

**NUTRYFARM INTERNATIONAL LIMITED**

**ANNUAL REPORT 2023**

## **CONTENTS**

1. Corporate Profile
2. Corporate Information
3. Executive Director and Group Chief Executive Officer
4. Outlook
5. Financial Highlights
6. Board of Directors
7. Condensed Corporate Governance Report

### **Corporate Profile**

NutryFarm International Limited (“the Company”) is a Bermuda-incorporated investment holding company listed on the SGX Mainboard. Following a comprehensive restructuring under judicial management, the Group is repositioning as a diversified platform spanning technology infrastructure (AI & data centres) and agri-commodities trading across Southeast Asia and China.

**NUTRYFARM INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**Corporate Information as of 23 February 2026**

Board of Directors

**Niu Liming**<sup>1</sup>

Executive Director and Chief Executive Officer

**Er Kwong Wah**<sup>2</sup>

Lead Independent Director

**Timothy John Goodchild**<sup>3</sup>

Independent Director

**Ng Chern Nee**<sup>4</sup>

Independent Director

**Notes:**

1. Mr. Niu Liming has been appointed as Executive Director and Chief Executive Officer on 19 December 2022 and re-appointed on 5 December 2025.
2. Mr. Er Kwong Wah has been appointed as Lead Independent Director on 23 May 2023 and re-appointed on 5 December 2025.
3. Mr. Timothy John Goodchild has been appointed as Independent Director on 5 December 2025.
4. Ms. Ng Chern Nee has been appointed as Independent Director on 5 December 2025.

**Company Secretary**

**Virtus Law LLP**

8 Marina Boulevard #29-01  
Marina Bay Financial Centre Tower 1  
Singapore 018981

**Registered Office**

Victoria Place  
5th Floor  
31 Victoria Street Hamilton HM 10 Bermuda

**Principal Share Registrar**

**Ocorian Management (Bermuda) Limited**

Victoria Place  
5th Floor  
31 Victoria Street Hamilton HM 10 Bermuda

**Share Transfer Office**

**Boardroom Corporate & Advisory Services Pte. Ltd.**

1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

**NUTRYFARM INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**Auditor**

**Nexia Singapore PAC**

Chartered Accountants of Singapore

36 Robinson Road

#11-01 City House

Singapore 068877

Partner-in-charge: Ms Chan Rouh Ting (Appointment effective from financial year ended 30 September 2022)

## **Executive Director and Chief Executive Officer's Message**

### **Dear Shareholders**

The past years marked a defining chapter in the history of NutryFarm International Limited (the "Company" or the "Group").

Following a period of financial and operational challenges, the Group was placed under judicial management to preserve value and facilitate a comprehensive restructuring. We are pleased to note that the Company was successfully discharged from judicial management on 2 February 2026, representing an important milestone in the Group's recovery efforts.

During the judicial management period, decisive measures were undertaken to stabilise the Group's operations, rationalise costs, address legacy obligations, and strengthen internal controls and governance frameworks. These actions have placed the Group on a more stable footing and improved its financial and operational discipline.

We would like to place on record our appreciation to the judicial manager and professional advisers for their stewardship during this period, as well as to our creditors, shareholders, business partners and employees for their patience and continued support.

The discharge from judicial management marks the conclusion of one chapter and the beginning of another. While meaningful progress has been made, the Board and Management remain mindful that the Group continues to operate in a challenging business environment. Our focus going forward will be on financial prudence, operational execution, and rebuilding confidence through consistent performance and transparent engagement with stakeholders.

The Board and Management are committed to strengthening the Group's core businesses, maintaining disciplined capital management, and upholding high standards of corporate governance, with the objective of delivering sustainable long-term value to shareholders.

We thank shareholders for their continued trust and support as NutryFarm International Limited moves forward with renewed focus and responsibility.

Niu Liming  
Executive Director and Chief Executive Officer  
NutryFarm International Limited

## Outlook

### Update on Group Business

#### I. Resumption of Trading Proposal

Trading of the Company's securities on the Singapore Exchange Securities Trading Limited ("SGX-ST") has been suspended since 11 April 2022. The Company (through the Judicial Manager) had on 30 June 2025 re-submitted its Resumption of Trading Proposal (the "ROTP") to SGX-ST and is currently under review by SGX-ST.

In parallel with the re-submission of the ROTP, the Company executed an Implementation Agreement with Corpbond IV Ltd ("Corpbond") on 9 April 2025, with an addendum on 10 October 2025, setting out the principal framework for restructuring the Company's obligations to its major creditors in respect of the conversion debt. The agreement provides for the issuance of conversion shares, the disposal of distressed subsidiaries, and the assignment of certain rights to use, subject to the fulfilment of various conditions precedent, including approvals from SGX-ST, the Securities Industry Council ("SIC"), and the shareholders.

The Company will continue to provide timely updates via SGXNet as material developments arise.

#### II. Litigation and Recovery Actions

- (A) On 27 June 2025, the Company commenced legal proceedings (the "Claim") in the General Division of the High Court of Singapore against six former directors of the Company and two third-parties. The Claims pleads, inter alia, breach of fiduciary duties, dishonest assistance, knowing receipt, and unjust enrichment in relation to transactions undertaken in 2017 and 2018, including disbursements aggregating HK\$91,400,000 connected to the proposed acquisition of First Linkage and related arrangements. The statement of claim further address advances of RMB26,810,000 to Chengdu Melili Tianyuan Agriculture Co. Ltd. ("MLTY"), and alleges that the former directors breached their duty to act in the best interest of the Company by failing to ensure that NutryFarm (Chengdu) Agricultural Technology Co. Ltd. promptly initiated recovery proceedings against MLTY for the outstanding sum of RMB11,052,000 which remained unpaid as at 30 September 2023.

The Company seeks declaratory relief for breaches of fiduciary duties, dishonest assistance, and knowing receipt, restitution of HK\$91,400,000 or other sums disbursed, interest pursuant to Section 12 of the Civil Law Act 1909, costs, and such further relief as the Court deems fit.

- (B) On 27 May 2022, the Company announced that it had received two Settlement Agreements from the Finance Manager of Global Agricapital Thailand Co Ltd ("GAT") totalling RMB334,000,000, purportedly agreed by Cheng Meng, then Director and CEO of the Company and Director of GAT. The Company and its Board were neither informed nor consulted on these agreements, and no prior notice or indication of such negotiations was given. The original purchase agreements with customers, announced on 29 January 2021 and 21 June 2021, provided only estimated quantities and values with no minimum purchase commitments or compensation clauses. An internal investigation found no additional undisclosed agreements and examined whether the Settlement Agreements had been executed without Board approval.

The matter is currently the subject of Civil Case No. w.1870/2025 in the Civil Court of Bangkok South, Thailand, where GAT has commenced proceedings against Mr. Cheng Meng for alleged breach of contract, claiming damages of THB74,966,467.60. The case was filed on 19 September 2025, and on 17 November 2025 the Court has fixed a preliminary hearing to acknowledge the facts and circumstances of the case. The proceedings remain at an early stage and have not progressed to witness examination or evidentiary hearings.

For more details on the case, please refer to Note 31 of the Group's Consolidated Financial Statements for the year ended 30 September 2023.

## Financial Highlights

	1.10.2022	1.10.2021
	To	To
	30.9.2023	30.9.2022
		(Reclassified)
	HK\$'000	HK\$'000
<b>Income Statement</b>		
Revenue	4,080	-
Loss before tax	(40,599)	(65,657)
Tax expenses	-	-
Discontinued operations	(28,996)	(15,797)
<b>Total Loss</b>	<b>(69,595)</b>	<b>(81,454)</b>
Loss attributable to owners of the parent	(69,570)	(81,454)
Loss attributable to non-controlling interests	(25)	-
<b>Balance Sheet</b>		
Property, plant and equipment	25	13,986
Other receivables	117	15,726
Trade receivables	824	15,210
Inventories	-	15,300
Cash and bank balances	48	34,423
<b>Total assets</b>	<b>1,014</b>	<b>94,645</b>
Trade and other payables	56,603	70,502
Borrowings	148,065	153,106
Tax payable	-	4,495
Provision for employee benefits	4	20
<b>Total liabilities</b>	<b>204,672</b>	<b>228,123</b>
Share capital	13,742	13,742
Other reserves	474,691	429,771
Accumulated losses	(692,091)	(577,016)
Non-controlling interest	-	25
<b>Total equity</b>	<b>(203,658)</b>	<b>(133,478)</b>
<b>Total liabilities and equity</b>	<b>1,014</b>	<b>94,645</b>

## **Board of Directors**

### **Mr Niu Liming**

(Executive Director and Chief Executive Officer)

Mr Niu is the Company's Executive Director and Chief Executive Officer of the Company. He was appointed to the Board on 19 December 2022 and re-appointed on 5 December 2025.

Mr Niu is also the director of Corpbond Holdings Pte Ltd. He is also the director of Corpbond Investments Pte Ltd which provides M&A, corporate restructuring, and business consultancy services.

Mr Niu has more than 20 years of management and investment experience, mainly in M&A, corporate restructuring, project financing, pre-IPO investment, private equity investment, technology transfer, R&D areas.

Mr Niu holds an MBA from Business School of University of Strathclyde UK, Master of Science from the Chinese Academy of Sciences, and Bachelor of Science from Qingdao University.

### **Mr Er Kwong Wah**

(Lead Independent Director)

Mr Er is the Lead Independent Director of the Company. He was appointed to the Board on 23 May 2023 and re-appointed on 5 December 2025.

Mr Er spent 27 years in the service of the Singapore Government in various ministries including the Ministry of Defence, the Public Service Commission, Ministry of Finance, Ministry of Education, and the Ministry of Community Development. He was Permanent Secretary with Ministry of Education and then with Ministry of Community Development until his retirement in 1998.

Mr Er held Board Directorship appointments in numerous companies including Sembawang Marine & Logistics Ltd, Sembawang Engineering, Sembcorp Industries, and COSCO Shipping International (Singapore) Co. Ltd. Currently, he is an Independent Director of Luxking Group Holdings Ltd and Metech International Ltd.

Mr Er holds a Master of Business Administration from Manchester Business School, University of Manchester. He also holds a Bachelor of Applied Science degree with honours in Electrical Engineering from University of Toronto, Canada.

### **Mr Timothy John Goodchild**

(Independent Director)

Mr Goodchild is an Independent Director of the Company. He was appointed to the Board on 5 December 2025.

Mr Goodchild brings over 30 years of experience in public policy, telecommunications regulation, and government relations, spanning roles in Singapore, New Zealand, and across Asia.

Mr Goodchild served for nearly two decades as Head of Regulatory Affairs at StarHub Ltd, where he was responsible for regulatory strategy, licensing, interconnection matters, compliance, content approvals and engagement with telecoms and broadcasting regulators. He was a direct report to the CEO and a member of the Senior Leadership Team.

Prior to StarHub, he held regional regulatory leadership roles at Equant (Orange Group) and Sanbao Telecom, covering markets from Pakistan to Japan, Southeast Asia and the Pacific. He also previously served in regulatory advisory positions with the Telecommunications Authority of Singapore, Telecom New Zealand, and the New Zealand Ministry of Commerce, where he contributed to telecommunications policy and sector privatization.

Mr Goodchild holds a Bachelor of Arts (Honours) in Economics from the Victoria University of Wellington, New Zealand.

**Ms Ng Chern Nee**  
(Independent Director)

Ms Ng is an Independent Director of the Company. She was appointed to the Board on 5 December 2025.

Ms Ng is a transformational business leader with over 30 years of experience across AI, cloud, cybersecurity, telecommunications, financial services and digital infrastructure in the Asia-Pacific region. She has founded, scaled and governed high-growth ventures, including Singlife Philippines, giving her deep experience in financial governance, regulatory compliance and enterprise risk management.

Ms Ng has held senior leadership roles including Managing Director (Singapore & Malaysia) at Google Cloud, General Manager (Public Sector) at Microsoft Asia Pacific, and Managing Director roles at NICE Systems. She has also advised governments and enterprises on AI strategy, sovereign cloud, sustainability and national-scale digital transformation.

She currently serves as Chairman of the Point Carbon Zero Forum, Chairman of the Microsoft ASEAN Government Cybersecurity Council, and holds board roles with Singlife Philippines, Twin Matrix and Di-Firm, as well as advisory positions in multiple technology and AI-driven organisations.

Ms Ng holds a BBA from Nanyang Technological University, and has completed executive programmes at MIT, INSEAD, and Stanford University. She is also a Certified Director with the Institute of Corporate Directors Philippines

**NUTRYFARM INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**CONDENSED CORPORATE GOVERNANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

NutryFarm International Limited (Under Judicial Management) (the “**Company**”) is committed to achieving a high standard of corporate governance within the Company and its subsidiaries (the “**Group**”) by conforming to the principles and the provisions set out in the Code of Corporate Governance 2018 of Singapore (the “**Code**”).

The Corporate Governance Report (the “**Report**”) summarises the Company’s practices that were in place during the financial year ended 30 September 2023 (“**FY2023**”), with reference to the principles and provisions set out in the Code, pursuant to Rule 710 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Rules**”). The Company has complied with the principles and the provisions of the Code except otherwise explained. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.

The Company was placed under judicial management on 28 June 2022 on the Judicial Management Order (the “**JMO period**”) and Mr Chan Yee Hong, care of CLA Global TS Risk Advisory Pte. Ltd. (formerly Nexia TS Risk Advisory Pte. Ltd.), was appointed as the judicial manager of the Company. On 6 September 2023, Mr Chan Yee Hong (the “**Former JM**”) was given leave to resign from office as the judicial manager of the Company, and Ms Ellyn Tan Huixian (the “**Judicial Manager**”) care of Forvis Mazars Consulting Pte. Ltd., was appointed as the judicial manager of the Company. Following which, the Judicial Manager has assisted to manage the affairs and business of the Company. Under Section 99 (2) of the Insolvency, Restructuring and Dissolution Act 2018 of Singapore (the “**IRDA**”), all powers conferred and duties imposed on the directors of the Company (the “**Board**” or the “**Directors**”) by the IRDA, the Companies Act 1967 of Singapore, or by the constitution of the Company, must be exercised and performed by the Judicial Manager and not by the Directors.

As the Board’s powers were suspended during FY2023 pursuant to the Company being placed under judicial management, the Board is unable to express comment on corporate governance practices during the financial year under review.

On 19 January 2026, the Judicial Manager filed an application with the Singapore High Court for the discharge of the Company from judicial management. The Singapore High Court granted the application, and the Company was formally discharged from judicial management on 2 February 2026, upon which management and control of the Company were returned to the Board of Directors.

**A. BOARD MATTERS**

**Principles 1, 2, 3, 4, and 5 of the Code**

The following principles were not applicable during the JMO period given there were no board meetings, and all powers conferred and duties imposed on the Directors have been exercised and performed by the Judicial Manager:

- Principle 1: The Board’s Conduct of Affairs

Provision 1.5 – Board meetings, attendance and multiple commitments

It is noted that the Board consists of nine (9) directors in FY2023 as detailed in the table below:

<b>Director</b>	<b>Designation(s)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Niu Liming	Executive Director, Chief Executive Officer	19 December 2022 (Re-appointed on 5 December 2025)	Present
Er Kwong Wah	Lead Independent Director	23 May 2023 (Re-appointed on 5 December 2025)	Present
Terence Luk Chung Po	Non-Executive Director	8 March 2022	3 October 2022
Lim Swee Hua David	Independent Director	2 January 2022	12 October 2022
	AC Chairman	2 January 2022	12 October 2022
	RC member	2 January 2022	12 October 2022
	NC member	2 January 2022	12 October 2022

**NUTRYFARM INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**CONDENSED CORPORATE GOVERNANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

<b>Director</b>	<b>Designation(s)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Ng Fang Yao	Independent Director	21 March 2022	19 December 2022
	NC Chairman	21 March 2022	19 December 2022
	AC member	21 March 2022	19 December 2022
	RC member	21 March 2022	19 December 2022
Luo Shi Yao	Executive Director	1 April 2022	19 December 2022
Chua Siong Kiat	Independent Director	19 December 2022	4 April 2023
Hwang Kin Soon Ignatius	Independent Director	23 May 2023	10 March 2024
	RC Chairman	23 May 2023	10 March 2024
Seah Chee Wei	Independent Director	23 May 2023	15 January 2024
	AC Chairman	23 May 2023	15 January 2024

- Principle 2: Board Composition and Guidance
- Principle 3: Chairman and Chief Executive Officer
- Principle 4: Board Membership
- Principle 5: Board Performance

As the Company is under judicial management during the year under review, the Judicial Manager has reviewed the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 30 September 2023, as well as the Independent Auditor's Report thereon.

## **B. REMUNERATION MATTERS**

### **Principle 6, 7, and 8 of the Code**

The following principles were not applicable during the JMO period as the Board was suspended, and all powers conferred and duties imposed on the Directors were exercised and performed by the Judicial Manager:

- Principle 6: Procedures for Developing Remuneration Policies
- Principle 7: Level and Mix of Remuneration
- Principle 8: Disclosure on Remuneration

Following the resignation of the former Directors and the placement of the Company under judicial management, the Company does not have a Remuneration Committee. Consequently, there were no Board or committees level reviews of remuneration matters in respect of Directors and Key Management Personnel during the year under review.

## **C. ACCOUNTABILITY AND AUDIT**

### **Principle 9 of the Code**

- Principle 9: Risk Management and Internal Controls

During FY 2023, the Judicial Manager has taken over and is actively involved in the day-to-day affairs and business of the Company. Accordingly, the Judicial Manager has assessed the Company's current risk management and internal control systems and have continued the systems set in place in view of its adequacy and effectiveness.

### **Principle 10 of the Code**

The following principle was not applicable during the JMO period as the Board was suspended, and all powers conferred and duties imposed on the Directors were exercised and performed by the Judicial Manager:

- Principle 10: Audit Committee

Following the resignation of the former Directors and the placement of the Company under judicial management, the Company does not have an Audit Committee. Consequently, there were no reviews of audit matters by the Board or the Audit Committee during the year under review.

**NUTRYFARM INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**CONDENSED CORPORATE GOVERNANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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For FY 2023, the Judicial Manager has taken over and is actively involved in the day-to-day affairs and business of the Company. In this capacity, the Judicial Manager has assessed, amongst others, (i) the adequacy and effectiveness of the Company's internal audit function, including its risk management and internal control systems, and has continued the systems set in place in view of its adequacy and effectiveness, (ii) the independence and objectivity of the external auditors and is satisfied with their independence and objectivity, and (iii) the Company's whistleblowing policy and has continued to oversee and monitor the whistleblowing policy.

**D. SHAREHOLDER RIGHTS AND ENGAGEMENT**

**Principle 11, 12, and 13 of the Code**

- Principle 11: Shareholder Rights and Conduct of General Meetings
- Principle 12: Engagement with Shareholders

For FY 2023, the Judicial Manager aims to provide the shareholders with a balanced and understandable assessment of the Company's and the Group's performance, position, and prospects.

All shareholders are treated fairly, and equitably, and the Company facilitates the exercise of ownership rights by all shareholders, by striving to keep shareholders informed, in a timely manner, of changes in the Group or its business which would be likely to materially affect the price or value of the Company's shares.

At general meetings, all shareholders are entitled to attend, participate effectively in and vote at general meetings of shareholders. Where shareholders are unable to attend in person, they can appoint a proxy to attend and vote on their behalf. Shareholders are informed of general meetings through the Annual Reports or circulars sent to them, and/or through notices in the newspapers and via SGXNet. The rules governing such meetings and voting procedures are set out in the notice of general meetings. At the general meetings, the voting procedures are explained to shareholders at the start of each meeting, before the resolutions are read and put to vote.

The Company encourages shareholders to participate and vote at general meetings. Shareholders are informed of the rules, including voting procedures, that govern the general meetings. At the Annual General Meetings ("AGM"), all shareholders are given the opportunity to voice their views and to direct queries regarding the Group to the Judicial Manager, who will be present at the AGMs, and is available to address the shareholders' questions.

All shareholders of the Company can download the Annual Report and the notice of AGM from SGXNet. The notice is also advertised in a local newspaper and made available on the SGXNet at <http://www.sgx.com/securities/company-announcements>.

The Company's Bye-Laws allow the shareholders to appoint proxies to attend and vote in their stead at general meetings. Pursuant to Bye-Laws 84 of the Company's Bye-Laws, the shareholders holding two (2) or more shares may appoint not more than two (2) proxies to attend and vote at the same general meeting. When a shareholder appoints more than one (1) proxy, he or she shall specify the proportion of his or her shareholding to be presented by each proxy.

The Company has not amended its Bye-Laws to provide for absentia voting methods. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of the shareholders' identities through the web are maintained.

The Company ensures that there are separate resolutions at general meetings on each distinct issue, and puts each resolution to vote by poll, with an announcement of the detailed results showing the number of votes cast for and against each resolution and the respective percentages.

Minutes of general meetings of shareholders, which shall include substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Judicial Manager, would be published on SGXNet as soon as practicable.

**NUTRYFARM INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**CONDENSED CORPORATE GOVERNANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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The Company does not have a dividend policy currently in place. In deciding whether to declare any dividends in a given financial year, the Company takes into account, *inter alia*, maximising shareholder value in the long term, the profits of the Company in a given year, future development and investment plans of the Company, projected capital expenditure, the market outlook for each of the Company's areas of business, and the Company's expected performance in the coming financial year. For FY2023, no dividends will be declared to the shareholders.

Although the Company does not have formal investor relations policy, the Company recognises that effective communication can highlight transparency and enhance accountability to its shareholders and investors. The Company maintains a high standard of disclosure by providing information to its shareholders and investors on a timely basis via SGXNet announcements and press releases. In disclosing information to its shareholders and investors, the Company aims to be as descriptive, detailed, and forthcoming as possible, so as to, *inter alia*, provide sufficient information to all shareholders and investors to keep them abreast of latest developments in relation to the Company and to facilitate the exercise of ownership rights by all shareholders and investors. The Company ensures that it does not practice selective disclosure of material information. If inadvertent disclosure is made to a select group of shareholders and/or investors, the Company will make the same disclosure publicly to all others as promptly as possible. The Company ensures that price-sensitive information is publicly released and announced on an immediate basis where required under the Listing Rules. Such information includes information relating to changes in the Company or its business which would be likely to materially affect the price or value of the Company's shares. Where an immediate announcement is not possible, the announcement is made as soon as possible to ensure that shareholders, investors, and the public have fair access to information. At shareholders' meetings, the Judicial Manager also seeks for the views, comments, and input of the Company's shareholders and investors, to better understand and address their specific concerns.

While the Company does not have a dedicated investor relation team, the Judicial Manager actively undertakes efforts to engage with investors. Such investor relations engagement efforts may include meetings with investors.

**E. MANAGING STAKEHOLDERS RELATIONSHIPS**

**Principle 13 of the Code**

- Principle 13: Engagement with Stakeholders

Apart from shareholder engagement, the Company regards fostering relationship with other stakeholders, such as business partners, surrounding communities, customers, employees, and regulators, an important element in achieving long-term sustainable business performance.

**F. MATERIAL CONTRACTS**

**Listing Rule 1207(8)**

The Judicial Manager is not aware of any material contracts entered into by the Company or its subsidiaries and in which the CEO or any director or controlling shareholders were interested in subsisting at the end of FY2023.

**G. RISK MANAGEMENT**

**Listing Rule 1207(4)(b)(iv)**

The Company does not have a Risk Management Committee. However, the Judicial Manager regularly reviews the Company's business and operational activities to identify areas of significant business risk as well as appropriate measures to control and mitigate these risks.

For FY 2023, the Judicial Manager has also taken over and has been actively involved in the day-to-day affairs and business of the Company, and has assessed the Company's internal audit function, which includes risk management and internal control systems, has continued the system set in place in view of its adequacy and effectiveness.

**NUTRYFARM INTERNATIONAL LIMITED  
AND ITS SUBSIDIARIES**

**CONDENSED CORPORATE GOVERNANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**H. INTERESTED PERSON TRANSACTIONS**

**Listing Rule 907**

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the Judicial Manager and that the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders. There was no interested person transactions entered into during FY2023.

<b>FINANCIAL CONTENTS</b>	<b>PAGE</b>
Judicial Manager's Statement	14 – 16
Independent Auditor's Report	17 – 19
Consolidated Statement of Profit or Loss and Other Comprehensive Income	20
Balance Sheets	21
Consolidated Statement of Changes in Equity	22
Statement of Changes in Equity	23
Consolidated Statement of Cash Flows	24
Notes to the Financial Statements	25 – 85

## NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

### JUDICIAL MANAGER'S STATEMENT FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

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The Judicial Manager presents this statement together with the consolidated financial statements of NutryFarm International Limited (Under Judicial Management) (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the financial year ended 30 September 2023 and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2023 (“**FY2023**”).

The Company has been placed under judicial management on 28 June 2022 and Mr Chan Yee Hong (the “**Former JM**”), care of CLA Global TS Risk Advisory Pte. Ltd. (formerly Nexia TS Risk Advisory Pte Ltd), was appointed as the judicial manager of the Company. On 6 September 2023, the Former JM was given leave to resign from office as the judicial manager of the Company, and Ms Ellyn Tan Huixian (the “**Judicial Manager**”), care of Forvis Mazars Consulting Pte. Ltd., was appointed as the judicial manager of the Company. Since then, the Judicial Manager has been managing the affairs, businesses and properties of the Company in order to achieve, amongst others, the survival of the Company, a more advantageous realisation of the assets of the Company and/or a restructuring of the debts and liabilities via a scheme of arrangement with its creditors and principal lender.

As at the date of this report, the ability of the Group and the Company to continue in operations as a going concern and to meet their financial obligations as and when they fall due is subject to the matters set out in Note 3 to the financial statements. For the avoidance of doubt, and as further described below, the Judicial Manager is not in a position to, and does not opine on, the ability of the Group and the Company to continue in operations as a going concern and to meet their financial obligations as and when they fall due.

Pursuant to Section 99(2) of the Insolvency, Restructuring and Dissolution Act 2018, during the period in which a company is in judicial management (the “**judicial management period**”), all powers conferred and duties imposed on the directors of the Company by the Insolvency, Restructuring and Dissolution Act 2018 or the Companies Act 1967, or by the constitution of the company, must be exercised and performed by the Judicial Manager and not by the directors, but nothing in this subsection of the Insolvency, Restructuring and Dissolution Act 2018 requires the Judicial Manager to call any meetings of the company. The Judicial Manager acts solely as an agent of the Company and disclaims all personal liability.

The Judicial Manager highlights that the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2023 were prepared by the management of the Company based on records and financial information available. The Judicial Manager is not in a position to provide representations, warranties, or assurances regarding the accuracy, completeness, or compliance of these financial statements with International Financial Reporting Standards. The Judicial Manager does not make or purport to make any statement in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2023, or any statement upon which a statement in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2023 is based, and makes no representation regarding any statement in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2023. The Judicial Manager expressly disclaims and takes no responsibility for any liability to any person which is based on, or arises out of, any statement, information or opinions in, or omission from, in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2023.

Without prejudice to the generality of the foregoing, and notwithstanding anything in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2023, the Judicial Manager is not in a position to, and does not opine on, the Group's and the Company's ability to continue as going concern.

Further details on the basis of preparation of these financial statements are set out in Note 2.1 and Note 3 to the financial statements.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**JUDICIAL MANAGER'S STATEMENT (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**Directors**

The Directors of the Company in office at the date of this report are:

Mr Niu Liming	Executive Director and Chief Executive Officer (appointed on 19 December 2022 and re-elected on 5 December 2025)
Mr Er Kwong Wah	Lead Independent Director (appointed on 23 May 2023 and re-elected on 5 December 2025)
Mr Kelvin Chow Chung Yip	Independent Director (appointed on 5 December 2025)
Mr Timothy John Goodchild	Independent Director (appointed on 5 December 2025)
Ms Ng Chern Nee	Independent Director (appointed on 5 December 2025)

Please note that, while Mr Niu, Mr Er, Mr Chow, Mr Goodchild and Ms Ng are the Company's directors, the Company's Board is functus officio for as long as the Company remains under judicial management.

**Directors' interests**

According to the Register of Directors' Shareholdings kept by the Company, the Directors of the Company who held office at the end of the financial year (including those held by their spouses and infant children) had no interests in shares, debentures, warrants and share options in the Company and the related corporations.

The Directors' interest in the ordinary shares of the Company as at 21 October 2023 were the same as those at 30 September 2023.

Except as disclosed above and under the "Incentive Shares" section of this report, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Except for salaries, bonuses and fees and those benefits that are disclosed in this report and in Notes 7 and 8 to the financial statements, since the end of the last financial period, no Director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the Directors, or with a firm of which he is a member or with a company in which he has substantial financial interest.

**Share options**

No option to take up unissued shares of the Company or its subsidiary corporations was granted during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations whether granted before or during the financial year.

There were no unissued shares of the Company or its subsidiary corporations under option at the end of the financial year.

**Shares granted during the financial year**

No shares were issued during the financial year ended 30 September 2023.

**Warrants**

There were no warrants granted by the Company during the financial year ended 30 September 2023.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**JUDICIAL MANAGER'S STATEMENT (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**Audit Committee**

After the Company was placed under judicial management, there were only 2 directors as at 30 September 2023. Given that the directors were functus officio during the judicial management period, there was no audit committee for the financial year ended 30 September 2023.

On behalf of NutryFarm International Limited (Under Judicial Management),

Ellyn Tan Huixian  
Judicial Manager

Date: 7 January 2026

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)**

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**Report on the Audit of the Financial Statements**

**Disclaimer of Opinion**

We were engaged to audit the financial statements of NutryFarm International Limited (Under Judicial Management) (the “**Company**”) and its subsidiaries (the “**Group**”), which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 30 September 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including a summary of accounting policy information.

We do not express an opinion on the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company. Because of the significance of the matters 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**

1. Opening balances

Our independent auditor's report dated 27 October 2025 expressed a disclaimer of opinion on the financial statements for the financial year ended 30 September 2022. An extract of our basis for disclaimer of opinion is disclosed in Note 32 to the financial statements.

In view of the matters described in the *Basis for Disclaimer of Opinion* on the financial statements for the financial year ended 30 September 2022, we were unable to determine whether the opening balances as at 1 October 2022 are fairly stated. As these opening balances as at 1 October 2022 affect the determination of the financial performance, balance sheet, changes in equity and cash flows of the Group and the Company for the financial year ended 30 September 2023, we were unable to determine whether any adjustments and/or disclosures might have been necessary in respect to the financial performance, balance sheet, changes in equity and cash flows of the Group and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2023.

We also do not express an opinion on the current financial year's financial statements because of the possible effects of these matters on the comparability of the current financial year's figures and the corresponding figures.

2. Limitation of scope

We were unable to, and have not, performed an audit in accordance with the Singapore Standards on Auditing on the consolidated financial statements of the Group, and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2023, as the accounting records and supporting documentation necessary for the audit were not made available since the Company was placed under judicial management order from 28 June 2022, as disclosed in Note 1 to the financial statements.

As a result, we were unable to perform audit procedures to determine whether the Group and the Company have rights to, and obligations for, the assets and liabilities; and to verify the occurrences, cut-off, completeness, accuracy, validity, valuation, classification, and disclosure of the transactions and balances presented in the financial statements of the Group and the Company, including the balances and transactions as disclosed in Note 30 to the financial statements. We were also unable to carry out the necessary audit procedures to verify the completeness of the review of subsequent events from 30 September 2023 up to the date of this audit report. Consequently, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements of the Group and the balance sheet and changes in equity of the Company for the financial year ended 30 September 2023.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)**

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**Report on the Audit of the Financial Statements** (continued)

**Basis for Disclaimer of Opinion** (continued)

3. Notice of compliance

As disclosed in Note 29 to the financial statements, as required by Singapore Exchange Securities Trading Limited, FTI Consulting Pte Ltd was appointed as an independent reviewer to conduct an investigation on events which began prior to year 2019. The investigation report was issued on 11 December 2025. As further disclosed in Note 29, SGX RegCo will investigate the potential listing rule breaches identified in the report. The Company has commenced an originating claim against its former directors and third parties in the High Court of the Republic of Singapore, for among others, breaches of fiduciary duties owed to the Company as well as claims for dishonest assistance or knowing receipt.

As of the date of this report, the outcome of SGX RegCo investigations and legal proceedings by the company against the former directors and third parties have not been concluded. Consequently, we were unable to determine whether any adjustments to, or additional disclosures in, the accompanying financial statements of the Group and the Company might be necessary in respect of the findings of the investigation and proceedings, and we do not express an opinion on this matter in the financial statements.

4. Contingent liabilities

As disclosed in Note 31 to the financial statements, the Company received Settlement Agreements relating to potential customers compensation. As of the date of this report, no compensation claims have been filed against the Company, and no provision for any liability has been made in these financial statements.

We were unable to obtain sufficient appropriate audit evidence regarding the status and outcome of these potential claims. Consequently, we were unable to determine whether any adjustments might be necessary in respect of these claims, and we do not express an opinion on this matter in the financial statements.

5. Appropriateness of the going concern assumption

As disclosed in Note 3 to the financial statements, the Group incurred a net loss of HK\$69,595,000 (2022: HK\$81,454,000) and recorded net cash used in operating activities amounting to HK\$4,706,000 (2022: HK\$27,340,000) for the financial year ended 30 September 2023. As at that date, the Group's total liabilities and current liabilities exceeded its total assets and current assets by HK\$203,658,000 and HK\$203,699,000 respectively (2022: HK\$133,478,000 and HK\$148,536,000). The Company's total liabilities and current liabilities exceeded its total assets and current assets by HK\$252,150,000 and HK\$252,723,000 respectively (2022: HK\$166,001,000 and HK\$226,847,000).

As disclosed in Note 1, the High Court of Singapore granted an order placing the Company under judicial management on 28 June 2022. The Judicial Manager is not in a position to, and does not opine on, the Group's and the Company's ability to continue as going concerns. As further disclosed in Note 3, the Group and the Company are currently undergoing restructuring activities, which remain ongoing as at the date of this report. The ability of the Group and the Company to continue as going concerns depends on the successful completion of the restructuring activities (refer to Note 3 to the financial statements), including securing financing from investors and financial institutions to meet their operational and development needs. However, the outcome of the restructuring activities is inherently uncertain, and the actual results of these plans may differ materially from management's assumptions and projections. Due to these material uncertainties and the lack of sufficient appropriate audit evidence to support the feasibility and execution of the restructuring plans, we were unable to conclude on the appropriateness of the use of the going concern basis of accounting.

The financial statements have been prepared on a going concern basis and do not include any adjustments that might be necessary should the Group and the Company be unable to continue as going concerns. If the going concern basis is no longer appropriate, adjustments may be required to reduce the carrying amounts of assets to their recoverable amounts, to provide for further liabilities, and to reclassify non-current assets and liabilities as current. No such adjustments have been made.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)**

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**Report on the Audit of the Financial Statements** (continued)

**Other Matters**

In our opinion, 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 Companies Act 1981 of Bermuda (the "Act") to be kept by the Company have been properly kept in accordance with the provisions of the Act.

**Responsibilities of the Judicial Manager and the Management of the Company's subsidiaries for the Financial Statements**

The Judicial Manager and the management of the Company's subsidiaries are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as the Judicial Manager and the management of the Company's subsidiaries determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Judicial Manager and the management of the Company's subsidiaries are 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 the Judicial Manager either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The responsibilities of the Judicial Manager and the management of the Company's subsidiaries include overseeing the Group's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our responsibility is to conduct an audit of the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company 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 Company in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (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.

The engagement partner on the audit resulting in this independent auditor's report is Chan Rouh Ting.

**Nexia Singapore PAC**  
Public Accountants and  
Chartered Accountants  
Singapore

Date: 7 January 2026

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

	Note	Group	
		2023 HK\$'000	2022 HK\$'000 (Reclassified)
<b>Continuing operations</b>			
Revenue	4	4,080	-
Cost of sales		(3,861)	-
<b>Gross profit</b>		219	-
Other income/(expenses):			
- Interest income		1	-
- Others	5	1,947	2,695
- Net impairment losses on financial assets	25(b)	(1,402)	(35,054)
Administrative expenses		(26,397)	(21,298)
Finance costs	6	(14,967)	(12,000)
<b>Loss before tax</b>	7	(40,599)	(65,657)
Tax expenses	9	-	-
<b>Loss for the financial year from continuing operations</b>		(40,599)	(65,657)
<b>Discontinued operations</b>			
Loss from discontinued operations	11	(28,996)	(15,797)
<b>Total loss</b>		<b>(69,595)</b>	<b>(81,454)</b>
<b>Other comprehensive (loss)/income</b>			
<i>Items that are or may be reclassified subsequently to profit or loss:</i>			
Currency translation differences arising on consolidation		(5,007)	8,696
Reclassification of currency translation differences on discontinued operations		4,422	-
<b>Other comprehensive (loss)/income for the financial year, net of tax</b>		<b>(585)</b>	<b>8,696</b>
<b>Total comprehensive loss for the financial year</b>		<b>(70,180)</b>	<b>(72,758)</b>
<b>Loss attributable to:</b>			
Equity holders of the Company		(69,570)	(81,454)
Non-controlling interests		(25)	-
<b>Loss for the financial year</b>		<b>(69,595)</b>	<b>(81,454)</b>
<b>Loss attributable to equity holders of the Company relates to:</b>			
Loss from continuing operations		(40,599)	(65,657)
Loss from discontinued operations		(28,971)	(15,797)
		(69,570)	(81,454)
<b>Total comprehensive loss attributable to:</b>			
Equity holders of the Company		(70,155)	(72,758)
Non-controlling interests		(25)	-
<b>Total comprehensive loss for the financial year</b>		<b>(70,180)</b>	<b>(72,758)</b>
<b>Loss per share for loss attributable to equity holders of the Company (cents per share)</b>			
Basic and Diluted – from continuing operations	10	(29.54)	(48.51)
Basic and Diluted – from discontinued operations	10	(21.09)	(11.06)

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

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**BALANCE SHEETS  
AS AT 30 SEPTEMBER 2023**

	Note	Group		Company	
		2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Non-current assets</b>					
Investment in subsidiaries	11	-	-	573	60,846
Property, plant and equipment	12	25	13,986	-	-
Other receivables	16	20	1,092	-	-
		<u>45</u>	<u>15,078</u>	<u>573</u>	<u>60,846</u>
<b>Current assets</b>					
Inventories	14	-	15,300	-	-
Trade receivables	15	824	15,210	-	-
Other receivables	16	73	14,634	71	13
Amount due from subsidiaries	11	-	-	-	-
Tax recoverable		24	-	-	-
Cash and bank balances		48	34,423	1	-
		<u>969</u>	<u>79,567</u>	<u>72</u>	<u>13</u>
<b>Current liabilities</b>					
Trade and other payables	17	56,603	70,502	54,486	37,466
Borrowings	19	148,065	153,106	131,390	121,704
Amounts due to subsidiaries	11	-	-	66,919	67,690
Tax payable		-	4,495	-	-
		<u>204,668</u>	<u>228,103</u>	<u>252,795</u>	<u>226,860</u>
<b>Net current liabilities</b>		<u>(203,699)</u>	<u>(148,536)</u>	<u>(252,723)</u>	<u>(226,847)</u>
<b>Non-current liabilities</b>					
Provision for employee benefits		4	20	-	-
		<u>4</u>	<u>20</u>	<u>-</u>	<u>-</u>
<b>Net liabilities</b>		<u>(203,658)</u>	<u>(133,478)</u>	<u>(252,150)</u>	<u>(166,001)</u>
<b>Equity</b>					
Share capital	22	13,742	13,742	13,742	13,742
Other reserves	23	474,691	429,771	473,362	481,949
Accumulated losses		(692,091)	(577,016)	(739,254)	(661,692)
Equity attributable to equity holders of the Company		<u>(203,658)</u>	<u>(133,503)</u>	<u>(252,150)</u>	<u>(166,001)</u>
Non-controlling interests		-	25	-	-
<b>Total deficit</b>		<u>(203,658)</u>	<u>(133,478)</u>	<u>(252,150)</u>	<u>(166,001)</u>

The accompanying notes form an integral part of the financial statements

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

Group	Attributable to equity holders of the Company						Total	Non-controlling interests	Total deficit
	Share capital	Share premium	Contributed surplus reserve	Fair value reserve	Currency translation reserve	Accumulated losses			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000			
Balance at 1 October 2021	13,742	352,500	119,560	(45,505)	(5,480)	(495,562)	(60,745)	25	(60,720)
Loss for the financial year	-	-	-	-	-	(81,454)	(81,454)	-	(81,454)
Other comprehensive income for the financial year, net of tax:									
- Currency translation differences arising on consolidation	-	-	-	-	8,696	-	8,696	-	8,696
Total comprehensive income/(loss) for the year	-	-	-	-	8,696	(81,454)	(72,758)	-	(72,758)
Balance at 30 September 2022	13,742	352,500	119,560	(45,505)	3,216	(577,016)	(133,503)	25	(133,478)
Discontinued operations (Note 11(d))	-	-	-	45,505	-	(45,505)	-	-	-
Loss for the financial year	-	-	-	-	-	(69,570)	(69,570)	(25)	(69,595)
Other comprehensive loss for the financial year, net of tax:									
- Currency translation differences arising on consolidation	-	-	-	-	(5,007)	-	(5,007)	-	(5,007)
-Reclassification of currency translation differences on disposal and loss of control of subsidiaries	-	-	-	-	4,422	-	4,422	-	4,422
Total comprehensive loss for the year	-	-	-	-	(585)	(69,570)	(70,155)	(25)	(70,180)
<b>Balance at 30 September 2023</b>	<b>13,742</b>	<b>352,500</b>	<b>119,560</b>	<b>-</b>	<b>2,631</b>	<b>(692,091)</b>	<b>(203,658)</b>	<b>-</b>	<b>(203,658)</b>

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

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

	Share capital	Share premium	Contributed surplus reserve	Currency translation reserve	Accumulated losses	Total equity /(deficit)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Company</b>						
Balance at 1 October 2021	13,742	352,500	119,560	(3,773)	(469,738)	12,291
Loss for the financial year	-	-	-	-	(191,954)	(191,954)
Other comprehensive income for the financial year, net of tax						
- Currency translation differences arising from translation into the presentation currency	-	-	-	13,662	-	13,662
Total comprehensive income/(loss) for the year	-	-	-	13,662	(191,954)	(178,292)
Balance at 30 September 2022	13,742	352,500	119,560	9,889	(661,692)	(166,001)
Loss for the financial year	-	-	-	-	(77,562)	(77,562)
Other comprehensive loss for the financial year, net of tax:						
- Currency translation differences arising from translation into the presentation currency	-	-	-	(8,587)	-	(8,587)
Total comprehensive loss for the year	-	-	-	(8,587)	(77,562)	(86,149)
<b>Balance at 30 September 2023</b>	<b>13,742</b>	<b>352,500</b>	<b>119,560</b>	<b>1,302</b>	<b>(739,254)</b>	<b>(252,150)</b>

The accompanying notes form an integral part of the financial statements

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

	Group	
	2023 HK\$'000	2022 HK\$'000 (Reclassified)
<b>Cash flows from operating activities</b>		
Loss after tax from continuing operations	(40,599)	(65,657)
Loss after tax from discontinued operations	(28,996)	(15,797)
Total loss	(69,595)	(81,454)
Adjustments for:		
Tax expenses	-	3,832
Amortisation of intangible assets	-	633
Net impairment losses on financial assets	1,402	35,054
Net impairment losses on property, plant and equipment	26	-
Net impairment losses on inventories	3,785	-
Loss on discontinued operations (Note 11)	28,996	-
Interest expense	14,967	15,806
Reversal of provisions for employee benefits	(16)	-
Foreign exchange (gain)/loss	(54)	11,827
Operating cash flows before changes in working capital	(20,489)	(14,302)
Changes in operating assets and liabilities:		
Trade and other receivables	13,101	(12,571)
Trade, other payables and contract liabilities	2,682	(467)
Cash used in operations	(4,706)	(27,340)
Tax paid	-	-
<b>Net cash used in operating activities</b>	(4,706)	(27,340)
<b>Cash flows from investing activities</b>		
Purchases of property, plant and equipment	(11)	(9)
Net cash outflow on discontinued operations (Note 11)	(33,728)	-
<b>Net cash used in investing activities</b>	(33,739)	(9)
<b>Cash flows from financing activities</b>		
Proceeds from loans from third parties	4,174	-
(Repayment) / Proceeds from loans from related parties	(104)	16,779
<b>Net cash generated from financing activities</b>	4,070	16,779
<b>Net decrease in cash and cash equivalents</b>	(34,375)	(10,570)
Cash and cash equivalents at beginning of financial year	34,423	48,290
Effect of foreign exchange rate changes	-	(3,297)
<b>Cash and cash equivalents at end of financial year</b>	48	34,423

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

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

**1. Corporate information**

NutryFarm International Limited (Under Judicial Management) (the “**Company**”) is a company incorporated in Bermuda with limited liability under the Bermuda Companies Act 1981 and has its registered office at Victoria Place, 5<sup>th</sup> floor, 31 Victoria Street, Hamilton HM 10, Bermuda. The Company’s principal office in Hong Kong is located at Room 1916, 19/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The principal activity of the Company is that of investment holding. The principal activities of its subsidiaries are disclosed in Note 11.

*Judicial management*

On 19 May 2022 the Company was served with an originating summons by one of its major creditors, Corpbond IV Ltd (“**Corpbond**”) in the High Court of Singapore, which sought for the Company to be placed under judicial management. The High Court of Singapore granted an interim judicial management order on 10 June 2022, followed by a formal judicial management order on 28 June 2022.

Subsequently extensions of the judicial management order were granted as follows:

- First extension: until 24 June 2023
- Second extension: until 10 August 2023
- Third extension: until 10 November 2023
- Fourth extension: until 10 March 2024
- Fifth extension: until 10 September 2024
- Sixth extension: interim extensions of till 21 October 2024, till 22 October 2024, 28 October 2024, 25 November 2024, 20 January 2025, 3 March 2025, 17 March 2025, 1 April 2025, 2 April 2025 and until 2 July 2025.
- Seventh extension: until 2 November 2025
- Eighth extension: until 2 February 2026

During the period of the Company under Judicial Management, all powers conferred and duties imposed on the directors of the Company by the Insolvency, Restructuring and Dissolution Act 2018 or the Companies Act 1967 or by the constitution of the Company, must be exercised and performed by the Judicial Manager and not by the directors of the Company, but nothing requires the Judicial Manager to call any meetings of the Company.

**2. Summary of significant accounting policies**

**2.1 Basis of preparation**

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are presented in Hong Kong Dollar (“**HK\$**”) and all financial information presented in Hong Kong Dollar are rounded to the nearest thousand (HK\$’000) except when otherwise indicated. The financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) issued by the International Accounting Standards Board (“**IASB**”). The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management’s best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from these estimates.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

**2. Summary of significant accounting policies (continued)**

**2.1 Basis of preparation (continued)**

*Use of estimates and judgements*

The 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 only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 3.

The carrying amounts of cash and bank balances, trade and other current receivables and payables approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

**2.2 Adoption of new and revised International Financial Reporting Standards and interpretations of the International Financial Reporting Standards Interpretations Committee**

**(a) New and amended standards adopted by the Group**

In the current financial year, the Group has adopted all the new and revised IFRS issued by the IASB and interpretations of the International Financial Reporting Standards Interpretations Committee (“**IFRIC Interpretations**”) that are relevant to its operations and effective for the current financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective IFRS and IFRIC Interpretations.

The adoption of these new and revised IFRS and IFRIC Interpretations did not have any material effect on the financial results or position of the Group and the Company.

**(b) New standards, amendments and interpretations to existing standards that are issued, revised or amended but are not yet effective**

New standards, amendments to standards and interpretations that have been issued at the date of the authorisation of this financial statements but are not yet effective for the financial year ended 30 September 2023 have not been applied in preparing these financial statements.

Description	Effective for annual periods beginning on or after
Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies	1 January 2023
Amendments to IAS 8: Definition of Accounting Estimates	1 January 2023
Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to IAS 12: International Tax Reform – Pillar Two Model Rules	1 January 2023
Amendments to IAS 1: Presentation of Financial Statements: Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to IFRS 116: Leases: Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to IAS 7: Presentation of Financial Statements: Non-current Liabilities with Covenants	1 January 2024
Amendments to IAS 7, IFRS 7: Statement of Cash Flows and Financial Instruments: Disclosures: Supplier Finance Arrangements	1 January 2024
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability	1 January 2025

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

**2. Summary of significant accounting policies (continued)**

**2.2 Adoption of new and revised International Financial Reporting Standards and interpretations of the International Financial Reporting Standards Interpretations Committee (continued)**

**(b) New standards, amendments and interpretations to existing standards that are issued, revised or amended but are not yet effective (continued)**

Description	Effective for annual periods beginning on or after
Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to IFRS 9 and IFRS 7: Contracts Referencing Nature-dependent Electricity	1 January 2026
Annual improvements to IFRS – Volume 11	1 January 2026
IFRS 18: Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19: Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to IFRS 10 <i>Consolidated Financial Statements</i> and IAS 28 <i>Investments in Associates and Joint Ventures</i> : Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

The Group is in the process to assess the impact on the financial performance or financial position of the Group in the period of initial application.

**IFRS 18: Presentation and Disclosure in Financial Statements**

IFRS 18 sets out requirements on presentation and disclosures in financial statements and will replace IAS 1 “Presentation of Financial Statements”. IFRS 18 introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. Minor amendments to IAS 7 “Statement of Cash Flows” and IAS 33 “Earnings per Share” are also made.

IFRS 18, and the consequential amendments to other IFRS Accounting Standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted.

**2.3 Revenue recognition**

*Sale of goods*

The Group transfers control and recognises a sale when goods are delivered to their customers. Revenue from these sales is recognised based on the price specified in the contract. No element of financing is deemed present as the sales are made with a credit term of 30 to 90 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. A contract liability is recognised when there is advance consideration from customers. For protective reasons, a portion of the contract consideration is received upfront, and the remaining consideration is received from customers when goods are delivered to the customers. As such, no financing component has been recognised as the payment terms are for reasons other than financing.

*Interest income*

Interest income is recognised using the effective interest method.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.4 Subsidiaries**

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In the Company's balance sheet, investment in subsidiaries is accounted for at cost less accumulated impairment losses, if any. On disposal of the investment, the difference between disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

**2.5 Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the balance sheet date. Subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

Intragroup balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full.

Business combinations are accounted for using the acquisition method. The consideration transferred for the acquisition comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are recognised as expenses as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Any excess of the fair value of the consideration transferred in the business combination, the amount of any non-controlling interest in the acquiree (if any) and the fair value of the Group's previously held equity interest in the acquiree (if any), over the fair value of the net identifiable assets acquired is recorded as goodwill. Goodwill is accounted for in accordance with the accounting policy for goodwill stated in Note 2.6(a). In instances where the latter amount exceeds the former and the measurement of all amounts has been reviewed, the excess is recognised as gain on bargain purchase in profit or loss on the date of acquisition.

Non-controlling interests are that part of the net results of operations and of net assets of a subsidiary attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on an acquisition-by-acquisition basis whether to measure them at fair value, or at the non-controlling interests' proportionate share of the acquiree's net identifiable assets, at the acquisition date. All other non-controlling interests are measured at acquisition-date fair value or, when applicable, on the basis specified in another standard.

In business combinations achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies** (continued)

**2.5 Basis of consolidation** (continued)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amount of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributable to equity holders of the Company.

When a change in the Company's ownership interest in a subsidiary result in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill, non-controlling interests and other components of equity related to the subsidiary are derecognised. Amounts recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to accumulated profits if required by a specific IFRS.

Any retained equity interest in the previous subsidiary is remeasured at fair value at the date that control is lost. The difference between the carrying amount of the retained interest at the date control is lost, and its fair value is recognised in profit or loss.

The Group derecognises a subsidiary when it loses control, defined as the power to govern the financial and operating policies of the subsidiary to obtain benefits from its activities. Upon loss of control, the Group removes the subsidiary's assets, liabilities and non-controlling interests from the consolidated balance sheet, recognises any retained investment at its fair value, and recognises any resulting gain or loss in profit or loss. Any amounts previously recognised in other comprehensive income relating to the subsidiary are reclassified to profit or loss or transferred directly to retained earnings, as appropriate.

**2.6 Intangible assets**

(a) Goodwill

Goodwill is initially measured at cost and is subsequently measured at cost less any accumulated impairment losses.

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU") expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.6 Intangible assets (continued)**

(b) Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. These intangible assets are recognised separately from goodwill and are initially measured at their fair values as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets are not capitalised and the expenditure is charged to profit or loss in the financial year in which the expenditure is incurred.

Intangible assets with a finite useful life are amortised on a straight-line basis over their estimated useful lives. The amortisation period and amortisation method for an intangible asset with a finite useful life is reviewed at least at each balance sheet date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible asset with a finite useful life is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost of disposal and the value in use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

The estimated useful lives are as follows:

Patent	10 years
Customer relationship	5 years

**2.7 Property, plant and equipment**

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment initially recognised includes its purchase price, and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the assets.

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised.

Construction in progress is stated at cost less impairment losses. The cost comprises direct costs of materials and the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use. No depreciation is provided in respect of construction in progress until it is completed and ready for its intended use.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.7 Property, plant and equipment (continued)**

On disposal of a property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss.

Depreciation is calculated on a straight-line basis to write off the depreciable amount of property, plant and equipment over their expected useful lives. The estimated useful lives are as follows:

Leasehold land and buildings	2 to 50 years
Plant and machinery	10 years
Leasehold improvements	5 years
Furniture, fixtures and office equipment	3 to 5 years
Motor vehicles	3 to 4 years
Networking hardware and software	5 years

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

Fully depreciated assets are retained in the financial statements until they are no longer in use.

**2.8 Land use rights**

Land use rights are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Land use rights are amortised on a straight-line basis over the remaining years of rights allocated to use the land of 50 years.

The amortisation period and amortisation method are reviewed at least at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

**2.9 Impairment of non-financial assets excluding goodwill**

At each reporting date, the Group assesses the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A previously recognised impairment loss for an asset other than goodwill is only reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. A reversal of an impairment loss is recognised immediately in profit or loss.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.10 Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads based on normal operating capacity but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses.

**2.11 Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

*When a Group entity is the lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases (i.e. for leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low-value assets (e.g. leases of tablet and personal computers, small items of office equipment and telephones). For these exempted leases, the Group recognised the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liabilities comprise fixed lease payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

The lease liabilities are presented within "borrowings" in the balance sheets.

The lease liabilities are subsequently measured by increasing the carrying amount to reflect interest on the lease liabilities using the effective interest method, and reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying assets is available for use). The right-of-use assets comprise the initial measurement of the corresponding lease liabilities, lease payments made at or before the commencement date, initial direct cost, less any lease incentives received.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.11 Leases (continued)**

*When a Group entity is the lessee (continued)*

Right-of-use assets (continued)

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37 Provisions, Contingent Liabilities and Contingent Assets. To the extent that the cost relates to a right-of-use asset, the costs are included in the related right-of-use assets, unless those costs are incurred to produce inventories.

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented within “property, plant and equipment” in the balance sheets.

The Group applies IAS 36 Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 2.9.

**2.12 Income taxes**

Income tax on the profit or loss for the financial year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised outside profit or loss, either in other comprehensive income or directly in equity in which the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity respectively).

Current tax is the expected tax payable or recoverable on the taxable income for the current financial year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable or recoverable in respect of previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided using the liability method, on all temporary differences at the balance sheet date arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except where the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination, and at the time of the transaction, affects neither the accounting nor taxable profit or loss.

Deferred tax liability is provided on all taxable temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference can be controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the financial year when the asset is recognised or the liability is settled, based on currently enacted or substantively enacted tax rates at the balance sheet date.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.13 Financial assets**

(i) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date - the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value of the financial assets on initial recognition. Transaction costs directly attributable to acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss. Trade receivables without a significant financing component is initially measured at transaction prices.

(ii) Classification and measurement

All financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The Group classifies its financial assets in the following measurement categories:

- Amortised cost; and
- Fair value through other comprehensive income ("**FVOCI**").

The classification is based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group reclassifies financial assets when and only when its business model for managing those assets changes.

Subsequent measurement

*a. Debt instruments*

Debt instruments include cash and bank balances, trade receivables, other receivables (excluding prepayments and advances to suppliers) and amounts due from subsidiaries. The subsequent measurement category depends on the Group's business model for managing the asset and cash flow characteristics of the asset.

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("**EIR**") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income from these financial assets is included in interest income using the EIR method.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.13 Financial assets (continued)**

(ii) Classification and measurement (continued)

Subsequent measurement (continued)

*b. Equity investments*

The Group subsequently measures all its equity instruments at their fair values.

The Group has designated all of its equity investments that are not held for trading as FVOCI at initial recognition. Gains and losses arising from changes in fair value of these equity investments classified as FVOCI are presented as “fair value gains/losses” in other comprehensive income and accumulated in fair value reserve and will never be reclassified to profit or loss. On disposal of an equity investment, the difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income. Fair value reserve relating to the disposed asset would be transferred to accumulated losses upon disposal. Dividends from equity investments are recognised in profit or loss and presented in “other income”. Equity investments classified as FVOCI are not subject to impairment assessment.

(iii) Impairment

The Group recognises an allowance for expected credit losses (“ECLs”) for financial assets carried at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets that do not have a significant financing component, the Group applies a simplified approach to recognise a loss allowance based on lifetime ECLs at each balance sheet date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted as appropriate for current conditions and forward-looking factors specific to the debtors and the economic environment.

If the Group has measured the loss allowance for a financial asset at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

(iv) Offset

Financial assets and liabilities are offset and the net amount presented on the balance sheet when, and only when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.14 Cash and cash equivalents**

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and deposits with financial institutions which are subject to insignificant risk of change in value and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and excludes pledged bank deposits.

**2.15 Financial liabilities**

Financial liabilities include “trade and other payables”, “borrowings” and “amounts due to subsidiaries”. Financial liabilities are recognised on the balance sheet when, and only when, the Group becomes a party to the contractual provisions of the financial instruments.

Financial liabilities are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

A financial liability is derecognised when the obligation under the liability is extinguished. Gains and losses are recognised in profit or loss when the liabilities are derecognised and through the amortisation process.

**2.16 Share capital**

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

**2.17 Provisions for other liabilities**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, and it is probable that an outflow of economic resources will be required to settle that obligation and the amount can be estimated reliably. Provisions are measured at the management’s best estimate of the expenditure required to settle the obligation at the balance sheet date. Where the effect of the time value of money is material, the amount of the provision shall be discounted to present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and risks specific to the obligation. When discounting is used, the increase in the provision due to passage of time is recognised as a finance cost in profit or loss.

**2.18 Borrowing costs**

Borrowing costs, which comprise interest and other costs incurred in connection with the borrowing of funds, are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the asset is substantially completed for its intended use or sale. All other borrowing costs are recognised in the profit or loss using the effective interest method.

**2.19 Employee benefits**

*Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions to national pension schemes are recognised as an expense in the period in which the related service is performed.

Such state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group’s obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.20 Foreign currencies**

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The Company has changed its functional currency from Renminbi (“RMB”) to Singapore Dollars (“SGD”) on 1 October 2022 due to changes in the currency of the primary economic environment including reliance on the financial arrangements which are predominantly denominated in SGD. The change is accounted for prospectively. In view of the Company’s principal office is located in Hong Kong and the primary reporting issuers are located in Hong Kong, the financial statements of the Group and the Company are presented in Hong Kong Dollar as management considers HKD to provide more relevant information to the users of the financial statements.

The change in the functional currency of the Company from RMB to SGD is accounted for prospectively with effect from 1 October 2022. Accordingly, the assets, liabilities and equity balances were translated into SGD at the exchange rate on the date of change. The financial impact on the translation to the currency translation reserves are not material to be adjusted.

(b) Transactions and balances

Transactions in a currency other than the functional currency (the “**foreign currency**”) are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except for currency translation differences on net investment in foreign operations and borrowings and other currency instruments qualifying as net investment hedges for foreign operations, which are included in the currency translation reserve within equity in the consolidated financial statements. The currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities’ financial statements

The financial performance and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the Group’s presentation currency are translated into the presentation currency as follows:

- i. Assets and liabilities are translated at the closing rates at the balance sheet date;
- ii. Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- iii. All resulting exchange differences are recognised in the currency translation reserve within equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

On disposal of a foreign group entity, the cumulative amount of the currency translation reserve relating to that particular foreign entity is reclassified from equity and recognised in profit or loss when the gain or loss on disposal is recognised.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**2. Summary of significant accounting policies (continued)**

**2.21 Dividends**

Interim dividends are recorded during the financial year in which they are declared payable.

Final dividends are recorded in the financial statements in the period in which they are approved by the Company's shareholders.

**2.22 Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Where the grant relates to an expense item, it is recognised in profit or loss over the period necessary to match them on a systematic basis to the costs that it is intended to compensate.

**2.23 Segment reporting**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker for making decisions about allocating resources and assessing performance of the operating segments.

**2.24 Discontinued operations**

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held-for-sale and: (a) represents a separate major line of business or geographical area of operations; or (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or (c) is a subsidiary acquired exclusively with a view to resale.

**3. Critical accounting judgements and key sources of estimation uncertainty**

(a) Critical judgements in applying the Group's accounting policies

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the balance sheet date.

In the process of applying the Group's accounting policies, which are described in Note 2, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements.

(i) Going concern assumption

During the financial year ended 30 September 2023, the Group incurred a net loss of HK\$69,595,000 (2022: HK\$81,454,000) and net cash outflow from operating activities amounting to HK\$4,706,000 (2022: HK\$27,340,000). As at 30 September 2023, the Group's total liabilities and current liabilities exceeded the total assets and current assets by HK\$203,658,000 and HK\$203,699,000 (2022: HK\$133,478,000 and HK\$148,536,000) and the Company's total liabilities and current liabilities exceeded the total assets and current assets by HK\$252,150,000 and HK\$252,723,000 (2022: HK\$166,001,000 and HK\$226,847,000) respectively.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**3. Critical accounting judgements and key sources of estimation uncertainty (continued)**

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

Judicial management

On 28 June 2022, the Company was placed under judicial management.

The objectives of the judicial management order are to achieve one or more of the following purposes:

- (a) survival of the Company, or the whole or part of its undertaking as a going concern;
- (b) the approval under Section 210 of the Companies Act 1967 or Section 71 of the Insolvency, Restructuring and Dissolution Act 2018 of a compromise or arrangement between the Company and any such persons as mentioned in those sections; and/or
- (c) a more advantageous realisation of the Company's assets than on winding up.

During the judicial management period, there was a stay on all suits, proceedings, claims etc. against the Company, except with the consent of the Judicial Manager or with the leave of the Court. The unsecured debts and liabilities owing to the principal lender and unsecured claims from creditors (collectively, the "**Creditors**") prior to 28 June 2022 would be addressed/restructured as part of the judicial management of the Company.

On 30 January 2023, Corpbond had entered into a loan agreement with the Company and extended a loan of up to a principal amount of S\$1,000,000 to the Company for the purposes of asset recovery. Corpbond is the single largest creditor of the Company as of the date of authorisation of these financial statements (Note 19).

On 14 November 2023, a revised Statement of Proposal ("**Revised SOP**") was unanimously approved by the creditors present and voting. Upon successful implementation of the Revised SOP, it is contemplated that the Company's debts (excluding Corpbond's debt) will be restructured. The completion of the restructuring exercise is subject to a number of conditions precedent to be fulfilled, including relevant regulatory and shareholders' approval.

On 15 July 2024, the Company and the Judicial Manager entered into a restructuring agreement with Corpbond, which outlines the terms for restructuring the claims of the Company's creditors (referred to as the "**Restructuring Agreement**"). According to the terms and conditions set out in the Restructuring Agreement, each creditor shall receive a lump sum payment of 20% of each Creditor's Approved Claim (as defined in the Restructuring Agreement) in cash paid out by Corpbond. Subsequently each creditor shall assign, novate and/or otherwise transfer its claim in full and unconditionally to Corpbond, and shall have no further claims against the Company. On 29 August 2024, payment was made to the participating creditors.

The Judicial Manager is currently working alongside the Company to rehabilitate its operations by exploring new business ventures through the Company's wholly-owned subsidiary, AI Nova Pte. Ltd. ("**AI Nova**"). As part of this effort, AI Nova has recently changed its principal operations to include technical testing and analysis services (including certification of products and services) and wholesale trade of a variety of goods without a dominant product. The Company has submitted the proposal for the resumption of trading (the "**ROTP**") and the Forecast Memorandum (the "**Forecast Memorandum**") to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 30 June 2025. On 7 October 2025, an updated Forecast Memorandum was submitted to the SGX-ST pursuant to changes in the business model of AI Nova. As at the date of authorisation of the financial statements, there have been no further updates.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**3. Critical accounting judgements and key sources of estimation uncertainty (continued)**

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

Judicial management (continued)

On 10 October 2024, the Company entered into an interest-free loan agreement with Alpha Hill Pte. Ltd. (the "**Investor**") for a sum of Singapore Dollar ("**S\$**") 5,000,000 repayable on the date falling five (5) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by the Company when due and may be repaid by the Company in either of the following manner, at the election of the Company: (a) in cash in a single payment on the due date; or (b) full repayment by way of the issue and allotment of Loan Conversion Shares at an issue price of S\$0.015 per Loan Conversion Share.

Subsequent to obtaining the loan from the Investor, the Company and Corpbond entered into a supplementary deed on 14 October 2024 to record Corpbond's consent and waiver to the Company's entry into the loan agreement and to obtain the loan from the Investor, as well as Corpbond's agreement to bear the costs and expenses associated with the resumption of trading of the Company's shares on the Mainboard of the SGX-ST up to an aggregate sum of S\$1,000,000 and provide for the agreed use of proceeds of the loan from the Investor.

Pursuant to the terms of the supplementary deed, the loan of S\$5,000,000 would be allocated as follows: (i) S\$1,500,000 will be allocated for capital injection into AI Nova for working capital purposes; (ii) S\$300,000 will be allocated for expenses related to the Company's resumption of trading of its shares on the Mainboard of the SGX-ST; and (iii) the remaining balance of S\$3,200,000 will be used for the Company's general working capital needs. AI Nova has received S\$1,500,000 on 25 October 2024, for capital injection through issuance and allotment of 1,500,000 ordinary shares in AI Nova at an issue price of S\$1.00 per ordinary share.

On 9 April 2025, the Judicial Manager and the Company entered into an implementation agreement (the "**Implementation Agreement**") with Corpbond to restructure the debts owing by the Company to Corpbond which includes *inter alia*, the issue and allotment of Conversion Shares to Corpbond. Upon completion of the Implementation Agreement, Corpbond shall forever discharge the Company any and all obligations in respect of the amounts owed by the Company to Corpbond prior to the judicial management of the Company. The allotment of shares to Corpbond is subject to shareholders' approval at an extraordinary general meeting which has yet to be convened.

On 31 July 2025, AI Nova entered into a loan agreement with a third party for a sum of United States dollar ("**US\$**") 500,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on the expiry when due and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the due date; or (b) full repayment of the loan by way of the issue and allotment of Loan Conversion Shares at an issue price of S\$0.045 per Loan Conversion Share.

On 8 August 2025, AI Nova entered into a loan agreement with a third party for a sum of US\$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on the expiry when due and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of S\$0.045 per Loan Conversion Share.

**3. Critical accounting judgements and key sources of estimation uncertainty (continued)**

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

Judicial management (continued)

On 1 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US\$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling one (1) year from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S\$0.045 per Loan Conversion Share.

On 3 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US\$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling three (3) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S\$0.045 per Loan Conversion Share.

On 30 October 2025, AI Nova entered into a loan agreement with three (3) third parties for a sum of US\$1,000,000 each for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S\$0.045 per Loan Conversion Share.

On 5 November 2025, AI Nova entered into a loan agreement with a third party for a sum of US\$10,000,000 for the purpose of working capital, bearing interest at 10% per annum, repayable on the date falling one (1) year from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S\$0.045 per Loan Conversion Share. This loan is subject to a charge over 15% of shareholdings in AI Nova.

On 22 December 2025, the Company (as the charger), the Judicial Manager and Alpha Hill Pte. Ltd. ("Alpha Hill") (as the chargee) entered into a Share Charge Deed with, pursuant to which the Company granted a first fixed charge over 85% of its issued shares in AI Nova as security for all present and future liabilities arising under a US\$5,000,000 loan agreement. The remaining 15% of the shares are subject to an existing first fixed charge in favour of another third party lender. Prior to the occurrence of an enforcement event, voting and dividend rights attached to the charged shares remain with the Company; however, upon default, Alpha Hill is entitled to exercise voting rights, receive dividends, and enforce the security, including through the sale of the shares or the appointment of a receiver. The Judicial Manager executed the deed solely in her capacity as judicial manager and disclaimed any personal liability.

The various loans agreements with conversion terms are subject always to, amongst other things: (i) the resumption of trading of the Shares on the Mainboard of the SGX-ST and trading of such Shares not being halted or suspended on or before the respective repayment dates, the approval in principle from the SGX-ST, independent shareholders and the Securities Industry Council of Singapore and/or any other approval from all relevant governmental authorities being obtained for the listing and quotation of the Loan Conversion Shares on or before the expiry of the repayment date; and (ii) the parties entering and executing a subscription agreement setting out the definitive terms for the issuance and allotment of the Loan Conversion Shares to the Investor or Lender and/or the Investor's or Lender's nominee.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**3. Critical accounting judgements and key sources of estimation uncertainty (continued)**

(a) Critical judgements in applying the Group's accounting policies (continued)

(i) Going concern assumption (continued)

Judicial management (continued)

The ability of the Group and the Company to continue as going concerns depends on the successful completion of these restructuring activities, including securing financing from investors and financial institutions to meet their operational and development needs. However, the outcome of the restructuring activities is inherently uncertain, and the actual results of these plans may differ materially from management's assumptions and projections.

The financial statements have been prepared on a going concern basis, which assumes that the Group and the Company will be able to meet their obligations as and when they fall due in the next twelve (12) months from the date of authorisation of these financial statements.

The financial statements did not include any adjustments that might be necessary should the Group and the Company be unable to continue as going concerns. If the going concern basis is no longer appropriate, adjustments may be required to reduce the carrying amounts of assets to their recoverable amounts, to provide for further liabilities, and to reclassify non-current assets and liabilities as current. No such adjustments have been made.

(ii) Functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required by management to determine the primary economic environment in which the entities operate, the entities' process of determining sales prices and the currency of the country whose competitive forces and regulations mainly influences the prices of its goods and services. The Company has changed its functional currency from Renminbi to Singapore Dollar ("**SGD**") from 1 October 2022 due to changes in the currency of the primary economic environment including reliance on the financial arrangements which are predominantly denominated in SGD. Accordingly, management concluded that the functional currency of the Company is SGD.

(iii) Loss of control of subsidiaries

Management applied significant judgement in assessing whether the Group retained control over certain subsidiaries during the financial year. Following the dissolution of LottVision Holdings Limited on 4 May 2023, the Judicial Manager concluded that the Group no longer had the ability to direct the relevant activities of the subsidiaries held by this entity as at the reporting date. In addition, significant judgement was exercised in determining that the Group had lost control of Nutryfarm (Chengdu) Biomedicine Limited after ownership of this entity was transferred to a third party during a period when the Company was under a Judicial Management Order without authorisation from the Former Judicial Manager. Based on the facts and circumstances available, the Judicial Manager concluded that it no longer had power over, nor the ability to obtain benefits from, this entity from the date of the transfer.

**3. Critical accounting judgements and key sources of estimation uncertainty (continued)**

(a) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

(i) Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each balance sheet date. Goodwill and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

The net carrying values of the Group's property, plant and equipment and intangible assets are disclosed in Note 12 and Note 13 respectively.

(ii) Calculation of loss allowance

When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions and how these conditions will affect the Group's ECL assessment. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As the calculation of loss allowance on trade receivables, other receivables and amounts due from subsidiaries are subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade receivables, other receivables and amounts due from subsidiaries.

Details of ECL measurement and the carrying amounts of trade receivables, other receivables and amounts due from subsidiaries at balance sheet date are disclosed in Notes 15, 16, 11 and 25(b) respectively.

(iii) Investment in subsidiaries

Determining whether investment in subsidiaries are impaired requires an estimation of the value-in-use of those investments. The value-in-use calculation requires the Company to estimate the future cash flows expected from these investments and an appropriate discount rate in order to calculate the present value of the future cash flows. The value-in-use calculation requires the use of considerable judgments, estimates and assumptions. Changes in these assumptions and estimates could have a material effect on the determination of the recoverable amount of investment in subsidiaries.

The net carrying amount of the Company's investment in subsidiaries at the balance sheet date is disclosed in Note 11.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

**4. Revenue and segment reporting**

	<u>2023</u>	<u>Group 2022</u>
	<b>HK\$'000</b>	<b>HK\$'000</b>
		(Reclassified)
<b>Continuing operations</b>		
Sale of nutrition, health food and related health products	-	-
Sale of fruits and related products	4,080	-
	<u>4,080</u>	<u>-</u>

All sales are recognised at a point in time.

(a) Segment results, assets and liabilities

The Group manages its business by business lines. In a manner consistent with the way in which information is reported internally to the Group's senior executive management for the purposes of resource allocation and performance assessment. The Group has presented the following four (4) reportable segments.

Internet management:	The provision of technical support services relating to internet and web-TV business.
Investment holding:	The management of the Group's investments, financial instruments and other treasury operations.
Nutrition, health food and related health products:	Manufacturing and trading of nutrition, health food and related health products.
Fruits and related products:	Trading of fruits and related products

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)  
AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

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**4. Revenue and segment reporting** (continued)

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

- Segment assets include all current and non-current assets except for deferred tax assets and tax recoverable. Segment liabilities include all liabilities with the exception of corporate liabilities which consists of borrowings and tax payable.
- Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.
- The Group's senior executive management assesses the performance of the operating segments based on a measure of earnings before interest and income tax.

There were no inter-segments trade transactions during the financial year ended 30 September 2023 and 30 September 2022.

The Durian Trading Business

The Group started its new business in trading of fruits and related products during the financial year ended 30 September 2021. This includes the trading of durian fruits from Thailand to China (the "**Thai Durian Business**") and sales of imported fruits and related products in Singapore.

Prior to 14 September 2021, the Group did not have the relevant export licence in Thailand to enable the Group to be able to directly export the durians which it had agreed to sell from Thailand to its customers in China, hence, for the purchase contracts that the Group had entered into with its customers in China prior thereto, the Group had to go through certain export agent companies based in Thailand (the "**Export Agent**") to ship the durians to such customers in China, since the Export Agent had the relevant export licence to do so ("**Relevant Trade Transactions**"). The Group had, since the commencement of the Relevant Trade Transactions, recognised the entire amount of the purchase contracts entered into under the Relevant Trade Transactions as the sales revenue earned by the Group, upon the customers taking delivery of the goods shipped to them by the Export Agent. The Group had adopted such accounting treatment at that time, inter alia, as the Group was the principal in respect of the Relevant Trade Transactions, and the Export Agent merely acted as the agent of the Group in relation to the sales to the customers even though, inter alia, the relevant customs clearance paperwork to export the fruits to the customers in China was put up by the Export Agent, and payment from the customers was also made to the Export Agent instead of to the Group.

Based on the financial information of the Thai Durian Business operated and overseen by Cheng Meng, ex-director and Chief Executive Officer of the Company that are provided to the Company, the management has not been able to verify nor substantiate certain pertinent information of both suppliers and customers with respect to the transactions and account balances with these parties. Despite several stern warnings and time extensions given by the management to Cheng Meng, inter alia, to provide the Thai Operations Accounting Records, required information and data that should have been part of the Thai Operations Accounting Records in order to verify and substantiate the veracity of the trading operations as claimed to be genuine by Cheng Meng has not been forthcoming.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

4. Revenue and segment reporting (continued)

(a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's senior executive management for the purposes of resource allocation and assessment of segment performance for the financial year ended 30 September 2023 is set out below:

	Internet management HK\$'000	Investment holding HK\$'000	Nutrition, health food and related health products HK\$'000	Fruits and related products HK\$'000	Group Total HK\$'000
<b>30 September 2023</b>					
Reportable segment revenue from external customers	-	-	-	4,080	4,080
			<u>Discontinued operations</u>	<u>Continuing operations</u>	
<u>Segment results (unallocated)</u>			-	(25,633)	(25,633)
Interest income			-	1	1
Finance costs			-	(14,967)	(14,967)
Loss on disposal and loss of control of subsidiaries			(28,996)	-	(28,996)
Loss before tax			(28,996)	(40,599)	(69,595)
Tax expense			-	-	-
Loss for the financial year			(28,996)	(40,599)	(69,595)
<u>Assets</u>					
Segment assets					-
Unallocated assets					1,014
					1,014
<u>Liabilities</u>					
Segment liabilities					-
Unallocated liabilities					204,672
					204,672

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

4. Revenue and segment reporting (continued)

(a) Segment results, assets and liabilities (continued)

					<b>Group</b>
	<b>Internet management HK\$'000</b>	<b>Investment holding HK\$'000</b>	<b>Nutrition, health food and related health products HK\$'000</b>	<b>Fruits and related products HK\$'000</b>	<b>Total HK\$'000</b>
<b>30 September 2023</b>					
				<u>Continuing operations</u>	
<u>Other segment information</u>					
Net impairment losses on financial assets	-	-	-	1,402	1,402
Net impairment losses on property, plant and equipment	-	-	-	26	26
Net impairment losses on inventories	-	-	-	3,785	3,785

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

4. Revenue and segment reporting (continued)

(a) Segment results, assets and liabilities (continued)

					Group
	Internet management	Investment holding	Nutrition, health food and related health products	Fruits and related products	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			<u>Discontinued operations</u>	<u>Discontinued operations</u>	
<b>30 September 2022 (Reclassified)</b>					
Reportable segment revenue from external customers	-	-	31,145	2,075	33,220
			<u>Discontinued operations</u>	<u>Continuing operations</u>	
<u>Segment results (unallocated)</u>			(7,159)	(54,657)	(61,816)
Interest income			-	-	-
Finance costs			(3,806)	(12,000)	(15,806)
Loss before tax			(11,965)	(66,657)	(77,622)
Tax expense			(3,832)	-	(3,832)
Loss for the financial year			(15,797)	(66,657)	(81,454)
<u>Assets</u>					
Segment assets					-
Unallocated assets					94,645
					94,645
<u>Liabilities</u>					
Segment liabilities					-
Unallocated liabilities					228,123
					228,123
<u>Other segment information</u>			<u>Discontinued operations</u>		
Amortisation	-	-	633	-	633
Net impairment losses on financial assets	-	-	35,054	-	35,054

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

4. Revenue and segment reporting (continued)

(b) Geographic information

Revenue and non-current assets information based on the geographic location of customers and assets respectively are as follows:

	Group			
	Sales to external customers		Non-current assets	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	<u>Continuing operations</u>	(Reclassified) <u>Discontinued operations</u>		
Singapore	-	1,578	-	25
PRC	-	31,642	-	13,947
Thailand	4,080	-	25	14
	<u>4,080</u>	<u>33,220</u>	<u>25</u>	<u>13,986</u>

Non-current assets information presented above are non-current assets as presented on the consolidated balance sheet excluding other receivables.

(c) Information about major customers

There was no information made available to the Group regarding its major customers and the related sales for the financial year ended 30 September 2023 and 30 September 2022 for disclosure in the financial statements.

5. Other income

	2023	Group 2022
	HK\$'000	HK\$'000 (Reclassified)
<u>From continuing operations</u>		
Foreign exchange gain, net	1,919	-
Government subsidies	-	2,695
Others	28	-
	<u>1,947</u>	<u>2,695</u>

6. Finance costs

	2023	Group 2022
	HK\$'000	HK\$'000 (Reclassified)
<u>From continuing operations</u>		
Interest expenses	14,967	12,000

During the financial years ended 30 September 2023 and 30 September 2022, interest expenses are related to loans from third parties.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

7. Loss before tax

Loss before tax is arrived at after charging:

	<b>Group 2023</b>
	<b>HK\$'000</b>
<u>From continuing operations</u>	
Auditors' remuneration paid/payable to:	
- Auditor of the Company – Current year	300
- Other auditors <sup>(1)</sup> – Under provision in prior year	1,113
Impairment losses on trade and other receivables	1,402
Impairment losses on property, plant and equipment	26
Impairment losses on inventories	3,785
Legal and professional fees	3,384
	<b>Group 2022</b>
	<b>HK\$'000</b>
	(Reclassified)
<u>From continuing operations</u>	
Auditors' remuneration paid/payable to:	
- Auditor of the Company – Current year	260
- Other auditors <sup>(1)</sup> – Under provision in prior year	455
Impairment losses on other receivables	35,054
Legal and professional fees	1,680

<sup>(1)</sup> Includes independent member firms of the Baker Tilly International network

8. Staff costs

There was no information made available to the Group regarding its staff costs and its classification for the financial year ended 30 September 2023 and 30 September 2022 for disclosure in the financial statements.

9. Tax expenses

	<b>2023</b>	<b>Group 2022</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
		(Reclassified)
Tax expense attributable to profit/loss is made up of:		
- Current income tax provision	-	211
- Under provision in prior year	-	3,621
	<b>3,832</b>	<b>3,832</b>
Tax expense attributable to profit/loss is made up of:		
- Continuing operations	-	-
- Discontinued operations	-	3,832
	<b>3,832</b>	<b>3,832</b>

(a) Pursuant to the rules and regulations of Bermuda and British Virgin Islands (“BVI”), the companies incorporated in Bermuda and BVI are not subject to any income tax in Bermuda and BVI.

The statutory income tax rate applicable to other PRC subsidiaries is 25% (2022: 25%), Hong Kong subsidiaries is 16.50% (2022: 16.50%), Thailand subsidiary is 20% (2022: 20%) and Singapore subsidiaries is 17% (2022: 17%).

Nutryfarm (Chengdu) Biomedicine Limited (“NFC”) a PRC subsidiary enjoys preferential income tax rate of 15% (2022: 15%) as it is regarded as high-tech enterprise.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

**9. Tax expenses (continued)**

- (b) The tax expense on the results of the financial year differs from the amount of income tax determined by applying the domestic rates applicable to loss in the countries where the Group entities operate due to the following factors:

	<u>2023</u>	<u>Group</u> <u>2022</u>
	<u>HK\$'000</u>	<u>HK\$'000</u> (Reclassified)
Loss before tax from		
- Continuing operations	(40,599)	(65,657)
- Discontinued operations	(28,996)	(11,965)
Loss before income tax	<u>(69,595)</u>	<u>(77,622)</u>
Notional tax expense on loss before tax, calculated at the rates applicable in the tax jurisdictions concerned	(11,831)	(17,559)
Expenses not deductible for tax purpose	11,831	17,770
Under provision in prior year	-	3,621
	<u>-</u>	<u>3,832</u>

As at 30 September 2023, the Group has not recognised deferred tax assets in respect of tax losses of HK\$57,207,000 (2022: HK\$57,207,000) and other deductible temporary differences of HK\$63,785,000 (2022: HK\$63,785,000) as it is uncertain that future taxable profits will be available against which the Group can utilise the benefits.

The tax losses have no expiry date except for an amount of HK\$3,016,000 that can be carried forward up to five (5) years (i.e. calendar year 2022 to 2027) from the year of loss against future taxable profits/income of the PRC subsidiaries in which the tax losses arose, subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation in the PRC.

**10. Loss per share**

- (a) Basic loss per share

The calculation of the basic loss per share attributable to equity holders of the Company is based on the following data:

	<u>2023</u>	<u>Group</u> <u>2022</u>
		<u>(Reclassified)</u>
Loss for the financial year attributable to equity holders of the Company (HK\$'000)		
- Continuing operations	(40,599)	(66,657)
- Discontinued operations	(28,996)	(15,197)
Weighted average number of ordinary shares outstanding for basic loss per share ('000)	<u>137,422</u>	<u>137,422</u>
Basic loss per share (cents per share)		
- Continuing operations	<u>(29.54)</u>	<u>(48.51)</u>
- Discontinued operations	<u>(21.09)</u>	<u>(11.06)</u>

- (b) Diluted loss per share

Diluted loss per share is same as basic loss per share as there were no potential dilutive ordinary shares for the financial year ended 30 September 2023 and 30 September 2022.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

11. Investment in subsidiaries

	<u>2023</u>	<u>Company</u> <u>2022</u>
	<u>HK\$'000</u>	<u>HK\$'000</u>
<u>Investment in subsidiaries</u>		
Unquoted equity shares, at cost	77,893	130,098
Less: Allowance for impairment losses	<u>(77,320)</u>	<u>(69,252)</u>
At end of the financial year	<u>573</u>	<u>60,846</u>

Movement in allowance for impairment losses during the financial year:

	<u>2023</u>	<u>Company</u> <u>2022</u>
	<u>HK\$'000</u>	<u>HK\$'000</u>
At beginning of the financial year	69,252	76,216
Additions	4,118	-
Currency translation differences	<u>3,950</u>	<u>(6,964)</u>
At end of the financial year	<u>77,320</u>	<u>69,252</u>

	<u>2023</u>	<u>Company</u> <u>2022</u>
	<u>HK\$'000</u>	<u>HK\$'000</u>
<u>Amounts due from subsidiaries</u>		
Gross amounts	471,790	480,359
Less: Allowance for impairment losses	<u>(471,790)</u>	<u>(480,359)</u>
Net carrying amount	<u>-</u>	<u>-</u>

Movement in allowance for impairment losses during the financial year is disclosed in Note 25(b).

	<u>2023</u>	<u>Company</u> <u>2022</u>
	<u>HK\$'000</u>	<u>HK\$'000</u>
Amounts due to subsidiaries	<u>66,919</u>	<u>67,690</u>

The amounts due from/to subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand.

(a) Significant restrictions

In prior year, cash and cash equivalents are mainly held in the People's Republic of China and are subject to local exchange control regulations. These regulations place restrictions on the amount of currency being exported from the country, other than through dividends.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

11. Investment in subsidiaries (continued)

(b) Discontinued operations

Disposal and Loss of control of subsidiaries

(i) During the financial year ended 30 September 2023, Management applied significant judgement in assessing whether the Group retained control over certain subsidiaries during the financial year. Following the dissolution of LottVision Holdings Limited on 4 May 2023, management concluded that the Group no longer had the ability to direct the relevant activities of the subsidiaries held by this entity as at the reporting date. These included 100% owned subsidiaries:

- LottVision Gtech Management Limited
- LottVision (Hong Kong) Limited.
- LottVision Investments Holdings Limited
- LottVision Internet Management Limited
- WiVision Network Digital Video Technology (Beijing) Co., Limited

As disclosed in Mr Niu Liming's 5th affidavit affirmed on 7 July 2023 in the matter of HC/OA 118/2022, Nutryfarm (Chengdu) Biomedicine Limited ("**NFC**") has been transferred to AGS Foods Canada Limited ("**AGS**") by Mr Chen Yao Ming, a former director, without due authorisation by the Company on 26 April 2023.

Accordingly, management has exercised significant judgement in determining that the Group had lost control of Nutryfarm (Chengdu) Biomedicine Limited after ownership of this entity was transferred to a third party during a period when the Company was under a Judicial Management Order. Based on the facts and circumstances available, management concluded that it no longer had power over, nor the ability to obtain benefits from, this entity from the date of the transfer.

Consequently, the comparative consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 30 September 2022 have been reclassified to reflect the discontinued operations separately.

	<b>Total</b>
	<b>HK\$'000</b>
<b>Group</b>	
Carrying amounts of assets and liabilities on disposal / loss of control of subsidiaries	
Property, plant and equipment	14,400
Inventories	12,134
Trade and other receivables	15,492
Cash and cash equivalents	33,728
Total assets	75,754
Trade and other payables	31,548
Borrowings	14,709
Lease liabilities	406
Tax payable	4,517
Total liabilities	51,180
Net assets disposed of or loss of control	24,574

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

11. Investment in subsidiaries (continued)

(b) Discontinued operations (continued)

Disposal and Loss of control of subsidiaries (continued)

The aggregate cash outflows arising from the disposal and loss of control of subsidiaries were:

	<b>Total</b>
	<b>HK\$'000</b>
<b>Group</b>	
Net assets disposed of and loss of control	24,574
Loss on disposal and control of subsidiaries	(28,996)
Less: Cash and cash equivalents in subsidiaries disposed	(33,728)
Add: Currency translation reserve reclassified to profit or loss	4,422
Net cash outflow on disposal and loss of control of subsidiaries	<u>33,728</u>

The results of the discontinued entities for the financial year ended 30 September 2023 and period beginning 1 October 2022 to respective dates of disposal are as follows:

	2023	2022
	HK\$'000	HK\$'000 (Reclassified)
<b>Discontinued operations</b>		
Revenue	-	-
Cost of sales	-	-
<b>Gross profit</b>	-	-
Other income/(expenses):		
- Others	-	551
Administrative expenses	-	(8,710)
Finance costs	-	(3,806)
<b>Loss before tax</b>	-	(11,965)
Tax expenses	-	(3,832)
<b>Loss for the financial year</b>	-	<u>(15,797)</u>
Loss on disposal of or loss of control of subsidiaries	<u>(28,996)</u>	-
<b>Loss for the year from discontinued operations, net of tax</b>	<u>(28,996)</u>	<u>(15,797)</u>

**Cash flows from discontinued operations**

	<b>2023</b>
	<b>HK\$'000</b>
Net cash generated from operating activities	<u>28,996</u>
	<u>28,996</u>

There was no information made available to the Group regarding segmental assets and liabilities for financial year 30 September 2023 to segregate the cash flows relating to discontinued operations prior to the disposal and loss of control of subsidiaries.

(c) Fair value reserve

Following the disposal of the revalued equity instruments, the entire balance of the revaluation reserve was transferred to retained earnings.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

11. Investment in subsidiaries (continued)

(e) Details of subsidiaries held by the Company are as follows:

Name of subsidiary	Country of incorporation	Issued and paid-up capital	Principal activities	Effective equity interest held	
				2023 %	2022 %
<b>Held by the Company</b>					
Nutryfarm Biomedicine International Limited <sup>(1)</sup>	BVI	US\$10,000	Investment holding	100	100
LottVision Holdings Limited <sup>(2)</sup>	BVI	US\$1	Investment holding	-	100
Global Agricapital Holdings Pte. Ltd.	Singapore	S\$450,000	Data centre testing services	100	100
<b>Held by subsidiaries</b>					
LottVision Gtech Management Limited <sup>(3)</sup>	BVI	US\$1	Investment holding	-	100
LottVision (Hong Kong) Limited <sup>(4)</sup>	Hong Kong	HK\$1	Investment holding	-	100
LottVision Investments Holdings Limited <sup>(3)</sup>	BVI	US\$1	Investment holding	-	100
LottVision Internet Management Limited <sup>(2)</sup>	BVI	US\$100	Development and sale of digital video surveillance products and solutions	-	100
WiVision Network Digital Video Technology (Beijing) Co., Limited ("WiVision") <sup>(2)</sup>	The PRC	HK\$15,000,000	Provision of internet related support services	-	100
Nutryfarm (Chengdu) Biomedicine Limited <sup>(5)</sup>	The PRC	US\$1,500,000	Research and development, production of health food, sale of self-produced products and provision of related technical services	-	100
Global Agricapital (Thailand) Co., Ltd	Thailand	THB5,000,000	Wholesale of fruits, vegetables and durian	99.99	99.99
Kong Jun Global Pte. Ltd. <sup>(6)</sup>	Singapore	S\$10,000	Wholesale of fruits, vegetables and durian	51	51
AI Nova Pte. Ltd. (formerly known as Global Agricapital (Singapore) Pte Ltd)	Singapore	S\$100,000	Technical testing and analysis services and wholesale trade of a variety of goods	100	100

<sup>(1)</sup> Subsidiary struck off and dissolved on 1 May 2025.

<sup>(2)</sup> Subsidiary struck off and dissolved on 4 May 2023.

<sup>(3)</sup> Subsidiary struck off and dissolved on 4 July 2023.

<sup>(4)</sup> Subsidiary is in the process of striking off at the date of the financial statements.

<sup>(5)</sup> Company loss control in the subsidiary on 26 April 2023.

<sup>(6)</sup> Subsidiary struck off and dissolved on 4 June 2024.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

12. Property, plant and equipment

	<u>Total</u> <u>HK\$'000</u>
<b>Group</b>	
<u>Net carrying value</u>	
At 1 October 2021	15,294
Add: Additions	9
Less: Currency translation differences	(1,317)
At 30 September 2022 and 1 October 2022	<u>13,986</u>
Add: Additions	11
Less: Allowance for impairment loss	(26)
Less: Disposal and loss of control of subsidiaries	(14,400)
Add: Currency translation differences	454
At 30 September 2023	<u>25</u>

- (i) As at 30 September 2022, included in buildings is the land use rights of the Group of HK\$5,004,496 which are secured for short-term bank loans (Note 19).

Location	Description and tenure	Gross land area (sqm)	Gross built-in area (sqm)	Use of property
彭州市业开发区 PY2010-12-2457 (Pharmaceutical Park, Industrial Development Zone, Pengzhou, Chengdu, Sichuan Province)	Valid for a period of 50 years from respective dates of grant and will be expiring in 2060	34,165.33	9,175.07	Industrial

As at 30 September 2022, the land use rights represented the rights to use a piece of land which is located in the PRC, and was valid for a period of 50 years from respective dates of grant and will be expiring in 2060. As at 30 September 2023, the land use rights are included as part of the loss on disposal and loss of control of subsidiaries.

- (ii) Right-of-use assets are presented within property, plant and equipment.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

13. Intangible assets

	Patent	Customer relationship	Total
	HK\$'000	HK\$'000	HK\$'000
<b>Group</b>			
<u>Cost</u>			
At 1 October 2021	2,661	16,756	19,417
Less: Currency translation differences	(243)	-	(243)
At 30 September 2022 and 1 October 2022	2,418	16,756	19,174
Less: Write off on disposal and loss of control of subsidiaries	(2,418)	(16,756)	(19,174)
	-	-	-
Less: Accumulated amortisation <u>and impairment losses</u>			
At 1 October 2021	2,021	16,756	18,777
Amortisation charge	633	-	633
Currency translation differences	(236)	-	(236)
At 30 September 2022 and 1 October 2022	2,418	16,756	19,174
Less: Write off on disposal and loss of control of subsidiaries	(2,418)	(16,756)	(19,174)
	-	-	-
<u>Net carrying value</u>			
At 30 September 2023	-	-	-
At 30 September 2022	-	-	-

The amortisation charge for the financial year was included in "administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

14. Inventories

	2023	Group 2022
	HK\$'000	HK\$'000
Raw materials	-	9,592
Work in progress	-	749
Finished goods	-	4,959
	-	15,300

During the financial years, raw materials, consumables and changes in finished goods and work in progress included as cost of sales amounted to HK\$3,861,000 (2022: Nil). The Group recorded an impairment loss of inventories amounting to HK\$3,785,000 (2022: Nil) during the financial year ended 30 September 2023.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

15. Trade receivables

	<b>2023</b>	<b>Group 2022</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Trade receivables		
- Third parties	2,102	21,833
- Related party	-	7,575
	<u>2,102</u>	<u>29,408</u>
<u>Less:</u>		
Allowance for impairment losses:		
- Third parties	(1,278)	(12,458)
- Related party	-	(1,740)
	<u>824</u>	<u>15,210</u>

Movement in allowance for impairment losses on trade receivables:

	<b>2023</b>	<b>Group 2022</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
At beginning of the financial year	14,198	14,198
Allowance made	1,292	-
Reversal of impairment loss upon disposal and loss of control of subsidiaries	(14,198)	-
Currency translation differences	(14)	-
At end of the financial year	<u>1,278</u>	<u>14,198</u>

16. Other receivables

	<b>2023</b>	<b>Group 2022</b>	<b>2023</b>	<b>Company 2022</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
<i>Non-current</i>				
Prepayment to third party vendors	20	1,092	-	-
<i>Current</i>				
Deposits	62	182	62	-
Prepayments	2	1,569	-	-
Advances to suppliers	-	20,162	-	-
Advances to third parties	-	42,796	-	-
Advances for proposed acquisition	-	61,850	-	-
Advances to a related party	-	8,028	-	-
Proceed receivables from disposal of property, plant and equipment	-	34,377	-	-
Other receivables	119	19,028	9	13
	<u>183</u>	<u>187,992</u>	<u>71</u>	<u>13</u>
<u>Less: Allowance for Impairment losses</u>	<u>(110)</u>	<u>(173,358)</u>	<u>-</u>	<u>-</u>
	<u>73</u>	<u>14,634</u>	<u>71</u>	<u>13</u>

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

16. Other receivables (continued)

Movement in allowance for impairment losses on other receivables (excluding advances to suppliers) during the financial year:

	<u>2023</u>	<u>Group</u> <u>2022</u>
	<u>HK\$'000</u>	<u>HK\$'000</u>
At beginning of the financial year	153,458	118,404
Allowance made	110	35,054
Reversal of impairment loss upon disposal and loss of control of subsidiaries	<u>(153,458)</u>	<u>-</u>
At end of the financial year	<u>110</u>	<u>153,458</u>

Movement in allowance for impairment losses on advances to suppliers during the financial year:

	<u>2023</u>	<u>Group</u> <u>2022</u>
	<u>HK\$'000</u>	<u>HK\$'000</u>
At beginning of the financial year	19,900	19,900
Reversal of impairment loss upon disposal and loss of control of subsidiaries	<u>(19,900)</u>	<u>-</u>
At end of the financial year	<u>-</u>	<u>19,900</u>

The advances to third parties and a related party are unsecured, interest-free and repayable on demand.

17. Trade and other payables

	<u>2023</u>	<u>Group</u> <u>2022</u>	<u>2023</u>	<u>Company</u> <u>2022</u>
	<u>HK\$'000</u>	<u>HK\$'000</u>	<u>HK\$'000</u>	<u>HK\$'000</u>
Trade payables	-	11,901	-	-
Other payables and accruals	11,853	25,682	11,472	9,622
Accrued interest expense <sup>(1)</sup>	39,244	24,277	39,244	24,277
Directors' fees payable	2,520	2,384	2,520	2,384
Amount due to former director	2,985	2,985	1,250	1,183
Advances received from a third party	-	3,273	-	-
Withholding tax payable	1	-	-	-
	<u>56,603</u>	<u>70,502</u>	<u>54,486</u>	<u>37,466</u>

<sup>(1)</sup> Includes default interest relating to Loans from third parties (Note 19).

The amount due to former director of the Company and advances received from a third party are unsecured, interest-free and repayable on demand.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

17. Trade and other payables (continued)

Reconciliation of movements of liabilities to cash flows arising from financing activities:

	Accrued interest expense	Amount due to former director	Total
	HK\$'000	HK\$'000	HK\$'000
Balance at 1 October 2021	14,111	2,985	17,096
Non-cash changes:			
- Interest expense	10,166	-	10,166
Balance at 30 September 2022 and 1 October 2022	24,277	2,985	27,262
Non-cash changes:			
- Interest expense	14,967	-	14,967
Balance at 30 September 2023	39,244	2,985	42,229

18. Contract liabilities

Contract liabilities relate to advance consideration received from customers. Contract liabilities are recognised as revenue as (or when) the Group satisfies the performance obligations under its contracts.

The following table provides information about contract balances from contracts with customers:

	2023	2022	Group 1 October 2021
	HK\$'000	HK\$'000	HK\$'000
Trade receivables from contracts with customers	824	15,210	16,677
Contract liabilities	-	-	3,619

Contract liabilities had increased significantly due to more contracts in which the Group billed and received consideration ahead of sales of goods.

19. Borrowings

	2023	Group 2022	2023	Company 2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<i>Current</i>				
Loans from third parties	131,390	121,704	131,390	121,704
Bank loans	-	14,218	-	-
Lease liabilities	-	405	-	-
Loans from related parties	16,675	16,779	-	-
Bank overdraft <sup>(1)</sup>	-	*	-	*
	148,065	153,106	131,390	121,704
Total borrowings	148,065	153,106	131,390	121,704

<sup>(1)</sup> Balances less than HK\$1,000.

19. Borrowings (continued)

(a) Loans from third parties

Loans from third parties (i.e. New Star Education Limited (“NS”) and Corpbond) are unsecured, bear interests ranging from 3.70% to 12% per annum and are repayable on fixed maturity dates.

On 29 January 2021, the Company has entered into two (2) agreements with NS and Corpbond (“**Loan Transfer Agreements**”) whereas NS has transferred an aggregated third-party loans of S\$7,400,000 (HK\$42,450,000) to Corpbond. Accordingly, NS has waived the Company from all liabilities in relation to the subject loans and the Company shall become liable to repay principal and interests of the subject loans to Corpbond. As stated in the Loan Transfer Agreements, Corpbond has agreed to extend the respective maturity dates of these loans by 1 to 2 years and as such the renewed maturity dates of all these loans will only fall due on or after 19 April 2022. In addition, the Company has entered another agreement with Corpbond on 1 February 2021 (“**Loan Extension Agreement**”) whereas Corpbond has agreed to extend the maturity dates of a loan amounting to S\$2,000,000 (HK\$11,474,000) from 7 November 2021 to 7 November 2022.

On 10 May 2022, Corpbond filed an Originating Application in the General Division of the High Court of Singapore, seeking inter alia, an order to place the Company under judicial management of a judicial manager pursuant to the provisions of Part 7 of the Insolvency, Restructuring and Dissolution Act 2018.

On 30 January 2023, Corpbond had entered into a loan agreement with the Company and will extend a loan of up to a principal amount of S\$1,000,000 (HK\$5,733,270) to the Company for the purposes of asset recovery. Corpbond is the single largest creditor of the Company as of the date of authorisation of these financial statements.

(b) Bank loans

As at 30 September 2022, the bank loans bear interests ranged from 4.25% to 6.01% per annum.

(c) Securities

At at 30 September 2022, the bank loans of the Group are secured by:

- (i) the Group’s buildings and right-of-use assets/land use rights (Note 12).
- (ii) the personal guarantees provided by two (2) former directors of a subsidiary.

(d) Loans from related parties are due on demand. The loans are denominated in Thai Baht.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

19. Borrowings (continued)

(e) Reconciliation of movements of liabilities to cash flows arising from financing activities:

	Loans from third parties	Bank loans	Lease liabilities	Loans from related parties	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Group</b>					
Balance at 1 October 2021	125,389	15,648	405	-	141,442
Changes from financing cash flows:					
-Proceeds	-	-	-	16,779	16,779
Effect of changes in foreign exchange rates	(3,685)	(1,430)	-	-	(5,115)
Balance at 30 September 2022 and 1 October 2022	121,704	14,218	405	16,779	153,106
Changes from financing cash flows:					
-Proceeds	4,174	-	-	-	4,174
-Repayments	-	-	-	(104)	(104)
Disposal and loss control in subsidiary	-	(14,709)	(406)	-	(15,115)
Effect of changes in foreign exchange rates	5,512	491	1	-	6,004
Balance at 30 September 2023	131,390	-	-	16,675	148,065

(f) Convertible bond agreements

On 23 April 2022 and 6 May 2022, the Company entered into separate convertible bond agreements of principal amount totaling S\$16,000,000 with 4 investors and S\$5,000,000 with 1 investor respectively, to issue bonds in four (4) equal tranches for the principal amount.

The key terms of the convertible bonds include:

- The bonds bear simple interest rate of 6.75% per annum on the principal amount of each tranche of bonds from the date of issue.
- The bonds mature 3 years from the issue date of each tranche of bonds.
- The conversion price is S\$0.085 for each ordinary share.
- Early redemption at the option of the Company will convert 105% of the principal amount, together with all accrued and unpaid interest.
- Early redemption at the option of the bond holder will convert 100% of the principal amount, together with all accrued and unpaid interest.

There were no drawdowns of convertible bonds as at the date of the financial statements.

Subsequent to 30 September 2023, the Company issued convertible bonds as disclosed in Note 30. As these instruments were not outstanding during the financial year ended 30 September 2023, they were not included in the diluted earnings per share computation for that period. Had these instruments been converted, the diluted earnings per share for future periods would be affected.

(g) Fair value hierarchy

The carrying amounts of the current borrowings approximate their fair values at the end of the reporting period.

Based on discounted cash flows using market lending rate for similar borrowings which the management expects would be available to the Group at the balance sheet date, the fair values of the non-current loans from third parties at the balance sheet date approximate their carrying value as there are no significant changes in the interest rates available to the Group at the balance sheet date. This fair value measurement for disclosure purposes is categorised in Level 3 of the fair value hierarchy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

20. Leases

The Group leases land and buildings from non-related party. The leases typically run for an initial period of 1 to 50 years, with an option to renew the lease upon expiry when all terms are renegotiated.

There was no information made available to the Group regarding the net carrying amount and total cash flows for leases for the financial years ended 30 September 2023 and 30 September 2022 for disclosure in the financial statements, prior to the disposal and loss of control of subsidiaries.

21. Equity compensation benefits

**LottVision Incentive Share Scheme**

Pursuant to a resolution of shareholders on 29 July 2009, an employee incentive scheme (the “**LottVision Incentive Share Scheme**”) was adopted for a term of 10 years. The purpose of this scheme is to provide incentives to employees of the Group and Executive and Non-Executive Directors to excel in their performance as well as to enhance their loyalty and dedication to the Group.

The LottVision Incentive Share Scheme is administered by the Remuneration Committee or such other committee comprising the Directors appointed by the Board of Directors (the “**Incentive Committee**”). Under the LottVision Incentive Share Scheme, the Incentive Committee may grant awards of shares in the Company to the employees of the Group and Executive and Non-Executive Directors, who are not the controlling shareholders of the Company or their associates, as the Incentive Committee may select, in its absolute discretion, which shall take into account the rank, job performance, level of responsibility, year of services and such other criteria as the Incentive Committee may consider appropriate. The selected employees are not required to pay for the grant of award of the shares.

The total number of shares issued and to be issued in respect of the awards granted under the LottVision Incentive Share Scheme and in respect of the options under the LottVision Share Option Scheme shall not, in aggregate, exceed 15% of the issued share capital of the Company on the date preceding the date of the relevant grant.

During the financial year ended 30 September 2022, no award of shares were granted. Following the dissolution of LottVision Holdings Limited on 4 May 2023, the LottVision Incentive Share Scheme has been terminated.

22. Share capital

	Group and Company			
	2023		2022	
	Number of shares ‘000	Par value HK\$’000	Number of shares ‘000	Par value HK\$’000
Authorised:				
Ordinary shares of HK\$0.10				
At beginning and end of the financial year	1,750,000	175,000	1,750,000	175,000
Issued:				
At beginning and end of the financial year	137,422	13,742	137,422	13,742

The holders of ordinary shares are entitled to receive dividends as and when declared by Company. All ordinary shares carry one vote per share without restriction.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

23. Other reserves

	2023	Group 2022	2023	Company 2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<u>Other reserves comprise:</u>				
Share premium	352,500	352,500	352,500	352,500
Contributed surplus reserve	119,560	119,560	119,560	119,560
Currency translation reserve	2,631	3,216	1,302	9,889
Fair value reserve	-	(45,505)	-	-
	474,691	429,771	473,362	481,949

(i) Share premium

The application of the share premium is governed by Section 40 of the Bermuda Companies Act 1981.

(ii) Contributed surplus reserve

On 17 June 2015, the reduction in par value of the issued consolidated shares from HK\$2.80 each to HK\$0.10 each did not result in any return of capital to shareholders. The credit amount arising from the issued share capital reduction was transferred to contributed surplus reserve.

(iii) Currency translation reserve

The currency translation reserve comprises all foreign exchange differences arising from the translation of financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 2.20.

(iv) Distributability of reserve

As at 30 September 2023 and 30 September 2022, the Company does not have reserves available for distribution to equity holders of the Company, except for contributed surplus reserve. The Group may apply any credit balance in the contributed surplus reserve of the Company in accordance with the Bye-Laws and the Bermuda Companies Act for future distributions and other usage, as permitted by the relevant Bermuda laws and regulations at the time the contributed surplus reserve is used and also subject to, amongst others, the availability of sufficient cash flow.

(v) Fair value reserve

The reserve represents changes in the fair value of equity shares classified as financial assets at fair value through other comprehensive income. This was included as part of the discontinued operations in financial year ended 30 September 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

**24. Related party transactions**

(a) No transactions took place between the Group and related parties, who are not members of the Group during the financial year on terms agreed by the parties concerned for the financial year ended 30 September 2023 and 30 September 2022.

(b) Key management personnel remuneration

Key management personnel are Directors and those person having authorities and responsibilities for planning, directing and controlling the activities of the Group, directly or indirectly. Remuneration for key management personnel, including amounts paid to the Company's former Directors are disclosed in Note 8.

The amounts do not include compensation of any of the key management personnel and Directors who received compensation from related corporations outside the Group in their capacity as Directors and/or Executives of those related corporations.

**25. Financial instruments**

(a) Categories of financial instruments

Financial instruments at their carrying amounts at the balance sheet date are as follows:

	<b>2023</b>	<b>Group 2022</b>	<b>2023</b>	<b>Company 2022</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
<u>Financial assets</u>				
Financial assets at amortised cost	943	64,267	72	13
<u>Financial liabilities</u>				
Financial liabilities at amortised cost	204,668	223,608	252,795	226,860

(b) Financial risk management

The Group's financial assets comprised mainly trade receivables, other receivables and cash and bank balances. The Group's financial liabilities comprised trade and other payables and borrowings.

The Group is exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group's overall risk management strategy seeks to minimise adverse effects from these financial risks on the Group's financial performance as described below.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's and the Company's credit risk is primarily attributable to trade receivables, other receivables and deposits with banks.

Management has a credit policy in place over trade receivables and other receivables and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount and advance to business partners. Trade receivables are due on the date of billing. With respect to advances to third parties, the repayment terms are set out in each fund advance agreement and normally are repayable within one year. The Group does not obtain collaterals from both customers and business partners.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

25. Financial instruments (continued)

(b) Financial risk management (continued)

Credit risk (continued)

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("ECLs"):

Description of evaluation of financial assets	Basis for recognition and measurement of ECL
Counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit-impaired
Contractual payments are more than 90 days past due or there is evidence of credit impairment	Lifetime ECL - credit-impaired
There is evidence indicating that the Group has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings	Write-off

*Significant increase in credit risk*

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information, such as future economic and industry outlook, that is available without undue cost or effort.

*Significant increase in credit risk (continued)*

In particular, the Group considers the following information when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the operating results/key financial performance ratios of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

**25. Financial instruments** (continued)

(b) Financial risk management (continued)

Credit risk (continued)

The Group also assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if the financial asset has a low risk of default and the borrower has a strong capacity to meet its contractual cash flow obligations in the near term.

*Definition of default*

The Group considers information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group as constituting an event of default for internal credit risk management purposes. Based on historical experience, it indicates that receivables that meet the criteria are generally not recoverable.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

*Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

*Estimation techniques and significant assumptions*

There has been no change in the estimation techniques or significant assumptions made during the current financial year, except for reassessments made of the current COVID-19 pandemic effects on the historical default rates of each past due category of its trade receivables.

*Maximum exposure and concentration assumptions*

At the balance sheet date, the Group's trade receivables were due mainly due from customers located in Thailand. It represents 100% of the Group's trade receivables due from customers as at 30 September 2023. There was no information made available to the Group regarding the trade receivables for the financial year ended 30 September 2022 for disclosure in the financial statements.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk is the carrying amount of each class of financial instruments presented on the balance sheets.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

25. Financial instruments (continued)

(b) Financial risk management (continued)

Credit risk (continued)

Movements in credit loss allowance are as follows:

	Trade receivables	Other receivables *	Total
	HK\$'000	HK\$'000	HK\$'000
<b>Group</b>			
Balance at 1 October 2021	14,198	118,404	132,602
Loss allowance measured/(reversed):	-	35,054	35,054
Balance at 30 September 2022	14,198	153,458	167,656
Loss allowance measured:	1,292	110	1,402
Reversal of impairment loss upon disposal and loss of control of subsidiaries	(14,198)	(153,458)	(167,656)
Currency translation differences	(14)	-	(14)
Balance at 30 September 2023	1,278	110	1,388

\*Excludes Advances to suppliers disclosed in Note 16.

	<b>Amounts due from subsidiaries</b>
	<b>HK\$'000</b>
<b>Company</b>	
Balance at 1 October 2021	356,857
Loss allowance	160,247
Currency translation differences	(36,745)
Balance at 30 September 2022	480,359
Currency translation differences	(8,569)
Balance at 30 September 2023	471,790

Credit risk exposure in relation to financial assets at amortised cost (other than trade receivables and other receivables) as at 30 September 2023 and 30 September 2022 is insignificant, and accordingly no credit loss allowance is recognised as at 30 September 2023 and 30 September 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

25. Financial instruments (continued)

(b) Financial risk management (continued)

Credit risk (continued)

*Trade receivables*

The Group's credit risk exposure in relation to trade receivables using simplified approach under IFRS 9 as at 30 September 2023 and 30 September 2022 is set out in the provision matrix below:

	← Past due →				Credit- impaired	Total
	0 to 6 months	6 to 12 months	12 to 24 months	More than 24 months		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Group</b>						
<b>30 September 2023</b>						
Expected loss rate	-	-	-	100%	-	
Gross receivables	824	-	-	1,278	-	2,102
Loss allowance	-	-	-	(1,278)	-	(1,278)
Net carrying amount	824	-	-	-	-	824
<b>30 September 2022</b>						
Expected loss rate	14%	74%	100%	78%	100%	
Gross receivables	14,897	4,462	3,246	5,738	1,065	29,408
Loss allowance	(2,124)	(3,290)	(3,246)	(4,473)	(1,065)	(14,198)
Net carrying amount	12,773	1,172	-	1,265	-	15,210

The Group has applied the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables. The Group categorises its trade receivables by its past due status and segregates debtors regarded as credit-impaired where one or more credit impairment events have occurred. The Group estimates the expected credit loss rates for each category of past due status of the debtors based on historical credit loss experience adjusted as appropriate to reflect current conditions and forecasts of future economic conditions with consideration of the impact of COVID-19 pandemic on the ability of the customers to settle the receivables.

In addition, the Group reviews each debtor for evidence of credit impairment. For those credit-impaired debtors, the Group has recognised 100% loss allowance on those outstanding balances not collected as of the date of authorisation of these financial statements.

A trade receivable is written off when there is information indicating that there is no realistic prospect of recovery from the debtor.

*Other financial assets at amortised cost*

Other financial assets at amortised cost include cash and bank balances, other receivables (excluding prepayments and advances to suppliers) and amounts due from subsidiaries.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

25. Financial instruments (continued)

(b) Financial risk management (continued)

Credit risk (continued)

*Other financial assets at amortised cost (continued)*

The table below details the credit quality of the Group's financial assets (other than trade receivables):

	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
		HK\$'000	HK\$'000	HK\$'000
<b>30 September 2023</b>				
Other receivables (excluding prepayments and advances to suppliers)	Lifetime ECL	181	(110)	71
Cash and bank balances	Exposure Limited	48	-	48
<b>30 September 2022</b>				
Other receivables (excluding prepayments and advances to suppliers)	Lifetime ECL	166,261	(153,458)	12,803
Cash and bank balances	Exposure Limited	34,423	-	34,423

The table below details the credit quality of the Company's financial assets:

	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
		HK\$'000	HK\$'000	HK\$'000
<b>30 September 2023</b>				
Amounts due from subsidiaries	Lifetime ECL	471,790	(471,790)	-
Other receivables (excluding prepayments)	Exposure Limited	71	-	71
<b>30 September 2022</b>				
Amounts due from subsidiaries	Lifetime ECL	480,359	(480,359)	-
Other receivables (excluding prepayments)	Exposure Limited	13	-	13

Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's Board of Directors when the borrowings exceed certain predetermined levels of authority.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

25. Financial instruments (continued)

(b) Financial risk management (continued)

Liquidity risk (continued)

The following table details the remaining contractual maturities at the balance sheet date of the Group's and the Company's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company are required to pay:

	2023			2022		
	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Group</b>						
Trade and other payables	56,603	56,603	56,603	70,502	70,502	70,502
Bank loans	-	-	-	14,218	14,218	14,218
Loans from third parties	131,390	131,390	131,390	121,704	121,704	121,704
Loans from related parties	16,675	16,675	16,675	16,779	16,779	16,779
Lease liabilities	-	-	-	405	405	405
	<u>204,668</u>	<u>204,668</u>	<u>204,668</u>	<u>223,608</u>	<u>223,608</u>	<u>223,608</u>
<b>Company</b>						
Trade and other payables	54,486	54,486	54,486	37,466	37,466	37,466
Amounts due to subsidiaries	66,919	66,919	66,919	67,690	67,690	67,690
Loans from third parties	131,390	131,390	131,390	121,704	121,704	121,704
	<u>252,795</u>	<u>252,795</u>	<u>252,795</u>	<u>226,860</u>	<u>226,860</u>	<u>226,860</u>

Foreign currency risk

During the financial years, the Group operates in the PRC, Hong Kong and Thailand.

The Company has changed its functional currency from Renminbi to Singapore dollar on 1 October 2022 due to changes in the currency of the primary economic environment including reliance on the financial arrangements which are predominantly denominated in SGD.

Currency risk arises within entities in the Group when transactions are denominated in foreign currencies such as Hong Kong dollar ("HKD"), Singapore dollar ("SGD"), United States dollar ("USD"), Thai Baht ("THB") and Renminbi ("RMB").

Currency risk arises when transactions are denominated in foreign currencies. This risk is mitigated to certain extent by the natural hedge between sales receipts and purchases, and operating expenses disbursement.

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

25. Financial instruments (continued)

(b) Financial risk management (continued)

Foreign currency risk (continued)

The Group's and the Company's currency exposure based on the information provided to key management is as follows:

	HKD HK\$'000	SGD HK\$'000	USD HK\$'000	THB HK\$'000	RMB HK\$'000
<b>Group</b>					
<b>2023</b>					
Cash and bank balances	-	-	*	45	-
Trade receivables	-	-	-	-	-
Other receivables	-	-	-	2	-
Trade and other payables	(6,505)	-	(7,074)	(92)	-
Borrowings	-	-	(15,660)	-	-
<b>Net financial (liabilities)/asset denominated in foreign currencies</b>	<b>(6,505)</b>	<b>-</b>	<b>(22,734)</b>	<b>(45)</b>	<b>-</b>

\*Balances less than HK\$1,000.

**2022**

Cash and bank balances	-	-	-	-	-
Other receivables	13	-	-	-	-
Trade and other payables	(6,505)	(25,678)	(5,283)	-	-
Borrowings	-	(106,006)	(15,698)	-	-
<b>Net financial liabilities denominated in foreign currencies</b>	<b>(6,492)</b>	<b>(131,684)</b>	<b>(20,981)</b>	<b>-</b>	<b>-</b>

	HKD HK\$'000	SGD HK\$'000	USD HK\$'000	RMB HK\$'000
<b>Company</b>				
<b>2023</b>				
Cash and bank balances	-	-	-	-
Other receivables	-	-	-	-
Amounts due to subsidiaries	-	-	-	-
Other payables	(6,505)	-	(7,074)	-
Borrowings	-	-	(15,660)	-
<b>Net financial liabilities denominated in foreign currencies</b>	<b>(6,505)</b>	<b>-</b>	<b>(22,734)</b>	<b>-</b>

**2022**

Cash and bank balances	-	-	-	-
Other receivables	13	-	-	-
Amounts due to subsidiaries	-	(500)	-	-
Other payables	(6,505)	(25,678)	(5,283)	-
Borrowings	-	(106,006)	(15,698)	-
<b>Net financial liabilities denominated in foreign currencies</b>	<b>(6,492)</b>	<b>(132,184)</b>	<b>(20,981)</b>	<b>-</b>

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

25. Financial instruments (continued)

(b) Financial risk management (continued)

Foreign currency risk (continued)

If foreign currencies change against the respective functional currencies of the Group's entities by 5% (2022: 5%) with all other variables including tax rate being held constant, the effect arising from the net monetary assets/(liabilities) position will be as follows:

	Increase/(decrease) in loss after tax	
	2023 HK\$'000	2022 HK\$'000
<b>Group</b>		
HKD against SGD/RMB		
- strengthened	325	325
- weakened	(325)	(325)
SGD against RMB		
- strengthened	-	6,609
- weakened	-	(6,609)
USD against SGD/RMB		
- strengthened	1,137	1,049
- weakened	(1,137)	(1,049)
THB against SGD		
- strengthened	2	-
- weakened	(2)	-
	Increase/(decrease) in loss after tax	
	2023 HK\$'000	2022 HK\$'000
<b>Company</b>		
HKD against SGD/RMB		
- strengthened	325	325
- weakened	(325)	(325)
SGD against RMB		
- strengthened	-	6,609
- weakened	-	(6,609)
USD against SGD/RMB		
- strengthened	1,137	1,049
- weakened	(1,137)	(1,049)

**25. Financial instruments** (continued)

(b) Financial risk management (continued)

Interest rate risk

The Group's and the Company's exposure to the risk of changes in interest rates arises mainly from their bank loans and loans from third parties. Borrowings at fixed rates expose the Group and the Company to fair value interest rate risk (ie. the risk that the value of a financial instrument will fluctuate due to changes in market rates). The Group's and the Company's policy is to obtain most favourable interest rate available in the market. The Group and the Company do not utilise derivative to mitigate its interest rate risk.

If the interest rates increase/decrease by 50 (2022: 50) basis points with all other variables including tax rate being held constant, the loss after tax of the Group and the Company will be higher/lower by approximately HK\$740,000 (2022: HK\$766,000) and HK\$657,000 (2022: HK\$609,000) respectively as a result of higher/lower interest expenses on borrowings.

**26. Fair values of assets and liabilities**

(a) Fair value hierarchy

The table below analyse the fair value measurements by the levels in the fair value hierarchy based on the inputs to the valuation techniques. The different levels are defined as follows:

- (i) Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (ie derived from prices); and
- (iii) Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(b) Fair value of the current financial assets and liabilities

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

**27. Capital commitments**

As at reporting date, there are no capital expenditures contracted for at the balance sheet date but not recognised in the consolidated financial statements.

**28. Capital management**

It is the policy of the Board of Directors to maintain an appropriate capital base to support the Group's business and maximise shareholders' value through the optimisation of debt and equity balance. It is also the policy of the Board of Directors to monitor the return on capital (comprising share capital and reserves and the level of dividends to ordinary shareholders). However, the Company's ability to manage its capital has, however, constrained by the current difficult operating conditions as the Company is placed under judicial management as disclosed in Note 1 to the financial statements.

**29. Notice of compliance**

The Company received a notice of compliance from Singapore Exchange Securities Trading Limited pursuant to Rule 1405 of the Listing Manual as announced on 8 September 2021 to appoint a suitable independent reviewer to conduct an investigation on the below events which began prior to 2019.

The Company has appointed an independent reviewer, FTI Consulting Pte Ltd (“FTI”), to conduct the investigation. FTI reported the findings directly to Singapore Exchange Regulations Pte. Ltd (“SGX RegCo”).

The investigation focused on:

- (a) the facts and circumstances surrounding the proposed acquisition of 45% of the issued and paid-up shares of First Linkage Inc. (“**First Linkage**”) (the “**Proposed Acquisition of First Linkage**”) for the purchase consideration of RMB90,000,000. This should include an assessment into the:- (i) payment of the refundable deposit by LottVision Internet Management Limited amounting to HK\$91.4 million to Mr. Wang Xiaoxin in connection with the Proposed Acquisition of First Linkage; and (ii) recovery of the refundable deposit from Mr. Wang Xiaoxin;
- (b) the facts and circumstances surrounding the proposed acquisition of Xinjiang Zhongtong Internet Science and Technology Development Co., Ltd.; and
- (c) the facts and circumstances surrounding the advance payments of RMB26,810,000 to Chengdu Meili Tianyuan Agriculture Co. Ltd.

On 11 December 2025, the Company announced that the FTI has completed the independent review and submitted the full report on its findings to SGX RegCo.

**Background**

Proposed acquisition of First Linkage

On 15 March 2018, the Company announced that an indirectly wholly-owned subsidiary of the Company, LottVision Internet Management Limited (“**LottVision Internet Management**”) had entered into a deed of sale and purchase and a shareholders’ agreement with Mr. Wang Xiaoxin in connection with the proposed acquisition of 45% of the issued and paid-up shares of First Linkage Inc. for the purchase consideration of RMB90,000,000.

Proposed acquisition of Xinjiang Zhongtong Internet Science and Technology Development Co., Ltd. (“XJZT”)

On 21 June 2019, the Company announced that it has entered through LottVision Internet Management, into a sale and purchase agreement with First Linkage in connection with the acquisition of 100% of the equity interests of XJZT for the aggregate consideration of RMB50,000,000 (the “**Proposed Acquisition of XJZT**”).

Set-off of consideration for the Proposed Acquisition of XJZT, against the remaining deposit for the Proposed Acquisition of First Linkage which was terminated

On 3 December 2019, in relation to the Proposed Acquisition of XJZT, the Company announced that LottVision Internet Management, First Linkage and Mr. Wang Xiaoxin, the sole shareholder of First Linkage have entered into a deed of amendment and set-off (the “**Deed**”) to further set out the parties’ intentions in respect of, inter alia, the payment of the purchase consideration for XJZT of RMB50,000,000.

29. Notice of compliance (continued)

Set-off of consideration for the Proposed Acquisition of XJZT, against the remaining deposit for the Proposed Acquisition of First Linkage which was terminated (continued)

In connection with the Proposed Acquisition of First Linkage, the parties thereto had agreed for LottVision Internet Management, to provide a refundable deposit of an aggregate amount of HK\$91.4 million to Mr. Wang Xiaoxin.

On 3 December 2019, the parties terminated the Proposed Acquisition of First Linkage and thereby agreed that Mr. Wang Xiaoxin shall refund the deposit in full to LottVision Internet Management, without any interest thereon. The balance of the deposit then to date which remained to be refunded by Mr. Wang Xiaoxin was HK\$66.8 million. Pursuant to the Deed, the remaining deposit shall be applied towards the payment of the purchase consideration for XJZT. However, it is noted that the Proposed Acquisition of XJZT was subsequently terminated.

Proposed settlement with Mr. Wang Xiaoxin

On 9 March 2021, in response to queries from Singapore Exchange Regulation (“**SGX RegCo**”), the Company said it had reached an in-principle agreement with Mr. Wang Xiaoxin whereby he will repay the outstanding refundable deposit over four (4) years (“**Proposed Settlement**”). On 3 August 2021, in response to follow-up queries from SGX RegCo, the Company said that it targets to execute a definitive agreement relating to the Proposed Settlement before the end of the financial year ended 30 September 2021.

On 4 October 2021, the Company announced that (i) LottVision Internet Management has on 30 September 2021 entered into a repayment agreement with Mr. Wang Xiaoxin (“**Repayment Agreement**”); and (ii) WiVision Network Digital Video Technology (Beijing) Co, Ltd. (“**WiVision**”), an indirectly wholly-owned subsidiary of the Company, has on 30 September 2021 entered into an equipment refund agreement with Beijing Zhonglian Shengtong Internet Technology Co, Ltd. (“**ZLST**”) (“**Equipment Refund Agreement**”, and collectively with the Repayment Agreement, the “**Agreements**”).

Under the Repayment Agreement, the parties noted that as at 30 June 2021, the outstanding due from Mr. Wang Xiaoxin for the refundable deposit paid to Mr. Wang Xiaoxin and his affiliated persons in connection with the terminated acquisition of First Linkage was HK\$59.2 million. The parties agreed that Mr. Wang Xiaoxin shall refund the sum of RMB60.0 million to LottVision Internet Management over a 3.5-year period running from 1 October 2021 as full and final settlement of the outstanding amounts. The first payment of RMB7.5 million will be made within thirty (30) days from the date of Repayment Agreement. Mr. Wang Xiaoxin will then pay to LottVision Internet Management a sum of RMB7.5 million on or before 31 March 2022 and every six (6) months henceforth until the final payment on 31 March 2025. Under the Equipment Refund Agreement, the parties agreed that ZLST shall refund to Wivision the total sum of RMB33,500,000 over a 3.5-year period running from 1 October 2021 for the return of the internet hardware and software equipment acquired from ZLST in April 2019. ZLST shall pay to WiVision (i) the sum of RMB1.5 million within five (5) working days from the date of the Equipment Refund Agreement; and (ii) the sum of RMB8 million on 31 March 2022. ZLST will then pay a sum of RMB8 million on 31 March of each year until the final payment on 31 March 2025.

The advance payments of RMB26,810,000 to Chengdu Meili Tianyuan Agriculture Co. Ltd. (“**MLTY**”)

On 11 August 2021 in response to SGX RegCo’s queries, the Company submitted that the HK\$31,961,000 advances to third parties and suppliers mainly represented RMB26,810,000 advances to MLTY since 2018. MLTY is an associate of the customers of NutryFarm (Chengdu) Biomedicine Ltd and maintains influence over the two (2) customers.

29. Notice of compliance (continued)

**Regulatory Announcement on 11 December 2025**

On 11 December 2025, the Company announced that FTI has completed the independent review and submitted the full report on its findings to SGX RegCo. On the same day, SGX RegCo issued a Regulatory Announcement on "Corporate governance practices within the Company fall short of standards expected." The summary of the findings and SGX RegCo's concerns are summarised below:

*Proposed acquisition of First Linkage Inc. and XJZT*

- On 15 March 2018, the Company announced the proposed acquisition of First Linkage Inc. from Mr. Wang for an aggregate consideration of RMB 90 million. Under the terms of the acquisition, a purchase consideration of RMB 67.5 million was to be paid on completion and the remaining RMB 22.5 would be payable upon the target company achieving the pre-agreed profit targets post-acquisition.
- Notwithstanding that the parties had agreed to pay the purchase consideration in accordance with the above timelines, FTI noted that the Company had (a) prepaid Mr. Wang as early as April 2017 and (b) entered into a loan agreement with Mr. Wang in June 2017 to provide an interest-free working capital loan of up to RMB 77 million, both in contemplation of the proposed acquisition of First Linkage Inc.. As of the 15 March 2018 announcement, HKD 53.4 million (which accounted for more than 60% of the purchase consideration required to be paid on completion) had been disbursed to Mr. Wang and his nominated parties. The prepayments and loan agreement were neither disclosed during the material times nor in the 15 March 2018 announcement even though the amount disbursed was significant.
- FTI further reported that professional advisors were only appointed to perform due diligence and independent valuation for the acquisition of First Linkage Inc. in November / December 2017. At the time when the prepayments were made or when the loan agreement was signed, the due diligence and valuation had either not commenced or were still ongoing. FTI also did not find any documentary evidence of internal evaluation performed by the board or management.
- The Company continued to provide such prepayments or loan to Mr. Wang after 15 March 2018. The outstanding amount due from Mr. Wang accumulated to HKD 91.4 million as of July 2018, which exceeded the loan amount and the purchase consideration required to be paid on completion. These prepayments and loan, which were extended interest-free to Mr. Wang, were partially funded by the Company undertaking interest-bearing loans ranging from 3.5% - 7.4%, resulting in the Company bearing the borrowing costs. There was no board resolution in connection with the loan agreement or the amounts disbursed to Mr. Wang. It was only in August 2018, upon the advice of the Company's lawyers, that the board passed a resolution for the monies disbursed to Mr. Wang as the amount had snowballed significantly.
- FTI reported that the disbursements to Mr. Wang went through Mr. Paul Gao Xiangnong (former Chief Executive Officer and Executive Director of NutryFarm), with the bank transfers were approved by Mr. Paul Gao and Mr. Andy Xu Peng (former Chief Financial Officer of NutryFarm). Mr. Paul Gao only provided verbal, ad-hoc notifications to the remaining directors of the disbursements. The directors interviewed by FTI confirmed that they were privy to the loan agreement with Mr. Wang, but were unaware that monies had been disbursed before the loan agreement was signed. On 3 December 2019, the Company announced the termination of the proposed acquisition of First Linkage Inc., and that the prepayments or working capital loan given to Mr. Wang in connection with the proposed acquisition of First Linkage Inc. would be set off against the purchase consideration for the proposed acquisition of XJZT announced in June 2019. XJZT was indirectly owned by First Linkage Inc.. However, the acquisition of XJZT did not materialise either.

29. Notice of compliance (continued)

**Regulatory Announcement on 11 December 2025** (continued)

*Proposed acquisition of First Linkage Inc. and XJZT (continued)*

- As of 31 March 2022, Mr. Wang still owed the Company a sum of HKD 59.8 million. The last repayment by Mr. Wang was in April 2021.

*Advances to an unrelated party, MLTY*

- The advances to MLTY were disbursed from NutryFarm's principal subsidiary, Nutryfarm (Chengdu) Biomedicine (NFC). MLTY was an associate of NFC's customers. The provision of such financial assistance to MLTY was a long-standing practice, which started before NFC was acquired by NutryFarm in 2012.
- FTI reported that RMB 26.81 million due from MLTY to NFC as of 31 March 2021 arose from two loan agreements entered into between NFC and MLTY on 31 March 2019. Under the loan agreements, NFC would provide MLTY with (a) an interest-free working capital loan of RMB 7 million for a one-year period and (b) an interest-free working capital loan of RMB 30 million for a two-year period. The reason for extending these loans to MLTY was to, among others, maintain a positive relationship with two major customers of NFC whom MLTY had influence over.
- However, FTI did not find any commercial justification for these two loan agreements. FTI noted that (a) the interest-free loans extended to MLTY was partially funded by a RMB 13 million interest-bearing loan taken by NFC from Agricultural Bank of China, (b) there were no trades between MLTY and NFC subsequent to October 2018, (c) there was no affiliation between MLTY and the two major customers after 2014, and (d) the annual combined revenue contribution to NFC from the two major customers was only RMB 5.1 million for the financial year ended 31 March 2019 and RMB 6.2 million for the financial year ended 30 September 2020, which did not commensurate with the aggregate loan amount of RMB 37 million extended to MLTY.
- The loans to MLTY were unsecured and MLTY last made repayments for these loans in September 2021. The outstanding amount due from MLTY as of 30 September 2021 was RMB 18.1 million.
- FTI further understood from Mr. Andy Xu Peng (former Chief Financial Officer of NutryFarm) that NFC's extension of loans to MLTY did not require the Company's board approval as "NFC runs their business independently". Mr. Paul Gao confirmed that he was privy to these loans as the assistant general manager of NFC had kept him informed. The other directors interviewed by FTI represented that they only became aware of the loans to MLTY when the outstanding balance started to appear significant in the financial statements.
- In April 2023, the Company disposed of NFC. FTI reported that the disposal was not authorised by the judicial manager even though it took place during the period when the Company was under judicial management.

29. Notice of compliance (continued)

**Regulatory Announcement on 11 December 2025** (continued)

SGX RegCo's Concerns

FTI reported potential late disclosures and control lapses surrounding the advances and loans extended to third parties. Of great concern was a fundamental failure of corporate governance within the Company marked by poor and ineffective board oversight over corporate transactions, and the lack of transparency and disclosure. Advances appeared to be freely made to third parties with no apparent commercial reason. Decisions appeared to be made without due diligence. The Company eventually failed to meet repayment obligations and was placed under the judicial management. Such conduct undermines accountability, transparency, and the principles of sound governance expected of a listed issuer. SGX RegCo will investigate the potential listing rule breaches highlighted in the report.

Actions by the Company

As announced by the judicial manager on behalf of the Company on 9 July 2025, the Company had commenced an originating claim against its former directors and third parties in the High Court of Republic of Singapore, for, among others, breaches of fiduciary duties owed to the Company as well as claims for dishonest assistance or knowing receipt.

30. Events after the reporting period

- (a) On 15 July 2024, the Company and Judicial Manager had entered into a Restructuring Agreement with Corpbond, to which all parties have agreed to facilitate the restructuring of the claims of the Company's creditors (excluding Corpbond).

Subject to the terms and conditions set out in the Restructuring Agreement, it was agreed to effect the restructuring in the following manner:

- Each creditor shall receive a lump sum payment of 20% of each Creditor's Approved Claim (as defined in the Restructuring Agreement) in cash, rounded up to the nearest dollar (the "**Cash Consideration**") implemented and/or effected as set out in the Restructuring Agreement;
- On the settlement date:
  - (i) the Cash Consideration shall be paid by Corpbond to each creditor;
  - (ii) each creditor shall assign, novate and/or otherwise transfer its claim in full and unconditionally to the Corpbond; and
  - (iii) after the assignment, novation and/or transfer of its claim, each creditor shall have no further claims against the Company.

On 10 September 2024, the Company announced that the conditions precedent under the Restructuring Agreement were satisfied and payment of the Cash Consideration to the participating creditors was made on 29 August 2024.

- (b) On 12 September 2024, the Company's wholly-owned subsidiary, Global Agricapital (Singapore) Pte Ltd changed its name to AI Nova Pte. Ltd. ("**AI Nova**") and changed its principal activities to technical testing and analysis services (including certification of products and services) and wholesale trade of a variety of goods without a dominant product.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

30. Events after the reporting period (continued)

- (c) On 10 October 2024, the Company entered into a loan agreement with the Investor for the provision of an interest-free loan of S\$5,000,000, repayable on the date falling five (5) years from the disbursement date and may be extended for a further period, if both parties mutually agreed to such extensions in writing.

In connection with the loan agreement with the Investor, the Company entered into a Supplementary Deed (the “**Supplementary Deed**”) with Corpbond on 14 October 2024 to record Corpbond’s consent and waiver to the Company’s entry into the loan agreement and to obtain the loan from the Investor, with the resumption of trading of the Company’s shares on the Mainboard of the SGX-ST up to an aggregate sum of S\$1,000,000 and provide for the agreed use of proceeds of the loan from the Investor. Pursuant to the terms of the Supplementary Deed, it was agreed that the loan of S\$5,000,000 would be allocated as follows:

- (i) S\$1,500,000 will be allocated for capital injection into AI Nova for working capital purposes;
  - (ii) S\$300,000 will be allocated for expenses related to the Company’s resumption of trading of its shares on the Mainboard of the SGX-ST; and
  - (iii) the remaining balance will be used for the Company’s general working capital needs.
- (d) On 25 October 2024, AI Nova received an amount of S\$1,500,000 from the Company for capital injection through the issuance and allotment of 1,500,000 ordinary shares in AI Nova at an issue price of S\$1.00 per ordinary share.
- (e) On 20 December 2024, AI Nova entered a memorandum of understanding (“**MOU**”) with IJM RE Sdn Bhd (“**IJM RE**”), a subsidiary of IJM Corporation Berhad, that undertakes investments of real estate properties. Under the terms of the MOU, AI Nova and IJM Re have expressed their intention to jointly explore the setting up of a green data centre and AI computing services centre in Malaysia. The MOU expired on 20 June 2025. This MOU is superseded by a MOU between AI Nova Sdn Bhd and ASAS Panorama Sdn Bhd dated 17 September 2025 disclosed in Note 30(o) to the financial statements.
- (f) On 13 January 2025, the Company, through its wholly-owned subsidiary, AI Nova Pte. Ltd., incorporated a wholly-owned subsidiary Xiong’an AI Nova Technology Co. Ltd (雄安艾诺瓦科技有限公司), in the PRC. The principal activity of the subsidiary is to provide information system integration services.
- (g) On 9 April 2025, the Company and the Judicial Manager entered into an Implementation Agreement (the “**Implementation Agreement**”) with Corpbond, pursuant to which parties have agreed on the salient features required to restructure the Company’s obligations to Corpbond in the following manner (a) Conversion Debt (b) Distressed Companies Disposal (c) Right to Sue Assignment, outlining the broad steps needed to progress the restructuring of the Company.
- (h) On 30 June 2025, the Company has incorporated a wholly-owned subsidiary, AI Nova Sdn. Bhd., in Malaysia. The principal activity of the subsidiary is to support potential investments in the technology, media, and telecom sector in Malaysia or Peninsular Malaysia.
- (i) On 30 June 2025, the Company submitted the ROTP, and on 3 July 2025, the professional opinion of the Auditor on the cashflow forecasts of the Company for FY2025 and FY2026 (the “**Forecast Memorandum**”) as well as on 7 July 2025, the valuation report from TC3 Advisory LLC to SGX-ST. Following which, on 13 August 2025, SGX-ST returned with queries in respect of the ROTP and the submitted Forecast Memorandum. On 7 October 2025, an updated Forecast Memorandum was submitted to SGX-ST pursuant to changes in the business model of AI Nova.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

30. Events after the reporting period (continued)

- (j) On 31 July 2025, AI Nova entered into a loan agreement with a third party for a sum of United States dollar (“US\$”) 500,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on the expiry when due and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the due date; or (b) full repayment of the loan by way of the issue and allotment of Loan Conversion Shares at an issue price of S\$0.045 per Loan Conversion Share.
- (k) On 8 August 2025, AI Nova entered into a loan agreement with a third party for a sum of US\$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on the expiry when due and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of S\$0.045 per Loan Conversion Share.
- (l) On 1 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US\$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling one (1) year from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S\$0.045 per Loan Conversion Share.
- (m) On 3 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US\$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling three (3) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S\$0.045 per Loan Conversion Share.
- (n) On 11 September 2025, the Company (as the Vendor), the Judicial Manager and Corpbond (as the Purchaser) entered into a Distressed Company Disposal agreement (the “**Sales and Purchase Agreement**”), where in connection and notwithstanding with the Implementation Agreement, the Company sold to Corpbond the subsidiaries (i) Nutryfarm Biomedicine International Limited and (ii) LottVision Holdings Limited at a consideration of US\$1.00.
- (o) On 17 September 2025, AI Nova Sdn. Bhd. entered into a Memorandum of Understanding (“MOU”) with Asas Panorama Sdn Bhd (“APSB”), a joint venture company majority-owned by IJM Land Berhad that acts as a master developer of the Malaysia-China Kuantan Industrial Park. Under the terms of the MOU, AI Nova and APSB expressed their intention to jointly explore the planning and construction of a next-generation AI computing power center at the industrial park. The MOU remains in effect for a period of six months from the date of signature.
- (p) On 10 October 2025, the Company, the Judicial Manager and Corpbond entered into an Addendum to Implementation Agreement for a further extension of the Long-stop Date as defined in the Implementation Agreement from 30 September 2025 to 31 December 2025.

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**30. Events after the reporting period (continued)**

- (q) On 13 October 2025, the Company and the Judicial Manager entered into a Right to Sue Assignment (the “**Assignment Agreement**”) with Corpbond, where in connection and notwithstanding with the Implementation Agreement, in consideration of the sum of S\$1.00 payable to Corpbond, the Company assigns absolutely in favour of Corpbond all of the Company’s present and future rights, title and interest in and to, and all benefit accrued and to accrue to the Company in the Assigned Causes of Action (which for the avoidance of doubt, be subject to the Existing Equities), including without limitation, the sole and exclusive right for Corpbond to commence, prosecute, compromise, settle, and enforce, in its own name, any legal proceedings, arbitration, or other dispute resolution mechanism in respect of the Assigned Causes of Action, as Corpbond in its absolute discretion deems fit.
- (r) On 28 October 2025, the Company, the Judicial Manager and Corpbond entered into a Share Conversion Agreement (the “**Conversion Agreement**”) where in connection and notwithstanding with the Implementation Agreement, the Parties had inter alia agreed that as part of the restructuring of the Company, the Company shall issue and allot Conversion Shares to Corpbond in consideration for the absolute and full discharge of the Conversion Debt.
- (s) On 30 October 2025, AI Nova entered into a loan agreement with three (3) third parties for a sum of US\$1,000,000 each for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S\$0.045 per Loan Conversion Share.
- (t) On 5 November 2025, AI Nova entered into a loan agreement with a third party for a sum of US\$10,000,000 for the purpose of working capital, bearing interest at 10% per annum, repayable on the date falling one (1) year from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S\$0.045 per Loan Conversion Share. This loan is subject to a charge over 15% of shareholdings in AI Nova.
- (u) On 5 November 2025, the Company, the Judicial Manager and Skybeam Investment Limited entered into a Share Charge, where the Company, as legal and beneficial owner of the Shares and Dividends, and as a continuing security for the due and punctual payment and discharge of the Secured Indebtedness and for the observance and performance by the Borrower of its obligations under the Loan, hereby charges in favour of Skybeam Investment Limited by way of first fixed charge, and assigns and agrees to assign absolutely to the Chargee, free from all Security, all its rights, title and interest in and to, all present and future Shares and Dividends.
- (v) On 22 December 2025, the Company (as the charger), the Judicial Manager and Alpha Hill Pte. Ltd. (“Alpha Hill”) (as the chargee) entered into a Share Charge Deed with, pursuant to which the Company granted a first fixed charge over 85% of its issued shares in AI Nova as security for all present and future liabilities arising under a US\$5,000,000 loan agreement. The remaining 15% of the shares are subject to an existing first fixed charge in favour of another third party lender. Prior to the occurrence of an enforcement event, voting and dividend rights attached to the charged shares remain with the Company; however, upon default, Alpha Hill is entitled to exercise voting rights, receive dividends, and enforce the security, including through the sale of the shares or the appointment of a receiver. The Judicial Manager executed the deed solely in her capacity as judicial manager and disclaimed any personal liability.

**31. Contingent liabilities**

*Background*

On 27 May 2022, the Company announced that the Company received two (2) Settlement Agreements from the Finance Manager of Global Agricapital Thailand Co Ltd (“GAT”) to compensate the customers amounting to RMB334,000,000. The Settlement Agreements were agreed on behalf of GAT by Cheng Meng, ex-director and Chief Executive Officer of the Company. Cheng Meng was also the ex-director of GAT. Prior to the receipt of the Settlement Agreements by the Company from the Finance Manager of GAT, the Company including its management and Board of Directors, were never informed nor consulted of such negotiations or discussions with the customers, and there were neither any information, notifications nor indications that the Settlement Agreements including the terms therein, were contemplated and agreed. As far as the Board of Directors was aware, based on the purchase agreements with the customers as announced on 29 January 2021 and 21 June 2021, the purchase agreements provide for an estimated quantity in terms of number of containers that the customers are expected to procure together with an estimated value for the purchase agreements which was only determined and agreed at the time when the customers places their orders in batches. Whilst the purchase agreements provided for GAT to ensure the quantity of shipments from the delivery origin (including quality at delivery origin and during transportation), there were no commitments or requirements on minimum quantity and/or delivery by GAT and no compensation clauses. The Company had conducted an investigation to determine if there were any other purchase agreements that the Company was not aware of, as well as the veracity and authenticity of the Settlement Agreements, including whether Cheng Meng had willfully withheld such information from the Board of Directors and executed such agreements without the Board of Directors’ approval. No other such agreements were identified during the investigation.

*Status*

This is referred to as Civil Case No. ว.1870/2025, between GAT represented by Mr. Phaisit Munischanont, duly authorized representative, as the Plaintiff, and Mr. Cheng Meng, as the Defendant, in connection with a breach of contract claim under civil proceedings for damages in the amount of THB 74,966,467.60.

On 19 September 2025, the Plaintiff filed the said civil action with the Civil Court of Bangkok South, Laws of the Kingdom of Thailand. Following the filing, the Plaintiff has taken steps to identify the domicile or residence of the Defendant in order to facilitate the Court’s service of official documents upon the Defendant.

The Court has scheduled the first hearing on 17 November 2025, for the purpose of acknowledging the preliminary facts and circumstances of the case. The proceedings have not yet reached the stage of witness examination or evidentiary hearings of either party.

As at the date of the authorisation of the financial statements, no compensation claims have been filed against the Company. Therefore, no provision for any liability has been made in these financial statements.

**32. Basis for disclaimer of opinion on the financial statements for the financial year ended 30 September 2022**

Our independent auditor's report dated 27 October 2025 expressed a qualified opinion on the financial statements for the financial year ended 30 September 2022. The extract of the basis of the disclaimer of opinion is set out as follows:

Basis for Disclaimer of Opinion

1. Opening balances

The financial statements for the financial year ended 30 September 2021 were audited by another firm of auditors, who expressed a disclaimer of opinion in their report dated 25 February 2025. An extract of their basis for disclaimer of opinion is disclosed in Note 29 to the financial statements.

In view of the matters described in the *Basis for Disclaimer of Opinion* on the financial statements for the financial year ended 30 September 2021, we were unable to determine whether the opening balances as at 1 October 2021 are fairly stated. As these opening balances as at 1 October 2021 affect the determination of the financial performance, balance sheet, changes in equity and cash flows of the Group and the Company for the financial year ended 30 September 2022, we were unable to determine whether any adjustments might have been necessary in respect to the financial performance, balance sheet, changes in equity and cash flows of the Group and the Company for the financial year ended 30 September 2022.

We also do not express an opinion on the current financial year's financial statements because of the possible effects of these matters on the comparability of the current financial year's figures and the corresponding figures.

2. Limitation of scope

We were unable to, and have not, performed an audit in accordance with the Singapore Standards on Auditing on the consolidated financial statements of the Group, and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2022, as the accounting records and supporting documentation necessary for the audit were not made available since the Company was placed under judicial management order from 28 June 2022, as disclosed in Note 1 to the financial statements.

As a result, we were unable to perform audit procedures to determine whether the Group and the Company have rights to, and obligations for, the assets and liabilities; and to verify the occurrences, cut-off, completeness, accuracy, validity, valuation, classification, and disclosure of the transactions and balances presented in the financial statements of the Group and the Company, including the balances and transactions as disclosed in Note 30 to the financial statements. We were also unable to carry out the necessary audit procedures to verify the completeness of the review of subsequent events from 30 September 2022 up to the date of this audit report. Consequently, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements of the Group and the balance sheet and changes in equity of the Company for the financial year ended 30 September 2022.

3. Notice of compliance

As disclosed in Note 30 to the financial statements, as required by Singapore Exchange Securities Trading Limited, an independent reviewer, FTI Consulting Pte Ltd has been appointed to conduct an investigation on events which began prior to year 2019. As of the date of this report, the investigation findings report has not yet been issued. Consequently, we were unable to determine if any adjustments to and additional disclosures in the accompanying financial statements of the Group and the Company might be necessary arising from the findings of the investigation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

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**32. Basis for disclaimer of opinion on the financial statements for the financial year ended 30 September 2022 (continued)**

4. Contingent liabilities

As disclosed in Note 32 to the financial statements, the Company received Settlement Agreements relating to potential customers compensation. As of the date of this report, no compensation claims have been filed against the Company, and no provision for any liability has been made in these financial statements.

We were unable to obtain sufficient appropriate audit evidence regarding the status and outcome of these potential claims. Consequently, we were unable to determine whether any adjustments might be necessary in respect of these claims, and we do not express an opinion on this matter in the financial statements.

5. Appropriateness of the going concern assumption

As disclosed in Note 3 to the financial statements, the Group incurred a net loss of HK\$81,454,000 (2021: HK\$111,453,000) and recorded net cash outflow from operating activities amounting to HK\$27,340,000 (2021: HK\$3,404,000) for the financial year ended 30 September 2022. As at that date, the Group's total liabilities and current liabilities exceeded its total assets and current assets by HK\$133,478,000 and HK\$148,536,000 respectively (2021: HK\$60,720,000 and HK\$34,262,000). The Company's total liabilities and current liabilities exceeded its total assets and current assets by HK\$166,001,000 and HK\$226,847,000 respectively (2021: current liabilities exceeded the current assets by HK\$10,596,000).

As disclosed in Note 1, the High Court of Singapore granted an order placing the Company under judicial management on 28 June 2022. The Judicial Manager is not in a position to, and does not opine on, the Group's and the Company's ability to continue as going concern. As further disclosed in Note 3, the Group and the Company are currently undergoing restructuring activities, which remain ongoing as at the date of this report. The ability of the Group and the Company to continue as going concerns depends on the successful completion of these restructuring activities, including securing financing from investors and financial institutions to meet their operational and development needs. However, the outcome of the restructuring activities is inherently uncertain, and the actual results of these plans may differ materially from management's assumptions and projections. Due to these material uncertainties and the lack of sufficient appropriate audit evidence to support the feasibility and execution of the restructuring plans, we were unable to conclude on the appropriateness of the use of the going concern basis of accounting.

The financial statements have been prepared on a going concern basis and do not include any adjustments that might be necessary should the Group and the Company be unable to continue as going concerns. If the going concern basis is no longer appropriate, adjustments may be required to reduce the carrying amounts of assets to their recoverable amounts, to provide for further liabilities, and to reclassify non-current assets and liabilities as current. No such adjustments have been made.

**33. Authorisation of financial statements**

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2023 have been approved by the Judicial Manager and authorised for issue via a resolution dated 7 January 2026.

**NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES**

**STATISTICS OF SHAREHOLDINGS  
AS AT 4 MARCH 2026**

**DISTRIBUTION OF SHAREHOLDINGS**

<u>SIZE OF SHAREHOLDERS</u>	<u>NO. OF SHAREHOLDERS</u>	<u>%</u>	<u>NO. OF SHARES</u>	<u>%</u>
1 - 99	308	6.67	14,831	0.01
100 - 1,000	2,487	53.87	1,079,913	0.78
1,001 - 10,000	1,288	27.90	4,532,399	3.30
10,001 - 1,000,000	516	11.17	42,169,741	30.69
1,000,001 AND ABOVE	18	0.39	89,625,219	65.22
<b>TOTAL</b>	<b>4,617</b>	<b>100.00</b>	<b>137,422,103</b>	<b>100.00</b>

**TWENTY LARGEST SHAREHOLDERS**

<u>NO.</u>	<u>NAME</u>	<u>NO. OF SHARES</u>	<u>%</u>
1	JIA LIJIE	21,687,500	15.78
2	CHENG MENG	13,300,000	9.68
3	TIANCI INTERNATIONAL PRIVATE LIMITED	10,000,000	7.28
4	PHILLIP SECURITIES PTE LTD	6,570,424	4.78
5	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	5,447,752	3.96
6	MAZ (WU YONGQIANG - B1536/2023)	5,230,000	3.81
7	DBS NOMINEES (PRIVATE) LIMITED	4,234,300	3.08
8	CITIBANK NOMINEES SINGAPORE PTE LTD	3,583,743	2.61
9	IFAST FINANCIAL PTE. LTD.	2,844,700	2.07
10	LIM BEE LI (LIN MEILI)	2,798,100	2.04
11	DAVID WU DEWEI	2,671,400	1.94
12	LIM HEAN NERNG	2,522,700	1.84
13	GAO HUAZHU	2,216,600	1.61
14	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	1,722,500	1.25
15	LIAO XIAOYAN	1,465,400	1.07
16	LIM CHIN HOE	1,168,200	0.85
17	LIM BOK HOO	1,102,000	0.80
18	TIGER BROKERS (SINGAPORE) PTE. LTD.	1,059,900	0.77
19	ANG POH GUAN	972,200	0.71
20	WU JIANGSHENG	856,300	0.62
<b>TOTAL</b>		<b>91,453,719</b>	<b>66.55</b>

## NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

### STATISTICS OF SHAREHOLDINGS AS AT 4 MARCH 2026

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Substantial Shareholders (as recorded in the Register of Substantial Shareholders) as at 4 March 2026.

	<b>Direct interest number of shares</b>	<b>%</b>	<b>Deemed interest number of shares</b>	<b>%</b>	<b>Total number of shares</b>	<b>%</b>
Niu Liming	360,000	0.26	34,987,500 <sup>1</sup>	25.46	35,347,500	25.72

As at 4 March 2026, approximately 74.28% of the shareholding in the Company was held in the hands of the public (on the basis of the information available to the Company).

Accordingly, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

<sup>1</sup> Pursuant to Section 7 of the Companies Act 1967, Mr. Niu Liming is deemed to have an interest in 21,687,500 shares held by Ms. Jia Lijie and 13,300,000 shares held by Mr. Cheng Meng by virtue of the share pledge arrangement.

## NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

### NOTICE OF ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN that the 2023 annual general meeting of NUTRYFARM INTERNATIONAL LIMITED (the "**Company**") will be held at 8 Marina Boulevard, #29-01, Marina Bay Financial Centre Tower 1, Singapore 018981 on Tuesday, 31 March 2026 at 10.30 a.m. (Singapore time) and any adjournment thereof (the "**Annual General Meeting**") for the following purposes:

#### AS ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- To receive and adopt the Judicial Manager's Statement and audited financial statements of the Company for the financial period ended 30 September 2023 together with the auditor's report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company, who will be retiring by rotation pursuant to Article 104 of the constitution of the company (the "**Constitution**"), and who, being eligible, offer themselves for re-election:
  - Mr Niu Liming *[see Explanatory Note (1)]* **(Resolution 2)**
  - Mr Er Kwong Wah *[see Explanatory Note (2)]* **(Resolution 3)**
- To re-elect the following Directors of the Company, who will cease to hold office pursuant to Article 107A of the Constitution, and who, being eligible, offer themselves for re-election:
  - Mr Timothy John Goodchild *[see Explanatory Note (3)]* **(Resolution 4)**
  - Ms Ng Chern Nee *[see Explanatory Note (4)]* **(Resolution 5)**
- To appoint Mr Wan Tai Foong as a Director of the Company. *[see Explanatory Note (5)]* **(Resolution 6)**
- To re-appoint Nexia Singapore PAC ("**Nexia**"), Public Accountants and Chartered Accountants, as the Company's auditor, to hold office until the close of the next annual general meeting of the Company, at a fee to be agreed between the Company and Nexia. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an annual general meeting.

#### BY ORDER OF THE BOARD

##### Niu Liming

Chief Executive Officer and Executive Director  
10 March 2026

#### Explanatory Notes:

- Ordinary Resolution 2 is to re-elect Mr Niu Liming, who will be retiring by rotation pursuant to Article 104 of the Constitution. Mr Niu will, upon re-election, remain as Chief Executive Officer and Executive, Non-Independent Director of the Company.
- Ordinary Resolution 3 is to re-elect Mr Er Kwong Wah, who will be retiring by rotation pursuant to Article 104 of the Constitution. Mr Er will, upon re-election, remain as Non-Executive, Independent Director of the Company.
- Ordinary Resolution 4 is to re-elect Mr Timothy John Goodchild, who will cease to hold office pursuant to Article 107A of the Constitution. Mr Goodchild will, upon re-election, remain as Non-Executive, Independent Director of the Company.
- Ordinary Resolution 5 is to re-elect Ms Ng Chern Nee, who will cease to hold office pursuant to Article 107A of the Constitution. Ms Ng will, upon re-election, remain as Non-Executive, Independent Director of the Company.

## NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

### NOTICE OF ANNUAL GENERAL MEETING

---

5. Ordinary Resolution 6 is to appoint Mr Wan Tai Foong as a Director of the Company pursuant to Article 107 of the Constitution. Mr Wan will, upon his appointment, be designated as Non-Executive, Independent Director of the Company and Chairman of the Audit Committee. The Board considers Mr Wan to be independent for the purposes of the Listing Manual of the Singapore Exchange Securities Trading Limited. Mr Wan does not have any relationships, including immediate family relationships, with any of the Directors, the Company or its substantial shareholders.

#### Important Notes:

1. The 2023 Annual General Meeting will be held in a wholly physical format at 8 Marina Boulevard, #29-01, Marina Bay Financial Centre Tower 1, Singapore 018981 on Tuesday, 31 March 2026 at 10.30 a.m. (Singapore time). **There will be no option for the members to participate virtually.** Shareholders, including CPFIS and SRS investors who hold SGX shares through CPF Agent Banks or SRS Operators, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the 2023 Annual General Meeting by attending the physical meeting.

Printed copies of this notice and the accompanying proxy form will be sent by post to members. These documents have also been made available on SGX website at the URL <https://www.sgx.com/securities/company-announcements> ("**SGXNet**").

2. Submission of Questions: Members who have any substantial and relevant questions in relation to any agenda item of this notice must submit their questions in writing to the Company in advance in the following manner:

- a) If submitted by post, be lodged at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- b) if submitted electronically, be submitted via email to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com) in either case, in advance of the AGM, no later than 17 March 2026 at 5.00 p.m.

Shareholders, including CPFIS Investors and SRS Investors, who submit questions via e-mail or by post to the Company's Share Transfer Agent must provide the following information:

- (a) the Shareholder's full name;
- (b) the Shareholder's full address; and
- (c) the manner in which the Shareholder holds shares in NUTRYFARM INTERNATIONAL LIMITED (e.g. via CPFIS or SRS).

The Company will endeavour to upload the Company's responses to substantial and relevant questions from members on the SGXNet website by 19 March 2026.

3. Submission of Proxy Forms: Relevant Proxy Form(s) must be submitted to the Company in the following manner:

- a) If submitted by post, be lodged at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- b) if submitted electronically, be submitted via email to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com)

in either case, no later than 10.30 a.m. on 29 March 2026 (the "**Proxy Deadline**").

4. A Depositor who is not an individual can only be represented at the Annual General Meeting if its nominee is/are appointed as CDP's proxy/proxies. To appoint its nominee/nominees as proxy/proxies of CDP and to enable its nominee/nominees to attend and vote at the Annual General Meeting, such Depositor should complete, execute and deposit the Depositor Proxy Form in accordance with the instructions at the Annual General Meeting.

## NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT) AND ITS SUBSIDIARIES

### NOTICE OF ANNUAL GENERAL MEETING

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5. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the Annual General Meeting.
6. To be valid, the Shareholder Proxy Form or the Depositor Proxy Form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or at any adjournment thereof. Detailed instructions can be found on the Shareholder Proxy Form and Depositor Proxy Form.
7. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.