BYT HOLDINGS LTD. AND ITS SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025
(EXPRESSED IN SINGAPORE DOLLARS)

INTRODUCTION

BYT Holdings Ltd. (the “Company”) was incorporated on September 16, 2019 under the laws of the Province of British Columbia, Canada by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia). The Company’s head office and principal address is 80 Marine Parade Road #11-02 Parkway Parade Singapore 449269. The registered and records office is 2Oth Floor, 25O Howe Street, Vancouver, BC, V6C 3R8 Canada.

The operating subsidiary BYT Engineering Pte Ltd. (“BYTE”) was incorporated in Singapore on December 3, 2012 and is committed to provide integrated engineering services under the contractual frameworks of engineering, procurement, and construction management (“EPCM”).

The following management’s discussion and analysis (“MD&A”) of the financial condition and results of the operations of the Company constitutes management’s review of the factors that affected the Company’s financial and operating performance for the financial period ended September 30, 2025 (“2025 Q3”). This discussion should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2024, together with the notes thereto. Results are reported in Singaporean Dollars, unless otherwise noted. The Company’s financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee (“IFRIC”). Information contained herein is presented as of October 23, 2025, unless otherwise indicated.

In this MD&A, references to the “Company” refer to BYT Holdings Ltd. and/or its material subsidiaries, including BYTE, as the context requires.

For the purposes of preparing this MD&A, management, in conjunction with the board of directors (the “Board”), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company’s common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A and consolidated financial statements of the Company for the period ended September 30, 2025 have been reviewed and approved by the Board on October 28, 2025.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain “forward-looking information” and “forward-looking statements” (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company’s ability to predict or control. Please also refer to those risk factors referenced in the “Risk Factors” section below. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS (CONTINUED)

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

COMPANY OVERVIEW AND RECENT DEVELOPMENTS

The Company currently has operations in Singapore and Malaysia, and has developed expertise in cleanrooms, and controlled environments. The Company's focus is to provide one-stop turnkey EPCM solutions that range from consultancy and design right through to the realization of projects involving the construction of high technology production facilities while pairing cost-effective and innovative technologies alongside good operational practices. The Company integrates architectural, civil, mechanical, electrical, instrumentation/control and process engineering into its team's service execution. The Company's Factory Maintenance Services division was setup in 2017 to further enhance the Company's commitment to quality through customer service to its customers.

The Company has also introduced custom works and products, giving customers the flexibility to obtain tailor-made outcomes that are appropriate for their unique business use-cases. Allowing for custom projects assists in the creation of value-add and project success for the client - positively contributing to the Company's priority of maintaining long-term commercial relationships with customers.

THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2025 – KEY DEVELOPMENTS

I. Accumulated total revenue for the period ended September 2025 in amount of S$1,435,647 with contract engineering revenue of S$266,208.

The accumulated total revenue for the nine months ended September 30, 2025, amounted to S$1,435,647, comprising contract engineering revenue of S$266,208 and service and maintenance revenue of S$1,169,439. This represents a decrease of S$1,222,611 (45.98%) compared to S$2,658,258 recorded in the corresponding period of 2024. The decline was mainly due to a significant drop in contract engineering revenue, which decreased by 86.78% as several large engineering projects were completed in the prior year. The Company has since shifted its focus towards providing recurring service and maintenance support to existing customers to build a more stable and sustainable revenue base.

II. Accumulated Factory Maintenance Division recorded revenue totaling S$1,083,769 in financial period ended September 2025 versus S$644,457 in financial period ended September 2024.

The Factory Maintenance Division recorded revenue of S$1,169,439 for the nine months ended September 30, 2025, compared to S$644,457 in the corresponding period of 2024, representing an increase of S$524,982 (81.46%). The increase was mainly attributable to the Company's strategic focus on expanding service and maintenance contracts with recurring customers, which helped offset the decline in contract engineering projects and contributed to a more stable revenue stream.

SELECTED FINANCIAL INFORMATION

The following selected financial data has been extracted from the audited consolidated financial statements, prepared in accordance with International Financial Reporting Standards (IFRS), for the fiscal years indicated and should be read in conjunction with those audited financial statements and the notes thereof.

		Three Months Ended				**Nine Months Ended**		
		2025		2024		**2025**		2024
Revenues	**S$**	**368,330**	S$	980,828	**S$**	**1,435,647**	S$	2,658,258
Gross profit	**S$**	**289,493**	S$	436,412	**S$**	**1,290,490**	S$	1,459,578
Gross profit (as a % of revenues)		**87%**		44.49%		**89.89%**		54.91%
Profit / (Loss) after tax	**S$**	**(295,317)**	S$	(367,278)	**S$**	**(403,955)**	S$,	(628,131)
Total comprehensive profit / (loss)	**S$**	**(36,553)**	S$	(595,005)	**S$**	**(579,718)**	S$	(1,080,371)
Net Loss per share (S$)								
- Basic / diluted		**(0.0046)**		(0.0058)		**(0.0064)**		(0.0171)
Weighted average number of outstanding common shares		**62,688,891**		63,039,201		**62,688,891**		63,039,201

As at		**30-Sept-25**		**31-Dec-24**
Total assets	**S$**	**3,750,532**	S$	3,966,075
Working capital (current assets - current liabilities)	**S$**	**1,849,612**	S$	1,618,318
Total non-current liabilities	**S$**	**-**	S$	54,970
Shareholder's equity	**S$**	**2,653,139**	S$	2,486,418
Number of shares outstanding				63,039,201

Results of Operations

Revenue

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2025	2024	**2025**	2024
	S$	S$	**S$**	S$
Contracts with customers	**2,750**	796,271	**266,208**	2,013,801
Service and maintenance	**279,910**	184,557	**1,169,439**	644,457
Trading income	**-**	-	**-**	-
Total Revenue	**282,660**	980,828	**1,435,647**	2,658,258

The Company recorded total revenue of S$1,435,647 for the nine months ended September 30, 2025, representing a decrease of S$1,222,611 or 45.98% as compared to S$2,658,258 recorded in the corresponding period of 2024. The decrease in revenue was mainly due to a significant decline in contracts with customers, which amounted to S$266,208 in 2025 compared to S$2,013,801 in 2024 — a reduction of S$1,747,593 or 86.78%. These contracts primarily relate to the provision of EPCM solutions, including the installation of cleanrooms and controlled environments, as well as the design and implementation of heat ventilation, air-conditioning, mechanical, and electrical systems.

In contrast, service and maintenance revenue increased substantially to S$1,169,439 for the nine months ended September 30, 2025, from S$644,457 in the corresponding period of 2024, reflecting an increase of S$524,982 or 81.46%. This growth was mainly attributable to the Company's strategic focus on expanding its recurring service and maintenance contracts with existing customers, aiming to build a more stable and sustainable income base while maintaining close relationships and continuous engagement with clients.

Cost of Sales / Gross Profit Margin

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2025	2024	**2025**	2024
	S$	S$	**S$**	S$
Cost of sales	**(137,486)**	(544,416)	**(145,157)**	(1,198,680)
Gross profit	**289,494**	436,412	**1,290,490**	1,459,578
Gross profit margin (%)	**87%**	44.49%	**89.89%**	44.49%

Total cost of sales decreased significantly from S$1,198,680 in the nine months ended September 30, 2024, to S$145,157 in the nine months ended September 30, 2025 in line with the decline in total revenue during the financial period. Gross profit represents the difference between revenue and the direct costs incurred to generate that revenue, while gross profit margin is the ratio of gross profit to revenue. The Company's gross profit margin increased substantially from 44.49% in 2024 to 89.89% in 2025, mainly due to the change in sales mix, as a larger proportion of revenue was derived from service and maintenance activities, which generally yield higher margins compared to contract engineering projects undertaken in the prior year.

Operating Expenses

	Three Months Ended Sept 30,		Nine Months Ended Sept 30,	
	2025	2024	**2025**	2024
	S$	**S$**	**S$**	**S$**
Administrative expenses	**(13,848)**	(499,256)	**(276,968)**	(1,815,876)
Other operating expenses	**(474,276)**	(199,149)	**(1,195,211)**	(231,298)
Finance costs	**(2,829)**	(1,966)	**(5,399)**	(12,790)
Other losses	**(124,864)**	(60,454)	**(124,864)**	(60,454)
Total	**(615,817)**	(760,825)	**(1,602,442)**	(2,120,418)

Total operating expenses was S$1,602,442 for the nine months ended September 30, 2025, compared to S$2,120,418 for the nine months ended September 30, 2024. The decrease was mainly due to the company was focus on the recurring customer and provide them better service.

RISK FACTORS

The following are certain risk factors relating to the business carried on by the Company, which prospective investors should carefully consider. The Company will face a number of challenges in the development of its technology and in building its client base. Due to the nature of the Company and the present stage of the business, the Company may be subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below. The below list is not a comprehensive list of all risk factors that may affect the Company.

General Business Risks

Risk Associated with Foreign Operations in Other Countries

The Company's primary revenues are expected to be achieved in Singapore and Malaysia. However, the Company may expand to markets outside of the aforementioned countries and become subject to risks normally associated with conducting business in other countries. The Company cannot predict government positions on such things as foreign investment, intellectual property rights or taxation. A change in government positions on these issues could adversely affect the Company's business.

Risks Associated with Acquisitions

As part of the Company's overall business strategy, the Company may pursue select strategic acquisitions that would provide additional product or service offerings, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Company's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

Risks Related to Industry and Business

Revenue is Dependent on the Capital Expenditure of Customers

The Company designs and/or build facilities requiring controlled environments mainly for the electronics, food and beverage, oil and gas, and semiconductor sectors. Consequently, revenue will be adversely affected should there be any slowdown in the growth and development of these sectors which results in a reduction in the capital expenditure budgets of customers in these sectors and a lesser number of projects available for tender. Accordingly, the Company will be dependent on the growth of these sectors in Singapore, specifically, and Southeast Asia, generally, and any change or slowdown in the growth of these sectors in these geographic markets may have an adverse impact on our business, financial condition, results of operations and prospects.

Business is generally project-based and faces the risk of any delay or premature termination of secured projects and/or the Company may not be able to secure new projects

The Company's business is generally project-based. Therefore, the Company has to continuously secure new customers and/or new projects. If it is unable to secure new projects of contract values, size and/or margins comparable to existing ones and/or our secured projects are delayed or prematurely terminated because of factors such as changes in customers' businesses, poor market conditions or lack of funds on the part of the project owners, this would create idle or excess capacity and/or may expose the Company to liabilities to sub-contractors and/or suppliers. This may adversely affect business, financial performance and financial condition. The delay or premature termination of any projects or contracts in progress or any customer's decision not to proceed with a contracted project may result in the Company not being adequately compensated. This will have a material adverse effect on business, financial condition and results of operations. In addition, there may be a lapse of time between the completion of existing projects and the commencement of subsequent projects which may materially and adversely affect financial performance and financial position.

Risks Related to Industry and Business

Any cost overruns may adversely affect the financial performance of the Company

The Company's revenue is largely derived from project-based contracts. Contracts for project works are negotiated in advance of the actual project execution and projects can vary in duration from several months to a few years. Profitability will therefore be dependent on the Company's ability to obtain competitive quotations from sub-contractors at or below estimated costs, and the ability to execute the contracts efficiently. The Company works closely with subcontractors for project execution. However, unforeseen circumstances such as logistic disruptions or unanticipated construction constraints at the work site may arise during the course of project execution. As these circumstances may require additional work which has not been factored into the contract value, they may lead to cost overruns which will erode profit margin for the project. There is no assurance that actual costs incurred will not exceed the estimated costs, due to under-estimation of costs, excessive wastage, inefficiency, damage or unforeseen additional costs incurred during the course of the contract. Any under-estimation of costs, delay or other circumstances resulting in cost overruns may adversely affect profitability.

Risks Related to Industry and Business (Continued)

Liable for delays in the completion of projects

The contracts that the Company may enter into with customers will typically include a provision for the payment by the Company of pre-determined liquidated damages to customers in the event the project is completed after the date of completion stated in the contract arising from any delay caused by the Company. The liquidated damages payable are determined by the tender terms for public sector projects or through contractual negotiations for private sector projects. Delays in a project could occur from time to time due to factors such as shortages of labour, equipment and construction materials, labour disputes, disputes with sub-contractors, industrial accidents, work stoppages arising from accidents or mishaps at the work site or delays in the delivery of construction materials and/or equipment by suppliers to sub-contractors. In the event of any delay in the completion of a project due to factors within the Company’s control, it could be liable to pay liquidated damages under the contract and incur additional overheads that will adversely affect earnings and profit margins, thereby materially and adversely affecting financial condition and results of operations. Although the Company has not been made liable to pay any liquidated damages as of the date of this MD&A, there is no assurance that there will not be any delays in existing and future projects in resulting in the payment of liquidated damages that may have a material and adverse impact on the Company’s business, financial condition and results of operations.

Defect claims and disputed variation orders can erode profitability

In the Company’s business, claims may be made by customers against contractors or sub-contractors for defective works and/or non-compliance with contract specifications. It is also common for customers to retain a certain percentage of the contract sum as retention monies for the costs of rectifying any defective works which have not been rectified by the Company. Variation orders are usually additional works or changes requested by the customer for specifications not included in the original contract. In such circumstances, additional time would be given to the Company to complete the project. On certain occasions, the parties may agree that variation orders be performed before the costs for such additional works are finalised. Thus, the final values of such variation orders may be subject to dispute by customers. In such an event, additional costs resulting from variation orders that could not be charged to customers due to disputes would have to be absorbed by the Company. As a result of absorbing such costs, the Company may have to suffer lower profits or even losses for that project. As of the date of this MD&A, the Company has not experienced any material disputed variation orders or defect claims. However, there is no assurance that material disputed variation orders or defect claims will not arise in the future. In the event that the Company is required to bear any part of the variation costs or losses arising from defect claims, its financial performance may be adversely affected.

Reliance on suppliers and sub-contractors

The Company purchases architectural materials, engineering products, cleanroom, and other hardware and materials from suppliers. The Company also engages sub-contractors to provide various services at project sites, such as architectural works, mechanical and electrical installation, interior decoration and other specialist works. These suppliers and sub-contractors will be selected based on, amongst others, past working experience with them, their track record, pricing and their ability to meet quality and safety requirements and schedule. The Company cannot be assured that the products and services rendered by suppliers and sub-contractors will continue to be satisfactory to or that they will meet the quality requirements, specifications and time schedule for projects. In the event of any loss which arises from the default of the suppliers or sub-contractors engaged by the Company, it may not be able to pass such loss on to them. Furthermore, if there are any adverse changes in suppliers’ and sub-contractors’ conditions (financial or otherwise) which affect their ability to supply the products or carry out the work for which they were contracted for, and the Company is unable to find suitable alternative suppliers or sub-contractors in a timely manner and at comparable commercial terms, the Company may not be able to complete the project within the budget and time schedule. As a result, there may be cost overruns or the Company may incur liquidated damages, and financial performance will be affected.

SUMMARY OF QUARTERLY RESULTS

The following selected quarterly financial data has been extracted from the financial statements, prepared in accordance with International Financial Reporting Standards.

	2025 Q3	**2025 Q2**	**2025 Q1**	**2024 Q4**
	S$	**S$**	**S$**	**S$**
Revenue	**282,660**	476,854	590,463	393,712
Net and comprehensive profit / (loss)	**(36,553)**	(146,108)	(396,780)	267,146
Net profit per share (basic and diluted)	**(0.0046)**	(0.00025)	0.0009	0.0003

	2024 Q3	**2024 Q2**	**2024 Q1**	**2024 Q4**
	S$	**S$**	**S$**	**S$**
Revenue	980,828	963,364	714,066	743,630
Net and comprehensive profit / (loss)	(357,705)	(220,158)	(267,607)	(477,067)
Net profit per share (basic and diluted)	(0.0058)	0.0001	(0.0043)	(0.007)

<u>Comparison between 2025 Q3 and 2025 Q2</u>

In 2025 Q3, the Company recorded revenue of S$282,660, a decrease of S$194,194 or 40.73% compared to the immediately preceding quarter (2025 Q2: S$476,854). The decrease in sales from Q2 to Q3 was mainly due to lower demand for service and maintenance works. Most of these services are driven by recurring customers, and during Q3, fewer of them required support. This was partly because the improved quality and durability of the products resulted in fewer service and maintenance needs compared to Q2.

<u>Comparison between 2025 Q3 and 2024 Q3</u>

Revenue for 2025 Q3 decreased by S$698,168 or 71.18% compared to S$980,828 in 2024 Q3. The decrease in revenue for Q3 2025 compared to Q3 2024 was mainly because BYT did not secure any new clients for major product projects during the period. The revenue for the quarter was largely dependent on service and maintenance work from recurring customers, which generates lower income compared to new project sales. This shift resulted in the overall reduction in revenue.

CAPITAL MANAGEMENT POLICIES AND OBJECTIVES

The Group manages its capital to ensure that the Company is able to continue as a going concern while maximising the return to stakeholders through optimisation of debt and equity balance.

The capital structure of the Group consists of equity attributable to owners of the Group, comprising issued share capital and unappropriated profit as disclosed in the statements of changes in equity.

The Group's management reviews the capital structure on a regularly basis. As part of this review, management considers the cost of capital and the risks associated with each class of capital. Upon review, the Group will balance its overall capital structure through the payment of dividends to shareholders and return capital to shareholders or issue new shares. The Group's overall strategy remains unchanged from December 31, 2024.

FINANCIAL INSTRUMENTS

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

Risk management is integral to the whole business of the Company. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

There have been no changes to the Company's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposure is measured using sensitivity analysis indicated below.

Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Company. The Company 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 Company's credit risk arises mainly from bank balances and trade receivables. Bank balances are mainly deposits with banks with high credit-ratings and the Company does not expect the impairment loss from bank balances to be material, if any.

Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates will affect the Company's income or the value of its holdings of financial instruments. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Liquidity risk

Liquidity risk refers to the risk in which the Company encounters difficulties in meeting its short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle.

The Company's operations are financed mainly through equity and borrowings. Adequate lines of credits are maintained to ensure the necessary liquidity is available when required.

	Amount
Current Assets	S$ 5,882,581
Current Liabilities	S$ 3,885,414
Net Assets	S$ 2,785,564
Trade Receivables	S$ 624,600
Trade Payables	S$ 2,891,897
Net Working Capital	S$ 1,997,167

As of September 30, 2025, the Company's liquidity position is sound and it will not be meet its short-term liabilities, including its interest-bearing loans with its current assets i.e. net assets of S$2,785,564. The Company does not hold any significant inventory, and it manages its working capital diligently to ensure the soundness of its short-term liquidity. As of September 30, 2025, the Company's net working capital position is S$1,997,167.

CAPITAL RESOURCES

Due to the nature of its business, the Company does not have long term capital commitment. For the financial period ended September 30, 2025, capital expenditure was only S7,187. Hence, the Company will continue to rely on its existing bank balances, internally generated funds and existing loans to fund its operations and it does not have any immediate needs to secure capital resources in order to fund its capital expenditure.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company does not have any material undisclosed off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of its operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources.

RELATED PARTY TRANSACTIONS

The effect of the Company's transactions and arrangements with related parties is reflected in consolidated financial statements.

During the financial year, in addition to those disclosed elsewhere in these financial statements, the Company entered into the following transactions with related parties:

Key Management Remuneration

Key management personnel comprise the directors of the Group and the details of their remunerations are as follows:

	Three Months Ended Sept 30,		**Nine Months Ended Sept 30,**	
	2025	2024	**2025**	2024
	S$	S$	**S$**	S$
Directors' remuneration	**93,900**	101,700	**264,900**	357,100
Central Provident Fund	**8,463**	10,761	**22,269**	34,831
Total	**102,363**	**162,070**	**287,169**	419,931

Related party transactions involve remuneration paid to the directors (Li Cun Kou, Zhang Yiwen, Ricky Ng, Miao YanXin). The business purpose of the transactions is for the directors to provide services as executives and independent directors to the Company. Central provident fund payments relate to the Company's share of contribution mandated under Singapore's social security scheme. The recorded amounts align with agreed-upon amounts paid to the directors and mandated under Singapore's laws.

OTHER INFORMATION

Additional information about the Company is available at http://www.bytholdings.com and https://www.sedar.com.