788	605	10,623	215	138,080
Timing of transfer of goods or services									
At a point in time	-	-	-	4,997	-	589	-	215	5,801
Over time	54,493	10,215	45,144	-	11,788	16	10,623	-	132,279
	54,493	10,215	45,144	4,997	11,788	605	10,623	215	138,080
Year ended 30 June 2024									
Timing of transfer of goods or services									
At a point in time	-	-	-	-	-	-	-	97	97
Over time	-	-	-	-	-	-	10,794	-	10,794
	-	-	-	-	-	-	10,794	97	10,891

All revenue in financial year ended 30 June 2024 was derived from Singapore.

4 Fair Value of Investment Properties

The following table presents the valuation techniques and key inputs that were used to determine the fair value of investment properties as at 30 June 2025 and 30 June 2024:

Valuation techniques	Unobservable inputs	Range	Range	Inter-relationship between key unobservable inputs and fair value measurement
		FY2025	FY2024	
Market comparable approach	Transacted price of comparable properties (psf)	\$150 - \$410	\$145 - \$355	The estimated fair value increases with higher transacted price of comparable properties

A reconciliation of the movements in Level 3 assets measured at fair value is presented in Note 11.

5 Significant related party transactions

In addition to the related party information disclosed elsewhere in the condensed financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

	Group	
	FY2025	FY2024
	\$'000	\$'000
Interest on loans due to a related company	70	96
Rental income from a related company	1,607	1,832
Construction revenue from a related party	114	-
Rental expense paid to related company	148	173
Purchase of motor vehicle from immediate holding company	87	-

6 Other gains/(losses), net and other income

		Group		
	Note	FY2025	FY2024	+/(-) %
		\$'000	\$'000	
Interest income		185	53	249.1
Government grants		24	7	242.9
Rental income		204	-	NM
Sales of materials		140	-	NM
Other miscellaneous income		329	74	344.6
Net foreign exchange loss		(156)	-	NM
Gain on disposal of investment properties	1	992	390	154.4
Changes in fair value of investment properties	2	297	3,490	(91.5)
Changes in fair value of non-current assets classified as held for sale	3	310	(1,000)	NM
Net gain on disposal of property, plant and equipment		160	4	3,900.0
Writeback of/(Provision for) impairment of trade and other receivables		279	(3)	NM
Bad debt written off		(40)	(30)	33.5
		2,724	2,985	(8.7)

Note:-

NM - Not meaningful.

- 1 Higher gain on disposal of investment properties due to higher selling price achieved for the units sold in FY2025.
- 2 This was mainly attributable to Ace@Buroh in FY2025 and to Ace@Buroh and Loyang Enterprise in FY2024.
- 3 This was attributable to certain units of an investment property with options to purchase issued in FY2025 and to 12 Tai Seng Link in FY2024 (see Note 12).

7 Profit after tax

The following items have been included in arriving at profit after tax:

		Group		
	Note	FY2025 \$'000	FY2024 \$'000	+/(-) %
Employee benefits expenses	1	17,262	1,965	778.5
Depreciation of property, plant and equipment	1	2,075	284	630.5
Legal and professional fees		1,614	1,460	10.5
Amortisation of intangible assets		70	-	NM
(Over)/Underprovision of tax in respect of previous years		(149)	64	NM

Note:-

NM - Not meaningful.

- Higher employee benefits expenses and depreciation were mainly attributable to the 2-month contribution from CES Construction Group from acquisition date.

8 Earnings per share

Basic and diluted earnings per share	Group	
	FY2025	FY2024
(i) Earnings per ordinary share based on weighted average number of ordinary shares in issue (in cents)	0.49	0.32
(ii) Weighted average number of issued ordinary shares ('000)	1,512,072	1,128,657

9 Net asset value

	Group		Company	
	30 Jun 2025	30 Jun 2024	30 Jun 2025	30 Jun 2024
Net asset value per ordinary share (in cents) based on issued share capital as at the end of the period reported on	4.28	5.25	3.98	0.59

The computation of net asset value per ordinary share was based on 3,385,854,703 (30 June 2024: 1,128,657,445) ordinary shares.

10 Property, plant and equipment

	Freehold land \$'000	Leasehold land \$'000	Buildings \$'000	Others \$'000	Total \$'000
As at 30 June 2024					
Cost	-	-	330	1,904	2,234
Accumulated depreciation and impairment	-	-	(220)	(1,652)	(1,872)
Net book value	-	-	110	252	362
Year ended 30 June 2025					
Opening net book value	-	-	110	252	362
Acquisition of subsidiaries	2,436	24,176	6,247	18,521	51,380
Transfer from investment properties	-	-	11,650	-	11,650
Additions	-	-	16	1,049	1,065
Disposals/Write-off	-	-	-	(576)	(576)
Exchange differences	(4)	-	-	(11)	(15)
Depreciation	-	(161)	(614)	(1,300)	(2,075)
Closing net book value	2,432	24,015	17,409	17,935	61,791
As at 30 June 2025					
Cost	2,432	24,176	17,912	19,628	64,148
Accumulated depreciation and impairment	-	(161)	(503)	(1,693)	(2,357)
Net book value	2,432	24,015	17,409	17,935	61,791

During the financial year ended 30 June 2025, the Group transferred certain units of an investment property to owner-occupied property as they were redesignated for the Group's use.

11 Investment properties

	Group	
	FY2025 \$'000	FY2024 \$'000
At beginning of year	77,500	80,000
Changes in fair value included in profit or loss	297	3,490
Disposals	(9,707)	(5,990)
Transfer to property, plant and equipment (see Note 10 above)	(11,650)	-
Transfer from non-current asset classified as held for sale (see Note 12 below)	29,910	-
At end of year	86,350	77,500

12 Non-current assets classified as held for sale

As at 30 June 2024, the property located at 12 Tai Seng Link ("12TSL") was classified as non-current asset classified as held for sale pursuant to the acceptance of a successful bidder to the public tender for sale of the property. Notwithstanding the fact that the tender contract was subsequently terminated by the bidder as approval from authorities was not obtained, the intention was still to sell.

During the financial year ended 30 June 2025, 12TSL was reclassified to 'Investment properties' as the sale was assessed to be no longer highly probable given the absence of potential bidders since the termination in prior year.

As at 30 June 2025, certain units of an investment property have been reclassified from 'Investment properties' to 'Non-current assets held for sale' pursuant to the issuance of options to purchase to third parties. The sales of these units were subsequently completed in July 2025.

13 Borrowings

	Group	
	FY2025 \$'000	FY2024 \$'000
Amount repayable in one year or less, or on demand		
- Secured	7,110	44,976
- Unsecured	10,669	-
Amount repayable after one year		
- Secured	37,386	5,620
	<u>55,165</u>	<u>50,596</u>

Details of any collateral

The Group's secured borrowings are mainly secured by:

- (a) legal mortgage on certain investment properties and property, plant and equipment;
- (b) assignment of sale and rental proceeds from certain properties;
- (c) corporate guarantee from a wholly-owned subsidiary of the Company's controlling shareholders.

F Other Information Required by Listing Rule Appendix 7.2

Other information

1 Audit/ Review

The condensed financial statements as at 30 June 2025 have not been audited or reviewed by the auditors.

2 Share capital

On 30 April 2025, the Company issued 2,257,197,258 ordinary shares, as satisfaction of the consideration amount of \$118,548,000 for the acquisition of 100% interest in CES Construction.

The total number of issued shares as at 30 June 2025 was 3,385,854,703 (30 June 2024: 1,128,657,445) shares.

There were no outstanding convertibles, treasury shares and subsidiary holdings as at 30 June 2025 and 30 June 2024.

3 A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must include discussion of any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also include discussion of any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

Overall

The acquisition of CES Construction was completed on 30 April 2025, and accordingly, the results of CES Construction Group from May 2025 were included in the Group's FY2025 results. Gross revenue increased substantially from \$10.9 million to \$138.1 million, largely driven by a \$127.2 million contribution from CES Construction Group. The two-month contribution from CES Construction Group accounted for approximately 92.1% of the Group's FY2025 revenue. In line with higher revenue, gross profit increased by 117.8%, rising from \$8.7 million to \$18.9 million.

The Group recorded lower net fair value gains on investment properties and non-current assets held for sale, amounting to \$0.6 million in FY2025 compared to \$2.5 million in FY2024. Administrative expenses increased by 184.4%, from \$3.9 million to \$11.1 million, mainly driven by CES Construction Group. These expenses comprised primarily payroll costs and depreciation.

Overall, the Group's profit after tax increased by 101.6%, from \$3.6 million to \$7.3 million, of which 144.9% was attributable to CES Construction Group. CES Construction Group accounted for approximately 71.9% of the Group's profit after tax.

Group Statement of Financial Position Review

The Group's Financial Position strengthened significantly, primarily due to the acquisition of CES Construction Group. Non-current assets increased from \$77.9 million to \$169.9 million, with CES Construction Group accounting for 42.6% of the Group's non-current assets.

Supported by the strengthened financial position from CES Construction Group and the reclassification of borrowings from current to non-current following a refinancing exercise, the Group reversed its net current liabilities of \$9.9 million as at 30 June 2024 to a net current assets position of \$46.6 million as at 30 June 2025.

Non-current liabilities increased from \$8.7 million to \$69.9 million, mainly reflecting the reclassification of borrowings and the inclusion of CES Construction Group's non-current liabilities, which primarily comprise retention payables to subcontractors.

Total equity rose from \$59.3 million to \$146.6 million, factoring in the net profit of \$7.3 million recorded in FY2025 and the \$80.0 million equity effect from the acquisition of CES Construction Group.

As at 30 June 2024, the Group's net-debt-to-equity ratio stood at 0.76. Following the acquisition, the Group is in a net cash position, with cash acquired from CES Construction Group amounting to \$81.4 million. The acquisition was funded through the allotment of the Company's shares.

4 Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

Not applicable.

5 A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months

Construction

Based on statistics from the Ministry of Trade and Industry, the construction sector grew 6.0% year-on-year in the second quarter of 2025, accelerating from a 4.9% expansion in the first quarter. This growth was supported by increased output from both public and private sectors.

As at 30 June 2025, the Group's order book for its construction business segments stood at \$2.3 billion, excluding contracts awarded after 30 June to 5 September 2025, amounting to \$273.2 million.

The Group remains committed to expanding its construction order book by capitalising on the sustained robust demand in the construction sector and leveraging the proven track record of CES Construction Group.

Property investment

Despite broader market expectations of moderated growth in industrial rents and prices due to increased supply from 2025 completions and cautious sentiment amid global geopolitical developments, the Group is well-positioned to maintain stability and resilience. This strong positioning is underpinned by full occupancy across all three (3) of the Group's industrial properties, with a weighted average lease expiry ranging from 1.5 to 2.0 years. As a result, any short-term impact from softer rental reversion trends is expected to be minimal.

6 Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Name of Dividend	First & Final
Dividend Type	Cash
Dividend Amount per Share (in cents)	0.13 Singapore cents per ordinary share
	Tax exempt (one-tier tax)

(b) Corresponding Period of the Immediately Preceding Financial Year

No.

(c) Date payable

The proposed final dividend, if approved at the Annual General Meeting to be held on 28 November 2025, is expected to be paid on or about 26 December 2025.

(d) Record date

Notice is hereby given that the Share Transfer Books and the Register of Members of the Company will be closed on 12 December 2025 at 5.00 p.m. for the purpose of determining shareholders' entitlement to the First & Final Dividend to be approved at the Annual General Meeting of the Company to be held on 28 November 2025. Duly completed registrable transfers in respect of the shares in the Company received up to close of business by the Company's Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., 36 Robinson Road, #20-01 City House, Singapore 068877, will be registered to determine shareholders entitlement to such dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 12 December 2025 will be entitled to such proposed dividend.

7 If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision.

Not applicable.

8 If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Company does not have a shareholders' mandate for interested person transactions.

9 Confirmation that the issuer has procured undertakings from all its directors and executive officers under Rule 720(1)

The Company confirms that it has procured undertakings from all of its directors and executive officers under Rule 720(1).

10 Breakdown of Group's revenue and operating profit after tax for first half year and second half year

	Group		Increase/ (Decrease)
	FY2025	FY2024	
	\$'000	\$'000	%
Revenue			
- first half	5,659	5,313	6.5
- second half	132,421	5,578	2274.0
Full year	<u>138,080</u>	<u>10,891</u>	
Operating profit after tax before deducting non-controlling interest			
- first half	1,543	1,004	53.7
- second half	5,753	2,616	119.9
Full year	<u>7,296</u>	<u>3,620</u>	

11 A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:—

	FY2025	FY2024
	\$'000	\$'000
Ordinary	4,402	-
Preference	-	-
Total:	<u>4,402</u>	<u>-</u>

The final tax-exempt (one-tier) ordinary dividend for the year ended 30 June 2025 of 0.13 cents per ordinary share are subject to the approval of shareholders at the forthcoming Annual General Meeting.

12 Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13). If there are no such persons, the issuer must make an appropriate negative statement.

Pursuant to Rule 704(13), the Company confirms that there is no person occupying managerial positions in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholders of the Company.

13 Disclosure pursuant to Rule 706A of the Listing Manual

Other than those previously announced, during the financial year ended 30 June 2025 and as at the date of this announcement, there were no changes to the Company's and the Group's shareholding percentage in its respective subsidiaries or associated companies nor incorporation of any new subsidiary or associated company by the Company or any of the Group's entities.

BY ORDER OF THE BOARD

Kong Wei Fung
Company Secretary
26 September 2025