



**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**
(Incorporated in the Republic of Singapore)
(Registration Number: 200310813H)

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS
For the fourth quarter and financial year ended 31 December 2021

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM FINANCIAL STATEMENTS

For the fourth quarter and financial year ended 31 December 2021

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**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the fourth quarter and financial year ended 31 December 2021

	Note	Fourth quarter 3 months ended		Incr/ (Decr)	Cumulative quarter 12 months ended		Incr/ (Decr)
		31.12.2021	31.12.2020		31.12.2021	31.12.2020	
		(Unaudited)	(Unaudited)	%	(Unaudited)	(Unaudited) ⁽¹⁾⁽²⁾	%
		S\$	S\$		S\$	S\$	
Continuing operations							
Revenue	4	2,891,555	-	100.0	9,748,663	-	100.0
Cost of sales		(2,005,268)	-	100.0	(7,090,566)	-	100.0
Gross profit		<u>886,287</u>	-	100.0	<u>2,658,097</u>	-	100.0
Other income	6	1,484,820	9,446	>100.0	119,145,952	41,162	>100.0
General and administrative expenses		(2,008,670)	(970,440)	>100.0	(8,313,119)	(2,843,520)	>100.0
Other expenses		(1,119,209)	(144,730)	>100.0	(5,077,980)	(144,554)	>100.0
Results from operating activities	6	<u>(756,772)</u>	<u>(1,105,723)</u>	(31.6)	<u>108,412,950</u>	<u>(2,946,911)</u>	N.M
Finance income		1,915	1	>100.0	2,568	46,709	(94.5)
Finance cost		(135,011)	(16,831)	>100.0	(764,302)	(241,788)	>100.0
Net finance cost		<u>(133,096)</u>	<u>(16,830)</u>	>100.0	<u>(761,734)</u>	<u>(195,079)</u>	>100.0
Profit/(loss) before income tax		<u>(889,868)</u>	<u>(1,122,554)</u>	(20.7)	<u>107,651,216</u>	<u>(3,141,991)</u>	N.M
Income tax expense	7	117,523	-	100.0	105,231	-	100.0
Profit/(loss) from continuing operations		<u>(772,345)</u>	<u>(1,122,554)</u>	(31.2)	<u>107,756,447</u>	<u>(3,141,991)</u>	N.M
Discontinued operations							
Gain/(loss) from discontinued operations (net of tax)	16	25,394	12,096,382	(99.8)	(1,461,808)	(11,491,834)	(87.3)
Total profit/(loss) for the financial period/year		<u>(746,951)</u>	<u>10,973,828</u>	N.M	<u>106,294,639</u>	<u>(14,633,825)</u>	N.M
Total profit/(loss) attributable to:							
- Equity holders of the Company		(744,966)	10,913,287	N.M	106,308,932	(14,457,791)	N.M
- Non-controlling interests		(1,985)	60,541	N.M	(14,293)	(176,034)	(91.9)
		<u>(746,951)</u>	<u>10,973,828</u>	N.M	<u>106,294,639</u>	<u>(14,633,825)</u>	N.M
Total profit/(loss) attributable to equity holders of the Company relates to:							
- Profit/(loss) from continuing operations		(772,345)	(1,122,554)	(31.2)	107,756,447	(3,141,991)	N.M
- Gain/(loss) from discontinued operations		27,379	12,035,841	(99.8)	(1,447,515)	(11,315,800)	(87.2)
		<u>(744,966)</u>	<u>10,913,287</u>	N.M	<u>106,308,932</u>	<u>(14,457,791)</u>	N.M

N.M: Not meaningful

Note

(1) Discontinued operations arise from Oil and Gas business which results have been re-presented in accordance with SFRS(I) 5 Non-Current Assets Held for Sale and Discontinued Operations. Refer to Note 16 for details.

(2) The Company changed its functional currency from United States Dollars ("US\$") to Singapore Dollars ("S\$") on 1 January 2021. Refer to Note 2 for details.

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

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE
INCOME**

For the fourth quarter and financial year ended 31 December 2021

	Note	Fourth quarter 3 months ended		Incr/ (Decr) %	Cumulative quarter 12 months ended		Incr/ (Decr) %
		31.12.2021 (Unaudited) S\$	31.12.2020 (Represented) (Unaudited) S\$		31.12.2021 (Unaudited) S\$	31.12.2020 (Represented) (Unaudited) ⁽¹⁾⁽²⁾ S\$	
Total profit/(loss) for the financial period/year		(746,951)	10,973,828	N.M	106,294,639	(14,633,825)	N.M
Other comprehensive loss Item that may be reclassified subsequently to profit or loss:							
Currency translation arising from consolidation of financial statements of foreign operations		(444,210)	(22,442)	>100.0	(452,746)	(20,989)	>100.0
Item that will not be reclassified to profit or loss:							
Equity investments at FVOCI – net change in fair value		(226,463)	(56,190)	>100.0	(226,463)	(232,655)	(2.7)
Other comprehensive loss for the financial year, net of tax		(670,673)	(78,632)	>100.0	(679,209)	(253,644)	>100.0
Total comprehensive income/(loss) for the financial period/year		<u>(1,417,624)</u>	<u>10,895,197</u>	N.M	<u>105,615,430</u>	<u>(14,887,468)</u>	N.M
Total comprehensive income/(loss) attributable to:							
- Equity holders of the Company		(1,415,639)	10,834,656	N.M	105,629,723	(14,711,434)	N.M
- Non-controlling interests		(1,985)	60,541	N.M	(14,293)	(176,034)	(91.9)
		<u>(1,417,624)</u>	<u>10,895,197</u>	N.M	<u>105,615,430</u>	<u>(14,887,468)</u>	N.M

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

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 December 2021

	Note	31.12.2021	Group 31.12.2020 (Represented) S\$ (Unaudited) ⁽¹⁾⁽²⁾	01.01.2020 (Represented) S\$ (Unaudited) ⁽²⁾	31.12.2021	Company 31.12.2020 (Represented) S\$ (Unaudited) ⁽¹⁾⁽²⁾	01.01.2020 (Represented) S\$ (Unaudited) ⁽²⁾
		S\$ (Unaudited)			S\$ (Unaudited)		
Non-current assets							
Exploration and evaluation assets		-	-	97,843,136	-	-	-
Investment property	10	1,036,843	-	-	-	-	-
Plant and equipment	11	649,229	3,299	35,426	118,212	3,299	-
Investments in subsidiary corporations	14	-	-	-	15,225,458	-	-
Intangible assets	12	11,352,272	-	-	-	-	-
Other receivables		-	-	38,561,582	-	-	-
		<u>13,038,344</u>	<u>3,299</u>	<u>136,440,144</u>	<u>15,343,670</u>	<u>3,299</u>	<u>-</u>
Current assets							
Other investments		-	-	2,392	-	-	2,392
Trade and other receivables	15	5,199,191	88,729	3,517,842	3,227,033	88,729	1,876,404
Cash and cash equivalents		4,496,502	226,842	3,084,748	2,565,619	226,842	36,589
		<u>9,695,693</u>	<u>315,571</u>	<u>6,604,982</u>	<u>5,792,652</u>	<u>315,571</u>	<u>1,915,385</u>
Non-current assets held for sale		-	-	6,544,395	-	-	-
Assets of disposal group classified as held for sale	16	-	22,982,656	-	-	-	-
		<u>9,695,693</u>	<u>23,298,227</u>	<u>13,149,377</u>	<u>5,792,652</u>	<u>315,571</u>	<u>1,915,385</u>
Total assets		<u>22,734,037</u>	<u>23,301,526</u>	<u>149,589,521</u>	<u>21,136,322</u>	<u>318,870</u>	<u>1,915,385</u>
Equity							
Share capital	17	179,319,513	152,599,513	152,599,513	179,319,513	152,599,513	152,599,513
Perpetual securities		2,529,237	2,529,237	2,529,237	2,529,237	2,529,237	2,529,237
Reserves		1,916,750	(656,341)	(1,003,290)	2,633,153	2,633,153	2,633,153
Accumulated losses		(168,728,857)	(281,086,650)	(266,544,534)	(169,237,487)	(163,036,513)	(159,945,036)
Attributable to equity holders of the Company		<u>15,036,643</u>	<u>(126,614,241)</u>	<u>(112,419,074)</u>	<u>15,244,416</u>	<u>(5,274,610)</u>	<u>(2,183,133)</u>
Non-controlling interests		-	(831,026)	(654,992)	-	-	-
Total equity		<u>15,036,643</u>	<u>(127,445,267)</u>	<u>(113,074,066)</u>	<u>15,244,416</u>	<u>(5,274,610)</u>	<u>(2,183,133)</u>
Non-current liabilities							
Provision for restoration costs		-	-	3,278,808	-	-	-
Trade and other payables		-	-	1,110,869	-	-	-
Deferred income tax liabilities		189,058	-	-	-	-	-
Borrowings	18	140,209	-	26,421,969	19,166	-	-
		<u>329,267</u>	<u>-</u>	<u>30,811,646</u>	<u>19,166</u>	<u>-</u>	<u>-</u>
Current liabilities							
Trade and other payables	19	7,074,065	4,625,709	107,774,026	5,792,130	4,579,546	2,457,414
Current income tax liabilities		23,407	-	-	-	-	-
Borrowings	18	270,655	1,013,934	124,077,915	80,610	1,013,934	1,641,104
		<u>7,368,127</u>	<u>5,639,643</u>	<u>231,851,941</u>	<u>5,872,740</u>	<u>5,593,480</u>	<u>4,098,518</u>
Liabilities directly associated with disposal group classified as held for sale	16	-	145,107,150	-	-	-	-
		<u>7,368,127</u>	<u>150,746,793</u>	<u>231,851,941</u>	<u>5,872,740</u>	<u>5,593,480</u>	<u>4,098,518</u>
Total liabilities		<u>7,697,394</u>	<u>150,746,793</u>	<u>262,663,587</u>	<u>5,891,906</u>	<u>5,593,480</u>	<u>4,098,518</u>
Total equity and liabilities		<u>22,734,037</u>	<u>23,301,526</u>	<u>149,589,521</u>	<u>21,136,322</u>	<u>318,870</u>	<u>1,915,385</u>

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

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

For the fourth quarter and financial year ended 31 December 2021

	Attributable to equity holders of the Company								Total S\$	Non- controlling interests S\$	Total equity S\$
	Share capital S\$	Treasury shares S\$	Share option reserve S\$	Foreign currency translation reserve S\$	Fair value reserve S\$	Perpetual securities S\$	Other reserve S\$	Accumulated losses S\$			
Group											
At 1 January 2021	152,599,513	(25,055)	2,675,004	(35,699)	(9,037,254)	2,529,237	(16,796)	(281,086,650)	(132,397,700)	(831,026)	(133,228,726)
Effect of change in presentation currency	-	-	-	5,783,459	-	-	-	-	5,783,459	-	5,783,459
At 1 January 2021, as represented	152,599,513	(25,055)	2,675,004	5,747,760	(9,037,254)	2,529,237	(16,796)	(281,086,650)	(126,614,241)	(831,026)	(127,445,267)
Total comprehensive profit/(loss) for the financial period											
Total profit/(loss) for the financial period	-	-	-	-	-	-	-	106,308,932	106,308,932	(14,293)	106,294,639
Other comprehensive income/(loss)											
Transfer of fair value reserve to retained earnings upon disposal of investments	-	-	-	-	9,037,254	-	-	-	9,037,254	-	9,037,254
Equity investments at FVOCI – net change in fair value	-	-	-	-	(226,463)	-	-	-	(226,463)	-	(226,463)
Disposal of controlling interests in subsidiary corporation	-	-	-	345,537	-	-	-	-	345,537	845,319	1,190,856
Currency translation differences arising from consolidation of financial statements of foreign operations	-	-	-	(452,746)	-	-	-	-	(452,746)	-	(452,746)
Total comprehensive profit/(loss) for the financial period	-	-	-	(107,209)	8,810,791	-	-	106,308,932	115,012,514	831,026	115,843,540
Transactions with owners, recognised directly in equity											
Contributions by and distribution to owners											
Issuance of ordinary shares pursuant to convertible loan agreement	24,000,000	-	-	-	-	-	-	-	24,000,000	-	24,000,000
Issuance of ordinary shares as part purchase considerations for acquisition of subsidiary corporations	2,000,000	-	-	-	-	-	-	-	2,000,000	-	2,000,000
Issuance of shares for introducer fee	720,000	-	-	-	-	-	-	-	720,000	-	720,000
Accrued perpetual securities distributions	-	-	-	-	-	-	-	(81,630)	(81,630)	-	(81,630)
Total transactions with owners	26,720,000	-	-	-	-	-	-	(81,630)	26,638,370	-	26,638,370
Effect of change in functional currency	-	-	-	(6,130,491)	-	-	-	6,130,491	-	-	-
At 31 December 2021	179,319,513	(25,055)	2,675,004	(489,940)	(226,463)	2,529,237	(16,796)	(168,728,857)	15,036,643	-	15,036,643

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

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

For the fourth quarter and financial year ended 31 December 2021

	Attributable to equity holders of the Company								Total S\$	Non- controlling interests S\$	Total equity S\$
	Share capital S\$	Treasury shares S\$	Share option reserve S\$	Foreign currency translation reserve S\$	Fair value reserve S\$	Perpetual securities S\$	Other reserve S\$	Accumulated losses S\$			
Group											
At 1 January 2020	152,599,513	(25,055)	2,675,004	(15,552)	(8,813,924)	2,529,237	(16,796)	(266,544,534)	(117,612,107)	(654,992)	(118,267,099)
Effect of change in presentation currency	-	-	-	5,193,033	-	-	-	-	5,193,033	-	5,193,033
At 1 January 2020, as represented	152,599,513	(25,055)	2,675,004	5,177,481	(8,813,924)	2,529,237	(16,796)	(266,544,534)	(112,419,074)	(654,992)	(113,074,066)
Total comprehensive profit/(loss) for the financial period											
Total loss for the financial period	-	-	-	-	-	-	-	(14,457,791)	(14,457,791)	(176,034)	(14,633,825)
Effect	-	-	-	591,268	9,325	-	-	(425)	600,168	-	600,168
Other comprehensive income/(loss)											
Currency translation differences arising from consolidation of financial statements of foreign operations	-	-	-	(20,989)	-	-	-	-	(20,989)	-	(20,989)
Equity investments at FVOCI – net change in fair value	-	-	-	-	(232,655)	-	-	-	(232,655)	-	(232,655)
Total comprehensive profit/(loss) for the financial period	-	-	-	570,279	(223,330)	-	-	(14,458,216)	(14,111,267)	(176,034)	(14,287,301)
Transactions with owners, recognised directly in equity											
Contributions by and distribution to owners											
Accrued perpetual securities distributions	-	-	-	-	-	-	-	(83,900)	(83,900)	-	(83,900)
Total transactions with owners	-	-	-	-	-	-	-	(83,900)	(83,900)	-	(83,900)
At 31 December 2020	152,599,513	(25,055)	2,675,004	5,747,760	(9,037,254)	2,529,237	(16,796)	(281,086,650)	(126,614,241)	(831,026)	(127,445,267)

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**ALPHA DX GROUP LIMITED
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CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

For the fourth quarter and financial year ended 31 December 2021

	Attributable to equity holders of the Company								Total S\$	Non- controlling interests S\$	Total equity S\$
	Share capital S\$	Treasury shares S\$	Share option reserve S\$	Foreign currency translation reserve S\$	Fair value reserve S\$	Perpetual securities S\$	Other reserve S\$	Accumulated losses S\$			
Group											
At 1 October 2021	179,319,513	(25,055)	2,675,004	(43,512)	-	2,529,237	(16,796)	(167,963,147)	16,475,244	(12,308)	16,462,936
Total comprehensive profit/(loss) for the financial period											
Total profit/(loss) for the financial period	-	-	-	-	-	-	-	(744,966)	(744,966)	(1,985)	(746,951)
Other comprehensive income/(loss)											
Equity investments at FVOCI – net change in fair value	-	-	-	-	(226,463)	-	-	-	(226,463)	-	(226,463)
Disposal of controlling interests in subsidiary corporation	-	-	-	(2,218)	-	-	-	-	(2,218)	14,283	12,075
Currency translation differences arising from consolidation of financial statements of foreign operations	-	-	-	(444,210)	-	-	-	-	(444,210)	-	(444,210)
Total comprehensive profit/(loss) for the financial period	-	-	-	(446,428)	(226,463)	-	-	(744,966)	(1,417,857)	12,308	(1,405,549)
Transactions with owners, recognised directly in equity											
Contributions by and distribution to owners											
Accrued perpetual securities distributions	-	-	-	-	-	-	-	(20,744)	(20,744)	-	(20,744)
Total transactions with owners	-	-	-	-	-	-	-	(20,744)	(20,744)	-	(20,744)
At 31 December 2021	179,319,513	(25,055)	2,675,004	(489,940)	(226,463)	2,529,237	(16,796)	(168,728,857)	15,036,643	-	15,036,643

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

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

For the fourth quarter and financial year ended 31 December 2021

	Attributable to equity holders of the Company							Total S\$	Non- controlling interests S\$	Total equity S\$	
	Share capital S\$	Treasury shares S\$	Share option reserve S\$	Foreign currency translation reserve S\$	Fair value reserve S\$	Perpetual securities S\$	Other reserve S\$				Accumulated losses S\$
Group											
At 1 October 2020	152,599,513	(25,055)	2,675,004	5,178,934	(8,990,389)	2,529,237	(16,796)	(291,978,422)	(138,027,974)	(891,567)	(138,919,541)
Total comprehensive profit/(loss) for the financial period											
Total loss for the financial period	-	-	-	-	-	-	-	10,913,287	10,913,287	60,541	10,973,828
Effect	-	-	-	591,268	9,325	-	-	(425)	600,168	-	600,168
Other comprehensive income/(loss)											
Currency translation differences arising from consolidation of financial statements of foreign operations	-	-	-	(22,442)	-	-	-	-	(22,442)	-	(22,442)
Equity investments at FVOCI – net change in fair value	-	-	-	-	(56,190)	-	-	-	(56,190)	-	(56,190)
Total comprehensive profit/(loss) for the financial period	-	-	-	568,826	(46,865)	-	-	10,912,862	11,434,823	60,541	11,495,364
Transactions with owners, recognised directly in equity											
Contributions by and distribution to owners											
Accrued perpetual securities distributions	-	-	-	-	-	-	-	(21,090)	(21,090)	-	(21,090)
Total transactions with owners	-	-	-	-	-	-	-	(21,090)	(21,090)	-	(21,090)
At 31 December 2020	152,599,513	(25,055)	2,675,004	5,747,760	(9,037,254)	2,529,237	(16,796)	(281,086,650)	(126,614,241)	(831,026)	(127,445,267)

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**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

For the fourth quarter and financial year ended 31 December 2021

	Share capital S\$	Treasury shares S\$	Share option reserve S\$	Other reserve S\$	Perpetual securities S\$	Accumulated losses S\$	Total equity S\$
Company							
At 1 January 2021	152,599,513	(25,055)	2,675,004	(16,796)	2,529,237	(163,036,513)	(5,274,610)
Total comprehensive loss for the financial period							
Net loss for the financial period	-	-	-	-	-	(6,119,344)	(6,119,344)
Transactions with owners, recognised directly in equity							
Contributions by and distribution to owners							
Issuance of ordinary shares pursuant to convertible loan agreement	24,000,000	-	-	-	-	-	24,000,000
Issuance of ordinary shares as part purchase considerations for acquisition of subsidiary corporations	2,000,000	-	-	-	-	-	2,000,000
Issuance of shares for introducer fee	720,000	-	-	-	-	-	720,000
Accrued perpetual securities distributions	-	-	-	-	-	(81,630)	(81,630)
Total transactions with owners	26,720,000	-	-	-	-	(81,630)	26,638,370
At 31 December 2021	179,319,513	(25,055)	2,675,004	(16,796)	2,529,237	(169,237,487)	15,244,416
Company							
At 1 January 2020	152,599,513	(25,055)	2,675,004	(16,796)	2,529,237	(159,945,036)	(2,183,133)
Total comprehensive loss for the financial period							
Net loss for the financial period	-	-	-	-	-	(3,136,796)	(3,136,796)
Effect	-	-	-	-	-	129,219	129,219
Transactions with owners, recognised directly in equity							
Contributions by and distribution to owners							
Accrued perpetual securities distributions	-	-	-	-	-	(83,900)	(83,900)
Total transactions with owners	-	-	-	-	-	(83,900)	(83,900)
At 31 December 2020	152,599,513	(25,055)	2,675,004	(16,796)	2,529,237	(163,036,513)	(5,274,610)

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

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CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

For the fourth quarter and financial year ended 31 December 2021

	Share capital S\$	Treasury shares S\$	Share option reserve S\$	Other reserve S\$	Perpetual securities S\$	Accumulated losses S\$	Total equity S\$
Company							
At 1 October 2021	179,319,513	(25,055)	2,675,004	(16,796)	2,529,237	(168,383,283)	16,098,620
Total comprehensive loss for the financial period							
Net loss for the financial period	-	-	-	-	-	(833,460)	(833,460)
Transactions with owners, recognised directly in equity							
Contributions by and distribution to owners							
Accrued perpetual securities distributions	-	-	-	-	-	(20,744)	(20,744)
Total transactions with owners	-	-	-	-	-	(20,744)	(20,744)
At 31 December 2021	<u>179,319,513</u>	<u>(25,055)</u>	<u>2,675,004</u>	<u>(16,796)</u>	<u>2,529,237</u>	<u>(169,237,487)</u>	<u>15,244,416</u>
Company							
At 1 October 2020	152,599,513	(25,055)	2,675,004	(16,796)	2,529,237	(161,897,081)	(4,135,178)
Total comprehensive loss for the financial period							
Net loss for the financial period	-	-	-	-	-	(1,247,561)	(1,247,561)
Effect	-	-	-	-	-	129,219	129,219
Transactions with owners, recognised directly in equity							
Contributions by and distribution to owners							
Accrued perpetual securities distributions	-	-	-	-	-	(21,090)	(21,090)
Total transactions with owners	-	-	-	-	-	(21,090)	(21,090)
At 31 December 2020	<u>152,599,513</u>	<u>(25,055)</u>	<u>2,675,004</u>	<u>(16,796)</u>	<u>2,529,237</u>	<u>(163,036,513)</u>	<u>(5,274,610)</u>

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

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

For the fourth quarter and financial year ended 31 December 2021

	Note	Fourth quarter 3 months ended		Cumulative quarter 12 months ended	
		31.12.2021	31.12.2020	31.12.2021	31.12.2020
		S\$	S\$	S\$	S\$
Cash flows from operating activities					
Total profit/(loss) for the financial period/year		(746,951)	10,973,828	106,294,639	(14,633,825)
Adjustments for:					
- Bad debt written off	6	29,096	4,590,993	112,608	4,590,993
- Fair value gain of equity investment – at FVPL	6	-	2,492	(2,190)	2,492
- Depreciation of plant and equipment	6	122,718	(2,947)	247,757	30,331
- Amortisation of intangible assets	6	722,488	-	787,043	-
- Finance income		(1,915)	(3)	(2,568)	(46,711)
- Finance cost		135,011	1,542,109	764,302	16,224,086
- Gain on disposal of subsidiary corporations	6	(1,510,080)	(1,132,707)	(118,814,536)	(1,132,707)
- Gain on forgiveness of debts	6	86,300	(5,973,347)	(848,955)	(5,973,347)
- Reversal of impairment loss on exploration and evaluation assets		-	(7,206,363)	-	(7,206,363)
- Reversal of provision for restoration costs		-	(3,415,704)	-	(3,415,704)
- Income tax (income)/expense	7	(117,523)	-	(105,231)	-
- Unrealised currency translation losses		1,111,185	37,555	5,051,801	58,757
Operating cash flows before changes in working capital		(169,671)	(584,094)	(6,515,330)	(11,501,998)
Changes in working capital, net of effects from acquisition and disposal of subsidiary corporations:					
- Trade and other receivables		(214,069)	(315,710)	(432,442)	199,794
- Trade and other payables		485,690	(486,377)	4,343,588	7,103,491
Net cash provided by/(used in) operating activities		101,950	(1,386,181)	(2,604,184)	(4,198,713)
Cash flows from investing activities					
Acquisition of subsidiary corporations, net of cash acquired	13(b)	18,129	-	(11,641,070)	-
Proceeds from disposal of plant and equipment		-	-	79,483	-
Additions to intangible assets	12	(110,785)	-	(344,118)	-
Proceeds from assets held for sale		-	(3,443,250)	-	-
Additions of equity investment – at FVOCI		-	(56,190)	-	(232,655)
Proceeds from disposal of subsidiary corporations	16	-	-	1	-
Proceeds from disposal of IT business		-	711,012	-	711,012
Purchase of plant and equipment	11	(15,476)	(3,606)	(261,487)	(3,606)
Increase in restricted cash		(250,000)	-	(250,000)	-
Net cash (used in)/provided by investing activities		(358,132)	(2,792,034)	(12,417,191)	474,751
Cash flows from financing activities					
Interest paid		(17,482)	(15,336)	(608,144)	(726,348)
Interest received		-	3	44	3
Proceeds from loans from a non-related party		-	305,069	-	2,262,904
Proceeds from borrowings		-	2,270,484	-	2,270,484
Proceeds from loans from a related party		-	-	24,000,000	-
Repayment of loans from a non-related party		-	3,103,222	(3,167,860)	(94,013)
Repayment of loans from a related party		-	(988,587)	(1,000,000)	-
Repayment of hire purchase		-	-	(35,852)	-
Principal payment of lease liability		(60,468)	-	(131,988)	-
Net cash (used in)/provided by financing activities		(77,950)	4,674,855	19,056,200	3,713,030

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

For the fourth quarter and financial year ended 31 December 2021

	Note	Fourth quarter 3 months ended		Cumulative quarter 12 months ended	
		31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Net change in cash and cash equivalents		(334,132)	496,640	4,034,825	(10,932)
Cash and cash equivalents at beginning of financial period		4,646,969	(228,353)	226,842	257,484
Effects of exchange rate changes on cash and cash equivalents		(66,335)	(41,445)	(15,165)	(19,710)
Cash and cash equivalents at end of financial period		<u>4,246,502</u>	<u>226,842</u>	<u>4,246,502</u>	<u>226,842</u>
<u>Additional information:</u>					
Cash and cash equivalents in the consolidated statement of financial position		4,946,502	226,842	4,496,502	226,842
Less: Restricted cash		(250,000)	-	(250,000)	-
Total cash and cash equivalents as per consolidated statement of cash flows		<u>4,246,502</u>	<u>226,842</u>	<u>4,246,502</u>	<u>226,842</u>

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

ALPHA DX GROUP LIMITED AND ITS SUBSIDIARY CORPORATIONS

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the fourth quarter and financial year ended 31 December 2021

1. Corporate information

Alpha DX Group Limited (the “**Company**”) is incorporated and domiciled in Singapore and whose shares are publicly traded on the Catalist of the Singapore Exchange. These condensed interim financial statements as at and for the fourth quarter and financial year ended 31 December 2021 comprise the Company and its subsidiaries (collectively, the “**Group**”).

The principal activity of the Company is that of an investment holding.

The principal activities of the Group are offering learning technology solutions and customised digital learning content, including but not limited to (a) learning solutions consultancy services; (b) content digitalisation solutions; (c) enterprise learning management system (“**LMS**”) solutions; (d) programme management; (e) operations and support; and (f) specialist manpower deployment services, with a strategic focus on integrating digital technology and education through collaborations with global education and learning institutions. The Group also offering various EduTrust certified academic and training programs and contents in Japan including various certificate programs, diploma programs, bachelors and masters degree programs as well as a wide range of professional training programmes. Refer to Note 14 for the principal activities of each subsidiary corporation.

2. Basis of preparation

The condensed interim financial statements for the fourth quarter and financial year ended 31 December 2021 have been prepared in accordance with the SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim 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 31 December 2020 (“**FY2020**”).

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements have been prepared on a going concern basis. The Board of Directors are of the view that it is appropriate to prepare the Group’s interim financial statements on a going concern on the following bases:

- (1) the ability of the Group to generate sufficient cash flows from its operations to pay its liabilities as and when they fall due; and
- (2) the ability to request for extension of part of its current liabilities over the next twelve months.

The condensed interim financial statements are presented in Singapore Dollar which is the Company’s functional currency.

**ALPHA DX GROUP LIMITED
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**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL
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For the fourth quarter and financial year ended 31 December 2021

2. Basis of preparation (Cont'd)

2.1 New and amended standards adopted by the Group

On the completion of the disposal of the US-based Oil and Gas business on 25 May 2021 and the Company's focus on the Digital Transformation in Learning and Education ("DTLE") business which the majority of the Group's business and operating environment will be denominated in Singapore dollars (S\$). As a result of this change, the Company changed its functional currency from United States dollars (US\$) to S\$ with effect from 1 January 2021. In line with the change in the functional currency, the presentation currency of the Company and the Group's financial statements was also changed to S\$. The comparative information has been re-presented to S\$ to conform to current year's presentation.

Save as disclosed above, the financial results for the fourth quarter and financial year ended 31 December 2021 had been prepared using the same accounting policies and methods of computation as presented in the Group's most recently audited financial statements for the FY2020.

A number of amendments to Standards have become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

2.2 Use of judgements and estimates

In preparing the condensed interim 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 consolidated financial statements as at and for the year ended 31 December 2020.

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.

There were no significant judgements made in applying accounting policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next interim period.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next interim period are included in the following notes:

- Note 4.2 – revenue recognition: basis of revenue recognition
- Note 11 – impairment on goodwill: key assumptions underlying recoverable amounts
- Note 13 – business combination: the fair value of the consideration transferred (including contingent consideration) and the fair value of the assets acquired and liabilities assumed, measured on a provisional basis

**ALPHA DX GROUP LIMITED
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**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL
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For the fourth quarter and financial year ended 31 December 2021

2. Basis of preparation (Cont'd)

2.3 Significant accounting policies

Revenue recognition

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

Revenue is recognised when the Group satisfies a performance obligation, by transferring a promised 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.

Investment Property

Investment property comprise a freehold land that is held for long-term capital appreciation or for a currently undetermined use. Freehold land is not depreciated. Freehold land is initially recognised at cost and subsequently carried at cost less accumulated impairment losses.

Plant and equipment

Depreciation

Depreciation on plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

Computers	3 years
Furniture and fittings	5 years
Leasehold improvements	3 to 5 years
Motor vehicle	10 years
Office equipment	3 to 5 years
Signboard	5 years

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

Right-of-use assets ("ROU")

The Group recognised a right-of use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets (except for those which meets the definition of an investment property) are presented within "Property, plant and equipment".

**ALPHA DX GROUP LIMITED
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**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL
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For the fourth quarter and financial year ended 31 December 2021

2. Basis of preparation (Cont'd)

2.3 Significant accounting policies (Cont'd)

Intangible assets

(a) Goodwill

Goodwill on acquisition of subsidiaries and business, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiaries include the carrying amount of goodwill relating to the entity sold.

(b) Licence and intellectual property

Licence and intellectual property are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Intellectual property represents an in-house development of the software known as “Virtual Classroom Management System (VCMS)”, an e-learning software. These costs are amortised to profit or loss using the straight-line method over 4 to 5 years.

(c) Software in progress

Research costs are recognised as an expense when incurred. Costs directly attributable to the development of computer software are capitalised as intangible assets only when technical feasibility of the project is demonstrated, the Group has an intention and ability to complete and use the software and the costs can be measured reliably. Such costs include purchases of materials and services and payroll-related costs of employees directly involved in the project.

Software under construction included in intangible assets are not depreciated as these assets are not yet available for use.

(d) Customer contracts and customer relationships

Customer contracts and customer relationships acquired in business combinations are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line-method over 2 to 3 years, which is the shorter of their estimated useful lives and periods of contractual rights.

3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

**ALPHA DX GROUP LIMITED
AND ITS SUBSIDIARY CORPORATIONS**

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL
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For the fourth quarter and financial year ended 31 December 2021

4. Segment and revenue information

The Group is organised into the following main business segments:

Digital Transformation in Learning and Education (“DTLE”)	:	Offering learning technology solutions and customised digital learning content
Education	:	Offering various education and learning certification programmes to students through various educational institutions
Investment holdings	:	Investment holding companies
Exploration and production	:	Exploration and production operating segment in United States. It was disposed effective from 25 May 2021. Information about the discontinued segment is provided in Note 16.

These operating segments are reported in a manner consistent with internal management reports that are reviewed by the Group’s Chief Executive Officer for making decisions about resources to be allocated and of assessing performance.

4.1 Reportable segments

	DTLE	Education	Investment holdings	Exploration and production (Discontinued operations)	Consolidated
	S\$	S\$	S\$	S\$	S\$
1 January 2021 to 31 December 2021					
Total segment revenue	13,369,570	-	120,000	-	13,489,570
Inter-segment revenue	(3,620,907)	-	(120,000)	-	(3,740,907)
Revenue from external parties	9,748,663	-	-	-	9,748,663
Gain on disposal of subsidiary corporations	-	-	118,814,537	-	118,814,537
Gain on forgiveness of debts	-	-	184,153	664,802	848,955
Government grants	102,782	-	6,440	-	109,222
Fair value gain on equity investments at FVPL	2,190	-	-	-	2,190
Miscellaneous income	18,907	-	16,943	-	35,850
Total other income	123,879	-	119,022,073	664,802	119,810,754
Total revenue and other income	9,872,542	-	119,022,073	664,802	129,559,417
Amortisation of intangible assets	(94,173)	-	(692,870)	-	(787,043)
Depreciation of plant and equipment	(177,549)	-	(70,208)	-	(247,757)
Finance income	610	1,914	44	-	2,568
Finance expense	(78,172)	-	(686,130)	(1,922,513)	(2,686,815)
Segment profit/(loss)	447,622	2,893	107,200,701	(1,461,808)	106,189,408
Profit before income tax					106,189,408
Income tax expense					105,231
Earnings for the financial year					106,294,639

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**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL
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For the fourth quarter and financial year ended 31 December 2021

4. Segment and revenue information (Cont'd)

4.1 Reportable segments (Cont'd)

	DTLE	Education	Investment holdings	Exploration and production (Discontinued operations)	Consolidated
	S\$	S\$	S\$	S\$	S\$
As at 31 December 2021					
Segment assets	6,434,887	2,096,121	14,203,029	-	22,734,037
Deferred income tax assets					-
Total assets per statement of financial position					<u>22,734,037</u>
Expenditures for segment non-current assets					
- Additions to plant and equipment	619,237	-	184,542	-	803,780
- Additions to intangible assets	344,118	-	-	-	344,118
Segment liabilities	1,524,543	3,500	5,956,887	-	7,484,930
Current income tax liabilities					23,407
Deferred income tax liabilities					189,057
Total liabilities per statement of financial position					<u>7,697,394</u>
			Investment holdings	Exploration and production (Discontinued operations)	Consolidated
			S\$	S\$	S\$
1 January 2020 to 31 December 2020					
Total segment revenue			120,055	-	120,055
Inter-segment revenue			(120,055)	-	(120,055)
Revenue from external parties			-	-	-
Gain on disposal of subsidiary corporations			-	1,132,706	1,132,706
Gain on forgiveness of debts			-	5,973,347	5,973,347
Reversal of impairment loss on explorations and evaluation assets			-	7,206,363	7,206,363
Reversal of provision for restoration costs			-	3,415,704	3,415,704
Government grants			36,553	-	36,553
Miscellaneous income			4,609	164,733	169,342
Total other income			41,162	17,892,852	17,934,015
Total revenue and other income			41,162	17,892,852	17,934,015
Depreciation of plant and equipment			(313)	(30,018)	(30,331)
Finance income			46,708	3	46,711
Finance expense			(241,788)	(15,982,298)	(16,224,086)
Segment loss			(3,141,991)	(11,491,834)	(14,633,825)
Loss before income tax					(14,633,825)
Income tax expense					-
Loss for the financial year					<u>(14,633,825)</u>

**ALPHA DX GROUP LIMITED
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**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL
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For the fourth quarter and financial year ended 31 December 2021

4. Segment and revenue information (Cont'd)

4.1 Reportable segments (Cont'd)

	Investment holdings	Exploration and production (Discontinued operations)	Consolidated
	S\$	S\$	S\$
As at 31 December 2020			
Segment assets	320,316	22,981,210	23,301,526
Deferred income tax assets			-
Total assets per statement of financial position			<u>23,301,526</u>
Expenditures for segment non-current assets			
- Additions to plant and equipment	-	-	-
Segment liabilities	5,660,665	145,086,128	150,746,793
Current income tax liabilities			-
Deferred income tax liabilities			-
Total liabilities per statement of financial position			<u>150,746,793</u>

	DTLE	Education	Investment holdings	Exploration and production (Discontinue d operations)	Consolidated
	S\$	S\$	S\$	S\$	S\$
3 months ended 31 December 2021					
Total segment revenue	4,347,917	-	30,000	-	4,377,917
Inter-segment revenue	(1,456,362)	-	(30,000)	-	(1,486,362)
Revenue from external parties	2,891,555	-	-	-	2,891,555
Gain on disposal of subsidiary corporations	-	-	1,510,080	-	1,510,080
Gain on forgiveness of debts	-	-	(63,226)	(23,074)	(86,300)
Government grants	28,051	-	-	-	28,051
Miscellaneous income	6,165	-	3,750	-	9,915
Total other income	34,216	-	1,450,604	(23,074)	1,461,746
Total revenue and other income	2,925,771	-	1,450,604	(23,074)	4,353,301
Amortisation of intangible assets	(29,618)	-	(692,870)	-	(722,488)
Depreciation of plant and equipment	(100,508)	-	(22,210)	-	(122,718)
Finance income	-	-	1,915	-	1,915
Finance expense	(8,983)	-	(126,028)	66,727	(68,284)
Segment profit/(loss)	307,049	11,888	(1,208,805)	25,394	<u>(864,474)</u>
Profit before income tax					(864,474)
Income tax expense					117,523
Earnings for the interim period					<u>(746,951)</u>

**ALPHA DX GROUP LIMITED
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**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL
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For the fourth quarter and financial year ended 31 December 2021

4. Segment and revenue information (Cont'd)

4.1 Reportable segments (Cont'd)

	Investment holdings	Exploration and production (Discontinued operations)	Consolidated
	S\$	S\$	S\$
3 months ended 31 December 2020			
Total segment revenue	30,817	-	30,817
Inter-segment revenue	(30,817)	-	(30,817)
Revenue from external parties	-	-	-
Gain on disposal of subsidiary corporations	-	1,132,706	1,132,706
Gain on forgiveness of debts	-	5,973,347	5,973,347
Reversal of impairment loss on explorations and evaluation assets	-	7,206,363	7,206,363
Reversal of provision for restoration costs	-	3,415,704	3,415,704
Government grants	9,446	-	9,446
Miscellaneous income	-	164,733	164,733
Total other income	9,446	17,892,852	17,902,299
Total revenue and other income	9,446	17,892,852	17,902,299
Depreciation of plant and equipment	(188)	6,886	6,699
Finance income	1	2	3
Finance expense	(16,831)	(1,525,278)	(1,542,109)
Segment loss	(1,122,554)	12,096,382	(10,973,828)
Loss before income tax			10,973,828
Income tax expense			-
Earnings for the interim period			10,973,828

Geographical segments

Segment non-current assets (excluding deferred tax asset) are based on the geographical location of the assets.

	Group	
	31.12.2021	31.12.2020
	S\$	S\$
Non-current assets		
- Singapore	11,874,380	3,299
- Malaysia	65,550	-
- Japan	1,082,394	-
- India	16,020	-
	13,038,344	3,299

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For the fourth quarter and financial year ended 31 December 2021

4. Segment and revenue information (Cont'd)

4.2 Disaggregation of Revenue

In the following table, revenue is disaggregated by primary types of goods or services, timing of revenue recognition and geographical information. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments (see Note 4.1).

	<u>Group</u> Fourth quarter 3 months ended		<u>Group</u> Cumulative quarter 12 months ended	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Types of goods or service:				
Rendering of services	2,891,555	-	9,748,663	-
Total revenue	<u>2,891,555</u>	<u>-</u>	<u>9,748,663</u>	<u>-</u>
Timing of revenue recognition:				
At point in time	1,633,155	-	5,006,344	-
Overtime	1,258,400	-	4,742,319	-
Total revenue	<u>2,891,555</u>	<u>-</u>	<u>9,748,663</u>	<u>-</u>

	<u>Group</u> Fourth quarter 3 months ended		<u>Group</u> Cumulative quarter 12 months ended	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Geographical information:				
Singapore	2,830,608	-	9,686,152	-
Malaysia	60,947	-	62,511	-
Total revenue	<u>2,891,555</u>	<u>-</u>	<u>9,748,663</u>	<u>-</u>

Management judgements are used in determining the percentage allocated for the performance obligation satisfied in revenue recognition. In making these estimates, management has relied on past experience of using the output method for completed projects.

4.3 Breakdown of sales

	<u>Group</u> Financial year ended 31 December		Increase/ (Decrease) %
	2021 S\$	2020 S\$	
Revenue reported for first half year	4,393,086	-	100.0
Operating profit/(loss) after tax before deducting non-controlling interests reported for the first half year	107,649,120	(12,150,658)	NM
Revenue reported for second half year	5,355,577	-	100.0
Operating profit/(loss) after tax before deducting non-controlling interests reported for the second half year	(1,354,481)	(2,483,167)	(45.5)

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5. Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities as at 31 December 2021 and 31 December 2020:

	<u>Group</u>		<u>Company</u>	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Financial Assets				
Financial assets at fair value through other comprehensive income (FVOCI)	-	-	-	-
Cash and bank balances and trade and other receivables* (Amortised cost)	9,616,309	315,571	5,778,273	315,571
	<u>9,616,309</u>	<u>315,571</u>	<u>5,778,273</u>	<u>315,571</u>
Financial Liabilities				
Trade and other payables and borrowings (Amortised cost)	7,368,127	5,639,643	5,891,906	5,593,480

* Excludes prepayments

5.1 Financial assets at fair value through other comprehensive income

During the interim period, the Group disposed of its investments which had a fair value of approximately S\$1 at the date of disposal, with cumulative fair value loss of S\$9,037,254 reclassified from fair value reserve to retained profits.

5.2 Fair value measurement

The Group classifies financial assets measured at fair value using a fair value hierarchy which reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- 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).
- Level 3 : Unobservable inputs for the asset or liability

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5. Financial assets and financial liabilities (Cont'd)

5.2 Fair value measurement (Cont'd)

Financial assets carried at fair value:

	Level 1 S\$	Level 2 S\$	Level 3 S\$	Total S\$
<u>Group</u>				
31 December 2021				
Assets				
Financial assets, at FVPL*	9,616,309	-	-	9,616,309
31 December 2020				
Assets				
Financial assets, at FVPL*	315,571	-	-	315,571
<i>* Excludes prepayments</i>				
	Level 1 S\$	Level 2 S\$	Level 3 S\$	Total S\$
<u>Company</u>				
31 December 2021				
Assets				
Financial assets, at FVPL*	5,778,273	-	-	5,778,273
31 December 2020				
Assets				
Financial assets, at FVPL*	315,571	-	-	315,571
<i>* Excludes prepayments</i>				

The above financial assets and financial liabilities whose carrying amounts measured on the amortised cost basis approximate their fair values due to their short-term nature and where the effect of discounting is immaterial.

6. Profit before income tax

6.1 Other Income

	<u>Group</u> Fourth quarter 3 months ended		<u>Group</u> Cumulative quarter 12 months ended	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Continuing operations:				
Gain on disposal of subsidiary corporations (Note 16)	1,510,080	-	118,814,536	-
(Reversal)/Gain on forgiveness of debts	(63,227)	-	184,153	-
Fair value gain of equity investment – at FVPL	-	-	2,190	-
Government grants	28,051	9,446	109,222	36,553
Miscellaneous income	9,916	-	35,851	4,609
	<u>1,484,820</u>	<u>9,446</u>	<u>119,145,952</u>	<u>41,162</u>

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6. Profit before income tax (Cont'd)

6.2 Significant items

The following items have been included in arriving at loss before income tax of continuing operations:

	Group		Group	
	Fourth quarter		Cumulative quarter	
	3 months ended		12 months ended	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
	S\$	S\$	S\$	S\$
Continuing operations:				
Amortisation of intangible assets	(722,488)	-	(787,043)	-
Depreciation of plant and equipment	(122,718)	(188)	(247,757)	(313)
Gain on disposal of subsidiary corporations (Note 16)	1,510,079	-	118,814,536	-
(Reversal)/Gain on forgiveness of debts	(63,227)	-	184,153	-
Bad debts written off	-	(563)	-	(563)
Fair value gain of equity investment – at FVPL	-	-	2,190	-
Government grants	28,051	9,446	109,222	36,553
Foreign exchange loss, net	(1,113,067)	(141,675)	(5,071,838)	(141,500)
Finance income	1,915	1	2,568	46,709
Finance cost	(135,011)	(16,831)	(764,302)	(241,788)
Discontinued operations:				
Depreciation of plant and equipment	-	6,887	-	(30,018)
Gain on disposal of subsidiary corporations	-	1,132,706	-	1,132,706
Gain on forgiveness of debts	(23,074)	5,973,347	664,802	5,973,347
Reversal of impairment loss on explorations and evaluation assets	-	7,206,363	-	7,206,363
Reversal of provision for restoration costs	-	3,415,704	-	3,415,704
Bad debts written off	(29,095)	(4,590,430)	(112,608)	(4,590,430)
Finance income	-	3	1	3
Finance cost	66,727	(1,525,278)	(1,922,513)	(15,982,298)
Foreign exchange loss, net	-	-	-	-

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6. Profit before income tax (Cont'd)

6.3 Related party transactions

In addition to the information disclosed elsewhere in the financial statements and Note 11 in Other Information required by Catalist Listing Manual Appendix 7C, the following transactions took place between the Group and related parties at terms agreed between the parties:

	<u>Group</u>		<u>Group</u>	
	Fourth quarter		Cumulative quarter	
	3 months ended		12 months ended	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
	S\$	S\$	S\$	S\$
Additional refundable deposit for exclusive perpetual territorial license	600,000	-	600,000	-
Interest expense for convertible loan	-	-	505,972	-
Financial and business development advisory services fee ⁽¹⁾	-	-	352,000	-

Note:

(1) These agreements were entered by the Group before DiDi Investments, Inc became a controlling shareholder of the Company on 7 June 2021.

7. Income tax

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the condensed interim consolidated statement of profit or loss are:

	<u>Group</u>		<u>Group</u>	
	Fourth quarter		Cumulative quarter	
	3 months ended		12 months ended	
	31.12.2021	31.12.2020	31.12.2021	31.12.2020
	S\$	S\$	S\$	S\$
Continuing operations:				
Current income tax expense	(265)	-	(12,557)	-
Current deferred tax income	117,788	-	117,788	-
	<u>117,523</u>	<u>-</u>	<u>105,231</u>	<u>-</u>

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8. Earnings per share

	<u>Group</u> Fourth quarter 3 months ended		<u>Group</u> Cumulative quarter 12 months ended	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Earnings per share (“EPS”) for profit/(loss) from continuing and discontinued operations attributable to equity holders of the Company (cent per share)				
Basic EPS				
- From continuing operations	(15.83)	(1.99)*	68.27	(5.57)*
- From discontinued operations	0.23	(21.35)*	(0.92)	(20.07)*
Diluted EPS				
- From continuing operations	(15.83)	(1.99)*	68.27	(5.57)*
- From discontinued operations	0.23	(21.35)*	(0.92)	(20.07)*
Weighted average number of ordinary shares in issue during the respective financial period ⁽¹⁾ (excluding share options and perpetual securities)				
	28,790,753	56,384,488	157,835,429	56,384,488

The basic and diluted earnings per share for the years ended 31 December 2021 and 31 December 2020 are the same as the outstanding share options and convertibles capital securities are anti-dilutive.

(1) The weighted average number of ordinary shares for the year ended 31 December 2021 had taken into consideration of 171,857,141 shares issued on 7 June 2021 and 14,714,287 shares issued on 30 September 2021 and are presented based on new number of shares as a result of share consolidation. Refer to Note 17 for details.

**With the completion of the share consolidation on 26 March 2021, profit/(loss) per share for the year ended 31 December 2020 was adjusted in accordance with the requirement of SFRS(I)1-33 Earnings per share to reflect the change in number of ordinary shares as a result of share consolidation.*

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9. Net Asset Value

	<u>Group</u>		<u>Company</u>	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Net asset value per ordinary share (in cents)	6.19	(226.03)	6.27	(9.35)
Number of ordinary shares (excluding treasury shares)*	242,955,916	56,384,488	242,955,916	56,384,488

*The number of ordinary shares (excluding treasury shares) are presented based on new number of shares as a result of share consolidation. Refer to Note 17 for movement of number of ordinary shares (excluding treasury shares).

10. Investment property

	<u>Group</u>	
	31.12.2021 S\$	31.12.2020 S\$
<i>Cost</i>		
Beginning of financial year	-	-
Acquisition of subsidiary corporation	577,315	-
Allocation of excess consideration based on relative fair value basis	459,528	-
End of financial year	1,036,843	-
<i>Accumulated impairment losses</i>		
Beginning of financial year	-	-
Impairment charge	-	-
End of financial year	-	-
<i>Net book value</i>		
As at 31 December	1,036,843	-
At fair value:		
Freehold property	1,036,843	-

At 31 December 2021, the details of the Group's investment property is as follows:

<u>Location</u>	<u>Description/existing use</u>	<u>Tenure</u>
Tokojimachi, Kofu-city, Yamanashi	Land	Freehold

Valuation

The fair value of the Group's investment property is determined based on significant other observable inputs and is categorised under Level 2 of the fair value measurement hierarchy. Level 2 fair value has been derived using the sales comparison approach. Sales prices of comparable properties in close proximity were adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is the selling price per square metre.

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11. Plant and equipment

During FY2021, the Group acquired assets amounting to S\$261,487 (31 December 2020: S\$ Nil) and disposed of assets amounting to S\$79,483 (31 December 2020: S\$ Nil).

	Computer, Office Equipment S\$	Leasehold improvements S\$	Group Furniture and fittings S\$	Motor vehicles S\$	ROU S\$	Total S\$
At 31 December 2020						
Cost	6,933	-	-	-	-	6,933
Accumulated depreciation	(3,634)	-	-	-	-	(3,634)
Net book amount	3,299	-	-	-	-	3,299
12 months ended 31 December 2021						
Opening net book amount	3,299	-	-	-	-	3,299
Additions	154,146	89,875	17,466	-	542,293	803,780
Acquisition of subsidiary corporations (Note 13)	67,276	8,394	1,686	80,529	-	157,885
Depreciation charge	(53,599)	(26,788)	(1,164)	(1,046)	(165,160)	(247,757)
Disposals	-	-	-	(79,483)	-	(79,483)
Currency translation differences	2,479	8,643	(201)	-	584	11,505
Closing net book amount	173,601	80,124	17,787	-	377,717	649,229
At 31 December 2021						
Cost	230,834	106,912	18,951	-	524,293	880,990
Accumulated depreciation	(57,233)	(26,788)	(1,164)	-	(164,576)	(249,761)
Net book amount	173,601	80,124	17,787	-	377,717	649,229

	Office Equipment S\$	Company Leasehold improvements S\$	ROU S\$	Total S\$
At 31 December 2020				
Cost	6,933	-	-	6,933
Accumulated depreciation	(3,634)	-	-	(3,634)
Net book amount	3,299	-	-	3,299
12 months ended 31 December 2021				
Opening net book amount	3,299	-	-	3,299
Additions	15,108	7,635	161,799	184,542
Depreciation charge	(2,755)	(2,536)	(64,917)	(70,208)
Currency translation differences	-	-	579	579
Closing net book amount	15,652	5,099	97,461	118,212
At 31 December 2021				
Cost	22,042	7,635	161,799	191,476
Accumulated depreciation	(6,390)	(2,536)	(64,338)	(73,264)
Net book amount	15,652	5,099	97,461	118,212

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12. Intangible assets

During FY2021, the intangible assets held by the Group increased primarily as a result of goodwill from the acquisition of subsidiaries. Refer to Note 13 for details.

	Goodwill on consolidatio n S\$	License, Intellectual Property S\$	Group Software work in progress S\$	Customer contracts & relationships S\$	Total S\$
At 31 December 2020					
Cost	-	-	-	-	-
Accumulated amortisation and impairment	-	-	-	-	-
Net book amount	-	-	-	-	-
12 months ended 31 December 2021					
Opening net book amount	-	-	-	-	-
Additions	-	-	344,118	-	344,118
Acquisition of subsidiary corporations (Note 13)	9,342,013	231,746	468,207	1,753,231	11,795,198
Amortisation charge	-	(94,173)	-	(692,870)	(787,043)
Closing net book amount	9,342,013	137,573	812,325	1,060,361	11,352,272
At 31 December 2021					
Cost	9,342,013	231,746	812,325	1,753,231	12,139,315
Accumulated amortisation and impairment	-	(94,173)	-	(692,870)	(787,043)
Net book amount	9,342,013	137,573	812,325	1,060,361	11,352,272

Impairment tests for goodwill

Goodwill is tested annually for impairment. The Group performed impairment test of goodwill at the end of the financial year by comparing the carrying value of the cash-generating unit (“CGU”) against the higher of fair value less costs of disposal and value in use. As the recoverable amount exceeds the carrying amount of the CGU of goodwill, accordingly, no impairment was made.

13. Acquisition of subsidiary corporations

On 22 January 2021, the Company acquired 100% of the issued share capital in Zionext Pte Ltd, business that is offering learning technology solutions and customised digital learning content, for consideration of S\$12,000,000. The Group determine the assets acquired and liabilities assumed constitute a business, therefore accounted the transaction as a business combination.

On 9 September 2021, the Company acquired 100% of the issued share capital in Invictus Academy Inc, business that is offering various certified academic and training programs and contents in Japan, for consideration of S\$2,000,000. The Group determine the assets acquired and liabilities assumed are not considered to be a business, therefore accounted the transaction as an asset acquisition.

The acquisition is for the Group’s diversification of business into Learning and Education.

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13. Acquisition of subsidiary corporations (Cont'd)

(a) Purchase consideration

	Zionext S\$	Invictus S\$
Cash paid	10,000,000	2,000,000
Other consideration	1,773,537	-
	11,773,537	2,000,000

(b) Effect on cash flows of the Group

	Zionext S\$	Invictus S\$
Cash paid (as above)	10,000,000	2,000,000
Less: Cash and cash equivalents in subsidiary corporations acquired	(335,350)	(23,580)
Cash inflow on acquisition	9,664,650	1,976,420

(c) Identifiable assets acquired and liabilities assumed

	Fair value	
	Zionext S\$	Invictus S\$
Cash and cash equivalents	335,350	23,580
Investment property	-	577,315
Plant and equipment	157,885	-
Intangible assets	2,453,184	-
Trade and other receivables	3,837,278	606,115
Total assets	6,783,697	1,207,010
Trade and other payables	797,633	61,368
Borrowings	3,201,959	-
Current income tax liabilities	52,430	3,157
Deferred tax liabilities	300,151	-
Total liabilities	4,352,173	64,525
Total identifiable net assets	2,431,524	1,142,485
Add: Goodwill (Note 12)	9,342,013	-
Allocation of excess consideration based on relative fair value basis:		
- Investment Property (Note 10)	-	459,528
- Deposit (Note 15)	-	397,987
Consideration transferred for the business/asset	11,773,537	2,000,000

(d) Acquisition-related costs

The Group incurred acquisition related costs of S\$966,729 relating to external legal fees and due diligence costs and these have been classified as 'general and administrative' expenses in the condensed consolidated statement of profit or loss.

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13. Acquisition of subsidiary corporations (Cont'd)

(e) Goodwill

Goodwill of S\$9,342,013 arising from the acquisition is attributable to the synergies expected to arise from the future economic benefit from operating the Digital Transformation in Learning and Education business in Singapore. It has been allocated to the DTLE segment.

The goodwill on acquisition of subsidiary corporations are provisional and subject to change after the purchase price allocation exercise is completed in accordance to SFRS(I) 3 *Business Combination*.

(f) Revenue and profit contribution

The acquired segments contributed revenue of S\$9,748,663 and net profit of S\$447,622 to the Group for the period from 1 January 2021 to 31 December 2021.

14. Investments in subsidiary corporations

During FY2021, the company acquired Zionext Pte Ltd and its subsidiaries ("**ZioNext Group**") and disposed of JK North Slope LLC and its subsidiaries ("**Oil and Gas business**"). Refer to Note 13 and Note 16 for details.

	<u>Company</u>	
	31.12.2021	31.12.2020
	S\$	S\$
<i>Unquoted equity shares, at cost</i>		
Beginning of the financial year	-	54,986,137
Addition	15,225,458	-
Disposal	-	(11,090,995)
Reclassified to disposal group	-	(43,895,142)
End of the financial period	15,225,458	-
<i>Impairment loss</i>		
Beginning of financial year	-	54,986,137
Impairment loss	-	-
Disposal	-	(11,090,995)
Reclassified to disposal group	-	(43,895,142)
End of financial period	-	-
End of financial period	15,225,458	-

During FY2021, the Company increased the investment in a subsidiary corporations by capitalising the advances amounting to S\$3,225,358 into new ordinary shares issued out of the capital of the subsidiary corporation.

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14. Investments in subsidiary corporations (Cont'd)

The details of the subsidiary corporations are as follows:

Name of subsidiary corporations	Principal activities	Principal place of business/Country of incorporation	Effective equity interest	
			2021 %	2020 %
Held by the Company				
JK E&P Group Pte Ltd	Investment holding	Singapore	100	100
Conquest Energy Pte Ltd	Investment holding	Singapore	100	100
Asnaro Enterprises Pte Ltd ⁽¹⁾	Investment holding in education business segment	Singapore	100	-
Zionext Pte Ltd (formerly known as Kydon Learning Systems Institute Pte. Ltd.)	Providing advanced learning technology solutions learning media development, learning systems integration, custom application development and managed services	Singapore	100	-
Held by Asnaro Enterprises Pte Ltd				
Invictus Academy Inc (formerly known as DiDi Academy Inc)	Providing various certified academic and training programs and contents in Japan	Japan	100	-
Held by Zionext Pte Ltd				
MQ Spectrum Pte. Ltd.	Providing integrated LMS solutions	Singapore	100	-
Zionext (Malaysia) Sdn. Bhd. (formerly known as Kydon Learning Systems Sdn. Bhd.)	Design and development of digital content and media	Malaysia	100	-
Held by MQ Spectrum Pte Ltd				
Zionext Technologies (India) Private Limited (formerly known as MQ Spectrum (India) Pvt Ltd)	Providing software development, maintenance and enhancement	India	100	-
Held by JK E&P Group Pte Ltd				
JK North Slope Group Inc Srl	Investment holding	Romania	100	100
Held by JK North Slope Group Inc Srl				
JK North Slope LLC	Investment holding	United States of America	-	100
Held by JK North Slope LLC				
Caracol Petroleum LLC	Oil and gas exploration through working interests	United States of America	-	100
Held by Caracol Petroleum LLC				
Brooks Range Petroleum Corporation	Operator of Mustang Project	United States of America	-	97.5
Mustang Operations Center 1, LLC	Disposed	United States of America	-	100
Mustang Road, LLC	Operator of the access road into Mustang Field and the Gravel Pad where the processing facility will be located.	United States of America	-	100
TP North Slope Development, LLC	Oil and gas exploration through working interests	United States of America	-	100

(1) Asnaro Enterprises Pte Ltd was incorporated by the Company on 23 April 2021.

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15. Trade and other receivables

	<u>Group</u>		<u>Company</u>	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Trade receivables – Non-related parties	2,636,983	-	-	-
Non-trade amounts due from subsidiary corporations	-	-	73,570,985	95,505,280
Less: Loss allowance	-	-	(70,634,277)	(95,505,280)
	-	-	2,936,708	-
Other receivables	341,839	38,729	208,483	38,729
Deposits	2,140,985	50,000	67,462	50,000
Prepayments	79,384	-	14,380	-
	<u>2,562,208</u>	<u>88,729</u>	<u>290,325</u>	<u>88,729</u>
Total	<u>5,199,191</u>	<u>88,729</u>	<u>3,227,003</u>	<u>88,729</u>

The non-trade amounts due from subsidiary corporations are unsecured, interest-free and repayable on demand.

16. Discontinued operation

On 9 March 2021, the Company's 100%-owned subsidiary corporation, JK North Slope Group Inc Srl ("**JKNG**") entered into a sale and purchase agreement ("**SPA**") for the disposal of the entire issued and paid up ordinary shares in the capital of JK North Slope LLC, and its subsidiary corporations, comprising Caracol Petroleum LLC, TP North Slope Development LLC and Brooks Range Petroleum Corporation (collectively known as "**Oil and Gas business**") for an aggregate consideration of S\$1.33 (US\$1.00).

In compliance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the assets and liabilities of the disposal group were classified as "Assets of disposal group classified as held for sale" and "Liabilities directly associated with disposal group classified as held for sale" respectively on the Statement of Financial Position. Its financial results have been reclassified and presented separately as "Discontinued operations" for the current financial year, and the prior financial year's results had been restated in the Consolidated Statement of Profit or Loss.

The Company voluntarily dissolved its subsidiary corporation, Mustang Road LLC on 14 April 2021 and JKNG was sold on 25 May 2021 and is reported in the financial statements for the year ended 31 December 2020 as a discontinued operation. Financial information relating to the discontinued operation for the period to the date of disposal is set out in Note 4.1 as part of segment reporting.

For further information about the discontinued operation please refer to Note 13 in the group's annual financial statements for FY2020.

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16. Discontinued operation (Cont'd)

On 25 May 2021 (the “**disposal date**”), the Group disposed of its Oil and Gas business in United States. The effects of the disposal on the cash flows of the Group were:

	Group At the disposal date S\$
Carrying amounts of assets and liabilities as at the date of disposal:	
Cash and cash equivalents	2,901,334
Other receivables	20,142,332
Plant and equipment	6,614
Total assets	<u>23,050,280</u>
Borrowings	32,414,927
Trade and other payables	114,244,749
Total liabilities	<u>146,659,676</u>
Net liabilities derecognised	(123,609,396)
Less: Non-controlling interests	845,318
Net liabilities disposed of	<u>(122,764,078)</u>
Effect of disposal on cash flow:	
Net liabilities disposed of (as above)	(122,764,078)
Reclassification of currency translation reserve	(5,087,711)
Reclassification of fair value reserve	9,037,254
Total liabilities	<u>(118,814,535)</u>
Gain on disposal (Note 6)	118,814,536
Cash proceeds on disposal	1
Less: Cash and cash equivalents in subsidiary disposed of	-
Net cash inflow on disposal	<u>1</u>

The gain on disposal has been included in “Other Income” in continuing operations.

17. Share capital

	Group and Company	
	Number of Shares (excluding treasury shares)	Amount
		S\$
Movement during the fourth quarter		
As at 30 September 2021 and 31 December 2021	<u>242,955,916</u>	<u>179,319,513</u>

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17. Share capital (Cont'd)

	<u>Group and Company</u>	
	Number of Shares (excluding treasury shares)	Amount
Movement during the financial year		
31 December 2020	2,255,387,331	152,599,513
Share consolidation	(2,199,002,843)	-
	56,384,488	152,599,513
Issuance of Conversion Shares for the interim period	171,428,571	24,000,000
Issuance of Introducer Shares for the interim period	5,142,857	720,000
Issuance of Consideration Shares for the interim period	10,000,000	2,000,000
As at 31 December 2021	242,955,916	179,319,513

The Company had on 17 March 2021 announced that it has completed a share consolidation of every forty (40) existing ordinary shares in the share capital of the Company into one (1) consolidated ordinary share ("**Consolidated Shares**") ("**Share Consolidation Exercise**"). Accordingly the number of ordinary shares (excluding treasury shares) of the Company had been adjusted to 56,384,488 Consolidated Shares as of 26 March 2021 with the share capital at S\$152,599,513.

On 7 June 2021, total of 157,142,856 Conversion Shares under the convertible loan agreement, 10,000,000 Consideration Shares for acquisition of Zionext Pte. Ltd. and 4,714,285 Introducer Shares have been allotted and issued as new ordinary shares. On 31 December 2021, total of 14,285,715 Conversion Shares under the convertible loan agreement, and 428,572 Introducer Shares have been allotted and issued as new ordinary shares.

Subsequent to the Share Consolidation Exercise, the number of treasury shares has been adjusted accordingly from 187,000 to 4,675 shares as at 31 December 2021 (31 December 2020: 187,000 shares). The percentage of the aggregate number of treasury shares held against the total number of shares outstanding as at 31 December 2021 is approximately 0.002% (31 December 2020: 0.008%).

Pursuant to the Share Consolidation Exercise, the number of convertible share options has been adjusted accordingly from 45,931,900 to 1,148,293 as at 31 December 2021 and 31 December 2020, representing 0.50% of the total number of issued shares as at 31 December 2021 (31 December 2020: 2.04%). The breakdown of the 1,148,293 share options are as follows:

- ESOS: 120,000 share options at a revised exercise price of S\$2.68 per Consolidated Share and 12,000 at a revised exercise price of S\$3.12 per Consolidated Share
- AIDEA: 1,016,293 share options at a revised exercise price of S\$8.00 per Consolidated Share

The Company issued a S\$6,196,500 in aggregate principal amount of 1.35% convertible perpetual capital securities ("**Convertible Perps**") as part of the purchase consideration for the acquisition of Mustang Operations Center 1, LLC on 5 April 2019. Pursuant to the Share Consolidation Exercise, the Convertible Perps has been adjusted accordingly from 29,228,774 to 730,719 shares at a revised exercise price of S\$8.48 per Consolidated Share as at 31 December 2021, which took effect on 26 March 2021 (31 December 2020: 29,228,774 shares at exercise price of S\$0.21 per share).

Save as disclosed above, the Company does not have any other convertibles, subsidiary holdings as at 31 December 2021 and 31 December 2020.

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18. Borrowings

	<u>Group</u>		<u>Company</u>	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Current				
Borrowing 1	-	1,013,934	-	1,013,934
Lease liabilities	270,655	-	80,610	-
	<u>270,655</u>	<u>1,013,934</u>	<u>80,610</u>	<u>1,013,934</u>
Non-current				
Lease liabilities	140,209	-	19,166	-
Total borrowings	<u>410,864</u>	<u>1,013,934</u>	<u>99,776</u>	<u>1,013,934</u>

Borrowing 1

Borrowing 1 relates to a loan of S\$1 million from DiDi Investments, Inc. at an interest rate of 6% per annum to fund corporate expenses of the Company. The loan was fully repaid on 22 January 2021.

Lease liabilities

Lease liabilities representing the obligations to make lease payments. The Group's lease liabilities are measured at the present value of lease payments to be made over the lease term.

Reconciliation of liabilities arising from financing activities

	Loans from non-related parties S\$	Loans from a related party S\$	Lease liabilities	Total S\$
Balance as at 1 January 2021	-	1,013,934	-	1,013,934
Proceeds from borrowings	-	24,000,000	-	24,000,000
Principal and interest payments	(3,233,616)	(1,523,852)	(186,376)	(4,943,844)
Total changes from financing cash flows	<u>(3,233,616)</u>	<u>23,490,082</u>	<u>(186,376)</u>	<u>20,070,090</u>
Non-cash changes				
Acquisition arising from business	3,166,107	-	35,852	3,201,959
Interest expense	65,756	509,918	18,536	594,210
Repayment of loans from a related party via issuance of shares	-	(24,000,000)	-	(24,000,000)
Additions during the year	-	-	542,293	542,293
Foreign exchange movement	1,753	-	559	2,132
	<u>3,233,616</u>	<u>(23,490,082)</u>	<u>597,240</u>	<u>(19,659,406)</u>
Balance as at 31 December 2021	-	-	410,864	410,864

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18. Borrowings (Cont'd)

Aggregate amount of the group's borrowings and debt securities

Amount repayable in one year or less, or on demand

As at 31.12.2021 (Unaudited)		As at 31.12.2020 (Unaudited) (Represented)	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
-	-	21,407,763 ⁽¹⁾	10,969,250 ⁽¹⁾⁽²⁾

(1) Classified under liabilities associated with disposal group held for sale.

(2) Classified under Borrowing 1

Amount repayable after one year

As at 31.12.2021 (Unaudited)		As at 31.12.2020 (Unaudited) (Represented)	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
-	-	-	-

Details of any collateral

Included in the liabilities directly associated with the Group's Oil and Gas business in the United States classified as held for sale was the Group's secured bank loan of US\$16,192,242 as at 31 December 2020 which are secured by tax credits recoverable from the State of Alaska of US\$15,227,043 as at 31 December 2020 and by corporate guarantees from the Company to its subsidiary corporations. As at 31 December 2021, the collateral value was nil due to the Group's disposal of its Oil and Gas business in United States during the year.

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19. Trade and other payables

	<u>Group</u>		<u>Company</u>	
	31.12.2021 S\$	31.12.2020 S\$	31.12.2021 S\$	31.12.2020 S\$
Trade payables – Non-related parties	17,440	-	-	-
Other payables – Non-related parties	5,267,899	3,253,504	5,108,122	3,222,341
Other payables – related parties	-	62,502	-	62,502
Other payables – subsidiary	-	-	-	316
Accrued operating expenses	1,659,934	1,309,703	684,008	1,294,387
Deferred income	107,480	-	-	-
Deposit received	21,312	-	-	-
Total	<u>7,074,065</u>	<u>4,625,709</u>	<u>5,792,130</u>	<u>4,579,546</u>

Transactions with subsidiary corporation and related parties were made on normal commercial terms and conditions. The outstanding balances are unsecured, interest-free and are payable on demand.

20. Subsequent events

There are no known subsequent events which have led to adjustments to this set of interim financial statements.

The Group has, on 23 February 2022, received a letter of demand dated 18 February 2022 (the “Letter of Demand”) from solicitors acting for Kydon Holdings Pte. Ltd., for the payment of S\$1,900,937.75 (“Outstanding Sum”) in relation to the remaining consideration and interests charges for the acquisition of equity interest in Zionext Pte. Ltd.. Notice was given in the Letter of Demand that the Company is to repay the Outstanding Sum by 28 February 2022, failing which, Kydon Holdings Pte. Ltd. will commence legal proceedings against the Company without any further reference and in such event, the Company will be further liable for all costs incurred.

The Group has, on 1 March 2022 received a Writ of Summons and Statement of Claim (the “Writ”) filed by PrimePartners Corporate Finance Pte. Ltd. (“PPCF”) in the High Court of the Republic of Singapore. PPCF claims that a sum of S\$604,844.76 is payable pursuant to the Continuing Sponsorship Agreement and Financial Advisory Agreement entered into between the Company and PPCF and S\$111,789.75 is payable for late interest charges.

The Letter of Demand and the Writ are not expected to have significant financial and operational impact to this set of interim financial statements

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OTHER INFORMATION

1. Review

The condensed consolidated statement of financial position of Alpha DX Group Limited and its subsidiaries as at 31 December 2021 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the fourth quarter and financial year then ended and certain explanatory notes have not been audited or reviewed.

1a. Where the figures have been audited or reviewed, the auditors' report (including any modifications or emphasis of matter)

Not applicable.

1b. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:-

(a) Updates on the efforts taken to resolve each outstanding audit issue.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

This is not required for any audit issue that is a material uncertainty relation to going concern.

Not applicable, as the Group's audit issue for the financial year ended 31 December 2020 ("FY2020") was with respect to material uncertainties related to going concern.

2. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

Refer to Note 2 of the condensed interim financial statements for details.

3. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

Refer to Note 2.1 of the condensed interim financial statements for details.

4. Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends

Refer to Note 8 of the condensed interim financial statements for details.

5. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the

(a) Current financial period reported on; and

(b) Immediately preceding financial year

Refer to Note 9 of the condensed interim financial statements for details.

6. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following;

(a) 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; and

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

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Review of Group Performance

During the financial year ended 31 December 2021 (“**FY2021**”), the Group completed the acquisition of Zionext Pte. Ltd. (formerly known as Kydon Learning Systems Institute Pte. Ltd.) and its subsidiaries (“**ZioNext Group**”) on 22 January 2021 and Invictus Academy Inc (formerly known as “**DiDi Academy Inc**”) on 9 September 2021.

The Group’s Oil and Gas business was disposed on 25 May 2021. As such, the financial results of the Oil and Gas business have been presented as discontinued operations. The financial results of the continuing operations reflect the operations of the Group’s Digital Transformation in Learning and Education (“**DTLE**”) business, Education business and investment holdings.

Continuing Operations

4Q 2021 vs 4Q 2020

The Group recognised revenue of S\$2.89 million and cost of sales of S\$2.01 million for the three months ended 31 December 2021 (“**4Q 2021**”) due to consolidation of the ZioNext Group and Invictus Academy Inc (formerly known as Didi Academy, Inc) from its acquisition in FY2021 (the “**Consolidation**”) as compared to the corresponding three months ended 31 December 2020 (“**4Q 2020**”) which registered no revenue and cost of sales from the Oil and Gas business. ZioNext Group contributed a gross profit margin of 30.7% in 4Q 2021.

The increase in other income in 4Q 2021 by S\$1.48 million as compared to 4Q 2020 is mainly due to (i) adjustments to gain on disposal of the Oil and Gas business of S\$1.51 million and (ii) government grants by S\$0.02 million recognised due to the Consolidation; offset with reversal of gain on forgiveness of debts arising from debt settlement agreement of S\$0.06 million.

The increase in general and administrative expenses in 4Q 2021 by S\$1.04 million as compared to 4Q 2020 was mainly due to (i) increase of S\$0.69 million in amortisation for intangible assets acquired from business combinations; and (ii) increase of S\$0.62 million arising from the Consolidation, mainly consisting of salaries costs of S\$0.26 million and depreciation of plant and equipment and amortisation of intangible assets of S\$0.13 million. This increase is partially offset with decrease in professional fees of S\$0.42 million mainly due to higher costs incurred for the Group’s corporate actions in 4Q2020.

The increase in finance costs in 4Q 2021 by S\$0.12 million as compared to 4Q 2020 was mainly due to late payment interest charge for outstanding unpaid invoices.

The increase in other expenses in 4Q 2021 by S\$0.98 million as compared to 4Q 2020 was mainly due to changes in foreign exchange effects arising from the change in presentation currency.

FY2021 vs FY2020

The Group recognised revenue of S\$9.75 million and cost of sales of S\$7.09 million in FY2021 due to the Consolidation as compared to FY2020 which registered no revenue and cost of sales from the Oil and Gas business. ZioNext Group contributed a gross profit margin of 27.3% in FY2021.

The increase in other income in FY2021 by S\$119.10 million as compared to FY2020 is mainly due to (i) non-recurring gain on disposal of the Oil and Gas business of S\$118.81 million; (ii) gain on forgiveness of debts arising from debt settlement agreements of S\$0.18 million and (iii) government grants for Job Support Scheme and Career Support Programme by S\$0.07 million due to the acquisition of the ZioNext Group.

The increase in general and administrative expenses in FY2021 by S\$5.47 million as compared to FY 2020 was mainly due to (i) an increase in professional fees of S\$1.85 million mainly incurred for the Group’s corporate actions including the proposed acquisition of ERC Institute Pte. Ltd. which has since

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been postponed, proposed capital investment by DiDi Investments, Inc. and restructuring of the Group's business; (ii) S\$2.24 million arising from the Consolidation, mainly consisting of salaries costs of S\$0.82 million and management fees of S\$0.47 million; and (iii) increase in depreciation of plant and equipment and amortisation of intangible assets of S\$1.03 million.

The increase in other expenses in FY2021 by S\$4.93 million as compared to FY2020 was mainly due to changes in foreign exchange effects arising from change in presentation currency.

The decrease in finance income in FY2021 by S\$0.04 million as compared to FY2020 was mainly due to was due to settlement of amount due from a former director in April 2020.

The increase in finance costs in FY2021 by S\$0.52 million as compared to FY2020 was mainly due to loan interests of S\$0.48 million arising from convertible loan and bank loan interests of S\$0.06 million arising from the Consolidation this is offset by the absence of finance costs from short-term loan of S\$0.21 million in FY2020.

Discontinued operations

FY2021 vs FY2020

The decrease in expenses from discontinued operations in FY2021 by S\$10.03 million as compared to FY2020 was due to minimum costs incurred for the Oil and Gas business in FY2021 compared to expenses incurred for the gradual shutdown of the facilities and keeping the facility in a safe and secure condition in FY2020. Expenses in FY2021 mainly comprise of loan interests of S\$2.16 million offset by gain on forgiveness of debts of S\$0.66 million.

Review of the Financial Position of the Group

Non-current assets

The increase in investment property by S\$1.04 million was mainly due to the Consolidation and allocation of excess consideration paid for the freehold land and deposit for ERCI license arising from the acquisition of Invictus Academy Inc.

The increase in plant and equipment by S\$0.65 million was mainly due to the Consolidation, offset with depreciation of plant and equipment in FY2021.

The increase in intangible assets by S\$11.35 million was mainly due to the goodwill from acquisition of the ZioNext Group, offset with amortisation of intangible assets consolidated from the Consolidation in FY2021.

Current assets

The increase in trade and other receivables were mainly due to the Consolidation of S\$3.30 million. Please refer to Note 15 of the financial statements for the breakdown. The increase in deposits by S\$2.09 million from the Consolidation mainly due to payment for an exclusive perpetual territorial license of S\$1.10 million and allocation of excess consideration of S\$0.40 million arising from acquisition of Invictus Academy Inc.

The increase in cash and cash equivalents was mainly due to the proceeds from the disbursement of the convertible loan of S\$24 million, offset with the payment of consideration in relation to acquisition of ZioNext Group and Invictus Academy Inc. Refer to Review of the Statement of Cash Flows for the Group for details.

The decrease in assets held for sale was due to disposal of Oil and Gas business.

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Non-current liabilities

The increase in borrowings which was relates to lease liabilities was mainly due to the Consolidation.

The increase in deferred tax liabilities which was arising from acquisition of Zionext Pte. Ltd.

Current liabilities

The increase in trade and other payables of S\$2.45 million was due to (a) the Consolidation amounting to S\$1.21 million and (b) the outstanding consideration payable of S\$1.90 million for the acquisition of ZioNext Group, offset with repayment of S\$0.30 million relating to the professional fees incurred from the corporate restructuring and acquisition of ZioNext Group and repayment of S\$0.72 million relating to the accrued operating expenses.

The decrease in borrowings which was relates to repayment of Borrowing 1 offset by the increase in lease liabilities mainly due to the Consolidation.

The decrease in liabilities held for sale was due to disposal of Oil and Gas business.

Working capital and net assets

As at 31 December 2021, the Group reported a net current asset position of S\$2.33 million and net asset position of S\$15.04 million.

Review of the Statement of Cash Flows for the Group

4Q 2021

Net cash provided by operating activities of approximately S\$0.10 million in 4Q 2021 was due to changes in working capital and repayment of outstanding payables to the Group's vendors.

Net cash used in investing activities of approximately S\$0.36 million in 4Q 2021 was mainly arising from the increase in restricted cash and additions of intangible assets as well as plant and equipment.

Net cash used in financing activities of approximately S\$0.07 million in 4Q 2021 was mainly due to principal payment of lease liability.

12M 2021

Net cash used in operating activities of approximately S\$2.60 million in 12M 2021 was due to changes in working capital and increase in outstanding payables to the Group's vendors for purchases and services in relation to operations.

Net cash used in investing activities of approximately S\$12.42 million in 12M 2021 was mainly arising from the acquisition of subsidiary corporations and additions of intangible assets as well as plant and equipment.

Net cash provided by financing activities of approximately S\$19.06 million in 12M 2021 was mainly due to proceeds from convertible loan received by the Group amounting to S\$24 million offset by repayment of loans of S\$4.17 million and payment of interest expense of S\$0.61 million.

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

Not applicable as no forecast or prospect statement has been previously disclosed to shareholders.

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8. 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 operating period and the next 12 months

Despite pro-longed restrictive environment due to persisting impacts from the COVID-19, the Group has made significant progress in many fronts including the increased revenue and new strategic partners in Uzbekistan for as many as 5 Joint Ventures.

While COVID-19 still continues to cause instability in the marketplace across the world and significant damages to many industry sectors globally, the Company has adapted the “GLocally Optimized Network Strategy” whereby each of the Group’s subsidiary operating in its respective country to focuses on developing each local market with the globally networked diverse resources and product/service offerings shared among all subsidiaries. To further strengthen this Group’s strategic capability, the Group plans to complete several strategic acquisitions of Education Institutions and technology companies in Singapore as well as several international Collaborations and Partnerships with some of the major players in our market segments, including but not limited to Huawei, in the next 12 months.

With increased strategic capability and resources through planned acquisitions and Joint Ventures coming to their completion, the Group is now poised to unleash the first phase of its game-changing service and product line to the market in the next 12 months which will become the Engine for the explosive growth to be realized in the coming years.

In order to ensure the timely completion of acquisitions and Joint Ventures in the pipeline as well as to ensure the timely deployment of the new game-changing service and product line, the Group has planned several fund raising offerings in the next 12 months.

The Company is currently in the process of finalising the documents required for the circular containing further details on (1) the proposed acquisition of an exclusive perpetual territorial license from ERC Institute Pte Ltd as an interested party transaction (2) ractification of the entry into an addendum as an interested party transaction . The Company has further, as announced on 28 January 2022, obtained mutual agreement in writing to extend the deadline for Master License Agreement and Additional Deposit from 31 January 2022 to 31 March 2022. The Company will make the necessary announcements once the circular is finalised.

As for the receipt of Letter of Demand and the Writ as disclosed in Note 20 of the condensed interim financial statements, the Company is currently negotiating the payment arrangements and depending on the outcome of the negotiations, may have significant financial and operational impact on the Group’s financial position in the next 12 months.

9. Dividend Information

9a. Current Financial Period Reported on

Any dividend declared (recommended) for the current financial period reported on?

No dividend has been declared or recommended for the current financial period.

9b. Corresponding Period of the Immediate Preceding Financial Year

Any dividend declared (recommended) for the corresponding period of the immediately preceding financial year?

No dividend has been declared or recommended for the corresponding period of the immediately preceding financial year.

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9c. If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision.

No dividend has been declared or recommended for 4Q2021 as the Group will require cash for future investments and acquisition opportunities.

10. Changes in issuer's share capital

10a. Details of any changes in the company's share capital arising from the rights issue, bonus issue, subdivision, consolidation, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

Refer to Note 17 of the condensed interim financial statements for details.

10b. To show the number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

The Company had in issue a total of 242,955,916 ordinary shares (excluding treasury shares) as at 31 December 2021 (31 December 2020: 56,384,488 ordinary shares).

10c. A statement showing all sales, transfers, disposals, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable. There were no sales, transfers, cancellation and/or use of treasury shares during and as at the end of the current financial period reported on.

There are 4,675 treasury shares held by the Company as at 31 December 2021 and 31 December 2020.

10d. A statement showing all sales, transfers, disposals, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable. The Company did not have any subsidiary holdings during, and at the end of the current financial period reported on.

11. Interested person transactions

The Group does not have a general mandate for recurring interested person transactions.

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person	Aggregate value of all interested person
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		transactions during the financial period under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	transactions during the period under review which are conducted under the shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)
		FY2021	FY2021
DiDi Investments, Inc.	The controlling shareholder of the Group and a company owned by Mr. Yoshiyasu Naruse, who is the Chairman and non-independent non-executive director of the Company.	(i) Interest expense amounting S\$6,904 ⁽¹⁾ (ii) Financial and business development advisory service fee amounting to S\$352,000 ⁽²⁾ (iii) Purchase consideration paid amounting to S\$2,000,000 in relation to the acquisition ⁽³⁾	Nil
ERC Institute Pte. Ltd.	A company fully owned by DiDi Investments Inc, a controlling shareholder of the Company holding 70.56% of the issued and paid-up share capital of the Company.	Additional Refundable Deposit for exclusive perpetual territorial license amounting to S\$600,000	Nil

Note:

- (1) Relates to interest payable on the loan extended by DiDi Investments, Inc. On 10 September 2021, DiDi Investments, Inc. had disbursed the final tranche of S\$2 million loan (the "Loan") to the Group which subsequently converted into Shares on 30 September 2021. The Loan which bears an effective interest rate of 6% per annum is unsecured.
- (2) Relates to service agreements entered into for DiDi Investments, Inc. in relation to the financial and business development advisory services for entering into Japanese market.
- (3) Relates to the acquisition of the entire issued and paid-up ordinary shares in the capital of DiDi Academy Inc (now renamed as Invictus Academy Inc.).

The above interested person transaction relates to continuing operations.

The Company has entered into an extension agreement with ERCI on 28 January 2022 to extend the purchase the License to 31 March 2021 for an aggregate consideration of S\$2,000,000 of which the Group had paid S\$1,100,000 as a deposit which is fully refundable should the Group choose not to proceed with the purchase of the License for any reason. The Company is currently in the process of finalising the preparation of circular for the Extraordinary General Meeting ("EGM") to be conducted to approve the value of the license as the license transaction falls under the category of IPT which requires shareholders approval. The circular and the notice of extraordinary general meeting will be despatched to Shareholders of the Company in due course. Upon approval of the final value of the

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license, the whole amount of the deposit will become a part of the license fee approved by the shareholders.

12. Update on use of proceeds

The Board of Directors of the Company wishes to update on the utilisation of the net proceeds raised from the convertible loan which was disbursed on 21 January 2021 and 10 September 2021 from DiDi Investments, Inc. (the “**Net Proceeds**”).

On 13 November 2021, the Company announced the reallocation of S\$473,905 (“**First reallocated amount**”) of the Net Proceeds which was earlier allocated on 24 September 2020 for the Company’s professional expenses and restructured debts to retained in the Company for general working capital purposes (the “**First Reallocated Proceeds**”). The Company is of the view that the First Reallocated Proceeds is in the best interests of the Company and its shareholders as this will help to strengthen the Group’s working capital position. The First reallocated amount which was originally intended for payment of professional fees will be repaid by the Company subsequently by way of issuance shares in the capital of the Company and the Company would make the necessary announcements once such negotiations are finalised.

The Company subsequently reallocated S\$1,025,037 (“**Second reallocated amount**”) of the Net Proceeds which was earlier re-allocated on 13 November 2021 for the Company’s professional expenses and restructured debts to retained in the Company for general working capital purposes (the “**Second Reallocated Proceeds**”). The second reallocated amount had been utilised for general working capital purpose. The Company acknowledges the oversight of the second reallocation and had sought the Board of Directors’ approval to rectify the reallocation on 28 February 2022.

Subsequent to the Second reallocation, the status of the use of the net proceeds as at the date of this announcement is set out in the table below:

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Use of Proceeds	Amount allocated	Amount after first reallocation on 13 Nov 2021	Amount after second reallocation on 28 Feb 2022	Amount utilised	Balance unutilised
	S\$	S\$	S\$	S\$	S\$
Payment of consideration to the Kydon Holdings Pte. Ltd. in relation to the Proposed Acquisition	10,000,000	10,000,000	10,000,000	(8,100,000)	1,900,000
Repayment of an earlier S\$1,000,000 short term loan from DiDi Investments, Inc.	1,000,000	1,000,000	1,000,000	(1,000,000)	-
Payment of professional fees and expenses incurred by the Company in relation to the convertible loan, the Proposed Acquisition and other associated costs	1,600,000	1,384,379	825,727	(825,727)	-
Payment of restructured debts of the Company (i.e. Alpha DX Group Limited) which remain payable in cash	2,000,000	1,741,716	1,275,331	(1,275,331)	-
Retained in the Company for general working capital purposes and for future investments and acquisition opportunities	9,400,000	9,873,905	10,898,942	(10,513,135) ⁽¹⁾	385,807
Total	24,000,000	24,000,000	24,000,000	(21,714,193)	2,285,807

Note:

(1) General working capital utilised consisted of payments of administrative and corporate related expenses which consists of payment of staff costs and director fees of S\$905,074, operating costs of S\$878,711, payment of professional fees of S\$2,146,188 mainly for corporate restructuring and associated costs for potential acquisitions, advances to subsidiary corporations of S\$300,000 for general working capital purposes, injection of capital to a subsidiary corporation of S\$3,160,000 for repayment of bank loan of S\$2,900,000 and payment of refundable deposit for a potential acquisition of S\$260,000, pursuant to a non-binding agreement, interest on the convertible loan and borrowing of S\$523,161, payment of consideration to seller in relation to acquisition of Invictus Academy of S\$2,000,000 and S\$600,000 payment for a refundable deposit for exclusive perpetual territorial licence.

13. Confirmation that the issuer has procured undertaking from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1)

The Company confirms that it has procured undertakings from all its directors and executive officers (in the form set out in Appendix 7H) under Rule 720(1).

14. Additional information required for full year announcement

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14a. Segmented revenue and results for operating segments (of the Group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

Refer to Note 4 of the condensed interim financial statements for details.

14b. In review of performance, the factors leading to any material changes in contributions of turnover and earnings by the business or geographical segments.

Refer to paragraph 6.

14c. A breakdown of financials.

Refer to Note 4.3 of the condensed interim financial statements for details.

14d. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

Not applicable. No dividend has been declared or recommended for FY2021 or FY2020.

14e. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

There are no persons occupying a managerial position in the Group who is a relative of a director or chief executive officer or substantial shareholder of the Company pursuant to Rule 704(10).

15. Disclosure pursuant to Rule 706A

Acquisition of equity Interests in Zionext Pte. Ltd.

The Company has on 14 July 2020 entered into a purchase agreement with Kydon Holdings Pte. Ltd. to acquire 100% of the membership interest in Zionext Pte. Ltd. (formerly known as "**Kydon Learning Systems Institute Pte. Ltd.**"), including the equity ownership interests, voting rights, management rights, and capital account related thereto. On 22 January 2021, S\$8,000,000 of the first tranche of the sale consideration (comprising S\$8,000,000 to be fulfilled in cash and S\$2,000,000 to be fulfilled through the allotment and issuance of consideration shares) has been paid in cash by the Company to the Vendor and 100% equity interest in Zionext Pte. Ltd. has been transferred to the Company. The consideration shares has been issued on 7 June 2021.

Please refer to the circular dated 24 September 2020 and announcements released on 22 January 2021 and 7 June 2021 for more information.

Acquisition of equity Interests in Invictus Academy Inc

The Company has on 17 August 2021 entered into a conditional sale and purchase agreement with DiDi Investments, Inc to acquire 100% of the membership interest in Invictus Academy Inc (formerly known as "**DiDi Academy Inc**"), including the equity ownership interests, voting rights, management rights, and capital account related thereto. On 9 September 2021, S\$2,000,000 of the full consideration has been paid in cash by the Company to the Vendor and 100% equity interest in Invictus Academy Inc has been transferred to the Company.

Please refer to the circular dated 24 August 2021 and announcements released on 17 August 2021 and 9 September 2021 for more information.

Incorporation of Asnaro Enterprises Pte Ltd

The Company has on 23 April 2021, incorporated a subsidiary corporation, Asnaro Enterprises Pte Ltd which has a total issued and paid-up share capital of S\$100 comprising 100 ordinary shares.

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Sale of equity Interests in JK North Slope LLC.

The Company and its wholly owned subsidiary corporation, JK North Slope Group Inc SRL had on 9 March 2021 entered into a sales and purchase agreement with Clover Infinity Pte. Ltd. to dispose 100% of the issued and fully-paid shares in the capital of JK North Slope LLC. The disposal was completed on 25 May 2021.

Please refer to the circular dated 9 March 2021 and announcement released on 25 May 2021 for more information.

BY ORDER OF THE BOARD

Tan Wee Sin
Company Secretary
1 March 2022

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

The contact person for the Sponsor is Ms. Ng Shi Qing, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.