



(Company Registration No. 199901514C)
(Incorporated in the Republic of Singapore)

**QUALIFIED OPINION BY INDEPENDENT AUDITOR
ON THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

Pursuant to Rule 704(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the board of directors (the "**Board**") of ASTI Holdings Limited ("**Company**") and together with its subsidiaries, the "**Group**") wishes to announce that the Company's independent auditor, Forvis Mazars LLP ("**Forvis Mazars**"), has issued a qualified opinion on the audited financial statements of the Company and the Group ("**Audited Financial Statements**") for the financial year ended 31 December 2023 ("**FY2023**") (the "**Independent Auditor's Report**"). Forvis Mazars issued a disclaimer of opinion on the financial statements for the financial year ended 31 December 2022.*

The Independent Auditor's Report, together with the Audited Financial Statements, will form part of the Company's annual report for FY2023 ("**2023 Annual Report**") which will be released on the SGXNet and the Company's corporate website in due course. Shareholders of the Company are advised to read this announcement in conjunction with the 2023 Annual Report.

A copy of the Independent Auditor's Report and an extract of the relevant Notes to the Audited Financial Statements are attached to this announcement for information.

By Order of the Board

Mr Ng Yew Nam
Executive Chairman & CEO
ASTI Holdings Limited
12 February 2025

* The current Board of Directors was re-constituted on 16 January 2024. Accordingly, none of the current directors were involved in any of the business and financial affairs of the Company and the Group in the course of FY 2022 and FY2023.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ASTI HOLDINGS LIMITED

Report on the Audit of Financial Statements

Qualified Opinion

We have audited the financial statements of ASTI Holdings Limited (the "Company") and its subsidiaries (the "Group"), which comprise the statements of financial position of the Group and of the Company as at 31 December 2023, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of material accounting policies, as set out on pages 51 to 129.

In our opinion, except for the effects of the matters described in the Basis for Qualified Opinion section of our report, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the financial position of the Group and Company as at 31 December 2023 and of the financial performance, changes in equity and cash flows of the Group for the year ended on that date.

Basis for Qualified Opinion

The financial statements of the Group and the Company for the financial year ended 31 December 2022 were audited by us and we have modified our opinion on the matters below which remain unresolved during the course of our audit of the financial statements for the financial year ended 31 December 2023.

1. Impairment assessments – the Group's interests in and amount due from an associate, EoCell Limited ("EoCell")

The carrying amounts of the Group's investment in EoCell and the amount due from EoCell recorded on the statement of financial position for the financial year ended 31 December 2023 and 2022 are S\$Nil respectively.

We were unable to access the accounting records of EoCell and in the absence of alternative procedures and other information, we are unable to obtain sufficient appropriate audit evidence to conclude on the appropriateness and reasonableness of the key estimates, inputs and assumptions used by the current management in estimating the recoverable amount of the Group's investment in EoCell nor the appropriateness of the expected credit loss ("ECL") allowance on the amount due from EoCell as at 31 December 2023 and 2022. Consequently, we are also unable to ascertain the appropriateness of the carrying value of the Group's investment in EoCell and the amount due from EoCell as at 31 December 2023 and 2022, the corresponding Group's share of results of the associate, impairment losses and ECL recognised for the years then ended, and whether any adjustments to these amounts and associated disclosures were necessary. We are also unable to determine whether there would be any adjustments on the current financial year's financial statements as a result of potential opening balance adjustments.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ASTI HOLDINGS LIMITED

Report on the Audit of Financial Statements (Continued)

Basis for Qualified Opinion (Continued)

2. Impairment assessments – the Company's interests in and amount due from a subsidiary, Dragon Group International Limited ("DGI")

The Company's cost of investment in and receivables from DGI are reported within Investments in subsidiaries and Amounts due from subsidiaries respectively, at a carrying amounts of S\$Nil respectively, on the Company's statement of financial position. These are herein referred to as "Investment in DGI" and "Amount due from DGI", respectively.

We were unable to access the accounting records of EoCell and in the absence of alternative procedures and other information, and in view of the potential magnitude of EoCell's financial contribution to and impact on DGI, we are unable to obtain sufficient appropriate audit evidence on the appropriateness of the current management's estimation of the recoverable amount of the Company's investment in DGI nor the appropriateness of the ECL allowance on the amount due from DGI as at 31 December 2023 and 2022, and whether any adjustments to these amounts and associated disclosures were necessary. We are also unable to determine whether there would be any adjustments on the current financial year's financial statements as a result of potential opening balance adjustments.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. Other than the matters described in the *Basis for Qualified Opinion* section, there are no other key audit matters to be communicated in our report.

Other Information

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

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

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

If, based on the work we have performed on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. Due to the matters as described in the *Basis for Qualified Opinion* section above, we are unable to conclude whether other information is materially misstated.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ASTI HOLDINGS LIMITED

Report on the Audit of Financial Statements (Continued)

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ASTI HOLDINGS LIMITED

Report on the Audit of Financial Statements (Continued)

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

Except for the matters described in the *Basis for Qualified Opinion* section of the report, in our opinion, the accounting and other records required by the Act to be kept by the Company and by the subsidiary entities incorporated in Singapore of which we are auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Lai Keng Wei.

FORVIS MAZARS LLP
Public Accountants and
Chartered Accountants

Singapore
12 February 2025

