



AUTAGCO LTD.

(Formerly known as "LifeBrandz Ltd.")
(Company Registration No. 200311348E)
(Incorporated in the Republic of Singapore)

DISCLAIMER OF OPINION BY THE INDEPENDENT AUDITORS ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2024

Pursuant to Rule 704(4) of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Board of Directors (the "**Board**") of Autagco Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company's Independent Auditors, Forvis Mazars LLP, have included a disclaimer of opinion (the "**Disclaimer of Opinion**") in respect of the Group's going concern assumption in their Independent Auditors' Report dated 19 February 2025 (the "**Independent Auditors' Report**") in relation to the audited consolidated financial statements of the Group and the Company for the financial year ended 31 July 2024 ("**FY2024**") (the "**Financial Statements**").

An extract of the Note 2.1 of the Financial Statements pertaining to the Group's and the Company's going concern assumption is also attached to this announcement for information in relation to the Disclaimer of Opinion.

The Independent Auditors' Report is annexed to this announcement for information purposes. The Independent Auditors' Report and a complete set of the Financial Statements will form part of the Company's Annual Report for FY2024 ("**FY2024 Annual Report**"), which will be released on SGXNet on or around the date of this announcement. Shareholders are advised to read this announcement in conjunction with the Independent Auditors' Report, the Financial Statements and the FY2024 Annual Report in their entirety.

Board's Comments

Barring any unforeseen circumstances, the Directors are of the view that it is appropriate for the Financial Statements of the Group and the Company to be prepared and presented on a going concern basis, having regard to, among others, the following:

- (i) The cash flow forecast prepared by Management, including the proceeds from the recent fundraising exercises through a convertible loan and subscription of shares by various subscribers in November/December 2024, the estimated earnings from the Food & Beverages and the Assisted Living business;
- (ii) Letter of undertaking from the controlling shareholder, Aurico Global Holdings Pte. Ltd. ("**Aurico**"), to not demand repayment of the amount owing by the Group to Aurico for the next 12 months from the date of approval of the Financial Statements;
- (iii) Letter of undertaking from Aurico to provide continuing financial support to the Group to enable it to meet its financial obligations for the next 12 months from the date of approval of the Financial Statements;
- (iv) Two separate loan agreements entered by the Company with Aurico for an aggregate loan facility of S\$1,750,000 on 25 October 2024 and 6 January 2025 respectively ("**Loan Agreements**"), with repayment terms of 24 months from the date of disbursement. As at the date of this announcement, S\$1,520,000 remains available for drawdown by the Company. Mr Ng Boon Hui (the Executive Chairman and Chief Executive Officer) has further provided personal guarantee for Aurico's performance pursuant to the Loan Agreements; and
- (v) Undertaking from certain director and executive not to demand payment of their salaries amounting to S\$333,816 for the periods from 1 January 2025 to 31 December 2025 for the next 12 months from the date of approval of the Financial Statements.

Further, the Board is of the opinion that sufficient information has been disclosed for the trading of the Company's securities to continue in an orderly manner and the Board is not aware of any material information that requires disclosure but remains undisclosed as of the date of this announcement.

Shareholders of the Company are advised to exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board

Ng Boon Hui
Executive Chairman and Chief Executive Officer
20 February 2025

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes 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.

The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: (65) 6232 3210), at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

INDEPENDENT AUDITORS' REPORT

To the members of Autagco Ltd. (Formerly known as LifeBrandz Ltd.) and its subsidiaries

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Autagco Ltd. (formerly known as LifeBrandz Ltd.) (the "Company") and its subsidiaries (the "Group") which comprise the statements of financial position of the Group and of the Company as at 31 July 2024, 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.

We do not express an opinion on the accompanying financial statements of the Group and the statement of financial position of the Company. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

Use of the going concern assumption

As of 31 July 2024, the Group and Company were in a capital deficiency position of \$1,745,000 and \$900,000, respectively, and in a net current liability position of \$1,673,000 and \$900,000, respectively. The Group reported a net loss and total comprehensive loss of \$3,203,000 and \$3,162,000, respectively, along with net operating cash outflow of \$486,000 for the financial year then ended. Notwithstanding these conditions, the Group and Company have prepared the financial statements on a going concern basis on the premises as disclosed in Note 2.1 to the financial statements.

In our evaluation of the management's assessment of the abilities of the Group and Company to continue as going concerns, we have been unable to obtain sufficient appropriate audit evidence to satisfy ourselves on the Group's ability to generate sufficient operating cash inflows nor the financial ability of the major shareholder, Aurico Global Holdings Pte. Ltd., to provide the financial support as laid out in Note 2.1. In consideration of the extent of reliance placed on the financial support of the major shareholder to enable the Group and Company to continue as going concerns in the foreseeable future, in the absence of further information, we are unable to ascertain the appropriateness of the management's use of the going concern assumption in their preparation of the financial statements.

Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities, where applicable, as current assets and current liabilities respectively.

INDEPENDENT AUDITORS' REPORT

To the members of Autagco Ltd. (Formerly known as LifeBrandz Ltd.) and its subsidiaries

Report on the Audit of the 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 Companies Act 1967 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 responsibility is to conduct an audit of the financial statements in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

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.

Report on Other Legal and Regulatory Requirements

In view of the significance of the matters referred to in the Basis for Disclaimer of Opinion section of our report, we do not express an opinion on whether the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the 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 Mr Zhang Liang.

FORVIS MAZARS LLP
(FORMERLY KNOWN AS MAZARS LLP)
Public Accountants and
Chartered Accountants

Singapore
19 February 2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 July 2024

2. Summary of material accounting policies

2.1 Basis of preparation

The financial statements of the Group and the statement of financial position and statements of changes in equity of the Company have been drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") including related Interpretations of SFRS(I) ("SFRS(I) INT") and are prepared on the historical cost basis, except as disclosed in the accounting policies below.

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar ("S") which is also the functional currency of the Company, and all values presented are rounded to the nearest thousand ("S'000"), unless otherwise indicated.

Going concern

As at 31 July 2024, the Group and Company were in a net capital deficiencies position of approximately \$1,745,000 and \$900,000, respectively, and in a net current liability position of approximately \$1,673,000 and \$900,000, respectively. The Group reported a net loss and total comprehensive loss of approximately \$3,203,000 and \$3,162,000, respectively, along with net operating cash outflows of approximately \$486,000 for the financial year then ended. These factors indicate the existence of a material uncertainty which may cast significant doubt on the Group's and Company's ability to continue as going concerns.

The ability of the Group and the Company to continue as going concerns and meet its obligations is dependent on the Group's ability to generate sufficient cash flows from its operations, and funding from a major shareholder and other sources.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 July 2024

2. Summary of material accounting policies (Continued)

2.1 Basis of preparation (Continued)

Going concern (continued)

Management has assessed that it is appropriate to use the going concern assumption for the preparation of the financial statements after taking into consideration the following:

- (i) As disclosed in Note 30 to the financial statements, on 15 October 2024, the Group announced its intention to diversify and expand its core business to include assisted living, which combines residential options with personalised support for the elderly. To facilitate this diversification, the Group has incorporated a wholly-owned subsidiary to explore and undertake the assisted living business. Additionally, the Group has proposed the acquisition of Crescendo Wellness Living for a purchase consideration of \$50,000. The assisted living business has commenced operations in January 2025;
- (ii) Subsequent to the financial year end, on 29 November 2024, as disclosed in Note 30 to the financial statements, the Group has obtained a convertible loan from an investor with Mr Ng Boon Hui (the Executive Chairman and Chief Executive Officer) (the “Guarantor”), for a principal amount of \$500,000 which may be used by the Group for business expansion and/or general working capital purposes. The net proceeds have been received as of the date of this report;
- (iii) Subsequent to the financial year end, on 20 December 2024, as disclosed in Note 30 to the financial statements, the Group completed the proposed subscription of 166,666,661 new ordinary shares at a subscription price of \$0.003 per subscription share with various subscribers. The proceeds from this share placement were \$500,000 which will be utilized to support the operations and working capital requirements of the Group. The net proceeds have been received as of the date of this report;
- (iv) Subsequent to the financial year end, on 25 October 2024, as disclosed in Note 30 to the financial statements, the Company entered into a loan agreement with its major shareholder, Aurico Global Holdings Pte. Ltd. (“Aurico”), amounted to \$750,000, repayable 24 months from the date of disbursement. The Group has drawn down the loan in several transactions total amounting to \$230,000 during November and December 2024. Subsequently on 6 January 2025, the Company has entered into another loan agreement with Aurico, amounting to \$1,000,000, repayable 24 months from the date of disbursement;
- (v) Letter of undertaking has been obtained from Aurico to not demand for repayment of the amounts owing to it for a period of 12 months from the date of approval of the Group’s financial statements and to provide continuing financial support to the Group and Company to enable it to meet its financial obligations as and when they fall due so that the Group and Company will continue as a going concern in the foreseeable future;
- (vi) The Group is actively negotiating a deal with a potential buyer to sell its brand - “Superfood Kitchen” master franchise for a consideration of \$500,000;
- (vii) On 21 January 2025, letter of undertaking has been obtained from certain director and executive not to demand payment of their salaries amounting to S\$333,816 for the periods from 1 January 2025 to 31 December 2025 for a period of 12 months from the date of approval of the Group’s financial statements to enable it to meet its financial obligations as and when they fall due so that the Group and the Company will continue as a going concern in the foreseeable future.

After considering the abovementioned measures and mitigating actions, management is confident that the Group and the Company will be able to generate sufficient cash flows and have the necessary funds to meet the operating requirements of the Group’s operations and to settle its liabilities as and when they fall due for at least another twelve months from the date of the financial statements are authorised for issuance and that the continuing use of the going concern assumption in the preparation of the financial statements is appropriate.

If the Group and Company are unable to continue in operational existence for the foreseeable future, the Group and Company may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the balance sheet. In addition, the Group may have to reclassify non-current assets and liabilities as current assets and liabilities, respectively, and the Company may have to reclassify non-current assets as current assets. No such adjustments have been made to these financial statements.