ICP LTD (Co. No. 196200234E)

Unaudited Half-Year Financial Statement and Dividend Announcement for the Period Ended 31 December 2020

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3) AND HALF-YEAR RESULTS

1(a) (i) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial period

	Gro		
	6 Months Ended 31/12/2020 S\$'000	6 Months Ended 31/12/2019 S\$'000	Increase/ (Decrease) %
Revenue	2,308	4,089	(43.6)
Cost of sales	(824)	(1,262)	(34.7)
Gross profit	1,484	2,827	(47.5)
Other income	174	26	N.M.
Administrative expenses	(1,777)	(2,505)	(29.1)
Results from operating activities	(119)	348	N.M.
Finance income	9	27	(66.7)
Finance costs	(437)	(234)	(86.8)
Net finance cost	(428)	(207)	N.M.
Share of results of equity-accounted investees, net of tax	22	37	(40.5)
(Loss) / profit before tax	(525)	178	N.M.
Tax expenses	-	-	
(Loss) / profit for the period	(525)	178	N.M.
(Loss) / profit for the period attributable to:			
Owners of the Company	(420)	165	N.M.
Non-controlling interests	(105)	13	N.M.
	(525)	178	N.M.

N.M.- Not Meaningful

1(a) (ii) A statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial period

	Gro	oup	
	6 Months Ended 31/12/2020 S\$'000	6 Months Ended 31/12/2019 S\$'000	Increase/ (Decrease) %
(Loss) / profit for the period	(525)	178	N.M.
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
- Foreign currency translation differences	77	85	56.4
Other comprehensive income, net of tax	77	85	56.4
Total comprehensive (loss) / income for the period	(448)	263	N.M.
Total comprehensive (loss) / income attributable to:			
Equity holders of the Company	(339)	365	N.M.
Non-controlling interests	(109)	(102)	6.9
Total comprehensive (loss) / income for the period	(448)	263	N.M.

1(a) (iii) Notes to the income statement

		Grou	dτ	
		6 Months Ended 31/12/2020 S\$'000	6 Months Ended 31/12/2019 S\$'000	Increase/ (Decrease) %
	Operating loss / profit stated after charging / (crediting):			
(a)	Foreign exchange loss	6	1	N.M.
(b)	Interest income	(9)	(27)	(66.7)
(c)	Interest expense	431	233	84.9
(d)	Depreciation of property, plant and equipment and right-of-use asset	1,140	1,211	(5.9)
	- included in cost of sales	650	758	(14.2)
	- included in administrative expenses	490	453	8.2
(e)	Amortisation of intangible assets	7	13	(46.1)
(f)	Operating lease expenses	1	1	-

N.M.- Not Meaningful

1(b) (i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year

Unaudited statements of financial position as at 31 December 2020

	Group		Comp	any
	31/12/20 S\$'000	30/06/20 S\$'000	31/12/20 S\$'000	30/06/20 S\$'000
Non-current assets				
Property, plant and equipment	46,626	46,621	6	=
Right-of-use asset	214	300	=	=
Intangible assets	6,560	6,266	-	-
Investment in subsidiaries	-	-	8,300	8,300
Investment in joint-venture and associate	716	13	-	-
Other investments	690	745	690	745
Other receivables	1,657	1,716	18,073	18,073
	56,463	55,661	27,069	27,118
Current assets	·	<u>.</u>		
Trade and other receivables	1,744	2,014	8,375	8,292
Inventories	84	74	-	-
Cash and cash equivalents	7,895	4,050	6,139	1,106
	9,723	6,138	14,514	9,398
Total assets	66,186	61,799	41,583	36,516
Non-current liabilities			•	
Loans and borrowings	24,057	18,903	5,000	-
Amount due to non-controlling interests (non-trade)	5,398	6,005	-	-
Lease liabilities	47	139	-	-
Deferred tax liability	1,192	1,192	-	-
	30,694	26,239	5,000	-
Current liabilities	<u> </u>	•		
Loans and borrowings	366	363	-	-
Trade and other payables	2,010	1,968	1,660	1,175
Amount due to non-controlling interests (non-trade)	1,867	1,540	715	715
Lease liabilities	181	173	-	-
	4,424	4,044	2,375	1,890
Total liabilities	35,118	30,283	7,375	1,890
Net assets	31,068	31,516	34,208	34,626
Equity				
Share capital	34,626	87,434	34,626	87,434
Reserves	(7,626)	(60,095)	(418)	(52,808)
Equity attributable to equity holders of the Company	27,000	27,339	34,208	34,626
Management and the management of the second of				
Non-controlling interests	4,068	4,177	-	-

1(b) (ii) Aggregate amount of group's borrowings and debt securities

Amount repayable in one year or less, or on demand

A	As at 31/12/20		s at 30/06/20
Secured S\$'000	Unsecured S\$'000	Secured Unsecured S\$'000 S\$'000	
366	-	363	-

Amount repayable after one year

As	at 31/12/20	A	s at 30/06/20
Secured S\$'000	Unsecur ed S\$'000	Secured S\$'000	Unsecur ed S\$'000
24,057	-	18,903	-

Total bank borrowings of S\$24.4 million comprise of (i) S\$5 million temporary bridging loan held by the Company; and (ii) S\$19.4 million secured bank loan held by a subsidiary.

Details of any collaterals

The temporary bridging loan of S\$5 million is secured by an unconditional and irrevocable corporate guarantee from a subsidiary of the Company, Travelodge Hotels (Asia) Pte Ltd.

The bank loan with a carrying amount of S\$19.4 million (30 June 2020: S\$19.3 million) is secured by a hotel property known as Travelodge City Centre with net carrying amount of S\$34.3 million as at 31 December 2020. (30 June 2020: S\$35.2 million).

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial period

Consolidated Statement of Cash Flows for the Half-Year Ended 31 December 2020

	Period from 01/07/20 to 31/12/20 \$\$'000	Period from 01/07/19 to 31/12/19 S\$'000
Cash Flows From Operating Activities		
(Loss) / profit before tax	(525)	178
Adjustments for:-		
Depreciation of property, plant and equipment and right-of-use asset	1,140	1,211
Amortisation of intangible assets	7	13
Interest expense	431	233
Interest income	(9)	(27)
Unrealised foreign currency loss	2	-
Share of results of equity-accounted investees, net of tax	(22)	(37)
Operating cash flows before working capital changes	1,024	1,571
Change in working capital:-		
Inventories	(10)	11
Trade and other receivables	187	571
Trade and other payables	182	(213)
Cash generated from operations	1,383	1,940
Interest paid	(419)	(233)
Net cash generated from operating activities	964	1,707
		,
Cash Flows from Investing Activities		
Acquisition of property, plant and equipment	(827)	(804)
Acquisition of intangible assets	(301)	(352)
Investment in an associate	(683)	- (552)
Non-trade amount due from an associate	- (555)	(24)
Withdrawal of fixed deposits pledged	_	151
Return of capital from unquoted fund investments	55	39
Interest received	9	27
Dividend income received	-	32
Net cash used in investing activities	(1,747)	(931)
	(1,111)	(66.)
Cash Flows from Financing Activities		
Proceeds from loans and borrowings	5,000	_
Repayment to non-controlling interests, net	(280)	(22)
Repayment of lease liabilities	(96)	(77)
Repayment of loans and borrowings	- (55)	(79)
Net cash generated from / (used in) financing activities	4,624	(178)
The cash generated from / (asea iii) illianoing astivities	7,027	(170)
Net increase in cash and cash equivalents	3,841	598
Cash and cash equivalents at the beginning of the period	4,050	2,894
Effect of exchange rate changes on cash and cash equivalents	4,000	(2)
Cash and cash equivalents at the end of the period	7,895	3,490
Cash and cash equivalents at the end of the period	7,033	3,730
Represented by:	+	
Cash and cash equivalents at the end of period	+	
Fixed deposits	461	336
Cash and bank balances	7,434	3,490
Cauri and paint paidinoop	7,434	3,826
Less: Fixed deposits with tenor of more than 3 months placed with	7,095	3,020
financial institutions	(461)	(336)
	7,434	3,490

1 (d) (i) A statement (for the issuer and group) showing either (i) all changes in equity of (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

Consolidated Statement of Changes in Equity for the Half-Year Ended 31 December 2020

Group	Share Capital	Foreign Currency Translatio n Reserve	Other reserve	Accumula- ted Losses	Total attributable to the equity holders of the Company	Non- controlling Interests	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance as at 1 July 2020	87,434	(374)	(1,338)	(58,383)	27,339	4,177	31,516
Effect of capital reduction	(52,808)	1	-	52,808	-	-	1
Loss for the period	-	-	-	(420)	(420)	(105)	(525)
Other comprehensive income	-	81	-	-	81	(4)	77
Total comprehensive loss for the period	-	81	-	(420)	(339)	(109)	(448)
Balance as at 31 December 2020	34,626	(293)	(1,338)	(5,995)	27,000	4,068	31,068

Consolidated Statement of Changes in Equity for the Half-Year Ended 31 December 2019

Group	Share Capital	Foreign Currency Translatio n Reserve	Other reserve	Accumula- ted Losses	Total attributable to the equity holders of the Company	Non- controlling Interests	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance as at 1 July 2019	87,434	(322)	(2,059)	(56,574)	28,479	4,439	32,918
Effect of strike-off of subsidiaries	-	1	721	(721)	-	-	-
Profit for the period	-	-	-	165	165	13	178
Other comprehensive income	-	200	-	-	200	(115)	85
Total comprehensive income for the period	-	200	-	165	365	(102)	263
Balance as at 31 December 2019	87,434	(122)	(1,338)	(58,383)	28,844	4,337	33,181

Company - Statement of Changes in Equity for the Half-Year Ended 31 December 2020

Company	Share Capital	Accumulated Losses	Total
	S\$'000	S\$'000	S\$'000
Balance as at 1 July 2020	87,434	(52,808)	34,626
Effect of capital reduction	(52,808)	52,808	-
Loss for the period	-	(418)	(418)
Total comprehensive loss for the period	-	-	(418)
Balance as at 31 December 2020	34,626	(418)	34,208

Company - Statement of Changes in Equity for the Half-Year Ended 31 December 2019

Company	Share Capital	Accumulated Losses	Total
	S\$'000	S\$'000	S\$'000
Balance as at 1 July 2019	87,434	(51,552)	35,822
Loss for the period	-	(527)	(527)
Total comprehensive loss for the period	-	-	(527)
Balance as at 31 December 2019	87,434	(52,079)	35,295

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

Group and Company

Issued and fully-paid

	Number of Shares	Paid-Share Capital S\$'000
Balance as at 1 July 2020	3,111,689,122	87,434
Capital reduction	•	(52,808)
Balance as at 31 December 2020	3,111,689,122	34,626

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

1(d) (iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year

	31/12/2020	30/06/2020
Total number of issued shares	3,111,689,122	3,111,689,122

The Company did not hold any treasury shares as at 31 December 2020 and 30 June 2020.

1(d) (iv) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on

Not applicable.

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

Not applicable.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

The figures have not been audited nor reviewed by the Company's auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter)

Not applicable.

- 3A Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:
 - a) Updates on the efforts taken to resolve each outstanding audit issue.

Not applicable as the latest financial statements are not subject to an adverse opinion, qualified opinion or disclaimer of opinion.

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

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

Saved as disclosed in note 5, the Group has applied the same accounting policies and methods of computation in the financial statements for the current reporting period as those applied for the audited annual financial statements as at 30 June 2020.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

The Group has adopted all the new and revised Singapore Financial Reporting Standards (International) ("SFRS(I)") and SFRS(I) Interpretation ("SFRS(I) INT") that are mandatory for application for the financial period.

The adoption of new SFRS(I) and SFRS(I) INT has no material financial impact on the financial statements.

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

	6 months	6 months ended		
	31/12/2020	31/12/2019		
Basic and diluted				
Weighted average ordinary shares	3,111,689,122	3,111,689,122		
(Loss) / profit per share (cents):	(0.014)	0.005		

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of at the end of the (a) current financial period reported on and (b) immediately preceding financial year

Net asset value per ordinary share based on issued share capital	As at 31/12/2020	As at 30/06/2020
For the Group (cents)	0.87	0.88
For the Company (cents)	1.10	1.11

- 8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:
 - a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
 - b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

Review of Financial Performance

The Group reported revenue of \$\$2.3 million for the six months period ended 31 December 2020 ("1H2021") as compared to \$\$4.1 million for the six months period ended 31 December 2019 ("1H2020"), a decrease of 43.6% or \$\$1.8 million, attributable to hospitality segment. The decline was due to downturn in global tourism arising from the travel restrictions and lockdown measures amidst the COVID-19 pandemic. Revenue from the vessel chartering segment in 1HY2021 was consistent with the revenue earned in 1HY2020 at \$\$0.9 million.

Cost of sales dropped by 34.7% from S\$1.3 million in 1HY2020 to S\$0.8 million in 1HY2021 in line with the decline in revenue. Due to the cost-containment measures in operating expenses in Travelodge City Centre, the Group's gross profit margin was slightly lower than 1H2020 at 64.3%, despite the significant decrease in revenue.

Administrative expenses decreased by 29.1% from \$\$2.5 million in 1HY2020 to \$\$1.8 million in 1HY2021. This was mainly due to the reduction in staff cost, directors' fees and professional fees.

As a result of the above, the Group reported a loss before tax of S\$0.5 million in 1HY2021, compared to a profit before tax of S\$0.2 million in 1HY2020.

Review of Financial Position

Non-current assets

Non-current assets increased by \$\$0.8 million, mainly due to increase in intangible assets of \$\$0.3 million, increase in investment in joint-venture and associate of \$\$0.7 million, offset by decrease in right-of-use assets of \$\$0.1 million and decrease in other investments and other receivables of \$\$0.1 million.

During 1HY2021, there were additions of property, plant and equipment of \$\$0.8 million arising from the dry docking works in one of the vessels, effects of upward movements in foreign exchange rates of \$\$0.2 million, offset by depreciation in property, plant and equipment of \$\$1.0 million charged during the year. Increase in joint-venture and associate of \$\$0.7 million was attributable to the proposed acquisition in a hotel property in Osaka. Pursuant to the announcements on 26 November 2020 and 20 January 2021, the Company terminated the conditional Purchase and Sales Agreement but will continue to engage with the Vendor in respect of revising the terms of the Proposed Acquisition.

Current assets

Current assets increased by \$\$3.6 million, mainly due to increase in cash and cash equivalents of \$\$3.9 million offset against decrease in trade and other receivables of \$\$0.3 million.

Non-current liabilities

Non-current liabilities increased by S\$4.5 million in 1H2021, arising from a drawdown of bank loan S\$5 million, offset by repayment of amount due to non-controlling interest S\$0.4 million and lease liabilities S\$0.1 million.

Current liabilities

Current liabilities increased by S\$0.4 million mainly arising from additional contribution from non-controlling interests in a subsidiary of the company.

Equity

Overall, the Group's total equity decreased by S\$0.4 million in 1H2021 mainly arising from loss for the period of S\$0.5 million offset against upward movement in foreign currency translation reserve of S\$0.1 million during the period.

Review of Cash Flows

The Group reported a net increase in cash and cash equivalents by \$\$3.9 million mainly derived from positive operating cash flows of \$\$1.0 million and net cash generated from financing activities of \$\$4.6 million of which \$\$5 million is relating to bank borrowings drawdown, and offset against cash used in investing activities of \$\$1.7 million.

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

Not Applicable.

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

The Group's hospitality business continues to be affected by the various travel restrictions in the region and lockdowns within many countries. Some of the hotels managed by the Group remain closed while those open are operating at reduced revenue levels, either due to low occupancy or average daily rate, or a combination of both. This resulted in lower fees for Travelodge Asia as the hotel manager considering the hotel management fees are calculated as a percentage of the hotels' revenue and profit.

The hotels currently in operation have continued to put in place a series of cost saving measures, including closing of rooms and facilities, shortened work hours or reduced headcounts, renegotiated vendor and supplier contracts, and tapping on government subsidies related to payroll and business operations, to mitigate the impact of COVID-19.

Travelodge City Centre has been designated as a quarantine centre for travellers returning to Malaysia from abroad who are required to undergo mandatory quarantine. As such, the hotel has been able to generate revenue from this source while continuing to manage its costs tightly.

The Group continues to focus on the safety and well-being of its customers, employees and the communities it operates in by upholding stringent safe distancing and safety measures at all the Group's properties.

In order to better weather the COVID-19 crisis, the Group is also focused on capital and liquidity management. The Group has drawn down on the temporary bridging loan programme obtained under the Solidarity Budget 2020 to ensure adequate liquidity.

International travel will likely not resume to pre COVID-19 levels in the short term as vaccination programmes may take time to roll out fully and successfully. There is, however, a possibility of domestic travel in the short term in some markets which the Group operates in, on condition that these countries are able to contain the spread of the virus in a sustained manner.

The Group is positioning itself for an economic recovery in the medium term with the continued deployment of vaccines worldwide and resumption of consumers' confidence to travel. In light of this, the Group will continue to pursue growth opportunities in key markets where it already has a presence in, namely Singapore, South Korea, Hong Kong, Malaysia, Thailand and Indonesia, while also looking to expand into new markets such as Japan.

11. If a decision regarding dividend has been made:

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

None.

(b) (i) Amount per share cents

None.

(ii) Previous corresponding period cents

None.

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

Not applicable.

(d) The date the dividend is payable.

Not applicable.

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

Not applicable.

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

No dividend has been declared or recommended since the Company is in a loss-making position for the current financial period.

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

To date, there is no general mandate from shareholders for interested person transactions.

The aggregate values of all Interested Person Transactions ("IPTs") for the half year ended 31 December 2020 did not exceed \$\\$100,000.

14. Use of proceeds raised from IPO and any offerings pursuant to Chapter 8 and whether the use of proceeds is in accordance with the stated use. Where the proceeds have been used for working capital purpose, a breakdown with specific details on how the proceeds have been applied must be disclosed

Pursuant to announcements on 5 March 2019, 20 March 2019, 10 May 2019, 29 August 2019, 13 February 2020 and 25 August 2020, the Company has further utilised S\$0.35 million out of S\$3.91 million from the 2019 Placement of Shares for working capital.

	Amount utilised S\$ Million	Amount unutilised S\$ Million
2019 Placement of Shares	3.46*	0.45

^{*}Working capital utilization such as professional fees, payroll related expenses, administrative overheads and listing related fees.

15. Confirmation that the issuer has procured undertakings from all its directors and executive officers under Rule 720(1)

Pursuant to Rule 720(1) of the Catalist Rule, the Company has procured undertakings from all its directors and executive officers.

16. Confirmation by the Board of Directors ("The Board") pursuant to Rule 705(5) of the Catalist Rule [Negative confirmation pursuant to Rule 705(5)]

Having considered, including but not limited to, the following:

- whether the financial statements provide a balanced and fair view of any material factors that have affected the Company's business conditions and financial position; and
- whether all material information has been assessed to ensure reliability of the financial statements.

the Board of Directors has confirmed that to the best of its knowledge, nothing has come to its attention which may render the unaudited half year financial results of the Group to be false or misleading in any material respect.

BY ORDER OF THE BOARD

Ong Min'er Financial Controller

9 February 2021

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

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

The contact person for the Sponsor is:-

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