

NAUTICAWT LIMITED
CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2021

This announcement has been prepared by NauticAWT Limited (the "Company") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.

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

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NAUTICAWT LIMITED

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2021

	Note	Group		Company	
		30 June 2021 US\$	31 December 2020 US\$	30 June 2021 US\$	31 December 2020 US\$
ASSETS					
Non-Current Assets					
Investment in an associate	6	2,026,392	2,277,618	2,274,470	2,274,470
		<u>2,026,392</u>	<u>2,277,618</u>	<u>2,274,470</u>	<u>2,274,470</u>
Current Assets					
Other receivables	7	104,927	143,576	104,927	143,576
Cash and bank balances	8	9,785	73,303	9,785	73,303
		<u>114,712</u>	<u>216,879</u>	<u>114,712</u>	<u>216,879</u>
Total Assets		<u>2,141,104</u>	<u>2,494,497</u>	<u>2,389,182</u>	<u>2,491,349</u>
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	9	12,075,892	12,075,892	12,075,892	12,075,892
Other capital reserve	10	2,275,020	2,275,020	2,275,020	2,275,020
Share options reserve	11	108,639	108,639	108,639	108,639
Foreign currency translation reserve	12	(61,338)	88,164	-	-
Accumulated losses		<u>(12,562,507)</u>	<u>(12,350,253)</u>	<u>(12,375,767)</u>	<u>(12,265,237)</u>
Total Equity		<u>1,835,706</u>	<u>2,197,462</u>	<u>2,083,784</u>	<u>2,194,314</u>
Current Liabilities					
Other payables	13	305,398	297,035	305,398	297,035
Total Liabilities		<u>305,398</u>	<u>297,035</u>	<u>305,398</u>	<u>297,035</u>
Total Equity and Liabilities		<u>2,141,104</u>	<u>2,494,497</u>	<u>2,389,182</u>	<u>2,491,349</u>

The annexed notes form an integral part of and should be read in conjunction with these financial statements

NAUTICAWT LIMITED

CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2021

	Note	Period ended 30 June 2021 US\$	Period ended 30 June 2020 US\$	Increase/ (Decrease) %
Continuing operations				
Revenue		-	-	-
Cost of sales		-	-	-
Gross profit		-	-	
Administrative expenses		(110,530)	(327,367)	(66)
Share of loss of an associate	6	(101,724)	(90,284)	(13)
Loss before tax		(212,254)	(417,651)	(49)
Taxation	16	-	-	-
Loss for the period from continuing operations	15	(212,254)	(417,651)	(49)
Discontinued operations				
Profit for the period from discontinued operations		-	250,782	100
Loss for the period		(212,254)	(166,869)	27
Other comprehensive income				
Item that may be reclassified subsequently to profit or loss				
Exchange differences on translation of foreign operations (nil tax)		(149,502)	43,543	(443)
Total other comprehensive income for the period		(149,502)	43,543	(443)
Total comprehensive loss for the period		(361,756)	(123,326)	193
Loss attributable to:				
Owners of the Company		(212,254)	(166,869)	27
Total comprehensive loss attributable to:				
Owners of the Company		(361,756)	(123,326)	193
Loss per share				
From continuing operations				
Basic (cents)		(0.03)	(0.05)	
Diluted (cents)		(0.03)	(0.05)	
From continuing and discontinued operations				
Basic (cents)		(0.03)	(0.02)	
Diluted (cents)		(0.03)	(0.02)	

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NAUTICAWT LIMITED

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2021**

Group	Share capital	Other capital reserve	Share options reserve	Foreign currency translation reserve	Accumulated losses	Total
	US\$	US\$	US\$	US\$	US\$	US\$
Balance at 1 January 2021	12,075,892	2,275,020	108,639	88,164	(12,350,253)	2,197,462
Loss for the period	-	-	-	-	(212,254)	(212,254)
Other comprehensive income for the period	-	-	-	(149,502)	-	(149,502)
Total comprehensive loss for the period	-	-	-	(149,502)	(212,254)	(361,756)
Balance at 30 June 2021 (unaudited)	12,075,892	2,275,020	108,639	(61,338)	(12,562,507)	1,835,706
Balance at 1 January 2020	12,075,892	2,275,020	108,639	144,329	(12,391,437)	2,212,443
Loss for the period	-	-	-	-	(166,869)	(166,869)
Other comprehensive income for the period	-	-	-	43,543	-	43,543
Total comprehensive loss for the period	-	-	-	43,543	(166,869)	(123,326)
Balance at 30 June 2020 (unaudited)	12,075,892	2,275,020	108,639	187,872	(12,558,306)	2,089,117

The annexed notes form an integral part of and should be read in conjunction with these financial statements

NAUTICAWT LIMITED

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2021 (cont'd)

Company	Share capital US\$	Other capital reserve US\$	Share options reserve US\$	Accumulated losses US\$	Total US\$
Balance at 1 January 2021	12,075,892	2,275,020	108,639	(12,265,237)	2,194,314
Loss for the period	-	-	-	(110,530)	(110,530)
Total comprehensive loss for the period	-	-	-	(110,530)	(110,530)
Balance at 30 June 2021 (unaudited)	12,075,892	2,275,020	108,639	(12,375,767)	2,083,784
Balance at 1 January 2020	12,075,892	2,275,020	108,639	(11,982,695)	2,476,856
Loss for the period	-	-	-	(327,367)	(327,367)
Total comprehensive loss for the period	-	-	-	(327,367)	(327,367)
Balance at 30 June 2020 (unaudited)	12,075,892	2,275,020	108,639	(12,310,062)	2,149,489

The annexed notes form an integral part of and should be read in conjunction with these financial statements

NAUTICAWT LIMITED

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2021**

	Group	
	Period ended 30 June 2021 US\$	Period ended 30 June 2020 US\$
Operating activities		
(Loss)/Profit before tax		
-Continuing operations	(212,254)	(417,651)
-Discontinued operations	-	250,782
Net (loss)/profit before tax	(212,254)	(166,869)
Adjustments for:		
Depreciation of property, plant and equipment	-	372,061
Depreciation of right-to-use assets	-	60,904
Amortisation of intangible assets	-	12,348
Share of loss of an associate	101,724	90,284
Gain on disposal of property, plant and equipment	-	(254)
Interest expense	-	129,706
Operating cash flows before movements in working capital	(110,530)	498,180
Trade receivables	-	42,502
Other receivables	38,649	104,883
Contract assets	-	(1,244)
Inventories	-	(105,916)
Trade payables	-	(51,334)
Other payables	(186,975)	(899,153)
Liabilities for trade bills discounted with recourse	-	(121,953)
Cash used in operations	(258,856)	(534,035)
Income tax paid	-	(1,336)
Interest paid	-	(64,067)
Net cash used in operating activities	(258,856)	(599,438)
Investing activities		
Purchase of property, plant and equipment	-	(33,804)
Addition of intangible assets	-	(303)
Investment in an associate	-	(1,592,129)
Proceeds from disposal of property, plant and equipment	-	1,420
Net cash used in investing activities	-	(1,624,816)
Financing activities		
Repayment of bank loans	-	(32,834)
Amount due to controlling shareholder	195,338	-
Principal payments of lease liabilities	-	(64,150)
Net cash used in financing activities	195,338	(96,984)
Net decrease in cash and cash equivalents	(63,518)	(2,321,238)
Cash and cash equivalents at beginning of period	73,303	2,288,089
Effects of exchange rate changes on cash and bank balance held in foreign currencies	-	1,303
Cash and cash equivalents at end of period	9,785	(31,846)

The annexed notes form an integral part of and should be read in conjunction with these financial statements

NAUTICAWT LIMITED

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D) FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2021

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise the following at the end of the financial period:

	Group	
	30 June 2021 US\$	30 June 2020 US\$
Cash and bank balances	9,785	873,765
Less: Bank overdraft	-	(349,220)
Less: Restricted cash*	-	(556,391)
Cash and cash equivalents	<u>9,785</u>	<u>(31,846)</u>

* Restricted cash is pledged as a security for banking facilities.

NAUTICAWT LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2021

1 General Information

The condensed interim financial statements of NauticAWT Limited (the “Company” or the “Group”) for the financial period ended 30 June 2021 were authorised for issue by the Board of Director.

The Company is incorporated as a limited liability company and domiciled in the Republic of Singapore. The Company is listed on the Catalist which is a market on the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The registered office and the principal place of business is located at 138 Robinson Road #26-03 Oxley Tower Singapore 068906.

The principal activity of the Company is investment holding.

2 Basis of Preparation

The condensed interim financial statements for the six months ended 30 June 2021 have been prepared in accordance with the provisions of the Act and Singapore Financial Reporting Standards (International) (“SFRS(I)”) - 34 *Interim Financial Reporting* issued by the Accounting Standards Council (“ASC”). 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 change 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)s, except for the adoption of new and revised standards as set out below.

The condensed interim financial statements are presented in United States dollar which is the Company’s functional currency. All financial information is presented in United States dollar, unless otherwise stated.

2.1 Adoption of New and Revised Standards

On 1 January 2021, the Group has adopted all the new and revised standards that are relevant and are mandatory for application for the current financial period.

The following is the amended SFRS(I), SFRS(I) Interpretations and amendments to SFRS(I) that are relevant to, the Group:

Amendments to SFRS(I) 16 COVID-19 Related Rent Concessions

The adoption of the above amended SFRS(I) did not have any significant impact on the financial statements of the Group.

The adoption of the new and revised standards did not result in substantial changes to the Group’s accounting policies and had no material effect on the financial statements of the Group.

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2 Basis of Preparation (cont'd)

2.2 Material Uncertainty Related to Going Concern

As at 30 June 2021, the Group's current liabilities exceeded its current assets by US\$190,686 (31 December 2020: US\$80,156) and the Group recorded a loss of US\$212,254 (30 June 2020: loss of US\$166,869) for the financial period then ended. The Group and the Company has accumulated losses of US\$12,562,507 (31 December 2020: US\$12,350,253) and US\$12,375,767 (31 December 2020: US\$12,265,237) respectively. The Company has a net current liability of US\$190,686 (31 December 2020: net current liability of US\$80,156) as at 30 June 2021.

The ability of the Group to continue as a going concern is dependent on the financial support from the controlling shareholder. The Company has obtained an undertaking from the controlling shareholder of the Company to provide the necessary financial support of up to \$1 million Singapore dollars, so as to enable the Group and the Company to meet the debts as and when they fall due. The directors believe that the Group will have sufficient cash resources to satisfy its working capital requirements within the next 12 months after the financial period ended 30 June 2021 to enable it to continue operations and meet its liabilities as and when they fall due. Accordingly, the Group and Company continue to adopt the going concern basis in preparing its financial statements. These financial statements do not include the adjustments that would result if the Group and Company were unable to continue as a going concern.

3 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

Significant Accounting Estimates and Judgements

The preparation of the condensed interim financial statements in conformity with SFRS(I) requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial period. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The critical accounting estimates and assumptions used in applying accounting policies and areas involving a high degree of judgement are described below.

Significant influence over associate

The Group holds a 35% effective equity interest in Chokdee Dimsum Corporation Company Limited ("Chokdee"). Significant influence is presumed to exist when an entity holds 20% or more of the voting rights of another entity, unless it can be clearly demonstrated otherwise. Management of Group has exercised significant judgement and determined that the Group continues to have significant influence over Chokdee, given, among other factors, the Group's participation in policy-making processes and decision-making about dividends and other distributions through its board representation. As at 30 June 2021, the carrying amount of the investment in associate is US\$2,026,392 for the Group and US\$2,274,470 for the Company.

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3 Critical Accounting Judgements and Key Sources of Estimation Uncertainty (cont'd)

Significant Judgements in Applying Accounting Policies

Determination of functional currency

The Group measures foreign currency translation in the respective currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

Income taxes

The Group has exposure to income taxes in Singapore and Thailand. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Determination of operating segments

Management identifies the Chief Operating Decision Maker ("CODM") as well as their business activities (which may not necessarily earn revenue or incur expenses). Management has further determined whether discrete financial information is available for the business activities and whether that information is regularly reviewed by the CODM. Judgement is applied by management in the allocation of resources to the operating segments.

Significant Assumptions Used and Critical Accounting Estimates in Applying Accounting Policies

Allowance for expected credit loss ("ECL") of trade and other receivables

The Group and the Company apply the simplified approach and the 3-stage general approach to determine ECL respectively for trade and other receivables and non-trade amounts due from subsidiaries. ECL is measured as an allowance equal to 12-month ECL for stage-1 assets, or lifetime ECL for stage-2 or stage-3 assets. An asset moves from stage-1 to stage-2 when its credit risk increases significantly and subsequently to stage-3 as it becomes credit-impaired. In assessing whether credit risk has significantly increased, the Group and the Company consider reasonable and supportable qualitative and quantitative forward-looking information. Lifetime ECL represents ECL that will result from all possible default events over the expected life of a financial instrument whereas 12-month ECL represents the portion of lifetime ECL expected to result from default events possible within twelve months after the reporting date.

Impairment of investment in an associate

Determining whether the investment in an associate is impaired requires an estimation of the recoverable amount of the investments. This requires the Company to estimate the future cash flows expected from the cash-generating units and an appropriate discount rate in order to calculate the present value of the future cash flows, or to determine the fair value less costs to sell of the investment.

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4 Seasonal Operations

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

5 Segment Information

The Group determines its reportable segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision makers ("CODM") in order to allocate resources to the segments and to assess their performance.

The Group is organised into business units based on their products and services, based on which information is prepared and reported to the group's CODM for the purposes of resource allocation and assessment of performance.

The Group's reportable business segments under SFRS(I) 8 are as follows:

- (1) Renewables segment mainly relates to provision of Ultra High-Performance Concrete and Composites ("UHPC") materials for the installation of onshore and offshore wind turbines.
- (2) Ports and Offshore segment mainly relate to provision of engineering and contracting services for greenfield and brownfield offshore and marine infrastructure projects.
- (3) Energy & Mining ("Downhole") segment mainly relates to provision of Ultra High-Performance Concrete and Composites ("UHPC") for well integrity and remediation of production wells.
- (4) Civil Structures segment mainly relates to provision of Ultra High-Performance Concrete and Composites ("UHPC") and High-Performance Concrete and Composite ("HPC") materials for the civil structures, facades and claddings.
- (5) Food and beverage

Segment performance is evaluated by the CODM based on the segment results which represent the gross profit earned by each segment. Certain expenses, other income and income taxes are managed on a group basis and are not allocated to operating segments.

Inter-segment transfers are eliminated on consolidation.

Based on the management reporting to CODM, the segment assets and liabilities are not regularly provided for their review of the financial performance. Therefore, the segment assets and liabilities amounts of discontinued operations are not disclosed in the segment information.

On 11 December 2020, the Company sold all its subsidiaries, therefore the Group's reportable business segments have been discontinued except food and beverage.

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5 Segment Information (cont'd)

Segment information about the Group's reportable segment is presented as follows:

Period ended 30 June 2021	Food and beverage US\$	Corporate US\$	Total US\$
Continuing operations Revenue	-	-	-
Segment results	-	(110,530)	(110,530)
Share of loss of an associate	(101,724)	-	(101,724)
Loss before tax			(212,254)
Income tax expense			-
Loss for the period from continuing operations			(212,254)
Other segment information			
Segment assets	-	2,026,392	2,026,392
Segment liabilities	-	305,398	305,398
Period ended 30 June 2020	Food and beverage US\$	Corporate US\$	Total US\$
Continuing operations Revenue	-	-	-
Segment results	-	(327,367)	(327,367)
Share of loss of an associate		(90,284)	(90,284)
Loss before tax			(417,651)
Income tax expense			-
Loss for the period from continuing operations			(417,651)
Other segment information			
Segment assets	-	2,448,680	2,448,680
Segment liabilities	-	389,476	389,476

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5 Segment Information (cont'd)

Segment information about the Group's reportable segment is presented as follows:

Period ended 30 June 2020	Port and offshore US\$	Renewables US\$	Civil construction US\$	Energy and mining	Total US\$
Discontinued operations Revenue	969,370	1,686,092	58,985	65,118	2,779,565
Segment results	404,010	730,957	40,441	16,363	1,191,771
Depreciation of property, plant and equipment					(109,931)
Depreciation of right-of-use assets					(60,904)
Amortisation of intangible assets					(12,348)
Finance costs					(129,706)
Other unallocated expenses					(628,100)
Profit before tax					250,782
Income tax expense					-
Profit for the period from discontinued operations					250,782

Geographical information

Period ended 30 June 2021	Singapore US\$	Thailand US\$	Total US\$
Continuing operations Revenue	-	-	-

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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5 Segment Information (cont'd)

Geographical information (cont'd)

Period ended	Singapore	Mexico	Brunei	Malaysia	China	Russia	Hong Kong	Australia	Denmark	India and Sri Lanka	Middle East	Total
30 June 2020	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$	US\$
Continuing operations Revenue	-	-	-	-	-	-	-	-	-	-	-	-
Discontinued operations Revenue	17,945	769,247	104,218	32,504	439,690	72,728	16,100	517,159	632,160	136,774	41,040	2,779,565

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6 Investment in an Associate

	Group		Company	
	30 June	31 December	30 June	31 December
	2021	2020	2021	2020
	US\$	US\$	US\$	US\$
<u>Unquoted equity shares, at cost</u>				
At beginning of the period	2,277,618	-	2,274,470	-
Cost of investment	-	-	-	2,274,470
Share of net assets	-	2,306,366	-	-
Share of losses	(101,724)	(85,016)	-	-
Negative goodwill	-	(31,896)	-	-
Translation reserve	(149,502)	88,164	-	-
At end of the period	<u>2,026,392</u>	<u>2,277,618</u>	<u>2,274,470</u>	<u>2,274,470</u>

<u>Name</u>	Country of incorporation/ Principal place of <u>business</u>	Effective <u>equity interest</u>		<u>Principal activities</u>
		2021	2020	
		%	%	
<u>Held by the Company</u>		%	%	%
Chokdee Dimsum Corporation Company Limited (FKA: Rich Restaurant Company Limited) ⁽¹⁾	Thailand	35%	35%	Food and beverage

⁽¹⁾ Audited by Dharmniti Auditing Co., Ltd.

This associate is accounted for using the equity method in these condensed interim financial statements.

(A) Accounting for investment in associate

On 10 January 2020, the Company announced the completion of the acquisition of a 35% equity interest in Chokdee Dimsum Corporation Company Limited (“Chokdee”), a restaurant in Thailand. The consideration was THB70 million (approximately equivalent to US\$2,274,470).

Management has evaluated its investment in the restaurant to be an associate in accordance with SFRS(I) 1-28 Investment in Associates and Joint Ventures on the basis that the Company has significant influence over the associate.

Arising from the acquisition, management recorded a negative goodwill (bargain purchase) of US\$31,896 in the Group’s carrying amount of its investment in Chokdee as at acquisition date. The Company is required to perform a purchase price allocation exercise (“PPA”) as at the acquisition date to determine the appropriate fair values of the net identifiable assets and liabilities at the acquisition date on 10 January 2020. The Company is in the process of completing the PPA exercise.

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6 Investment in an Associate (cont'd)

(B) The summarised financial information of associate, not adjusted for the percentage of equity interest held by the Group, is as follow:

Group	30 June 2021 US\$	31 December 2020 US\$
Balance Sheet:		
Current assets	565,677	752,223
Non-current assets	8,120,902	8,825,649
Current liabilities	(1,737,211)	(1,769,336)
Non-current liabilities	(1,159,673)	(1,301,054)
Net assets attributable to investee's shareholders	<u>5,789,695</u>	<u>6,507,482</u>
Profit or Loss:		
Revenue	956,365	2,574,208
Expenses	(1,247,005)	(2,908,242)
Loss for the year	<u>(290,640)</u>	<u>(334,034)</u>
Other comprehensive income	-	-
Total comprehensive loss attributable to investee's shareholders	<u>(290,640)</u>	<u>(334,034)</u>
Carrying amount of:		
Group's interest in net assets of investee at beginning of the acquisition	2,277,618	2,306,366
Group's share of:		
Total comprehensive loss	(101,724)	(85,016)
Translation reserve	(149,502)	88,164
Negative goodwill	-	(31,896)
Carrying amount of interest in investee at the end of the year	<u>2,026,392</u>	<u>2,277,618</u>

(C) Impairment testing

The carrying values as of 30 June 2021 of the Group and Company's investment in associate, Chokdee amounted to US\$2,026,392 and US\$2,274,470, respectively. There were indicators of impairment in the associate as at 30 June 2021 based on the latest financial statements for the financial period ended 30 June 2021.

The recoverable amount of the associate was also estimated by management based on the higher of fair value less cost to sell and value-in-use. The fair value less cost to sell was determined based on the financials of the associate which comprised mainly cash balances, trade and other receivables, inventories, property, plant and equipment, franchise license, bank loan and other payables which were current and approximated fair value at year end.

The Group and the Company did not recognise any impairment during the period ended 30 June 2021. The Group and the Company will reassess the impairment upon finalising of the PPA.

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7 Other Receivables

	Group		Company	
	30 June 2021 US\$	31 December 2020 US\$	30 June 2021 US\$	31 December 2020 US\$
Deferred expenses	-	44,949	-	44,949
Other receivables	17,164	-	17,164	-
Prepayment	87,763	98,627	87,763	98,627
	<u>104,927</u>	<u>143,576</u>	<u>104,927</u>	<u>143,576</u>

8 Cash and Bank Balances

	Group		Company	
	30 June 2021 US\$	31 December 2020 US\$	30 June 2021 US\$	31 December 2020 US\$
Cash at bank	9,785	73,303	9,785	73,303
Cash and cash equivalents as shown in the statement of cash flows	<u>9,785</u>	<u>73,303</u>	<u>9,785</u>	<u>73,303</u>

9 Share Capital

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

Group and Company	No. of ordinary shares (With no par value)		Amount	
	30 June 2021	31 December 2020	30 June 2021 US\$	31 December 2020 US\$
Issued and fully paid:				
At beginning and end of period	<u>794,186,046</u>	<u>794,186,046</u>	<u>12,075,892</u>	<u>12,075,892</u>

The Company has one class of ordinary shares which have no par value, carry one vote per share and a right to dividend as and when declared by the Company.

The Company did not have any outstanding convertibles, treasury shares and subsidiary holdings as at 30 June 2021, 31 December 2020 and 30 June 2020.

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9 Share Capital (cont'd)

- (b) **Total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

	30-Jun-2021	31-Dec-2020
Total number of shares (excluding treasury shares)	<u>794,186,046</u>	<u>794,186,046</u>

The Company did not have any treasury shares or subsidiary holdings as at 30 June 2021 and 31 December 2020.

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

Not applicable as the Company did not have any treasury shares during and as at the end of the current financial period.

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

Not applicable as the Company did not have any subsidiary holdings during and as at the end of the current financial period.

10 Other Capital Reserve

The movement of other capital reserve is as follows:

Group and Company	30 June 2021 US\$	31 December 2020 US\$
At beginning of the period/year and end of the period/year	<u>2,275,020</u>	<u>2,275,020</u>

The other capital reserve represents:

- (i) Share conversion reserve as a result of the equity component of convertible debt instruments;
- (ii) Other capital reserve which is the excess over the share capital for the conversion of convertible debt instrument in prior years, fair value of convertible notes and acquisition of subsidiary; and
- (iii) Gain on issuance of shares pursuant to debt restructuring in 2019.

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11 Share Options Reserve

Group and Company	30 June 2021 US\$	31 December 2020 US\$
At beginning of the period/year and end of the period/year	108,639	108,639

12 Foreign Currency Translation Reserve

The movement of foreign currency translation reserve is as follows:

Group	30 June 2021 US\$	31 December 2020 US\$
At beginning of the period/year	88,164	144,329
Transfer upon disposal of investment in subsidiaries	-	(144,329)
Exchange difference on translation of foreign operations	(149,502)	88,164
At end of the period/year	(61,388)	88,164

13 Other Payables

	Group		Company	
	30 June 2021 US\$	31 December 2020 US\$	30 June 2021 US\$	31 December 2020 US\$
Accrued expenses	76,963	66,359	76,963	66,359
Other payables	33,097	230,676	33,097	230,676
Amount due to director and controlling shareholder (Note 17)	195,338	-	195,338	-
	<u>305,398</u>	<u>297,035</u>	<u>305,398</u>	<u>297,035</u>

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14 Discontinued Operations

On 11 December 2020, the Company sold Nautec Group Pte Ltd and its subsidiaries, which are considered as a discontinued operation as the sales and related cost forms a substantial part of the Group's profit or loss for the financial year ended 31 December 2020.

The loss for the period from the discontinued operations is analysed as follows:

	Period ended 30 June 2020 US\$
Revenue	2,779,565
Cost of sales	<u>(1,587,794)</u>
Gross profit	1,191,771
Distribution expenses	(136,485)
Administrative expenses	(747,760)
Other income	72,962
Finance costs	<u>(129,706)</u>
Profit before tax	250,782
Taxation	<u>-</u>
Profit for the period from discontinued operations	<u><u>250,782</u></u>

15 Loss before Tax

	Period ended 30 June 2021 US\$	Period ended 30 June 2020 US\$
Group		
Continuing operations		
Net foreign exchange (gain)/loss	(1,631)	5,092
Discontinued operations		
Other income	-	(72,962)
Depreciation of property, plant and equipment	-	372,061
Depreciation of right-of-use assets	-	60,904
Amortisation of intangible assets	-	12,348
Net foreign exchange (gain)/loss	-	76,072
Finance cost	<u>-</u>	<u>129,706</u>

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16 Taxation

Group	Period ended 30 June 2021 US\$	Period ended 30 June 2020 US\$
Current tax	-	-
Current deferred tax	-	-
Tax expense recognised in profit or loss	<u>-</u>	<u>-</u>

The tax expense on the results of the financial period varies from the amount of income tax determined by applying the Singapore statutory rate of income tax on the accounting profit as a result of the following:

Group	Period ended 30 June 2021 US\$	Period ended 30 June 2020 US\$
Loss before taxation		
- Continuing operations	(212,254)	(417,651)
- Discontinued operations	-	250,782
	<u>(212,254)</u>	<u>(166,869)</u>
Tax at statutory rate of 17%	(36,083)	(28,368)
Tax effect on non-deductible expenses	<u>36,083</u>	<u>28,368</u>
	<u>-</u>	<u>-</u>

17 Related Party Transactions

Related companies in these financial statements refer to members of NauticAWT Limited’s (the “holding company”) group of companies.

In addition to the related party information disclosed elsewhere in the financial statements, the controlling shareholder (who is also a director of the Company) has provided advances to the Company amounting to US\$195,338 during the financial period under review (2020: Nil). The amounts are unsecured, interest-free and is repayable on demand.

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

	Period ended 30 June 2021	Period ended 30 June 2020
Loss per share (US cents) from continuing and discontinued operations based on:		
a. weighted average number of shares on issue	(0.03)	(0.02)
b. a fully diluted basis	(0.03) ⁽¹⁾	(0.02) ⁽¹⁾
Weighted average shares for calculation of:		
a. weighted average number of shares on issue	794,186,046	794,186,046
b. a fully diluted basis	794,186,046 ⁽¹⁾	794,186,046 ⁽¹⁾

Note:

⁽¹⁾There is no change between basic and diluted Loss per share as the Group was loss-making for the respective periods which renders the calculation of the diluted loss per share not meaningful.

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

	Group		Company	
	30 Jun 2021	31 Dec 2020	30 Jun 2021	31 Dec 2020
Net asset value per share (US cents)	<u>0.23</u>	<u>0.28</u>	<u>0.26</u>	<u>0.28</u>
Number of issued shares	<u>794,186,046</u>	<u>794,186,046</u>	<u>794,186,046</u>	<u>794,186,046</u>

20 Subsequent Events

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

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Other Information

21 Please state whether the figures have been audited or reviewed, and if so which auditing standard or practice has been followed

The figures have not been audited or reviewed by the Company's auditors.

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

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

The auditors issued a disclaimer of opinion on the consolidated financial statement of the Group and statement of financial position of the Company as at 31 December 2020 as the matters described below.

Purchase price allocation exercise on acquisition of associate

On 10 January 2020, the Company announced the completion of the acquisition of a 35% equity interest in Chokdee Dimsum Corporation Company Limited ("Chokdee"), a restaurant in Thailand. The consideration was THB70 million (approximately equivalent to US\$2,274,000).

No purchase price allocation exercise ("PPA") has been performed as at 15 April 2021. Therefore, the auditors were unable to obtain sufficient appropriate audit evidence to ascertain that the requirements of SFRS (I) 3 have been complied with, as well as the resultant gain on bargain purchase of US\$31,896 recognised in the consolidated profit and loss for financial year ended 31 December 2020.

The Group is currently in the process of completing the PPA on acquisition of associate.

Recoverable amount of investment in an associate

The carrying values as at 31 December 2020 of investment in associate are US\$2,277,618 for the Group and US\$2,274,470 for the Company. There were indicators of impairment in the associate as at 31 December 2020 based on their latest financial statements for the year ended 31 December 2020. The recoverable amount of the investment is the higher of fair value less cost to sell and value-in-use ("VIU"). The Group completed an impairment testing using the value-in-use method to compute the cash flows. However, the auditors were not able to verify the key assumptions of the discounted cash flows of the VIU computations. As a result, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves if the carrying amount is appropriately stated, including whether any impairment is required as at 31 December 2020.

The Board is of the opinion that the final impairment assessment of the fair value of Chokdee should take into consideration the PPA in addition to the forecast and assumptions. The Company will finalise its assessment when the PPA is finalised.

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22 Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion (cont'd)

(a) Updates on the efforts taken to resolve each outstanding audit issue (cont'd)

Unaudited financial information of associate

The Group accounts for its investment in associate in Chokdee using the equity method.

The auditors were not able to obtain sufficient appropriate audit evidence on the accounts of Chokdee as the auditors are unable to obtain the audited financial statements of the associate and a component audit of Chokdee could not be carried out for the purposes of the consolidated financial statements of the Group.

Because of the limitation in the scope of the audit, the auditors were unable to determine if the share of losses of Chokdee and the carrying value of Chokdee are appropriately stated for the year ended 31 December 2020 and at 31 December 2020 respectively.

The Company has obtained the audited accounts for Chokdee for the financial year ended 31 December 2020 and no material variances noted.

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

The Board confirmed that the impact of all outstanding audit issues on financial statement have been adequately disclosed.

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

- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
- (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

Review of results

Revenue

Following the completion of the disposal of Nautec Group Pte. Ltd. in December 2020, the Company's key remaining business is its investment of 35% interest in Chokdee Dimsum Corporation Company Limited, hence no revenue was recorded for the first half year of 2021.

Expenses

The Group's administrative expenses decreased by US\$217,000 or 66%, from US\$327,000 in the first half year of 2020 to approximately US\$110,000 in the first half year of 2021 mainly due to that the Company has no business activities. Administrative expenses mainly comprise of statutory expenses such as professional fees and listing expenses incurred and foreign currency exchange difference for the first half year of 2021.

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23 A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following (cont'd)

Share of loss on an associate

The Group recorded its share of losses from an associate of approximately US\$102,000 in the first half year of 2021 as compared to approximately US\$90,000 in the first half year of 2020. The food and beverage industry that the Group invested in was adversely affected by the COVID-19 pandemic during the period under review.

Loss before tax

As a result of the above, the Group suffered a loss of approximately US\$212,000 in the first half year of 2021, an increase of approximately US\$45,000 as compared to a loss of approximately US\$167,000 in the first half year of 2020.

Review of Consolidated Statement of Financial Position

Non-current assets

The investment in an associate decreased due to losses made by the associate in the first half year of 2021.

Current assets

The Group's current assets comprised other receivables of approximately US\$105,000 and cash and bank balance of approximately US\$10,000 as at 30 June 2021. The decrease in other receivables and cash and bank balance were mainly due to the settlement of payables and revaluation of the balance denominated in foreign currencies.

Current liabilities

The Group's current liabilities consisted of other payables of approximately US\$33,000, accrued expenses of US\$77,000, and loan from controlling shareholder of approximately US\$195,000 as at 30 June 2021.

Going concern assessment

As at 30 June 2021, the Group's current liabilities exceeded its current assets by approximately US\$191,000 and the Group recorded a loss of US\$212,254 for the first half year of 2021. The Group and the Company had accumulated losses of US\$12,562,507 and US\$12,375,767 respectively.

As at the date of this announcement, the Board is of the opinion that the continuing use of the going concern assumption in the preparation of the financial information is appropriate as the Company has obtained an undertaking from the controlling shareholder to provide the necessary financial support to enable the Group and the Company to meet its obligations as and when they fall due.

Review of cash flows

The Group had operating cash outflow of approximately US\$63,000 which mainly due to loss making for the period under review.

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

No specific forecast or prospect statement were made previously and the Group's performance for the period under review is in line with expectations disclosed in prior announcements.

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25 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 Company has been a cash company as defined under Catalist Rule 1017 since 11 December 2020 and is required to meet the requirements for a new listing within 12-months period from 11 December 2020.

The Company is in the process of identifying suitable businesses that meets the requirements of the SGX-ST for a new listing in order to lift its cash company status by 10 December 2021. The Board wishes to remind Shareholders that there is no assurance that the SGX-ST will not suspend the trading and listing of the Shares or that the Company will be able to acquire a business that meets the SGX-ST's requirements for a new listing within the timeframe prescribed by the SGX-ST.

26 If a decision regarding dividend has been made

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

None.

(b)(i) Amount per share

Not applicable.

(b)(ii) Previous corresponding period

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 the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable.

Not applicable.

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

Not applicable.

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

No dividend has been declared or recommended for the current financial period as the Company has been designated a Cash Company and has no revenue generating business.

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28 If the Group has obtained a general mandate from shareholders for IPTs, 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 interested person transactions pursuant to Rule 920(1)(a)(ii). There were no interested person transactions of more than S\$100,000 under Rule 920(1)(a)(ii) for the current financial period.

29 Negative confirmation by the Board pursuant to Rule 705(5)

On behalf of the board of directors of the Company, we hereby confirm to the best of our knowledge that nothing has come to the attention of the Board which may render the unaudited financial statements and dividend announcement for the half year period ended 30 June 2021 to be false or misleading in any material aspect.

30 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 all the required undertakings under Rule 720(1) of the Catalist Rules have been obtained from all its directors and executive officers in the format set out in Appendix 7H of the Catalist Rules.

31 Disclosure of acquisition (including incorporations) and sale of shares under Catalist Rule 706A.

Not applicable, The Company did not acquire and dispose shares in any companies during the half year period ended 30 June 2021.

On behalf of the Board of Directors

Dr Chirasak Chiyachantana
Non-Independent Non-Executive Chairman
13 August 2021