



Y-VENTURES  
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Y VENTURES GROUP LTD.  
(Company Registration No. 201300274R)

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**CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE FOURTH QUARTER AND FULL YEAR ENDED 31 DECEMBER 2021 (“4Q 2021” & “2021”)**

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*This announcement has been prepared by Y Ventures Group Ltd (the “**Company**”) and its contents have been reviewed by the Company’s Sponsor, RHT Capital Pte. Ltd. (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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**A. CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**PERIOD ENDED 31 DECEMBER 2021**

|  |      | The Group       |                 |             |
|--|------|-----------------|-----------------|-------------|
|  | Note | 4Q 2021<br>US\$ | 4Q 2020<br>US\$ | Change<br>% |
| <b>Revenue</b>   | 4    | 5,778,363       | 6,413,882       | (9.9)       |
| Cost of sales  |      | (3,891,855)     | (3,082,748)     | 26.2        |
| <b>Gross profit</b>  |      | 1,886,508       | 3,331,134       | (43.4)      |
| Other income   |      | 144,945         | 203,441         | (28.8)      |
| Selling and distribution expenses  |      | (1,777,777)     | (1,935,724)     | (8.2)       |
| Administrative expenses  |      | (876,497)       | (1,220,586)     | (28.2)      |
| <b>Results from operating activities</b>                                     |      | (622,821)       | 378,265         | NM          |
| Finance income   |      | 12              | 17              | (29.4)      |
| Finance costs  |      | (9,956)         | (8,238)         | 20.9        |
| <b>Net finance costs</b>   |      | (9,944)         | (8,221)         | 21.0        |
| <b>(Loss)/profit before tax</b>  | 6    | (632,765)       | 370,044         | NM          |
| Tax credit/(expense)   | 7    | 17,231          | (89,801)        | NM          |
| <b>(Loss)/profit for the period</b>  |      | (615,534)       | 280,243         | NM          |
| <b>Other comprehensive income:</b>   |      |                 |                 |             |
| <i>Items that are or may be reclassified subsequently to profit or loss:</i> |      |                 |                 |             |
| Currency translation differences arising from consolidation                  |      | 3,595           | 13,552          | (73.5)      |
| <b>Total comprehensive (loss)/income for the period</b>                      |      | (611,939)       | 293,795         | NM          |
| <b>(Loss)/profit attributable to:</b>  |      |                 |                 |             |
| Equity holders of the Company  |      | (627,709)       | 250,920         | NM          |
| Non-controlling interests  |      | 12,175          | 29,323          | (58.5)      |
|  |      | (615,534)       | 280,243         | NM          |
| <b>Total comprehensive (loss)/income attributable to:</b>                    |      |                 |                 |             |
| Equity holders of the Company  |      | (623,980)       | 264,402         | NM          |
| Non-controlling interests  |      | 12,041          | 29,393          | (59.0)      |
|  |      | (611,939)       | 293,795         | NM          |
| <b>(Loss)/earnings per ordinary share</b>                                    |      |                 |                 |             |
| <b>- Basic and diluted (US Cents) <sup>(1)</sup></b>                         |      | (0.26)          | 0.11            | NM          |

Note: (1) The calculation of EPS was based on weight average number of shares 245,089,463 (4Q 2020: 229,791,148) in issue during the period.

NM – Not Meaningful

**A. CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
PERIOD ENDED 31 DECEMBER 2021 (CONT'D)**

|  |      | The Group    |              |             |
|--|------|--------------|--------------|-------------|
|  | Note | 2021<br>US\$ | 2020<br>US\$ | Change<br>% |
| <b>Revenue</b>   | 4    | 30,520,220   | 35,018,866   | (12.8)      |
| Cost of sales  |      | (18,867,864) | (20,932,811) | (9.9)       |
| <b>Gross profit</b>  |      | 11,652,356   | 14,086,055   | (17.3)      |
| Other income   |      | 427,212      | 761,309      | (43.9)      |
| Selling and distribution expenses  |      | (9,816,944)  | (10,332,813) | (5.0)       |
| Administrative expenses  |      | (3,753,690)  | (3,609,274)  | 4.0         |
| <b>Results from operating activities</b>                                     |      | (1,491,066)  | 905,277      | NM          |
| Finance income   |      | 44           | 1,718        | (97.4)      |
| Finance costs  |      | (36,997)     | (57,471)     | (35.6)      |
| <b>Net finance costs</b>   |      | (36,953)     | (55,753)     | (33.7)      |
| <b>(Loss)/profit before tax</b>  | 6    | (1,528,019)  | 849,524      | NM          |
| Tax credit/(expense)   | 7    | 23,729       | (89,801)     | NM          |
| <b>(Loss)/profit for the year</b>  |      | (1,504,290)  | 759,723      | NM          |
| <b>Other comprehensive (loss)/income:</b>                                    |      |              |              |             |
| <i>Items that are or may be reclassified subsequently to profit or loss:</i> |      |              |              |             |
| Currency translation differences arising from consolidation                  |      | (17,883)     | 8,569        | NM          |
| <b>Total comprehensive (loss)/income for the year</b>                        |      | (1,522,173)  | 768,292      | NM          |
| <b>(Loss)/profit attributable to:</b>  |      |              |              |             |
| Equity holders of the Company  |      | (1,565,923)  | 739,289      | NM          |
| Non-controlling interests  |      | 61,633       | 20,434       | NM          |
|  |      | (1,504,290)  | 759,723      | NM          |
| <b>Total comprehensive (loss)/income attributable to:</b>                    |      |              |              |             |
| Equity holders of the Company  |      | (1,574,133)  | 747,504      | NM          |
| Non-controlling interests  |      | 51,960       | 20,788       | NM          |
|  |      | (1,522,173)  | 768,292      | NM          |
| <b>(Loss)/earnings per ordinary share</b>                                    |      |              |              |             |
| <b>- Basic and diluted (US Cents) <sup>(1)</sup></b>                         |      | (0.64)       | 0.32         | NM          |

Note: (1) The calculation of EPS was based on weight average number of shares 245,089,463 (2020: 229,791,148) in issue during the period.

NM – Not Meaningful

**B. CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2021**

|  |      | The Group               |                         | The Company             |                         |
|--|------|-------------------------|-------------------------|-------------------------|-------------------------|
|  |      | 2021                    | 2020                    | 2021                    | 2020                    |
| ASSETS   | Note | <u>US\$</u>             | <u>US\$</u>             | <u>US\$</u>             | <u>US\$</u>             |
| <b>Current assets</b>                                |      |                         |                         |                         |                         |
| Inventories  | 9    | 9,471,791               | 22,115,681              | -                       | -                       |
| Trade and other receivables                          |      | 1,177,009               | 527,857                 | 767,886                 | 2,101,767               |
| Contract assets                                      |      | -                       | 85,232                  | -                       | -                       |
| Cash and bank balances                               |      | 1,537,758               | 2,066,918               | 786,980                 | 550,847                 |
|  |      | <u>12,186,558</u>       | <u>24,795,688</u>       | <u>1,554,866</u>        | <u>2,652,614</u>        |
| <b>Non-current assets</b>                            |      |                         |                         |                         |                         |
| Property, plant and equipment                        | 11   | 27,507                  | 33,910                  | 985                     | 4,524                   |
| Right-of-use assets                                  |      | 185,469                 | 198,205                 | -                       | -                       |
| Investment property                                  | 12   | 1,286,212               | 1,187,117               | -                       | -                       |
| Intangible assets                                    | 10   | 169,300                 | 18,863                  | 12,296                  | 18,863                  |
| Investments in subsidiaries                          |      | -                       | -                       | 2,528,009               | 2,343,311               |
|  |      | <u>1,668,488</u>        | <u>1,438,095</u>        | <u>2,541,290</u>        | <u>2,366,698</u>        |
| <b>Total assets</b>                                  |      | <u>13,855,046</u>       | <u>26,233,783</u>       | <u>4,096,156</u>        | <u>5,019,312</u>        |
| <b>LIABILITIES</b>                                   |      |                         |                         |                         |                         |
| <b>Current liabilities</b>                           |      |                         |                         |                         |                         |
| Trade and other payables                             |      | 9,206,065               | 19,498,287              | 596,761                 | 842,696                 |
| Tax payable  |      | 193,035                 | 287,202                 | -                       | -                       |
| Borrowings   | 13   | 140,347                 | 922,949                 | -                       | -                       |
| Contract liabilities                                 |      | 18,505                  | 142                     | -                       | -                       |
|  |      | <u>9,557,952</u>        | <u>20,708,580</u>       | <u>596,761</u>          | <u>842,696</u>          |
| <b>Non-current liabilities</b>                       |      |                         |                         |                         |                         |
| Borrowings   | 13   | 887,686                 | 891,416                 | -                       | -                       |
| Deferred tax liabilities                             |      | 30,686                  | 30,686                  | -                       | -                       |
|  |      | <u>918,372</u>          | <u>922,102</u>          | <u>-</u>                | <u>-</u>                |
| <b>Total liabilities</b>                             |      | <u>10,476,324</u>       | <u>21,630,682</u>       | <u>596,761</u>          | <u>842,696</u>          |
| <b>NET ASSETS</b>                                    |      | <u><b>3,378,722</b></u> | <u><b>4,603,101</b></u> | <u><b>3,499,395</b></u> | <u><b>4,176,616</b></u> |
| <b>EQUITY</b>  |      |                         |                         |                         |                         |
| Share capital  | 14   | 11,204,164              | 10,934,053              | 11,204,164              | 10,934,053              |
| Currency translation reserve                         |      | 2,467                   | 10,677                  | -                       | -                       |
| Accumulated losses                                   |      | (5,487,564)             | (3,921,641)             | (7,704,769)             | (6,757,437)             |
| Merger reserve                                       | 15   | (2,455,477)             | (2,455,477)             | -                       | -                       |
| Equity attributable to equity holders of the Company |      | <u>3,263,590</u>        | <u>4,567,612</u>        | <u>3,499,395</u>        | <u>4,176,616</u>        |
| Non-controlling interest                             |      | 115,132                 | 35,489                  | -                       | -                       |
| <b>Total equity</b>                                  |      | <u><b>3,378,722</b></u> | <u><b>4,603,101</b></u> | <u><b>3,499,395</b></u> | <u><b>4,176,616</b></u> |

**C. CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS**  
**PERIOD ENDED 31 DECEMBER 2021 (CONT'D)**

|  | Note | 2021<br>US\$     | 2020<br>US\$     |
|--|------|------------------|------------------|
| <b>Cash flow from operating activities:</b>              |      |                  |                  |
| (Loss)/profit before tax                                 |      | (1,528,019)      | 849,524          |
| <u>Adjustments for:</u>                                  |      |                  |                  |
| Amortisation of intangible assets                        |      | 6,567            | 132,316          |
| Bad trade debts written off                              |      | 95               | 37,711           |
| Depreciation of investment property                      |      | 27,554           | 29,746           |
| Depreciation of property, plant and equipment            |      | 29,799           | 50,311           |
| Depreciation of right-of-use assets                      |      | 168,767          | 176,968          |
| Gain on disposal of property, plant and equipment        |      | (37)             | (18,054)         |
| Intangible assets written off                            |      | -                | 68,701           |
| Interest expenses  |      | 32,152           | 52,584           |
| Interest income  |      | (44)             | (1,718)          |
| Interest portion of lease liabilities                    |      | 4,845            | 4,887            |
| Reversal of impairment on investment property            |      | (126,649)        | -                |
| Right-of-use assets written off                          |      | -                | 188              |
| Unrealised exchange (gain)/loss                          |      | (5,465)          | 725              |
| Share-based compensation                                 | 14   | 270,111          | -                |
| Write-down of inventories                                |      | 47,244           | 112,658          |
| Operating cash flows before movements in working capital |      | (1,073,080)      | 1,496,547        |
| <u>Working capital changes:</u>                          |      |                  |                  |
| Inventories  |      | 12,596,646       | (221,319)        |
| Receivables and contract assets                          |      | (560,791)        | 553,160          |
| Payables and contract liabilities                        |      | (10,412,095)     | (877,386)        |
| Currency translation adjustments                         |      | (23,839)         | 6,880            |
| Cash flows generated from operations                     |      | 526,841          | 957,882          |
| Income tax (paid)/refunded                               |      | (70,438)         | 7,027            |
| Interest received  |      | 44               | 1,718            |
| <b>Net cash generated from operating activities</b>      |      | <b>456,447</b>   | <b>966,627</b>   |
| <b>Cash flow from investing activities:</b>              |      |                  |                  |
| Net cash inflow from acquisition of subsidiary           | 16   | 5,691            | -                |
| Proceeds from disposal of property, plant and equipment  |      | 37               | 18,102           |
| Purchase of property, plant and equipment                |      | (23,602)         | (10,485)         |
| Purchase of intangible assets                            |      | -                | (37,486)         |
| <b>Net cash used in investing activities</b>             |      | <b>(17,874)</b>  | <b>(29,869)</b>  |
| <b>Cash flow from financing activities:</b>              |      |                  |                  |
| Proceeds from issue of shares, net                       |      | -                | 627,751          |
| Repayment of borrowings                                  |      | (34,457)         | (1,036,607)      |
| Repayment of lease liabilities                           |      | (165,153)        | (233,254)        |
| Interest paid on lease liabilities                       |      | (4,845)          | (4,887)          |
| Interest paid  |      | (32,152)         | (52,584)         |
| <b>Net cash used in financing activities</b>             |      | <b>(236,607)</b> | <b>(699,581)</b> |

**C. CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS**  
**PERIOD ENDED 31 DECEMBER 2021 (CONT'D)**

|  | Note | 2021<br>US\$     | 2020<br>US\$     |
|--|------|------------------|------------------|
| <b>Net increase in cash and cash equivalents</b>                         |      | 201,966          | 237,177          |
| Cash and cash equivalents at beginning of financial period               |      | 1,328,902        | 1,091,858        |
| Effects of exchange rate changes on cash and cash equivalents            |      | 6,890            | (133)            |
| <b>Cash and cash equivalents at end of financial period</b>              |      | <u>1,537,758</u> | <u>1,328,902</u> |
| <b>Cash and cash equivalents at end of financial period comprise of:</b> |      |                  |                  |
| Cash and bank balances   |      | 1,537,758        | 2,066,918        |
| Bank overdraft   | 13   | -                | (738,016)        |
|  |      | <u>1,537,758</u> | <u>1,328,902</u> |

**D. CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
**AS AT 31 DECEMBER 2021**

| The Group  | Note | Share capital     | Currency translation reserve | Accumulated losses | Merger reserve     | Fair value reserve | Equity attributable to equity holders of the Company | Non-controlling interest | Total            |
|--|------|-------------------|------------------------------|--------------------|--------------------|--------------------|--|--------------------------|------------------|
|  |      | US\$              | US\$                         | US\$               | US\$               | US\$               | US\$   | US\$                     | US\$             |
| At 1 January 2021  |      | 10,934,053        | 10,677                       | (3,921,641)        | (2,455,477)        | -                  | 4,567,612  | 35,489                   | 4,603,101        |
| Loss for the year  |      | -                 | -                            | (1,565,923)        | -                  | -                  | (1,565,923)  | 61,633                   | (1,504,290)      |
| <b>Other comprehensive loss</b>  |      |                   |                              |                    |                    |                    |  |                          |                  |
| Currency translation differences arising from consolidation                        |      | -                 | (8,210)                      | -                  | -                  | -                  | (8,210)  | (9,673)                  | (17,883)         |
| <b>Total comprehensive (loss)/income for the year</b>                              |      | -                 | (8,210)                      | (1,565,923)        | -                  | -                  | (1,574,133)  | 51,960                   | (1,522,173)      |
| Issuance of ordinary shares  | 14   | 270,111           | -                            | -                  | -                  | -                  | 270,111  | -                        | 270,111          |
| Acquisition of subsidiary  |      | -                 | -                            | -                  | -                  | -                  | -  | 27,683                   | 27,683           |
| <b>At 31 December 2021</b>   |      | <b>11,204,164</b> | <b>2,467</b>                 | <b>(5,487,564)</b> | <b>(2,455,477)</b> | <b>-</b>           | <b>3,263,590</b>                                     | <b>115,132</b>           | <b>3,378,722</b> |
| At 1 January 2020  |      | 10,306,302        | 2,462                        | (4,631,929)        | (2,455,477)        | (29,001)           | 3,192,357  | 14,701                   | 3,207,058        |
| Profit for the year  |      | -                 | -                            | 739,289            | -                  | -                  | 739,289  | 20,434                   | 759,723          |
| <b>Other comprehensive income</b>  |      |                   |                              |                    |                    |                    |  |                          |                  |
| Currency translation differences arising from consolidation                        |      | -                 | 8,215                        | -                  | -                  | -                  | 8,215  | 354                      | 8,569            |
| <b>Total comprehensive income for the year</b>                                     |      | -                 | 8,215                        | 739,289            | -                  | -                  | 747,504  | 20,788                   | 768,292          |
| Issuance of ordinary shares  | 14   | 627,751           | -                            | -                  | -                  | -                  | 627,751  | -                        | 627,751          |
| Derecognition of financial assets at fair value through other comprehensive income |      | -                 | -                            | (29,001)           | -                  | 29,001             | -  | -                        | -                |
| <b>At 31 December 2020</b>   |      | <b>10,934,053</b> | <b>10,677</b>                | <b>(3,921,641)</b> | <b>(2,455,477)</b> | <b>-</b>           | <b>4,567,612</b>                                     | <b>35,489</b>            | <b>4,603,101</b> |
|  |      |                   |                              |                    |                    |                    |  |                          |                  |



**D. CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY  
AS AT 31 DECEMBER 2021**

| The Company  | Note | Share capital     | Accumulated losses | Fair value reserve | Total            |
|--|------|-------------------|--------------------|--------------------|------------------|
|  |      | US\$              | US\$               | US\$               | US\$             |
| At 1 January 2021  |      | 10,934,053        | (6,757,437)        | -                  | 4,176,616        |
| Net loss and comprehensive loss for the year                                       |      | -                 | (947,332)          | -                  | (947,332)        |
| Issuance of ordinary shares  | 14   | 270,111           | -                  | -                  | 270,111          |
| <b>At 31 December 2021</b>   |      | <b>11,204,164</b> | <b>(7,704,769)</b> | <b>-</b>           | <b>3,499,395</b> |
| At 1 January 2020  |      | 10,306,302        | (6,613,668)        | (29,001)           | 3,663,633        |
| Net loss and comprehensive loss for the year                                       |      | -                 | (114,768)          | -                  | (114,768)        |
| Issuance of ordinary shares  | 14   | 627,751           | -                  | -                  | 627,751          |
| Derecognition of financial assets at fair value through other comprehensive income |      | -                 | (29,001)           | 29,001             | -                |
| <b>At 31 December 2020</b>   |      | <b>10,934,053</b> | <b>(6,757,437)</b> | <b>-</b>           | <b>4,176,616</b> |
|  |      |                   |                    |                    |                  |

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## **E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

### **1 Corporate Information**

Y Ventures Group Limited (the “**Company**”) (Co. Reg. No. 201300274R) was incorporated domiciled in Singapore and listed on the Catalist Board of Singapore Exchange Securities Trading Limited.

The registered office of the Company is at 6001 Beach Road, Golden Mile Tower #09-01 Singapore 199589.

These condensed interim financial statements as at and for the fourth quarter and full year ended 31 December 2021 comprise the Company and its subsidiaries (together referred to as the “**Group**”).

The principal activity of the Company is that of an investment holding company. The principal activities of the Group are:

- a) E-commerce retail and distribution
- b) Logistics and freight forwarding services
- c) Waste management services

### **2 Basis of preparation**

The condensed interim financial statements for the fourth quarter and full year ended 31 December 2021 have been prepared in accordance with Singapore Financial Reporting Standards (International) (“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 year ended 31 December 2020.

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

The condensed interim financial statements are presented in United States Dollar (“US\$”) which is the Company’s functional currency.

#### **2.1 New and revised standards adopted by the Group**

On 1 January 2021, the Group has adopted the new and revised SFRS(I) and SFRS(I) Interpretation (“SFRS(I) INT”) that are relevant to its operations and effective for the current financial period. Changes to the Group’s accounting policies have been made as required, in accordance with the transactional provisions in the respective SFRS(I) and SFRS(I) INT.

The adoption of these new and revised SFRS(I) and SFRS(I) INT did not have any material effect of the financial results or position of the Group and the Company.

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## **E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)**

### **2.2 Use of estimates and judgements**

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 estimate is revised if the revision affects.

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 financial period are include in the following notes:

- Note 9 – Write down of inventories
- Note 10 – impairment test of goodwill

### **3 Seasonal operations**

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

### **4 Segment and revenue information**

The Group's reportable segments are described below:

- E-commerce retail and distribution  
To market and distribute a range of merchandises, mainly books and journals, under third party brands through online market places under a distribution model.  
Website: <https://yventures.com.sg>
- Logistics and freight forwarding services  
To provide logistics to third party customers.  
Website: <https://skaplogistics.com>
- Waste management services  
To provide waste management services in Singapore known as "Junk To Clear".  
Website: [www.junktoclear.com.sg](http://www.junktoclear.com.sg)

The operating segments are reported in a manner consistent with internal reporting provided to Chief Executive Officer who is responsible for allocating resources and assessing performance of the operating segments.

**E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)**

**4 Segment and revenue information (Cont'd)**

**Revenue**

|  | <b>The Group</b> |                  |                   |                   |
|--|------------------|------------------|-------------------|-------------------|
|  | <b>4Q 2021</b>   | <b>4Q 2020</b>   | <b>2021</b>       | <b>2020</b>       |
|  | <b>US\$</b>      | <b>US\$</b>      | <b>US\$</b>       | <b>US\$</b>       |
| E-commerce retail and distribution (Sales of goods)    | 5,601,335        | 6,125,397        | 29,803,261        | 34,460,123        |
| E-commerce retail and distribution (Training services) | -                | 136,536          | 18,902            | 136,536           |
| Logistics and freight forwarding services              | 2,207            | 319              | 5,573             | 2,273             |
| Waste management services                              | 174,821          | 151,630          | 692,484           | 419,934           |
|  | <u>5,778,363</u> | <u>6,413,882</u> | <u>30,520,220</u> | <u>35,018,866</u> |

**Timing of revenue recognition**

|                    |                  |                  |                   |                   |
|--------------------|------------------|------------------|-------------------|-------------------|
| At a point in time | 5,778,363        | 6,277,346        | 30,501,318        | 34,882,330        |
| Over time          | -                | 136,536          | 18,902            | 136,536           |
|                    | <u>5,778,363</u> | <u>6,413,882</u> | <u>30,520,220</u> | <u>35,018,866</u> |

**Geographical information**

Revenue from external customers for e-commerce retail and distribution segment are generated from online marketplaces. Geographical information for online marketplaces is not available, due to the nature of e-commerce, the end-consumers on the online marketplaces in United States of America ("USA") may not necessarily be residing in USA.

Revenue from external customers for logistics and freight forwarding services and waste management services segments are contributed by Singapore.

Property, plant and equipment, intangible assets and investment property are located in Singapore.

**A breakdown of Sales as follows:**

|   | <b>The Group</b> |                | <b>Change</b> |
|---|------------------|----------------|---------------|
|   | <b>2021</b>      | <b>2020</b>    |               |
|   | <b>US\$</b>      | <b>US\$</b>    | <b>%</b>      |
| <b>First Half</b>   |                  |                |               |
| Sales reported for first half year  | 16,360,524       | 17,778,502     | (8.0)         |
| Operating (loss)/profit after tax before deducting minority interests reported for first half year  | <u>(788,880)</u> | <u>321,920</u> | NM            |
| <b>Second Half</b>  |                  |                |               |
| Sales reported for second half year   | 14,159,696       | 17,240,364     | (17.9)        |
| Operating (loss)/profit after tax before deducting minority interests reported for second half year | <u>(715,410)</u> | <u>437,803</u> | NM            |

**E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)**

**4 Segment and revenue information (Cont'd)**

| The Group                         | E-commerce retail and distribution |             | Logistics and freight forwarding services |             | Waste management services |             | Others      |             | Eliminations |             | Per consolidated financial statements |             |
|-----------------------------------|------------------------------------|-------------|---|-------------|---------------------------|-------------|-------------|-------------|--------------|-------------|---------------------------------------|-------------|
|                                   | 4Q 2021                            | 4Q 2020     | 4Q 2021                                   | 4Q 2020     | 4Q 2021                   | 4Q 2020     | 4Q 2021     | 4Q 2020     | 4Q 2021      | 4Q 2020     | 4Q 2021                               | 4Q 2020     |
|                                   | <u>US\$</u>                        | <u>US\$</u> | <u>US\$</u>                               | <u>US\$</u> | <u>US\$</u>               | <u>US\$</u> | <u>US\$</u> | <u>US\$</u> | <u>US\$</u>  | <u>US\$</u> | <u>US\$</u>                           | <u>US\$</u> |
| <b>Revenue</b>                    |                                    |             |   |             |                           |             |             |             |              |             |                                       |             |
| External customers                | 5,601,335                          | 6,261,933   | 2,207                                     | 319         | 174,821                   | 151,630     | -           | -           | -            | -           | 5,778,363                             | 6,413,882   |
| Intersegment sales                | -                                  | -           | 13,857                                    | 56,928      | -                         | -           | -           | -           | (13,857)     | (56,928)    | -                                     | -           |
| Total revenue                     | 5,601,335                          | 6,261,933   | 16,064                                    | 57,247      | 174,821                   | 151,630     | -           | -           | (13,857)     | (56,928)    | 5,778,363                             | 6,413,882   |
| <b>Segment (loss)/profit</b>      | (396,270)                          | 411         | (4,281)                                   | 70,641      | 5,585                     | 6,113       | (298,511)   | 575,367     | -            | -           | (693,477)                             | 652,532     |
| Depreciation                      | (35,229)                           | (36,646)    | (14,748)                                  | (14,116)    | (3,856)                   | (4,167)     | (461)       | (68)        | -            | -           | (54,294)                              | (54,997)    |
| Amortisation                      | (1,641)                            | (27,733)    | -   | -           | -                         | -           | -           | -           | -            | -           | (1,641)                               | (27,733)    |
| Impairment losses/write-off       | (95)                               | (209,591)   | -   | -           | -                         | -           | -           | -           | -            | -           | (95)                                  | (209,591)   |
| Interest income                   | 12                                 | 17          | -   | -           | -                         | -           | -           | -           | -            | -           | 12                                    | 17          |
| Gain on disposal of PPE           | 37                                 | 658         | -   | -           | -                         | 17,396      | -           | -           | -            | -           | 37                                    | 18,054      |
| Reversal of impairment loss on IP | 126,649                            | -           | -   | -           | -                         | -           | -           | -           | -            | -           | 126,649                               | -           |
| Finance costs                     | (9,956)                            | (8,238)     | -   | -           | -                         | -           | -           | -           | -            | -           | (9,956)                               | (8,238)     |
| <b>(Loss)/profit before tax</b>   |                                    |             |   |             |                           |             |             |             |              |             | (632,765)                             | 370,044     |
| Income tax credit/(expense)       |                                    |             |   |             |                           |             |             |             |              |             | 17,231                                | (89,801)    |
| <b>(Loss)/profit after tax</b>    |                                    |             |   |             |                           |             |             |             |              |             | (615,534)                             | 280,243     |

## E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

### 4 Segment and revenue information (Cont'd)

| The Group                         | E-commerce retail and distribution |             | Logistics and freight forwarding services |             | Waste management services |             | Others      |             | Eliminations |             | Per consolidated financial statements |                |
|-----------------------------------|------------------------------------|-------------|---|-------------|---------------------------|-------------|-------------|-------------|--------------|-------------|---------------------------------------|----------------|
|                                   | 2021                               | 2020        | 2021                                      | 2020        | 2021                      | 2020        | 2021        | 2020        | 2021         | 2020        | 2021                                  | 2020           |
|                                   | <u>US\$</u>                        | <u>US\$</u> | <u>US\$</u>                               | <u>US\$</u> | <u>US\$</u>               | <u>US\$</u> | <u>US\$</u> | <u>US\$</u> | <u>US\$</u>  | <u>US\$</u> | <u>US\$</u>                           | <u>US\$</u>    |
| <b>Revenue</b>                    |                                    |             |   |             |                           |             |             |             |              |             |                                       |                |
| External customers                | 29,822,163                         | 34,596,659  | 5,573                                     | 2,273       | 692,484                   | 419,934     | -           | -           | -            | -           | 30,520,220                            | 35,018,866     |
| Intersegment sales                | -                                  | -           | 31,194                                    | 119,727     | -                         | -           | -           | -           | (31,194)     | (119,727)   | -                                     | -              |
| Total revenue                     | 29,822,163                         | 34,596,659  | 36,767                                    | 122,000     | 692,484                   | 419,934     | -           | -           | (31,194)     | (119,727)   | 30,520,220                            | 35,018,866     |
| <b>Segment (loss)/profit</b>      | (293,592)                          | 1,319,949   | (24,326)                                  | 291,782     | (74,573)                  | (3,343)     | (945,235)   | (112,566)   | -            | -           | (1,337,726)                           | 1,495,822      |
| Depreciation                      | (150,006)                          | (184,822)   | (57,745)                                  | (55,328)    | (16,272)                  | (14,673)    | (2,097)     | (2,202)     | -            | -           | (226,120)                             | (257,025)      |
| Amortisation                      | (6,567)                            | (132,316)   | -   | -           | -                         | -           | -           | -           | -            | -           | (6,567)                               | (132,316)      |
| Impairment losses/write-off       | (47,339)                           | (219,258)   | -   | -           | -                         | -           | -           | -           | -            | -           | (47,339)                              | (219,258)      |
| Interest income                   | 44                                 | 1,718       | -   | -           | -                         | -           | -           | -           | -            | -           | 44                                    | 1,718          |
| Gain on disposal of PPE           | 37                                 | 658         | -   | -           | -                         | 17,396      | -           | -           | -            | -           | 37                                    | 18,054         |
| Reversal of impairment loss on IP | 126,649                            | -           | -   | -           | -                         | -           | -           | -           | -            | -           | 126,649                               | -              |
| Finance costs                     | (36,997)                           | (57,471)    | -   | -           | -                         | -           | -           | -           | -            | -           | (36,997)                              | (57,471)       |
| <b>(Loss)/profit before tax</b>   |                                    |             |   |             |                           |             |             |             |              |             | (1,528,019)                           | 849,524        |
| Income tax credit/(expense)       |                                    |             |   |             |                           |             |             |             |              |             | 23,729                                | (89,801)       |
| <b>(Loss)/profit after tax</b>    |                                    |             |   |             |                           |             |             |             |              |             | <u>(1,504,290)</u>                    | <u>759,723</u> |

## E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

### 4 Segment and revenue information (Cont'd)

| The Group                       | E-commerce retail and distribution |             | Logistics and freight forwarding services |             | Waste management services |             | Others      |             | Eliminations |             | Per consolidated financial statements |                   |
|---------------------------------|------------------------------------|-------------|---|-------------|---------------------------|-------------|-------------|-------------|--------------|-------------|---------------------------------------|-------------------|
|                                 | 2021                               | 2020        | 2021                                      | 2020        | 2021                      | 2020        | 2021        | 2020        | 2021         | 2020        | 2021                                  | 2020              |
|                                 | <u>US\$</u>                        | <u>US\$</u> | <u>US\$</u>                               | <u>US\$</u> | <u>US\$</u>               | <u>US\$</u> | <u>US\$</u> | <u>US\$</u> | <u>US\$</u>  | <u>US\$</u> | <u>US\$</u>                           | <u>US\$</u>       |
| <b>Assets</b>                   |                                    |             |   |             |                           |             |             |             |              |             |                                       |                   |
| Segment assets                  | 12,516,354                         | 25,109,197  | 289,285                                   | 351,445     | 113,528                   | 178,798     | 935,879     | 594,343     | -            | -           | 13,855,046                            | 26,233,783        |
| Unallocated assets              | -                                  | -           | -   | -           | -                         | -           | -           | -           | -            | -           | -                                     | -                 |
| Total assets                    |                                    |             |   |             |                           |             |             |             |              |             | <u>13,855,046</u>                     | <u>26,233,783</u> |
| <b>Liabilities</b>              |                                    |             |   |             |                           |             |             |             |              |             |                                       |                   |
| Segment liabilities             | 9,626,357                          | 20,441,711  | 64,418                                    | 147,184     | 62,058                    | 31,773      | 499,770     | 692,126     | -            | -           | 10,252,603                            | 21,312,794        |
| Unallocated liabilities         | -                                  | -           | -   | -           | -                         | -           | -           | -           | -            | -           | 223,721                               | 317,888           |
| Total liabilities               |                                    |             |   |             |                           |             |             |             |              |             | <u>10,476,324</u>                     | <u>21,630,682</u> |
| Additions to non-current assets | 331,831                            | 17,784      | 2,975                                     | 110,094     | 2,559                     | 3,759       | -           | 26,428      | -            | -           | <u>337,365</u>                        | <u>158,065</u>    |

## E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

### 5 Financial instruments

Financial instruments at their carrying amounts at reporting date are as follows:

|  | The Group         |                   | The Company      |                  |
|--|-------------------|-------------------|------------------|------------------|
|  | <u>2021</u>       | <u>2020</u>       | <u>2021</u>      | <u>2020</u>      |
| <b><i>Financial assets at amortised costs</i></b>      |                   |                   |                  |                  |
| Trade and other receivables                            | 754,105           | 456,462           | 737,752          | 2,081,658        |
| Cash and bank balances                                 | 1,537,758         | 2,066,918         | 786,980          | 550,847          |
|  | <u>2,291,863</u>  | <u>2,523,380</u>  | <u>1,524,732</u> | <u>2,632,505</u> |
| <b><i>Financial liabilities at amortised costs</i></b> |                   |                   |                  |                  |
| Trade and other payables                               | 9,086,892         | 19,365,379        | 504,291          | 709,787          |
| Borrowings   | 1,028,033         | 1,814,365         | -                | -                |
|  | <u>10,114,925</u> | <u>21,179,744</u> | <u>504,291</u>   | <u>709,787</u>   |

### 6 (Loss)/profit before tax

#### 6.1 Significant items

|  | The Group      |                |             |             |
|--|----------------|----------------|-------------|-------------|
|  | <u>4Q 2021</u> | <u>4Q 2020</u> | <u>2021</u> | <u>2020</u> |
|  | <u>US\$</u>    | <u>US\$</u>    | <u>US\$</u> | <u>US\$</u> |
| Amortisation of intangible assets                  | 1,641          | 27,733         | 6,567       | 132,316     |
| Bad trade debts written off                        | 95             | 28,044         | 95          | 37,711      |
| Depreciation of investment property                | 6,889          | 6,889          | 27,554      | 29,746      |
| Depreciation of PPE                                | 7,597          | 7,287          | 29,799      | 50,311      |
| Depreciation of right-of-use assets                | 39,808         | 40,821         | 168,767     | 176,968     |
| Foreign exchange loss, net                         | 7,970          | 191,177        | 179,838     | 75,676      |
| Gain on disposal of PPE                            | (37)           | (18,054)       | (37)        | (18,054)    |
| Issue of shares under PSP Awards                   | -              | -              | 270,111     | -           |
| Interest expenses                                  | 8,045          | 7,026          | 32,152      | 52,584      |
| Interest income                                    | (12)           | (17)           | (44)        | (1,718)     |
| Interest portion on lease liabilities              | 1,911          | 1,212          | 4,845       | 4,887       |
| Intangible assets written off                      | -              | 68,701         | -           | 68,701      |
| Reversal of impairment loss on investment property | (126,649)      | -              | (126,649)   | -           |
| Right-of-use assets written off                    | -              | 188            | -           | 188         |
| Write-down of inventories                          | -              | 112,658        | 47,244      | 112,658     |



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**E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)****6.2 Related parties transactions**

In addition to information disclosed elsewhere in the condensed interim financial statements, the following transactions took place between the Group with related parties, who are not members of the Group during the period on terms agreed by the parties concerned:

|                           | <b>4Q 2021</b>     | <b>4Q 2020</b>     | <b>2021</b>        | <b>2020</b>        |
|---------------------------|--------------------|--------------------|--------------------|--------------------|
|                           | <b><u>US\$</u></b> | <b><u>US\$</u></b> | <b><u>US\$</u></b> | <b><u>US\$</u></b> |
| <b>With related party</b> |                    |                    |                    |                    |
| Training services         | -                  | 136,536            | 18,902             | 136,536            |

A related party refers to a company in which is controlled by key management personnel of the Company.

**7 Tax credit/(expense)**

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

|                                     | <b>The Group</b>   |                    |                    |                    |
|-------------------------------------|--------------------|--------------------|--------------------|--------------------|
|                                     | <b>4Q 2021</b>     | <b>4Q 2020</b>     | <b>2021</b>        | <b>2020</b>        |
|                                     | <b><u>US\$</u></b> | <b><u>US\$</u></b> | <b><u>US\$</u></b> | <b><u>US\$</u></b> |
| Current income tax credit/(expense) | 17,231             | (89,801)           | 23,729             | (89,801)           |

**8 Net assets value**

|  | <b>The Group</b>   |                    | <b>The Company</b> |                    |
|--|--------------------|--------------------|--------------------|--------------------|
|  | <b><u>2021</u></b> | <b><u>2020</u></b> | <b><u>2021</u></b> | <b><u>2020</u></b> |
| Net asset value per ordinary share based on issued share capital (US cents) <sup>(1)</sup> | 1.32               | 1.89               | 1.42               | 1.73               |

Note: (1) The calculation of net asset value per ordinary shares was based on 246,854,000 shares as of 31 December 2021 (31 December 2020 : 241,660,000).

**E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)**

**9 Inventories**

|                | <b>The Group</b>   |                    |
|----------------|--------------------|--------------------|
|                | <b>2021</b>        | <b>2020</b>        |
|                | <b><u>US\$</u></b> | <b><u>US\$</u></b> |
| Finished goods | 9,471,791          | 22,115,681         |

Inventories recognised as an expense in cost of sales for the financial year ended 31 December 2021 amounted to US\$18,025,678 (31 December 2020 : US\$20,428,214).

Where necessary, inventories are written down to net realisable value for estimated losses where the cost of inventories may not be recoverable. Management identified the slow-moving and obsolete inventories, also estimated the net realisable value for inventories by taking into consideration the current economic condition, historical sales record and inventory ageing analysis. Write-down of inventories to their net realisable values charged to the Group's profit or loss for the current financial year amounted to US\$47,244 (31 December 2020 : US\$112,658). Any significant changes in anticipated future selling price and saleability may result in the need to write-down inventories.

**10 Intangible assets**

|  | Goodwill           | <b>The Group</b><br>Computer<br>software<br>development<br>costs | Total              | <b>The Company</b><br>Computer<br>software<br>development<br>costs |
|--|--------------------|--|--------------------|--|
|  | <b><u>US\$</u></b> | <b><u>US\$</u></b>   | <b><u>US\$</u></b> | <b><u>US\$</u></b>   |
| <b>At 31 December 2020</b>                   |                    |  |                    |  |
| Cost   | -                  | 53,623   | 53,623             | 19,702   |
| Accumulated amortisation and impairment loss | -                  | (34,760)   | (34,760)           | (839)  |
| Net carrying amount                          | -                  | 18,863   | 18,863             | 18,863   |
| <b>9 months ended 30 September 2021</b>      |                    |  |                    |  |
| Opening net carrying amount                  | -                  | 18,863   | 18,863             | 18,863   |
| Acquisition of subsidiary (Note 16)          | 212,403            | -  | 212,403            | -  |
| Amortisation charge                          | -                  | (4,926)  | (4,926)            | (4,926)  |
| Net carrying amount                          | 212,403            | 13,937   | 226,340            | 13,937   |
| <b>3 months ended 31 December 2021</b>       |                    |  |                    |  |
| Opening net carrying amount                  | 212,403            | 13,937   | 226,340            | 13,937   |
| Acquisition of subsidiary (Note 16)          | (55,399)           | -  | (55,399)           | -  |
| Amortisation charge                          | -                  | (1,641)  | (1,641)            | (1,641)  |
| Closing net carrying amount                  | 157,004            | 12,296   | 169,300            | 12,296   |

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**E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)**

**10 Intangible assets (Cont'd)**

Impairment testing of goodwill

Goodwill acquired through business combination has been allocated to a cash-generating unit ("CGU"), which is also the reportable operating segment, for impairment testing.

Key assumption used in value-in-use calculation

The recoverable amount of the CGU is determined from value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rate, revenue growth rates and gross margins during the period. Management estimates discount rate using pre-tax rate that reflect current market assessments of the time value of money and the risks specific to the CGU. The revenue growth rates and gross margins are estimated based on past performance and expected trends and developments in the market including consideration of the current business condition.

The Group's value-in-use calculation was computed based on the cash flow forecasts derived from the most recent financial budgets approved by management covering a five years period. Cash flows beyond the five-year period was extrapolated using an estimated terminal value growth rate of 0%.

2022 to 2026 annual growth rate between 14% to 48% and gross profit margin of 60%. The pre-tax rate used to discount the forecast cash flows is 15%.

Management has considered that a reasonably possible change in two key assumptions, revenue growth rates and gross profit margin, will not result in any impairment charge to be recorded.

**11 Property, plant and equipment**

During the year ended 31 December 2021, the Group acquired assets amounting to US\$23,602 (31 December 2020 : US\$10,485) and disposed of assets is Nil (31 December 2020 : US\$48).

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**E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)**

**12 Investment property**

|   | <b>The Group</b>   |                    |
|---|--------------------|--------------------|
|   | <b>2021</b>        | <b>2020</b>        |
|   | <b><u>US\$</u></b> | <b><u>US\$</u></b> |
| <b>Cost</b>   |                    |                    |
| At 1 January and 31 December                        | 1,523,832          | 1,523,832          |
| <b>Accumulated depreciation and impairment loss</b> |                    |                    |
| At 1 January  | (336,715)          | (306,969)          |
| Depreciation charge                                 | (27,554)           | (29,746)           |
| Reversal of impairment                              | 126,649            | -                  |
| At 31 December                                      | (237,620)          | (336,715)          |
| Carrying amount at 31 December                      | 1,286,212          | 1,187,117          |

**13 Borrowings**

|   | <b>The Group</b>   |                    |
|---|--------------------|--------------------|
|   | <b>2021</b>        | <b>2020</b>        |
|   | <b><u>US\$</u></b> | <b><u>US\$</u></b> |
| <b>Amount repayable in one year, or on demand</b> |                    |                    |
| Secured bank loan                                 | 27,146             | 34,748             |
| Bank overdraft                                    | -                  | 738,016            |
| Lease liabilities                                 | 113,201            | 150,185            |
|   | 140,347            | 922,949            |
| <b>Amount repayable after one year</b>            |                    |                    |
| Secured bank loan                                 | 811,743            | 843,330            |
| Lease liabilities                                 | 75,943             | 48,086             |
|   | 887,686            | 891,416            |
| Total borrowings                                  | 1,028,033          | 1,814,365          |

Secured loan and bank overdraft are secured by the following:

- (i) A first legal mortgage over the Group's freehold property (Note 12); and
- (ii) Corporate guarantee for S\$2.6 million executed by the Company.

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**E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)**

**14 Share Capital**

|                           | 2021          |             | 2020          |             |
|---------------------------|---------------|-------------|---------------|-------------|
|                           | No. of shares |             | No. of shares |             |
|                           | <u>'000</u>   | <u>US\$</u> | <u>'000</u>   | <u>US\$</u> |
| As at 1 January           | 241,660       | 10,934,053  | 229,660       | 10,306,302  |
| Issue of new shares       | 5,194         | 270,111     | 12,000        | 627,751     |
| Balance as at 31 December | 246,854       | 11,204,614  | 241,660       | 10,934,053  |

On 28 December 2020, the Company issued 12,000,000 ordinary shares of S\$0.07 (equivalent to US\$0.0523) per share for cash to provide fund for the expansion of the Group's operations.

On 5 May 2021, the Company issued 5,194,000 ordinary shares of S\$0.07 (equivalent to US\$0.0520) per share to selected employees of the Company under the Y Ventures Performance Share Plan (the "Awards").

The Company did not have any outstanding options, convertibles or treasury shares as at 31 December 2021 and 31 December 2020.

The Company's subsidiaries do not hold any shares in the Company as at 31 December 2021 and 31 December 2020.

**15 Merger reserve**

Merger reserve represents the difference between the consideration paid by the Company and the share capital of the subsidiaries acquired under common control.

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**E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)**

**16 Acquisition of subsidiary**

On 12 August 2021, the Company subscribed 50.00% of the newly issued share capital and acquired 0.01% of the issued share capital in Toyrrential Pte. Ltd. for consideration of US\$184,699. The acquisition is expected to increase the Group's online revenue stream and to tap into the growing global collectible designer toy market.

Assets and liabilities recognised as a result of the acquisition

|   | Group<br>US\$ |
|---|---------------|
| Cash and cash equivalents                 | 190,390       |
| Receivables                               | 3,224         |
| Payables                                  | (138,236)     |
| Total identified net assets at fair value | 55,378        |
| Less: Non-controlling interest            | (27,683)      |
|   | 27,695        |
| Add : Goodwill                            | 157,004       |
| Total purchase consideration              | 184,699       |

Effect of the acquisition of the subsidiary on cash flows

|  |           |
|--|-----------|
| Total cash consideration for equity interest acquired        | 184,699   |
| Less: cash and bank balances of the subsidiary acquired      | (190,390) |
| Net cash inflows on arising from acquisition of a subsidiary | (5,691)   |

Toyrrential Pte. Ltd. Contributed net loss of US\$49,569 to the Group for the 5 months ended 31 December 2021. If the acquisition had accrued on 1 January 2021, the Group revenue would have been US\$30,520,220 and net loss would have been US\$1,556,515. The transaction cost related to the acquisition of US\$4,462 have been included in "administrative expenses" in the Group's profit or loss for the current financial year.

**17. Subsequent events**

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

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**F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C OF THE CATALIST RULES**

**1 Review**

The condensed statements of financial position of Y Ventures Group Ltd and its subsidiaries as at 31 December 2021 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed statements of changes in equity and condensed consolidated statement of cash flows for the fourth quarter then ended and certain explanatory notes have not been audited nor reviewed.

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

- (a) update on the efforts taken to resolve each outstanding audit issue; and
- (b) confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

Not applicable.

**2 Review of the Performance of the Group**

**REVIEW OF FINANCIAL PERFORMANCE (CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME)**

**4Q 2021**

Revenue

The revenue reduced by 9.9% or US\$0.63 million from US\$6.41 million in 4Q 2020 to US\$5.78 million in 4Q 2021. The decrease was mainly due to a decrease in the sales of books on online marketplaces. The COVID-19 pandemic has placed stress on the supply chain network supporting the E-commerce industry which has affected the timely movement of our inventory as well as logistics costs involved to meet the demand of our customers.

Cost of sales

The cost of sales increased by 26.2% or US\$0.81 million from US\$3.08 million in 4Q 2020 to US\$3.89 million in 4Q 2021 mainly due to the lower purchase rebates received from the publishers.

Gross profit and gross profit margin

The Group's gross profit decreased by 43.4% or US\$1.44 million, from US\$3.33 million in 4Q 2020 to US\$1.89 million in 4Q 2021. The Gross profit margin declined from 51.9% in 4Q 2020 to 32.6% in 4Q 2021.

Other Income

The other income decreased by 28.8% or US\$0.06 million from US\$0.20 million in 4Q 2020 to US\$0.14 million in 4Q 2021 where the Company received lower government subsidies for wage credit and job support schemes in respect of COVID-19 pandemic.

Selling and distribution expenses

The selling and distribution expenses decreased by 8.2% or US\$0.16 million from US\$1.94 million in 4Q 2020 to US\$1.78 million in 4Q 2021 mainly due to the corresponding reduction in sales.

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**F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C OF THE CATALIST RULES (CONT'D)**

**REVIEW OF FINANCIAL PERFORMANCE (CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME) (CONT'D)**

Finance costs

The finance costs increased by 20.9% or US\$1,718 from US\$8,238 in 4Q 2020 to US\$9,956 in 4Q 2021 due to the increase in interest rates.

Administrative expenses

The administrative expenses decreased by 28.2% or US\$0.34 million from US\$1.22 million in 4Q 2020 to US\$0.88 million in 4Q 2021 mainly due to a loss in foreign exchange of US\$0.19 million in 4Q 2020 and US\$0.01 million in 4Q 2021 as the United States Dollar strengthened against the Sterling Pound and the reversal of impairment loss on investment property.

Loss for the period

The loss before tax was US\$0.63 million in 4Q 2021 compared to profit of US\$0.37 million in 4Q 2020 was mainly due a decrease in gross profit of US\$1.44 million and other income of US\$0.06 million; offset with a decrease in administrative expenses of US\$0.34 million and selling and distribution expenses of US\$0.16 million.

**2021**

Revenue

The revenue reduced by 12.8% or US\$4.50 million from US\$35.02 million in 2020 to US\$30.52 million in 2021. The decrease was mainly due to a decrease in the sales of books on online marketplaces. The COVID-19 pandemic has placed stress on the supply chain network supporting the E-commerce industry which has affected the timely movement of our inventory as well as logistics costs involved to meet the demand of our customers.

Cost of sales

The cost of sales decreased by 9.9% or US\$2.06 million from US\$20.93 million in 2020 to US\$18.87 million in 2021 mainly due to the corresponding reduction in sales.

Gross profit and gross profit margin

The Group's gross profit decreased by 17.3% or US\$2.44 million, from US\$14.09 million in 2020 to US\$11.65 million in 2021 being cushioned by the drop in Cost of sales. The Gross profit margin declined from 40.2% in 2020 to 38.2% in 2021.

Other Income

The other income decreased by 43.9% or US\$0.33 million from US\$0.76 million in 2020 to US\$0.43 million in 2021 where the Company received lower government subsidies for wage credit and job support schemes in respect of COVID-19 pandemic.

Selling and distribution expenses

The selling and distribution expenses decreased slightly by 5.0% or US\$0.51 million from US\$10.33 million in 2020 to US\$9.82 million in 2021 mainly due to the corresponding reduction in sales.

Finance costs

The finance costs decreased by 35.6% or US\$20,474 from US\$57,471 in 2020 to US\$36,997 in 2021 due to lower utilisation of credit facilities.



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**F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C OF THE CATALIST RULES (CONT'D)**

**REVIEW OF FINANCIAL PERFORMANCE (CONDENSED INTERIM STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME) (CONT'D)**

Administrative expenses

The administrative expenses increased by 4.0% or US\$0.14 million from US\$3.61 million in 2020 to US\$3.75 million in 2021 mainly due to the volatility of the foreign exchange between United States Dollar against the Sterling Pound where the foreign exchange loss of US\$0.08 million in 2020 as compared to US\$0.18 million in 2021. Apart from the above, the grant of share awards under the Y Ventures Performance Share Plan (the "Awards") to selected employees of the Company in 2Q 2021 of US\$0.27 million has also contributed to the increase in administrative expenses and offset with the reversal of impairment loss on investment property.

Loss for the year

The loss before tax was US\$1.53 million in 2021 compared to profit of US\$0.85 million in 2020 was mainly due an increase in administrative expenses of US\$0.14 million, a decrease in gross profit of US\$2.44 million and other income of US\$0.33 million; offset by a decrease in selling and distribution expenses of US\$0.51 million.

**REVIEW OF FINANCIAL POSITION (CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION)**

Current assets

The current assets decreased by 50.9% or US\$12.61 million from US\$24.80 million as at 31 December 2020 to US\$12.19 million as at 31 December 2021. This was mainly due to the decrease in inventories and cash and bank balances and contract assets and offset against the increase in trade and other receivables.

Non-current assets

Non-current assets increased by 16.0% or US\$0.23 million from US\$1.44 million as at 31 December 2020 to US\$1.67 million at 31 December 2021. This was primarily due to the reduction in ROU assets and property, plant and equipment and offset against the increase in investment property that relates to the reversal of impairment and intangible assets in relation to the acquisition of subsidiary in August 2021.

Current liabilities

The current liabilities decreased by 53.8% or US\$11.15 million from US\$20.71 million as at 31 December 2020 to US\$9.56 million as at 31 December 2021. This was mainly due to the decrease in borrowings and trade and other payables from the purchase of inventories.

Non-current liabilities

Non-current liabilities remain relatively stable at US\$0.92 million as at 31 December 2020 and 31 December 2021.

Working capital

The Group working capital decreased by 36.5% or US\$1.49 million from US\$4.09 million as at 31 December 2020 to US\$2.60 million as at 31 December 2021.

Shareholders' equity

The Group's shareholders' equity attributable to equity holders decreased by 28.5% or US\$1.31 million from US\$4.57 million as at 31 December 2020 to US\$3.26 million as at 31 December 2021 mainly due to loss incurred in 2021.

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**F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C OF THE CATALIST RULES (CONT'D)**

**REVIEW OF CASH POSITION (CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS)**

Net cash flow generated from operating activities for 2021 was US\$0.46 million, comprising mainly operating cash outflow before working capital of approximately US\$1.07 million and offset working capital inflow of US\$1.60 million. The working capital inflow was largely due to decreased in purchase of inventories of US\$12.60 million and offset by an increase in trade and other receivables of US\$0.56 million and decrease in trade and other payables of US\$10.41 million.

Net cash used in investing activities of US\$0.02 million was mainly from purchase of property, plant and equipment.

Net cash used in financing activities of US\$0.24 million was mainly from the repayment of borrowings and lease liabilities and interest paid.

Overall, the cash and cash equivalents of the Group increased in 2021, ending the year with cash and cash equivalents of US\$1.54 million.

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

The Group's unaudited condensed interim financial statements for the fourth quarter and full year ended 31 December 2021 are in line with the profit guidance on the unaudited financial results for the half year ended 30 June 2021 which was announced on SGX-ST on 23 July 2021.

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

The ongoing COVID-19 pandemic has placed stress on the supply chain network supporting the E-commerce industry which has affected the timely movement of our inventory as well as the logistics costs involved. This has resulted in challenges affecting how we use our data analytics capability to maximise revenue and margins. Moving forward, the Group will optimize our analytics and operational capabilities to meet these new challenges while remaining vigilant on cost and cash management.

As announced on 12 August 2021, the Group had entered into a binding term sheet for the subscription and acquisition of 50.01% stake in Toyrrential Pte. Ltd. ("**Toyrrential Investment**") and will continue to seek related opportunities to grow through joint ventures, mergers and acquisitions with synergistic companies to expand its capabilities, customer and revenue base.

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**F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C OF THE CATALIST RULES (CONT'D)**

**4 A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months. (Cont'd)**

The independent review carried out Deloitte & Touche Enterprise Risk Services Pte Ltd ("Deloitte") was completed and announced on 16 March 2021. The Group noted that internal control weaknesses identified by Deloitte and had implemented their recommendations or undertaken alternative measures. On the same day, SGX RegCo announced that they will investigate further potential Catalist listing rule breaches by the Company, its directors and/or key executive officers as highlighted in the Independent Review report. SGX RegCo also stated in their announcement that the Company has implemented all internal control recommendations highlighted in Deloitte's report. SGX RegCo expects the audit committee to continue to monitor the internal controls in its finance function and includes these areas of review as part of the scope of its annual internal audit.

The Company will inform shareholders when there is any new development in due course.

**COVID-19 business updates**

The Group continues to remain vigilant to the COVID-19 threat as well as to exercise prudence in non-essential capital and operating expenditure. Despite the onset of the COVID-19 pandemic, the Group has sufficient liquidity to meet its near-term debt obligations and operational needs.

**5 Dividend Information**

**(a) Whether an interim (final) dividend has been declared (recommended); and**

Not applicable.

**(b) (i) Amount per share in cents**

Not applicable.

**(ii) Previous corresponding period in cents**

Not applicable.

**(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If dividend is not taxable in the hands of shareholders, this must be stated).**

Not applicable.

**(d) The date the dividend is payable**

Not applicable.

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**F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C OF THE CATALIST RULES (CONT'D)****5 Dividend Information (Cont'd)**

- (e) The date on which Registrable Transfers received by the company (up to 5.00pm) will be registered before entitlements to the dividend are determined.

Not applicable.

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

No final dividend is declared or recommended for the current financial year to conserve cash in current uncertain market conditions.

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

The Group does not have a general mandate from shareholders for IPT. There were no IPT of S\$100,000 or more entered into by the Group during the period under review.

**8 Use of Placement Proceeds**

- (A) The Company received proceeds of S\$2.0 million from the placement of 24,660,000 new ordinary shares as announced on 23 September 2019, 4 October 2019 and 9 October 2019 and the utilisation of the proceeds as at the date of this announcement is as follows:

| Use of proceeds from new shares placement   | Amount<br>allocated<br><br>S\$ | Amount<br>utilised<br>as at 31<br>December<br>2021<br>S\$ | Amount<br>unutilised<br>as at 31<br>December<br>2021<br>S\$ |
|---|--------------------------------|---|---|
| Business expansion through mergers and acquisitions, joint ventures, strategic collaborations and investments | 1,000,000                      | -   | 1,000,000   |
| General working capital (comprising administrative expenses and purchase of products)                         | 972,892                        | (972,892)   | -   |
| Total   | 1,972,892                      | (972,892)   | 1,000,000   |

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**F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C OF THE CATALIST RULES (CONT'D)****8 Use of Placement Proceeds (Cont'd)**

- (B) The Company received proceeds of S\$840,000 from the placement of 12 million new ordinary shares as announced on 15, 24 and 28 December 2020 and the utilisation of the proceeds as at the date of this announcement is as follows:

| Use of proceeds from new shares placement   | Amount<br>allocated<br><br>S\$ | Amount<br>utilised<br>as at 31<br>December<br>2021<br>S\$ | Amount<br>unutilised<br>as at 31<br>December<br>2021<br>S\$ |
|---|--------------------------------|---|---|
| Business expansion through mergers and acquisitions, joint ventures, strategic collaborations and investments | 500,000                        | (250,001)   | 249,999   |
| General working capital <sup>(1)</sup>  | 340,000                        | (340,000)   | -   |
| Total <sup>(2)</sup>  | 840,000                        | (590,001)   | 249,999   |

**Notes:**

- (1) Utilised mainly for the payment to suppliers for the purchase of books.  
(2) Includes professional fees and related expenses approximately S\$49,200 incurred in respect of the December 2020 Placement Exercise.

As announced by the Company on 12 August 2021, the Group had entered into Toyrrential Investment wherein the consideration for the Investment was fully funded by the use of S\$250,001 out of the placement proceeds of S\$840,000 from the Company's placement of 12 million new ordinary shares on 28 December 2020. Accordingly, as at the date of this announcement, the amount unutilised is S\$249,999. Please refer to the announcement released on 12 August 2021 for further details.

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

|                   | The Group    |              |
|-------------------|--------------|--------------|
|                   | 2021<br>US\$ | 2020<br>US\$ |
| Ordinary dividend | -            | -            |

**F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C OF THE CATALIST RULES (CONT'D)**

- 10 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.**

| <b>Name</b> | <b>Age</b> | <b>Family relationship with any director, CEO and/or substantial shareholder</b> | <b>Current position and duties, and the year the position was first held</b>   | <b>Details of changes in duties and position held, if any, during the year</b> |
|-------------|------------|--|--|--|
| Low Yik Sen | 43         | Sibling of Low Yik Jin (CEO and Executive Director)                              | Managing Director of the Group since 2017. He is responsible for overseeing the logistics arm of the Group, focusing on sourcing and procurement, freight forwarding as well as waste management services.                           | Not applicable   |
| Low Yik Jin | 41         | Sibling of Low Yik Sen (Managing Director)                                       | CEO and Executive Director of the Group since 2017. He is responsible for the overall day-to-day management of the Group including business strategy, online marketplace channel expansion, online sales and technology development. | Not applicable   |

- 11 Confirmation that the issuer has procured undertakings 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 required format.

On behalf of the Board, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the interim financial information for the year ended 31 December 2021 to be false or misleading in any material aspect.

**BY ORDER OF THE BOARD**  
**Y VENTURES GROUP LTD.**

**Low Chern Yong, Eric**  
Executive Chairman

**Low Yik Jin, Alex**  
Chief Executive Officer and Executive Director

1 March 2022