TOTM TECHNOLOGIES LIMITED

(THE "COMPANY" AND TOGETHER WITH ITS SUBSIDIARIES, THE "GROUP")
(Incorporated in the Republic of Singapore under Registration Number 201506891C)

Unaudited Condensed Interim Financial Statements
For the six months ended 30 November 2024

Contents

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.*

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TOTM TECHNOLOGIES

TOTM TECHNOLOGIES LIMITED

Condensed interim consolidated statement of profit or loss and other comprehensive income
For the six months ended 30 November 2024

		The Group		
		Half Year Ended		
	Note	30 Nov 2024 $'000 (Unaudited)	30 Nov 2023 $'000 (Unaudited)	Change %
Revenue	4	**5,666**	3,328	70.3
Other income		**172**	29	>100.0
Subcontractor costs and direct costs		**(1,107)**	(415)	>100.0
Employee benefit expenses – Project		**(619)**	(562)	10.1
Employee benefit expenses – Administrative		**(1,756)**	(1,929)	(9.0)
Share-based payment expense		**(567)**	(548)	3.5
Depreciation and amortisation expenses		**(3,046)**	(3,032)	0.5
Legal and professional expenses		**(856)**	(977)	(12.4)
Other expenses		**(1,168)**	(1,236)	(5.5)
Finance costs		**(57)**	(44)	29.5
Share of profit/(losses) from equity-accounted for associate		**696**	(87)	N.M
Loss before tax	6	**(2,642)**	(5,473)	(51.7)
Income tax credit	7	**302**	473	(36.2)
Loss for the period		**(2,340)**	(5,000)	(53.2)
Other comprehensive profit/(loss):				
Items that are or may be reclassified subsequently to profit or loss				
Currency translation differences arising on consolidation		**124**	(372)	N.M
Other comprehensive profit/(loss) for the period, net of tax		**124**	(372)	N.M
Total comprehensive loss for the period		**(2,216)**	(5,372)	(58.7)

Condensed interim consolidated statement of profit or loss and other comprehensive income (Continued)
For the six months ended 30 November 2024

		The Group		
		Half Year Ended		
	Note	**30 Nov 2024 $'000 (Unaudited)**	30 Nov 2023 $'000 (Unaudited)	**Change %**
Loss for the period attributable to:				
Equity holders of the Company		**(2,357)**	(4,907)	(52.0)
Non-controlling interests		**17**	(93)	N.M
		(2,340)	(5,000)	(53.2)
Total comprehensive loss for the period attributable to:				
Equity holders of the Company		**(2,234)**	(5,275)	(57.6)
Non-controlling interests		**18**	(97)	N.M
		(2,216)	(5,372)	(58.7)
Loss per share for loss attributable to equity holders of the Company				
Basic and diluted (cents per share)	6.3	**(0.17)**	(0.37)	(54.1)

N.M – Not Meaningful

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

TOTM TECHNOLOGIES LIMITED

Condensed interim statements of financial position
As at 30 November 2024

		The Group		The Company	
		As at		As at	
		30 Nov 2024	31 May 2024	30 Nov 2024	31 May 2024
	Note	$'000	$'000	$'000	$'000
ASSETS					
Non-current assets					
Property, plant and equipment	10	**2,639**	3,223	**1,923**	2,276
Intangible assets	11	**30,382**	32,825	**123**	145
Investment in subsidiaries		**–**	–	**89,487**	89,487
Investment in an associate	12	**13,366**	12,671	**14,670**	14,670
Financial asset at fair value through profit or loss	9	**5,392**	5,435	**5,392**	5,435
Deferred tax assets		**66**	65	**–**	–
Trade and other receivables		**56**	56	**–**	–
Total non-current assets		**51,901**	54,275	**111,595**	112,013
Current assets					
Contract assets		**3,842**	2,720	**–**	**–**
Amounts due from subsidiaries		**–**	–	**302**	**502**
Trade and other receivables		**3,119**	3,513	**198**	**235**
Income tax recoverable		**129**	343	**–**	–
Cash and cash equivalents		**2,208**	2,367	**606**	**739**
Total current assets		**9,298**	8,943	**1,106**	**1,476**
Total assets		**61,199**	63,218	**112,701**	**113,489**
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	13	**156,682**	156,202	**156,682**	156,202
Other reserves		**(42,662)**	(42,872)	**1,723**	1,636
Accumulated losses		**(58,287)**	(55,930)	**(49,266)**	(46,878)
Equity attributable to equity holders of the Company		**55,733**	57,400	**109,139**	110,960
Non-controlling interests		**91**	73	**–**	–
Total equity		**55,824**	57,473	**109,139**	110,960

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

TOTM TECHNOLOGIES LIMITED

Condensed interim statements of financial position (Continued)
As at 30 November 2024

		The Group		The Company	
		As at		As at	
		30 Nov 2024	31 May 2024	30 Nov 2023	31 May 2024
	Note	$'000	$'000	$'000	$'000
Non-current liabilities					
Lease liabilities		**1,403**	1,403	**1,403**	1,403
Employee benefit liabilities		**318**	300	**–**	–
Deferred tax liabilities		**1,728**	2,158	**–**	–
Provision for reinstatement costs		**80**	80	**80**	80
Total non-current liabilities		**3,529**	3,941	**1,483**	1,483
Current liabilities					
Contract liabilities		**13**	13	**–**	–
Trade and other payables		**1,504**	1,068	**1,182**	467
Amounts due to subsidiaries		**–**	–	**611**	–
Lease liabilities		**329**	698	**286**	579
Income tax payable		**–**	25	**–**	–
Total current liabilities		**1,846**	1,804	**2,079**	1,046
Total liabilities		**5,375**	5,745	**3,562**	2,529
Total equity and liabilities		**61,199**	63,218	**112,701**	113,489

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

TOTM TECHNOLOGIES

TOTM TECHNOLOGIES LIMITED

Condensed interim statement of changes in equity
For the six months ended 30 November 2024

	Attributable to equity holders of the Company					
	Share capital (Note 13) $'000	**Other reserves $'000**	**Accumulated losses $'000**	**Total $'000**	**Non-controlling interests $'000**	**Total equity $'000**
(Unaudited)						
The Group						
Balance at 1.6.2024	156,202	(42,872)	(55,930)	57,400	73	57,473
Loss for the period	–	–	(2,357)	(2,357)	17	(2,340)
Other comprehensive loss:						
Currency translation differences arising on consolidation	–	123	–	123	1	124
Total comprehensive loss for the period	–	123	(2,357)	(2,234)	18	(2,216)
Issue of ordinary shares	480	–	–	480	–	480
Share-based payment expense	–	87	–	87	–	87
Balance at 30.11.2024	156,682	(42,662)	(58,287)	55,733	91	55,824
The Group						
Balance at 1.6.2023	156,202	(43,654)	(44,341)	68,207	448	68,655
Loss for the period	–	–	(4,907)	(4,907)	(93)	(5,000)
Other comprehensive loss:						
Currency translation differences arising on consolidation	–	(368)	–	(368)	(4)	(372)
Total comprehensive loss for the period	–	(368)	(4,907)	(5,275)	(97)	(5,372)
Share-based payment expense	–	548	–	548	—	548
Balance at 30.11.2023	156,202	(43,474)	(49,248)	63,480	351	63,831

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

TOTM TECHNOLOGIES LIMITED

Condensed interim statement of changes in equity (Continued)
For the six months ended 30 November 2024

	Share capital (Note 13) $'000	Other reserves $'000	Accumulated losses $'000	Total equity $'000
(Unaudited)				
The Company				
Balance at 1.6.2024	156,202	1,636	(46,878)	110,960
Loss and total comprehensive loss for the year	–	–	(2,388)	(2,388)
Issue of ordinary shares	480	–	–	480
Share-based payment expense	–	87	–	87
Balance at 30.11.2024	156,682	1,723	(49,266)	109,139

	Share capital (Note 13) $'000	Other reserves $'000	Accumulated losses $'000	Total equity $'000
(Unaudited)				
The Company				
Balance at 1.6.2023	156,202	728	(38,327)	118,603
Loss and total comprehensive loss for the year	–	–	(3,030)	(3,030)
Share-based payment expense	–	548	–	548
Balance at 30.11.2023	156,202	1,276	(41,357)	116,121

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

TOTM TECHNOLOGIES LIMITED

Condensed interim consolidated statement of cash flows
For the six months ended 30 November 2024

	The Group	
	Half year ended	
	30 Nov 2024 $'000	30 Nov 2023 $'000
Cash flows from operating activities		
Loss before tax	**(2,642)**	(5,473)
Adjustments for:		
Depreciation and amortisation expenses	**3,047**	3,032
Defined benefits plans	**18**	–
Loss/(gain) on foreign exchange	**138**	(215)
Reversal of retirement benefit obligation	**–**	(9)
Interest expenses	**57**	44
Interest income	**(9)**	(2)
Share-based payment expense	**567**	548
Share of (profit)/losses from equity-accounted associate	**(695)**	87
Operating cash flows before movements in working capital	**481**	(1,988)
Changes in working capital:		
Contract assets	**(1,122)**	(1,160)
Trade and other receivables	**394**	(150)
Trade and other payables	**(71)**	317
Cash used in operations	**(318)**	(2,981)
Interest received	**9**	2
Income tax refund/(paid)	**60**	(107)
Net cash used in operating activities	**(249)**	(3,086)

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

TOTM TECHNOLOGIES

TOTM TECHNOLOGIES LIMITED

Condensed interim consolidated statement of cash flows (Continued)
For the six months ended 30 November 2024

	The Group	
	2024	2023
	$'000	$'000
Cash flows from investing activities		
Purchase of property, plant and equipment (Note 10)	**(8)**	(332)
Purchase of intangible assets	**(2)**	–
Net cash used in investing activities	**(10)**	(332)
Cash flows from financing activities		
Proceeds from director's loan	**500**	–
Repayment of lease liabilities	**(370)**	(342)
Interest paid	**(50)**	(44)
Net cash generated from/(used in) financing activities	**80**	(386)
Net decrease in cash and cash equivalents	**(179)**	(3,804)
Cash and cash equivalents at beginning of period	**2,367**	9,551
Effect of exchange rate fluctuation on cash and cash equivalents	**20**	(43)
Cash and cash equivalents at end of period	**2,208**	5,704
Cash and cash equivalent comprised of the following:		
Cash and bank balances	**2,208**	5,704
Less: Pledged bank deposits	**(50)**	(50)
Cash and cash equivalent	**2,158**	5,654

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

1 Corporate information

The Company

Totm Technologies Limited (the "**Company**" or "**TOTM Technologies**") (Co. Reg. No. 201506891C) is a limited liability company incorporated and domiciled in Singapore and is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

These condensed interim consolidated financial statements are as at and for the six months ended 30 November 2024 comprised the Company and subsidiaries (collectively, the "**Group**"). The principal activity of the Company is that of investment holding.

The principal activities of the significant subsidiaries are:

a) Providing information technology consulting, computer and computer facility management services.
b) Providing information technology and computer services (development and sale of identity management technologies).
c) Investment holding.

2 Basis of preparation

The condensed interim financial statements for the six months ended 30 November 2024 have been prepared in accordance with Singapore Financial Reporting Standards (International) ("**SFRS(I)**") 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of consolidated financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the year ended 31 May 2024.

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

The condensed interim financial statements are presented in Singapore dollar ("**SGD**" or "**$**"), which is the Company's functional currency. All financial information has been rounded to the nearest thousand, unless otherwise stated.

2.1 New and amended standards adopted by the Group

The condensed interim financial statements have been prepared based on accounting policies and method of computation consistent with those adopted in the most recent audited financial statements of the Group for the financial year ended 31 May 2024. The Group has adopted new and revised SFRS(I) and interpretations of SFRS(I) applicable to the Group which are effective for the financial year beginning 1 June 2024. These are not expected to have a material impact on the Group's condensed interim financial statements.

2.2 Use of judgements and estimates

In preparing the condensed interim financial statement, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, income and expense. Actual results may differ from these estimates.

2.2 Use of judgements and estimates (Continued)

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to consolidated financial statements as at and for the year ended 31 May 2024.

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

There is no critical judgement made in applying accounting policies that have the most significant effect on the amount recognised in the financial statement, or have a significant risk of resulting in a material adjustments to the carrying amounts of assets and liabilities within the next financial period, other than the key sources of estimation uncertainty below.

2.3 Key sources of estimation uncertainty

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

Impairment of property, plant and equipment and intangible assets with finite useful lives

At the end of each reporting period, the Group and the Company assess whether there are any indications of impairment for all non-financial assets. If any such indication exists, the Group and the Company estimate the recoverable amount of that asset. An impairment loss exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.

Where value in use calculations are undertaken, management is required to estimate the expected future cash flows from the asset or cash-generating unit and a suitable discount rate in order to determine the present value of the cash flows.

Impairment assessment of goodwill

Management performs an annual impairment assessment of goodwill or more frequently if there are indications that goodwill might be impaired. Valuation model based on discounted cash flow analysis of the cash-generating unit is used by management to determine the value in use for the purposes of the impairment assessment.

Forecasting and discounting future cash flows for the impairment assessment involves an element of judgement and requires management to make certain assumptions and apply estimates. Any changes in the assumptions made and discount rate applied could affect the impairment assessment.

Allowance for expected credit losses of trade receivables and contract assets

The Group applies the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables and contract assets. Trade receivables and contract assets that shared the same credit risk characteristics and days past due are grouped together in measuring the expected credit losses.

The provision matrix is initially based on the Group's historical observed default rates. The Group will assess the historical credit loss experience by considering current and forecast economic conditions with consideration on how these conditions will affect the Group's expected credit losses ("**ECL**") assessment. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

2.3 Key sources of estimation uncertainty (Continued)

Impairment of investment in subsidiaries and associate

At the end of each reporting period, the Company assesses whether there are any indications of impairment for investment in subsidiaries and associate. The Company also assesses whether there is any indication that an impairment loss recognised in prior periods for investment in subsidiaries and associate may no longer exist or may have decreased.

If any such indication exists, the Company estimates the recoverable amount of that asset. An impairment loss exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. An impairment loss recognised in prior periods shall be 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.

Where value in use calculations are undertaken, management is required to estimate the expected future cash flows from the asset or cash-generating unit and a suitable discount rate in order to determine the present value of the cash flows. The value in use calculation involves significant judgement in the forecast projection of sales and operating cash flows for the next five years. Changes in the assumptions made and discount rate applied could affect the carrying values of these assets.

Fair value measurement of financial instruments

Where the fair values of financial instruments recorded in statements of financial position cannot be measured based on quoted prices in active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

3 Seasonal operations

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

4 Segment and revenue information

The Digital Identity business is presented based on geographical segments, mainly Indonesia, India, Singapore and the United States of America ("**USA**"). As at 30 November 2024, the entity incorporated in the USA has yet to commence operation. Management monitors the operating results of its business units separately for making decisions about allocation of resources and assessment of performance of each segment. These operating segments are reported in a manner consistent with internal reporting provided to CEO who is responsible for allocating resources and assessing performance of the operating segments.

4.1 Reportable segment

The segment information provided to management for the reportable segments are as follows:

	Singapore	Indonesia	India	USA	Adjustments and eliminations	The Group
From 1 June 2024 to 30 November 2024	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Total segment revenue	–	5,666	599	–	(599)	5,666
Intersegment revenue	–	–	(599)	–	599	–
Total revenue from external parties	–	5,666	–	–	–	5,666
Operating (loss)/profit	(3,168)	1,841	48	–	(2,011)	(3,290)
Interest income	3	6	–	–	–	9
Finance costs	(52)	(4)	(1)	–	–	(57)
(Loss)/profit before tax	(3,217)	1,843	47	–	(2,011)	(3,338)
Share of profit from equity-accounted for associate						696
Income tax credit						302
Loss for the period						(2,340)
Other significant non-cash items						
Depreciation and amortisation expenses	655	239	25	–	2,128	3,047
Assets						
Segment assets	114,304	9,780	274	13	(63,172)	61,199
Segment assets include additions to non-current assets	–	10	–	–	–	10
Liabilities						
Segment liabilities	8,273	609	47	51	(3,605)	5,375

4.1 Reportable segment (Continued)

The segment information provided to management for the reportable segments are as follows:

	Singapore	Indonesia	India	USA	Adjustments and eliminations	The Group
From 1 June 2023 to 30 November 2023	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Total segment revenue	–	3,328	526	–	(526)	3,328
Intersegment revenue	–	–	(526)	–	526	–
Total revenue from external parties	–	3,328	–	–	–	3,328
Operating (loss)/profit	(4,771)	1,516	46	–	(2,135)	(5,344)
Interest income	11	2	–	–	(11)	2
Finance costs	(45)	(9)	(2)	–	12	(44)
(Loss)/profit before tax	(4,805)	1,509	44	–	(2,134)	(5,386)
Share of losses from equity-accounted for associate						(87)
Income tax credit						473
Loss for the period						(5,000)
Other significant non-cash items						
Depreciation and amortisation expenses	638	245	23	–	2,126	3,032
Assets						
Segment assets	120,600	9,447	310	13	(60,421)	69,949
Segment assets include additions to non-current assets	315	2	15	–	–	332
Liabilities						
Segment liabilities	6,449	1,250	196	49	(1,826)	6,118

4.2 Disaggregation of revenue

	The Group	
	6 months ended 30 Nov 2024	6 months ended 30 Nov 2023
	$'000	$'000
Primary geographical market		
Indonesia	**5,666**	3,328
	5,666	3,328
Major service lines		
Technical support services for identity management biometrics	**2,817**	2,555
Sales of ABIS licences	**1,215**	581
Services for liveness and facial recognition apps	**127**	192
Sales of MBAP licences	**1,405**	–
Others	**102**	–
	5,666	3,328
Timing of revenue recognition		
Over time	**2,817**	2,555
At a point in time	**2,849**	773
	5,666	3,328

5 Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities of the Group and the Company as at 30 November 2024 and 31 May 2024:

	The Group		The Company	
	30 Nov 2024	31 May 2024	**30 Nov 2024**	31 May 2024
	$'000	$'000	**$'000**	$'000
Financial assets				
Financial assets at fair value through profit or loss	**5,392**	5,435	**5,392**	5,435
Financial assets at amortised cost	**2,621**	2,834	**1,067**	1,386
	8,013	8,269	**6,459**	6,821
Financial liabilities				
Financial liabilities at amortised cost	**3,194**	3,002	**3,482**	2,449

6 Loss before taxation

6.1 Significant items

	The Group	
	6 months ended 30 Nov 2024 $'000	6 months ended 30 Nov 2023 $'000
Income includes:		
Government grants	**20**	11
Interest income	**9**	2
Others	**143**	16
Expenses includes:		
Amortisation of intangible assets (Note 11)	**2,445**	2,444
Depreciation of property, plant and equipment	**602**	588
Foreign exchange loss, net	**72**	149
Operating lease expense - short-term leases	**110**	102

6.2 Related party transactions

There are no material related party transactions apart from those disclosed elsewhere in the interim financial statements. Compensation of key management personnel are:

	The Group	
	6 months ended 30 Nov 2024 $'000	6 months ended 30 Nov 2023 $'000
a) Associate company		
Service fee charged	**1,061**	391
b) Directors and key management personnel		
Salaries and remuneration	**294**	369
Employer's contribution to defined contribution plans	**7**	6
Fees and other benefits	**168**	163
Shared-based payment	**396**	350
	865	888
Comprise amounts paid to:		
Director of the Company	**793**	668
Other key management personnel	**72**	220
	865	888

6 Loss before taxation (Continued)

6.2 Related party transactions (Continued)

	The Group	
	6 months ended 30 Nov 2024 $'000	6 months ended 30 Nov 2023 $'000
c) Director		
Loan to the company	**500**	–

6.3 Loss Per Share

Basic loss per share is calculated based on the Group's loss for the period attributable to equity holders of the Company divided by the weighted average number of ordinary shares outstanding.

	The Group	
	6 months ended 30 Nov 2024 $'000	6 months ended 30 Nov 2023 $'000
Loss for the period attributable to equity holders of the Company ($'000)	**(2,357)**	(4,907)
Weighted average number of ordinary shares outstanding for basic and diluted loss per share ('000)	**1,354,237**	1,340,991
Basic and diluted loss per share (cents per share)	**(0.17)**	(0.37)

7 Taxation

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

	The Group	
	6 months ended 30 Nov 2024 $'000	6 months ended 30 Nov 2023 $'000
Current tax:		
- prior year	**–**	(43)
- current year	**127**	–
Deferred tax:		
- current year	**(429)**	(430)
	(302)	(473)

8 Net asset value

	The Group As at		The Company As at	
	30 Nov 2024	31 May 2024	30 Nov 2024	31 May 2024
Net assets ($'000)	**55,733**	57,400	**109,139**	110,960
Number of ordinary shares used in calculating net asset value per ordinary share ('000)	**1,364,991**	1,340,991	**1,364,991**	1,340,991
Net asset value per ordinary share attributable to owners of the Company (cents)	**4.08**	4.28	**8.00**	8.27

9 Financial assets at fair value through profit or loss ("FVTPL")

	The Group		The Company	
	30 Nov 2024	31 May 2024	30 Nov 2024	31 May 2024
	$'000	$'000	$'000	$'000
Investments measured at FVTPL:				
Convertible bond investment in Indonesia	**5,136**	5,136	**5,136**	5,136
Unquoted investment in Indonesia	**370**	370	**370**	370
Exchange differences	**(114)**	(71)	**(114)**	(71)
	5,392	5,435	**5,392**	5,435

Unquoted investment in Indonesia

The Company owned 261 shares of PT Pattra Aksa Jaya ("**PAJ**"), representing approximately 8% of the issued share capital of PAJ. The Group has classified the investment as financial assets at fair value through profit or loss at initial recognition and at the end of the reporting period. The Group has determined the fair value of the investment based on the valuation performed by an external professional valuer. The fair value is determined based on the discounted cash flow method, using a discount rate of 50%. The estimated fair value is approximate to $370,000 even if the discount rate were lower/(higher) by 1% which not expected to be material. The change in valuation technique from a cost approach to an income approach is mainly due to the new information become available. Management considered the appropriateness of the valuation technique and assumptions applied by the external valuer. The fair value measurement is categorised in Level 3 of the fair value hierarchy. Management is of the view that any reasonable possible change in any of the above key inputs are not likely to be material.

9 Financial assets at fair value through profit or loss ("FVTPL") (Continued)

Convertible bond investment in Indonesia

On 13 December 2021, the Group has entered into a convertible loan arrangement with PT. Cakrawala Data Integrasi ("**CDI**") whereby the Group agreed to subscribe for a convertible loan with principal amount of U$3,750,000 (equivalent to approximately $5,122,000 at 7.0% interest rate. The convertible loan has a maturity date of 2.5 years from the agreement date of disbursement. As the convertible loan with CDI had matured on 15 June 2024, Management is presently in negotiations with CDI on options in relation to the convertible loan.

The Group has classified the investment as financial assets at fair value through profit or loss at initial recognition and at the end of the reporting period. The Group has determined the fair value of the investment based on the valuation performed by an external professional valuer by using Binomial model. The key inputs to the Binomial model is the market value of the share and conversion price. Management considered the appropriateness of the valuation technique and assumptions applied by the external valuer. The fair value measurement is categorised in Level 3 of the fair value hierarchy. Management is of the view that any reasonable possible change in any of the above key inputs are not likely to be material.

9.1 Fair value measurement

The Group classifies financial assets measured at fair value using a fair value hierarchy which reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the input for assets which are not based on observable market data (unobservable inputs) (Level 3).

The following table presented the assets measured at fair value:

	The Group		**The Company**	
	30 Nov 2024	**31 May 2024**	**30 Nov 2024**	**31 May 2024**
	$'000	**$'000**	**$'000**	**$'000**
Financial assets				
Level 3	**5,392**	5,435	**5,392**	5,435

10 Property, plant and equipment

During the six months ended 30 November 2024, the Group acquired assets amounting to $8,000 (30 Nov 2023: $332,000) and disposed assets amounting to $ Nil (30 Nov 2023: $Nil).

11 Intangible assets

	Goodwill $'000	Software $'000	Technology $'000	Customer relationships $'000	Trademark $'000	Total $'000
The Group						
Cost						
At 1 June 2024	20,651	231	17,085	9,936	3	47,906
Additions	–	2	–	–	–	2
At 30 Nov 2024	**20,651**	**233**	**17,085**	**9,936**	**3**	**47,908**
Accumulated amortisation						
At 1 June 2024	–	82	10,939	4,060	–	15,081
Amortisation charge	–	22	1,781	641	1	2,445
At 30 Nov 2024	**–**	**104**	**12,720**	**4,701**	**1**	**17,526**
Net carrying value						
At 30 Nov 2024	**20,651**	**129**	**4,365**	**5,235**	**2**	**30,382**

11 Intangible assets (Continued)

	Goodwill	Software	Technology	Customer relationships	Trademark	Total
	$'000	$'000 $'000	$'000 $'000	$'000 $'000	$'000 $'000	$'000 $'000
The Group						
Cost						
At 1 June 2023	20,651	224	17,085	9,936	3	47,899
Additions	–	7	–	–	–	7
At 31 May 2024	**20,651**	**231**	**17,085**	**9,936**	**3**	**47,906**
Accumulated amortisation						
At 1 June 2023	–	37	7,378	2,777	–	10,192
Amortisation charge	–	45	3,561	1,283	–	4,889
At 31 May 2024	**–**	**82**	**10,939**	**4,060**	**–**	**15,081**
Net carrying value						
At 31 May 2024	**20,651**	**149**	**6,146**	**5,876**	**3**	**32,825**

Composition of intangible assets

(i) Goodwill arising on the acquisition of InterBIO group and GenesisPro Pte Ltd.;
(ii) Software refers to the Windows applications relating to identity management and other finance related software purchased by InterBIO group;
(iii) Technology refers to in-house developed software technology that has been copyrighted and know-how (i.e. experience in building and maintaining the Indonesia National ID Database) in relation to Biometrics business; and
(iv) Customer relationships refer to the economic benefits that are expected to be derived from non-contractual existing and recurring relationships of InterBIO group and their existing customers.

12 Investment in an associate

On 22 October 2021, the Company has completed the US$8.0 million (approximate $10.8 million) investment by way of subscription of new shares in the capital of TECH5 as well as exercise its rights to convert the US$2.5 million (approximate $3.8 million) convertible loan into new shares in TECH5. With the completion of these transactions, the Company's Executive Director, Mr Pierre Prunier, has been appointed as a director on the board of TECH5 and the Group holds 16.27% of TECH5 as at the date of this report. The management assessed that the Company demonstrated significant influence based on requirement of SFRS(I) 1-28 Investments in Associates and Joint Ventures ("**SFRS(I) 1-28**").

13 Share Capital

	The Group and the Company			
	Number of shares			
	30 Nov 2024	31 May 2024	**30 Nov 2024**	31 May 2024
	'000	'000	**$'000**	$'000
Issued and fully paid ordinary shares				
At beginning of financial period	**1,340,991**	1,340,991	**156,202**	156,202
Issue of ordinary shares	**24,000**	–	**480**	–
Shares issue expenses	**–**	–	**–**	–
At end of financial period	**1,364,991**	1,340,991	**156,682**	156,202

All issued shares are fully paid ordinary shares with no par value.

On 20 August 2024, the Company has issued and allotted 24,000,000 new ordinary shares in the capital of the Company to selected Directors under the TOTM Technologies Performance Share Plan 2021 adopted by the shareholders of the Company on 30 September 2021.

The newly issued shares rank pari passu in all respects with the previously issued shares.

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

The Company did not hold any treasury shares or convertibles as at 30 November 2024, 31 May 2024 and 30 November 2023.

The Company's subsidiaries do not hold any shares in the Company as at 30 November 2024, 31 May 2024 and 30 November 2023.

Other information Required by Listing Rule

Appendix 7C

1 Review

The condensed interim statement of financial position of TOTM Technologies Limited and its subsidiaries as at 30 November 2024 and the related condensed interim consolidated statement of comprehensive income, condensed interim statement of changes in equity and consolidated statement of cash flows for the six months then ended and the notes have not been audited or reviewed.

2 A review of the performance of the Group

Review of the Group's Consolidated Statement of Profit or Loss and Other Comprehensive Income

Revenue

The Group's revenue increased by 70.3% from $3.3 million for the half-year ended 30 November 2023 ("**1H2024**") to $5.7 million for the half-year ended 30 November 2024 ("**1H2025**"). The revenue for 1H2025 represents only the Digital Identity Business derived from Indonesia for the provision of technical support to Indonesia's Ministry of Home Affairs and maintenance of Indonesia's current biometric national identity system of $2.8 million (1H2024: $2.6 million), sales of Automated Biometric Identification System ("**ABIS**") licence of $1.2 million (1H2024: $0.6 million) and services for liveness and facial recognition apps of $0.1 million (1H2024: $0.1 million). Additional revenue from sales of Modal Biometric Authentication Platform ("**MBAP**") licence of $1.4 million in 1H2025 was recognised which was absent in FY2024.

Subcontractor costs and direct costs

The subcontractor costs and direct costs include mainly technical services fee, back-end support fees and cost of purchase of licences. These costs increased by 166.7% from $0.4 million in 1H2024 to $1.1 million in 1H2025, mainly due to additional cost of licences purchased for which in-line with the increase in revenue for sales of ABIS and MBAP licence.

Employee benefits expenses – Project / Admin

These represent the total staff costs incurred during the period. Employee benefit expenses for project staff and administrative staff remained relatively consistent at approximately S$2.4 million for 1H2025 and $2.5 million for 1H2024.

Share-based payment expense

The share-based payment expense of $0.6 million (1H2024: $0.5 million) represents the fair value of the employee services received in exchange for the grant of options and is recognized as an expense in profit or loss with a corresponding increase in share option reserve over the vesting period. The total amount to be recognized over the vesting period is determined by reference to the fair value of the options granted on the date of the grant.

Depreciation and amortisation expenses

There were no significant changes to depreciation and amortisation expenses in absolute terms as there was no major capital expenditure incurred during the period.

Legal and professional fees expenses

Legal and professional fees decreased by approximately 12.4% to $0.9 million in 1H2025 from $1.0 million in 1H2024. The decrease was mainly due to cessation of external technical consultants previously engaged by the Group for its projects.

2 A review of the performance of the Group (Continued)

Other expenses

Other expenses decreased by 5.5% to approximately $1.1 million for 1H2025 from $1.2 million in 1H2024. This was mainly due to the decrease in marketing expenses, traveling and accommodation expenses, entertainment and office expenses due to cost-cutting measures.

Finance costs

Finance costs comprise mainly of the interest component on the adoption of SFRS(I) 16 Leases throughout the Group.

Taxation

Income tax credit comprised mainly the deferred taxation reversal/credit of $0.3 million for the 1H2025.

Review of the Group's Statement of Consolidated Financial Position

Non-current assets

The decrease in non-current assets by approximately 4.4% or $2.4 million to $51.9 million as at 30 November 2024 from $54.3 million as at 31 May 2024 was mainly due to the amortisation and depreciation charges, partially offset by the share of profit from investment in associate.

Current assets

Current assets increased by approximately 4.0% or $0.4 million to $9.3 million as at 30 November 2024 from $8.9 million as at 31 May 2024. These increases were due to increases in contract assets for projects completed towards the end of 1H2025 which have yet to be billed.

Non-current liabilities

Non-current liabilities decreased by approximately 10.5% or $0.4 million to $3.5 million as at 30 November 2024 from $3.9 million as at 31 May 2024, mainly due to the reversal of deferred tax liabilities during 1H2025.

Current liabilities

Current liabilities increased slightly by approximately 2.3%, mainly due to increase in payables of $0.4 million, partially offset by repayment of lease liabilities of $0.4 million.

Equity attributable to owners of the Company

Decrease in total equity was mainly due to increase in accumulated losses for 1H2025.

2 A review of the performance of the Group (Continued)

Review of the Group's Consolidated Statement of Cash Flows

In 1H2025, net cash flows used in operating activities amounted to approximately $0.3 million. This included operating cash inflows before changes in working capital of $0.5 million, an increase in contract asset of $1.1 million, a decrease in trade and other payables of $0.1 million, partially offset by a decrease in trade and other receivables of $0.4 million and income tax refunded of $0.1 million.

Net cash flows used in investing activities of $10,000 pertained to purchase of property, plant and equipment and intangible assets.

Net cash flows from financing activities amounted to approximately $0.1 million, mainly comprising proceeds from director's loan of $0.5 million, partially offset by repayment of lease liabilities and interest.

As a result of the above, there was a net decrease of approximately $0.2 million in cash and cash equivalents during the period.

As at 30 November 2024, the Group's cash and cash equivalents amounted to approximately $2.2 million.

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

The Company had issued an announcement in relation to its corporate and business update on 10 September 2024 ("**CBU Announcement**"), which mentioned, *inter alia,* the financial performance for 1H2025 will improve compared to 1H2024 with improvement in Earnings Before Interest, Taxation, Depreciation and Amortisation ("**EBITDA**"); stronger pipeline driven by new government-related projects secured or recently proposed in Indonesia; and significant reductions in staff, consultancy and administration costs, with savings kicking in progressively from FY2025.

EBITDA for 1H2025 was a loss of $0.2 million compared to a loss of $2.3 million reported in 1H2024. Hence, the Group's performance is in line with the CBU Announcement.

Save as disclosed in the CBU Announcement, no forecast or prospect statement has been previously disclosed to shareholders.

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

Outlook

According to Mordor Intelligence, the Digital Transformation Market size is estimated at USD 1.67 trillion in 2025, and is expected to reach USD 4.40 trillion by 2030, at a CAGR of 21.32% during the forecast period (2025-2030), with the fastest growing and largest market being that of Asia-Pacific.[1]

The digital transformation landscape is experiencing unprecedented evolution, driven by the convergence of advanced technologies and changing business paradigms. According to the report, the increasing demand, especially for automation, is driving significant changes across industries, particularly in manufacturing, logistics, and finance. With the advancement of technologies such as artificial intelligence, machine learning, and robotics, organizations can automate an expanding range of processes and tasks, leading to reduced costs, increased efficiency, and improved quality.

Additionally, Government initiatives with the rising adoption of emerging technologies are driving significant growth across the Asia-Pacific region, and TOTM Technologies is well-positioned to offer biometric, industry-specific digital identity expertise and the ability to deliver end-to-end digital business transformation solutions.

Business Update

Indonesia's Ministry of Home Affairs ("MOHA")

The Group, through its Indonesian subsidiary, PT International Biometrics Indonesia ("**InterBIO**") continues to be a key provider of technical support to MOHA for its National Identity infrastructure, as evident from the improvement in revenue reported for 1H2025 totalling approximately $5.7 million.

Indonesia's Ministry of Health

InterBIO has also formed a consortium with PT Pathgen Diagnostic Teknologi which secured a contract in August 2024 with the Australia-Indonesia Partnership for Economic Governance to act as a consultant for Indonesia's Ministry of Health ("**MoH**") to design and create health data architecture.

The project aims to scope and map patient journeys within Indonesia's primary healthcare system, evaluate interoperability across MoH, and develop the architecture and a prototype for a more seamless patient-user interface and experience.

[1] Mordor Intelligence's Digital Transformation (DX) Market Size, Companies, Trends & Industry Growth (2025 - 2030)
Source: https://www.mordorintelligence.com/industry-reports/digital-transformation-market

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

Establishment of Indonesia's Maritime Cloud Platform

InterBio has formed a 3-party consortium with state-owned enterprises PT Biro Klasifikasi Indonesia and PT Barata Sentosa Kencana ("BSK") to design and establish a Maritime Cloud Platform ("MCP") in Indonesia, the world's largest archipelagic country with more than 2,000 ports including 25 major maritime hubs.

The AI-powered platform aims to revolutionize Indonesia's maritime sector by integrating cloud computing, artificial intelligence, and satellite technology. Through the Maritime Control Platform (MCP), vessel owners gain access to real-time monitoring tools that provide actionable insights into crew management, fleet operations, vessel tracking, real-time weather updates, and compliance with certification requirements. The platform also facilitates the digital registration and management of vessel certifications, while leveraging satellite technology for secure, real-time vessel monitoring through a unified and seamless interface.

Mr Irawan Mulyadi, CEO and Executive Director of TOTM Technologies is also the President Director of BSK, and currently holds effectively 34.65% shareholding interest in BSK.

Joint Venture with Presight.ai

The Presight x TOTM JV will continue to focus on several key markets in Middle East and Afria.

Cost-cutting Initiatives

In line with the Corporate and Business Update released by the Company on 10 September 2024, the cost-cutting initiatives including headcount reductions and the streamlining of product offerings have been implemented, allowing for more efficient resource allocation towards our core areas of expertise.

To that end, improvement in operational efficiencies as well as optimal cost management remains a key priority of the Group in the near term, with robust measures in place to ensure financial discipline and agility. With these initiatives taking effect, the Group is on track to achieve improvements in its financial performance. This milestone reflects our unwavering focus on delivering value to our clients and stakeholders while driving sustainable growth.

Conclusion

TOTM Group remains committed to qualifying for high-potential government leads and driving digital transformation projects across new and existing markets. Building on its expertise as one of Indonesia's leading providers of biometric and digital identity solutions, the Group is actively advancing its pipeline with government projects so the Group is well-positioned to convert these leads into actionable contracts. These efforts are expected to drive robust revenue growth, with the aim of eventual financial turnaround for the Group..

5 Dividend

(a) Current Financial Period Reported on:
Any dividend declared for the current financial period reported on?

No dividend was declared or recommended.

(b) Corresponding Period of the Immediately Preceding Financial Year:
Any dividend declared for the corresponding period of the immediately preceding financial year?

No dividend was declared or recommended in the previous corresponding period.

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

Not applicable.

(d) Date payable

Not applicable.

(e) Books closure date.

Not applicable.

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

No dividend was declared or recommended in respect of 1H2025 due to the Group's loss-making position.

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

The Group does not have a general mandate for IPT.

The Company had, on 5 September 2024, entered into a loan agreement with Mr Pierre Prunier, the Executive Director and substantial shareholder of the Company pursuant to which Mr Pierre Prunier has agreed to extend a loan of up to $500,000 to the Company ("**Working Capital Loan**") with an interest chargeable at 6.0% p.a.. The total interest payable on the Working Capital Loan represents 0.1% of the Group's latest audited net tangible assets as at 31 May 2024 of $24,648,000.

The aggregate value of all interested person transactions during the financial period under review was less than $100,000.

8 Negative confirmation pursuant to Rule 705(5)

The Board of Directors hereby confirms that, to the best of their knowledge, nothing has come to their attention which may render the unaudited financial statements for the half year ended 30 November 2024 to be false or misleading in any material aspect.

9 Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H under Rule 720(1))

The Company hereby confirms that it has procured undertakings from all its Directors and the relevant executive officers in the format as set out in Appendix 7H in accordance with Rule 720(1) of the Catalist Rules.

10 Disclosures pursuant to Rule 706A of the Catalist Rules

There were no acquisition or sale of shares in any of the Group's subsidiary or associated company nor incorporation or winding up or striking off of any subsidiary or associated company by the Company or any of the Group's entities during 1H2025, other than the incorporation of Presight TOTM AI Ltd, a joint venture company on 13 August 2024, as announced by the Company on 15 August 2024.

On behalf of the Board of Directors

Mr. Irawan Mulyadi	Mr. Pierre Prunier
Chief Executive Officer and Executive Director	Executive Director

Singapore
14 January 2025