



ASIAPHOS LIMITED

Company Registration Number: 201200335G

UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS ANNOUNCEMENT FOR FOURTH QUARTER AND FINANCIAL YEAR ENDED 31 DECEMBER 2024

This quarterly results announcement is mandatory, made pursuant to Singapore Exchange Securities Trading Limited's requirements, as required under Rule 705 of the Catalist Rules.

This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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Contents

A. Consolidated statement of profit or loss and other comprehensive income	3
B. Consolidated and separate statements of financial position	6
C. Consolidated statement of cash flows.....	7
D. Consolidated and separate statements of changes in equity.....	9
E. Notes to the financial statements	11
F. Other information required by Appendix 7C of the Catalist Rules	26



A. Consolidated statement of profit or loss and other comprehensive income

	Note	Group					
		Fourth Quarter ended 31 December			Financial Year ended 31 December		
		2024	2023	Change	2024	2023	Change
	\$'000	\$'000	%	\$'000	\$'000	%	
Continuing operations							
Revenue	E4	2,315	248	833	4,291	1,701	152
Cost of sales		(2,114)	(205)	931	(3,924)	(1,373)	186
Gross profit		201	43	367	367	328	12
Other income		(53)	277	N.M.	282	801	(65)
Selling and distribution costs		(20)	(22)	(9)	(74)	(126)	(41)
General and administrative costs		(562)	(3,279)	(83)	(2,208)	(4,728)	(53)
Finance costs		(14)	(133)	(89)	(245)	(349)	(30)
Other expenses		(692)	(12)	5667	(692)	(25)	2668
Loss before tax, from continuing operations		(1,140)	(3,126)	(64)	(2,570)	(4,099)	(37)
Taxation	E6	(13)	(70)	(81)	(15)	(70)	(79)
Loss from continuing operations, net of tax		(1,153)	(3,196)	(64)	(2,585)	(4,169)	(38)
Discontinued operation							
Profit from discontinued operations, net of tax	E9	335	5,691	(94)	3,707	6,242	(41)
(Loss)/Profit for the period/year		(818)	2,495	N.M.	1,122	2,073	(46)
Other comprehensive income							
Items that may not be recycled to profit or loss							
Foreign currency translation (loss)/gain		(2)	(589)	(100)	101	(751)	N.M.
Total comprehensive (loss)/profit for the period/year		(820)	1,906	N.M.	1,223	1,322	(7)
Net (loss)/profit for the period/year attributable to:							
Owners of the Company							
- Continuing operations, net of tax		(1,092)	(3,195)	(66)	(2,533)	(4,168)	(39)
- Discontinued operation, net of tax		335	5,691	(94)	3,707	6,242	(41)
		(757)	2,496	N.M.	1,174	2,074	(43)
Non-controlling interest							
- Continuing operations, net of tax		(61)	(1)	6000	(52)	(1)	5100
- Discontinued operation, net of tax		-	-	N.M.	-	-	N.M.
		(61)	(1)	6000	(52)	(1)	5100
(Loss)/profit for the period/year		(818)	2,495	N.M.	1,122	2,073	(46)
Total comprehensive (loss)/profit for the period/year attributable to:							
Owners of the Company		(759)	1,907	N.M.	1,275	1,317	(3)
Non-controlling interest		(61)	(1)	6000	(52)	5	N.M.
Total comprehensive (loss)/profit for the period/year		(820)	1,906	N.M.	1,223	1,322	(7)
Attributable to owners of the Company							
Total comprehensive (loss)/profit for the period/year from:							
- Continuing operations, net of tax		(1,094)	(3,195)	(66)	(2,535)	(4,168)	(39)
- Discontinued operation, net of tax		335	5,102	(93)	3,810	5,485	(31)
Total comprehensive (loss)/profit for the period/year attributable to owners of the Company		(759)	1,907	N.M.	1,275	1,317	(3)

N.M. - Not Meaningful



A. Consolidated statement of profit or loss and other comprehensive income (cont'd)

	Group			
	Fourth Quarter ended 31 December		Financial Year ended 31 December	
	2024	2023	2024	2023
Earnings/(losses) per share				
(Losses)/earnings per share for the period/year attributable to the owners of the Company:				
Basic (losses)/earnings per share (cents)				
- from continuing operations	(0.07)	(0.31)	(0.20)	(0.40)
- from discontinued operations	0.02	0.55	0.30	0.60
	(0.05)	0.24	0.10	0.20
Diluted (losses)/earnings per share (cents)				
- from continuing operations	(0.07)	(0.31)	(0.20)	(0.40)
- from discontinued operations	0.02	0.55	0.30	0.60
	(0.05)	0.24	0.10	0.20

Foreign currency translation gain represents exchange differences arising from the translation of the financial statements of the PRC subsidiaries whose functional currency (Renminbi, "RMB") is different from that of the Group's presentation currency (Singapore Dollar, "SGD", "\$"). The Group's net investment in the PRC is not hedged as the currency positions in RMB are long-term in nature. Such translation gains/(losses) are unrealised in nature and have no impact on the current period/year profit/(loss) unless the underlying assets or liabilities of the PRC subsidiaries are disposed of.

In the fourth quarter and financial year ended 31 December 2024 ("4Q2024" and "FY2024" respectively), the Group recorded a translation loss of \$2,000 and a gain of \$101,000, respectively, in other comprehensive income due to exchange rate fluctuations.



A. Consolidated statement of profit or loss and other comprehensive income (cont'd)

The Group's net profit/(loss) for the period/year was arrived at after (charging)/crediting the following:

	Group					
	Fourth Quarter ended 31 December			Financial Year ended 31 December		
	2024	2023	Change	2024	2023	Change
	\$'000	\$'000	%	\$'000	\$'000	%
Interest income						
- continuing operations #	15	1	1400	19	2	850
Reversal of impairment loss on property, plant and equipment						
- discontinued operations	-	4,092	(100)	-	4,092	(100)
Gain on disposal of subsidiaries						
- discontinued operations @	335	-	N.M.	3,728	-	N.M.
Interest expenses						
- continuing operations	(14)	(133)	(89)	(245)	(349)	(30)
- discontinued operations	-	(74)	(100)	(21)	(205)	(90)
Write-down in value of inventories						
- continuing operations ^	-	(10)	(100)	-	(10)	(100)
Amortisation and depreciation						
- continuing operations *	(10)	(3)	233	(47)	(69)	(32)
Reversal of over accrual of liabilities						
- continuing operations #	-	-	N.M.	147	156	(6)
Foreign exchange (loss)/gain						
- continuing operations #	(91)	3	N.M.	74	393	(81)
Provision for/(Reversal of) impairment on trade and other receivables						
- continuing operations ^	691	(48)	N.M.	691	(48)	N.M.

N.M. - Not Meaningful

* - Included in General and administrative costs

- Included in Other income

^ - Included in Other expenses

@ - The gain on disposal of subsidiaries in 3Q2024 was under-recognised by \$335,000. The amount was recognised in 4Q2024.



B. Consolidated and separate statements of financial position

	Note	Group		Company	
		As at		As at	
		31 December 2024 \$'000	31 December 2023 \$'000	31 December 2024 \$'000	31 December 2023 \$'000
ASSETS					
Non-current assets					
Right-of-use assets	E7	183	186	-	-
Property, plant and equipment	E8	42	27	-	-
Mining properties	E10	-	-	-	-
Goodwill	E11	263	-	-	-
Deferred tax assets		-	178	-	-
Other receivables and prepayments		-	10	-	-
		488	401	-	-
Current assets					
Inventories		37	52	-	-
Trade receivables	E5	1,714	51	-	50
Other receivables and prepayments	E5	928	468	780	50
Amount due from subsidiary		-	-	4,742	-
Cash and bank balances		1,425	865	120	61
		4,104	1,436	5,642	161
Assets of disposal group	E9	-	13,665	-	-
Non-current assets held for sale	E14	-	5,546	-	-
		4,104	20,647	5,642	161
Total Assets		4,592	21,048	5,642	161
EQUITY					
Share capital	E15	80,703	78,283	80,703	78,283
Reserves	D	(77,319)	(75,953)	(77,158)	(85,437)
Equity attributable to owners of the Company		3,384	2,330	3,545	(7,154)
Non-controlling interest		39	(2,533)	-	-
Total equity		3,423	(203)	3,545	(7,154)
LIABILITIES					
Non-current liabilities					
Deferred income	E12	-	1,812	-	-
Provision for reinstatement costs	E13	26	767	-	-
Lease liability		128	159	-	-
		154	2,738	-	-
Current liabilities					
Trade payables		109	49	-	-
Other payables	E5	875	8,950	299	1,737
Contract liabilities		-	524	-	-
Loan due to a director		-	1,753	-	1,713
Loan due to controlling shareholders		-	1,121	-	1,121
Lease liability		31	30	-	-
Amounts due to subsidiaries		-	-	1,798	2,744
		1,015	12,427	2,097	7,315
Liabilities of disposal group	E9	-	6,086	-	-
		1,015	18,513	2,097	7,315
Total Liabilities		1,169	21,251	2,097	7,315
Total Equity and Liabilities		4,592	21,048	5,642	161

C. Consolidated statement of cash flows

	Note	Group			
		Fourth Quarter ended 31 December		Financial Year ended 31 December	
		2024	2023	2024	2023
		\$'000	\$'000	\$'000	\$'000
Cash flows from operating activities:					
(Loss)/profit before taxation from:					
- continuing operations		(1,140)	(3,126)	(2,570)	(4,099)
- discontinued operations		335	4,399	3,707	4,950
(Loss)/profit before taxation		(805)	1,273	1,137	851
Adjustments for:					
Depreciation and amortisation		10	3	47	69
Reversal of over accrual of liabilities		-	-	(147)	(156)
Reversal of impairment loss on property, plant and equipment		-	(4,092)	-	(4,092)
Write-down in value of inventories		-	10	-	10
Interest expenses		14	207	266	554
Interest income		(15)	(1)	(19)	(2)
Gain on disposal of subsidiaries		(335)	-	(3,728)	-
Funding for arbitration		-	(222)	-	(222)
Provision for/(Reversal of) impairment on trade and other receivables		691	(48)	691	(48)
Unrealised exchange loss/(gain)		27	-	(62)	-
Operating loss before working capital changes		(413)	(2,870)	(1,815)	(3,036)
(Increase)/decrease in inventories		(37)	(23)	6	164
(Increase)/decrease in trade and other receivables		(1,972)	1,097	(3,394)	228
Increase/(decrease) in trade and other payables		919	1,394	298	2,812
Cash generated (used in)/generated from operations		(1,503)	(402)	(4,905)	168
Interest received		17	1	21	2
Tax received		-	-	44	-
Net cash flows (used in)/generated from operations		(1,486)	(401)	(4,840)	170
Cash flows from investing activities:					
Payments for acquisitions of property, plant and equipment		(28)	(173)	(28)	(175)
Payment received on disposal of assets		-	-	9,807	-
Acquisition of a subsidiary, net of cash acquired		-	-	30	-
Disposal of subsidiaries, net of cash disposed of		-	-	(207)	-
Net cash flows (used in)/generated from investing activities		(28)	(173)	9,602	(175)
Cash flows from financing activities:					
Repayment of bank loan		-	(3,558)	(3,390)	(3,558)
Proceeds from bank loan		-	3,426	-	3,426
Decrease in pledged deposits		-	-	241	32
Payments of principal portion of lease liability		(10)	(7)	(29)	(27)
Interest paid		-	(154)	(27)	(343)
Proceeds from/(repayment of) loans from controlling shareholders		-	340	(1,477)	595
Proceeds from/(repayment of) loans from a director		-	465	-	(180)
Funding for arbitration received		-	222	-	222
Proceeds from issuance of rights shares		-	-	905	-
Net cash flows (used in)/generated from financing activities		(10)	734	(3,777)	167
Net (decrease)/increase in cash and cash equivalents		(1,524)	160	985	162
Cash and cash equivalents at beginning of period/year		2,944	271	426	271
Effects of exchange rate changes on cash and cash equivalents		5	(5)	14	(7)
Cash and cash equivalents at end of period/year	C1	1,425	426	1,425	426



C. Consolidated statement of cash flows (cont'd)

Note C1:

For the purpose of the consolidated statement of cash flows, cash and cash equivalents exclude the following:

	Group	
	31 December	
	2024	2023
	\$'000	\$'000
Cash and bank balances	1,425	865
Less: pledged deposits for bank loans	-	(241)
Less: restricted use of mining deposits	-	(198)
Cash and cash equivalents at end of period	1,425	426

The pledged deposits were related to amounts held in a specific bank account and earmarked for the payment of bank loan interests. There are no more pledged deposits following the repayment of the bank loan in January 2024.

The mining deposits were related to amounts held in specific bank accounts, the use of which is restricted until the rehabilitation of mines previously owned by the Group is completed. There are no more mining deposits belonging to the Group following the disposal of subsidiaries in the current financial year.



D. Consolidated and separate statements of changes in equity

Group	Share capital \$'000	Merger reserve \$'000	Accumulated losses \$'000	Foreign currency translation reserve \$'000	Safety fund surplus reserve \$'000	Total attributable to owners of the Company \$'000	Non-controlling interest \$'000	Total equity \$'000
2024								
Balance at 1 January 2024	78,283	850	(78,493)	140	1,550	2,330	(2,533)	(203)
Total comprehensive (loss)/profit for the period	-	-	(447)	31	-	(416)	(1)	(417)
Balance at 31 March 2024	78,283	850	(78,940)	171	1,550	1,914	(2,534)	(620)
Total comprehensive profit/(loss) for the period	-	-	1,066	(390)	-	676	-	676
Balance at 30 June 2024	78,283	850	(77,874)	(219)	1,550	2,590	(2,534)	56
Issuance of rights shares	2,420	-	-	-	-	2,420	-	2,420
Disposal of subsidiaries	-	(850)	2	142	(1,550)	(2,256)	2,531	275
Acquisition of a subsidiary	-	-	-	-	-	-	93	93
Total comprehensive profit for the period	-	-	1,312	77	-	1,389	10	1,399
Balance at 30 September 2024	80,703	-	(76,560)	-	-	4,143	100	4,243
Total comprehensive loss for the period	-	-	(757)	(2)	-	(759)	(61)	(820)
Balance at 31 December 2024	80,703	-	(77,317)	(2)	-	3,384	39	3,423
2023								
Balance at 1 January 2023	78,283	850	(80,567)	897	1,550	1,013	(2,538)	(1,525)
Total comprehensive (loss)/profit for the period	-	-	(658)	134	-	(524)	5	(519)
Balance at 31 March 2023	78,283	850	(81,225)	1,031	1,550	489	(2,533)	(2,044)
Total comprehensive profit/(loss) for the period	-	-	274	(304)	-	(30)	-	(30)
Balance at 30 June 2023	78,283	850	(80,951)	727	1,550	459	(2,533)	(2,074)
Total comprehensive (loss)/profit for the period	-	-	(38)	2	-	(36)	1	(35)
Balance at 30 September 2023	78,283	850	(80,989)	729	1,550	423	(2,532)	(2,109)
Total comprehensive profit/(loss) for the period	-	-	2,496	(589)	-	1,907	(1)	1,906
Balance at 31 December 2023	78,283	850	(78,493)	140	1,550	2,330	(2,533)	(203)



D. Consolidated and separate statements of changes in equity (cont'd)

Company	Share capital \$'000	Accumulated losses \$'000	Total equity \$'000
2024			
Balance at 1 January 2024	78,283	(85,437)	(7,154)
Total comprehensive loss for the period	-	(309)	(309)
Balance at 31 March 2024	78,283	(85,746)	(7,463)
Total comprehensive loss for the period	-	(451)	(451)
Balance at 30 June 2024	78,283	(86,197)	(7,914)
Issuance of rights shares	2,420	-	2,420
Total comprehensive profit for the period	-	6,327	6,327
Balance at 30 September 2024	80,703	(79,870)	833
Total comprehensive profit for the period	-	2,712	2,712
Balance at 31 December 2024	80,703	(77,158)	3,545
2023			
Balance at 1 January 2023	78,283	(74,627)	3,656
Total comprehensive loss for the period	-	(505)	(505)
Balance at 31 March 2023	78,283	(75,132)	3,151
Total comprehensive profit for the period	-	2,061	2,061
Balance at 30 June 2023	78,283	(73,071)	5,212
Total comprehensive loss for the period	-	(374)	(374)
Balance at 30 September 2023	78,283	(73,445)	4,838
Total comprehensive loss for the period	-	(11,992)	(11,992)
Balance at 31 December 2023	78,283	(85,437)	(7,154)



E. Notes to the financial statements

1. Corporate information

The Company was incorporated in the Republic of Singapore on 3 January 2012 as a private company limited by shares under the name of “AsiaPhos Private Limited”. On 6 September 2013, the Company changed its name to “AsiaPhos Limited” in connection with its conversion to a public company limited by shares. The Company was listed on the Catalist Board of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 7 October 2013.

The Company’s registered office is located at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632. The principal place of business is located at 22 Kallang Avenue, #03-02 Hong Aik Industrial Building, Singapore 339413.

The consolidated financial statements comprised those of the Company and its subsidiaries (collectively the “**Group**”).

The principal activities of the Group were previously organised into product units and comprised two reportable segments as follows:

- (a) The upstream segment, which comprised the business of exploration, mining and sale of phosphate rocks; and
- (b) The downstream segment which comprised the business of manufacturing, sale and trading of phosphate chemical products such as Sodium Tripolyphosphate (“**STPP**”), Sodium Hexametaphosphate (“**SHMP**”) and other polyphosphate chemicals.

Following the cessation of the exploration, mining, production and sale of phosphate rocks and chemical products, the Group’s continuing activities comprised only the trading of phosphate chemical products and other commodity products. Accordingly, the Group has included the trading of other commodity products as another segment of its reportable operating activities.

2. Basis of preparation

The consolidated financial statements for the financial year ended 31 December 2024 have been prepared in accordance with SFRS(I) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The consolidated financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group’s financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2023.

The accounting policies adopted are consistent with those of the previous financial period/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.



2. Basis of preparation (cont'd)

The consolidated financial statements have been prepared on the historical cost basis. These financial statements are presented in Singapore Dollars, which is the Company's functional currency and rounded to the nearest thousand (\$'000) unless otherwise stated.

2.1. New and amended standards adopted by the Group

The Group has applied the same accounting policies for the current reporting period/year consistent with those of the previous financial period/year, except for the adoption of new or revised standards that are effective for the financial period/year beginning on or after 1 January 2024. The adoption of these standards did not have a material impact on the financial statements.

2.2. Use of judgements and estimates

In preparing the consolidated financial statements, the Group's management (the "**Management**") has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by the Management in applying the Group's accounting policies and the key sources of estimation uncertainty, where applicable, were the same as those described in the last audited financial statements, except for impairment assessment of goodwill and accounting for business combination.

Impairment assessment of goodwill

The amount of goodwill is tested annually for impairment. This annual impairment test is significant, and the process is complex. The test is based on assumptions that are affected by expected future market or economic conditions. As a result, judgement is required to evaluate the assumptions and methodologies adopted by the Management, especially those relating to the forecasted revenue growth and profit margins. The disclosures about goodwill are included in Note 11. Actual outcomes could vary from the relevant estimates.

Accounting for business combination

Accounting for a business combination requires an estimation of the fair value of identifiable assets acquired and liabilities assumed at the date of acquisition. The purchase price allocation process requires significant judgement and estimation on key assumptions, such as future market conditions, growth rates and discount rates. The fair values determined for the identifiable assets and liabilities are disclosed in Note 18.

3. Seasonal operations

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



4. Segment and revenue information

	Note	Upstream/P4 plant (Discontinued)		Trading of phosphate chemical products (Continuing)		Trading of other commodity products (Continuing)		Adjustments and eliminations		Total (Continuing)	
		Financial Year ended 31 December		Financial Year ended 31 December		Financial Year ended 31 December		Financial Year ended 31 December		Financial Year ended 31 December	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Revenue - external	4a	-	-	1,025	1,278	3,266	423	-	-	4,291	1,701
Rental income	4b	-	1,063	-	-	-	-	-	(1,063)	-	-
Interest expenses	4b	(21)	(205)	-	(349)	-	-	(224)	205	(245)	(349)
Write-down in value of inventories		-	-	-	(10)	-	-	-	-	-	(10)
Reversal of impairment loss on property, plant and equipment	4b	-	4,092	-	-	-	-	-	(4,092)	-	-
Gain on disposal of subsidiaries	4b	3,728	-	-	-	-	-	(3,728)	-	-	-
Amortisation and depreciation		-	-	(47)	(69)	-	-	-	-	(47)	(69)
Provision for/(Reversal of) impairment on trade and other receivables	4b	-	-	-	48	(131)	-	(560)	-	(691)	48
Segment profit/(loss) before tax		3,707	4,950	111	(272)	78	80	(6,466)	(8,857)	(2,570)	(4,099)

Notes:-

4a – There was no inter-segment revenue. Revenue from continuing operations represented invoiced trading sales of phosphate chemical and other commodity products, recognised at a point in time.

4b – Adjustments related to the elimination of items related to discontinued operations and the addition of items that cannot be allocated into a specific segment.

Geographical information

Revenue based on the location of customers and the geographical spread of non-current assets are as follows:

	Group			
	Revenue		Non-current assets	
	Financial Year ended 31		As at 31	As at 31 December
	2024	2023	December 2024	2023
	\$'000	\$'000	\$'000	\$'000
Asia	3,077	1,134	488	223
Europe	1,084	423	-	-
Africa	94	-	-	-
Others	36	144	-	-
	4,291	1,701	488	223



4. Segment and revenue information (cont'd)

Information about major customers

	Group			
	Financial Year ended 31 December 2024		Financial Year ended 31 December 2023	
	\$'000	% of revenue	\$'000	% of revenue
<u>Revenue</u>				
Customer A	812	19%	936	55%
Customer B	764	18%	423	25%
Customer C	616	14%	134	8%

Note:-

The aforementioned customers represent the top three customers for each respective year; however, the specific customers may vary from year to year.

Information about products

The Group's trading activities comprised phosphate chemical products and other commodity products.

5. Financial assets and financial liabilities

The carrying amounts of financial assets and financial liabilities in each category at the reporting date are as follows:

	Note	Group		Company	
		31 December 2024	31 December 2023	31 December 2024	31 December 2023
		\$'000	\$'000	\$'000	\$'000
<u>Financial assets at amortised cost</u>					
Other receivables	5a	797	103	753	19
Trade receivables	5b	1,714	51	-	50
Cash and bank balances		1,425	865	120	61
		3,936	1,019	873	130
<u>Financial liabilities at amortised cost</u>					
Trade and other payables	5c	984	2,393	299	1,737
Loan due to a director		-	1,753	-	1,713
Loan due to controlling shareholders		-	1,121	-	1,121
Lease liability		159	189	-	-
Amounts due to subsidiaries		-	-	1,798	2,744
		1,143	5,456	2,097	7,315



5. Financial assets and financial liabilities (cont'd)

Note 5a:

	Group		Company	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
	\$'000	\$'000	\$'000	\$'000
Other receivables (before impairment)	1,390	513	1,313	19
Less: Impairment losses	(593)	(410)	(560)	-
Other receivables (net of impairment)	797	103	753	19
Add: Miscellaneous prepayments	131	365	27	31
Other receivables and prepayments (net of impairment)	928	468	780	50

Other receivables as of 31 December 2023 included fully impaired deposits related to the mining operations, which were reclassified from assets of the disposal group (Note 9) in the financial year ended 31 December 2023. As of 31 December 2024, the deposits had been derecognised upon the disposal of subsidiaries (Note 19). Other receivables as of 31 December 2024 included an amount of RMB4 million (approximately \$0.75 million), net of impairment of RMB3 million, owing from a previous subsidiary.

Note 5b:

	Group		Company	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
	\$'000	\$'000	\$'000	\$'000
Trade receivables (before impairment)	1,813	124	-	50
Less: Impairment losses	(99)	(73)	-	-
Trade receivables (net of impairment)	1,714	51	-	50

Trade receivables of the Group as of 31 December 2024 are mainly in relation to the trading of other commodity products and include receivables from Ferta Sdn Bhd of \$0.37 million that is to be settled under an offsetting arrangement (details in the Company's announcement dated 16 August 2024).

Note 5c:

	Group		Company	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
	\$'000	\$'000	\$'000	\$'000
Trade payables	109	49	-	-
Other payables	875	8,950	299	1,737
	984	8,999	299	1,737
Less: Payments received on disposal of the Phase 2 Factory Assets (included in other payables)	-	(5,862)	-	-
Less: Payments received on disposal of the Elemental Phosphorus ("P4") Plant (included in other payables)	-	(744)	-	-
	984	2,393	299	1,737

Payments received in relation to the disposals of the Phase 2 Factory Assets and the P4 Plant were derecognised upon the disposal of subsidiaries in the financial year ended 31 December 2024.



6. Taxation

The components of income tax expense in the consolidated statement of profit or loss are:

	Group			
	Fourth Quarter ended 31 December		Financial Year ended 31 December	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Continuing operations				
Current income tax expense	(13)	(70)	(59)	(70)
Tax refund on prior year tax payment	-	-	44	-
Income tax attributable to continuing operations	(13)	(70)	(15)	(70)
Discontinued operations				
Reversal of deferred tax liabilities recognized in prior years	-	1,292	-	1,292
Income tax attributable to discontinued operations	-	1,292	-	1,292

7. Right-of-use assets

Group	Land use rights	Office premises	Total
	\$'000	\$'000	\$'000
Cost			
At 1 January 2023	1,660	190	1,850
Currency realignment	26	-	26
Reclassified to non-current assets classified as held for sale	(1,686)	-	(1,686)
Additions	-	197	197
Lease expiry	-	(190)	(190)
At 31 December 2023	-	197	197
Derecognition upon disposal of subsidiaries	-	(28)	(28)
Capitalisation of estimated costs of reinstatement	-	26	26
Currency realignment	-	-	-
At 31 December 2024	-	195	195
Accumulated depreciation and impairment losses			
At 1 January 2023	365	190	555
Depreciation	7	11	18
Currency realignment	6	-	6
Reclassified to non-current assets classified as held for sale	(378)	-	(378)
Lease expiry	-	(190)	(190)
At 31 December 2023	-	11	11
Derecognition upon disposal of subsidiaries	-	(28)	(28)
Depreciation	-	29	29
At 31 December 2024	-	12	12
Net carrying amount			
At 31 December 2024	-	183	183
At 31 December 2023	-	186	186

Land use rights pertained to a plot of leasehold land located in Sichuan Province, the PRC, on which the P4 Plant is sited. The land use rights were for a tenure of approximately 50 years with effect from December 2011.

Pursuant to the Cooperation Agreement signed with Sichuan Rongda Yuexiang Chemical Group Co., Ltd. ("Rongda") in relation to the disposal of the Elemental Phosphorus ("P4") Plant Assets, land use rights with a carrying value of \$1.31 million (RMB6.72 million) were reclassified to assets of disposal group (Note 9) in the financial year ended 31 December 2023.

7. Right-of-use assets (cont'd)

Depreciation of right-of-use assets is recognised in the “General and administrative costs” in the consolidated statement of comprehensive income.

8. Property, plant and equipment

Group	Buildings	Leasehold improvements	Plant and machinery	Motor vehicles and office equipment	Mining infrastructure	Construction-in-progress	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Cost							
At 1 January 2023	7,241	412	13,572	828	-	105	22,158
Additions	-	-	-	2	-	-	2
Reclassification from assets of disposal group (Note 9)	1,386	-	1,908	117	14,044	133	17,588
Reclassification to assets of disposal group (Note 9)	(7,179)	(371)	(13,487)	(428)	627	(99)	(20,937)
Currency realignment	(62)	-	(85)	(5)	(627)	(6)	(785)
At 31 December 2023	1,386	41	1,908	514	14,044	133	18,026
Currency realignment	(14)	-	(19)	(5)	(143)	(1)	(182)
Additions	-	-	-	31	-	-	31
Addition upon acquisition of a subsidiary	-	-	-	13	-	-	13
Derecognition upon disposal of subsidiaries	(1,372)	(26)	(1,889)	(508)	(13,901)	(132)	(17,828)
At 31 December 2024	-	15	-	45	-	-	60
Accumulated depreciation and impairment losses							
At 1 January 2023	5,137	385	6,766	782	-	105	13,175
Depreciation	37	6	4	4	-	-	51
Reversal of impairment loss	(1,108)	-	(2,984)	-	-	-	(4,092)
Reclassification from assets of disposal group (Note 9)	1,386	-	1,908	117	14,044	133	17,588
Reclassification to assets of disposal group (Note 9)	(4,004)	(371)	(3,701)	(390)	627	(99)	(7,938)
Currency realignment	(62)	-	(85)	(5)	(627)	(6)	(785)
At 31 December 2023	1,386	20	1,908	508	14,044	133	17,999
Depreciation	-	6	-	12	-	-	18
Currency realignment	(14)	-	(19)	(4)	(143)	(1)	(181)
Addition upon acquisition of a subsidiary	-	-	-	10	-	-	10
Derecognition upon disposal of subsidiaries	(1,372)	(24)	(1,889)	(510)	(13,901)	(132)	(17,828)
At 31 December 2024	-	2	-	16	-	-	18
Net carrying amount							
At 31 December 2024	-	13	-	29	-	-	42
At 31 December 2023	-	21	-	6	-	-	27

During the financial year ended 31 December 2024, the Group acquired fixed assets at a cost of \$44,000 (31 December 2023: \$2,000) and derecognised assets with a net book value of \$Nil (31 December 2023: \$Nil) upon disposal of subsidiaries.

Property, plant and equipment as of 31 December 2023 included mining-related property, plant and equipment, which were reclassified from assets of disposal group (Note 9). As of 31 December 2024, they had been derecognised upon the disposal of subsidiaries (Note 19).

Pursuant to the Cooperation Agreement signed with Rongda in relation to the disposal of the P4 Plant Assets, property, plant and equipment with a carrying value of \$13 million (RMB66.83 million) were reclassified to assets of disposal group (Note 9) in the financial year ended 31 December 2023.

Depreciation of property, plant and equipment is recognised in the “General and administrative costs” in the Consolidated Statement of Profit or Loss.

9. Disposal group and discontinued operations

Mining Assets and Liabilities

In 2017, the Group commenced discussions with the Chinese Government on the Mianzhu City Government's request for the Group to provide a letter of undertaking to inter alia, vacate and rehabilitate its mining sites in respect of Sichuan Mianzhu Norwest Phosphate Chemical Co., Ltd.'s ("**SMNPC**") Mine 2 and Fengtai Mine, and the non-renewal of SMNPC's Mine 1 mining and exploration licenses (collectively, the "**Mining Assets**"). Consequently, the Mining Assets were reclassified to assets of disposal group, and the provision made for the cost of rehabilitation of the mines was reclassified to liabilities of disposal group in the financial year ended 31 December 2017.

In February 2023, the International Arbitration Tribunal ruled that Article 13(3) of the China-Singapore Bilateral Investment Treaty (1985) did not afford jurisdiction over the Group's expropriation claims, and Article 4 of the Treaty did not afford jurisdiction over the remaining claims. The Group filed a petition to the Swiss Supreme Court on 20 March 2023 seeking, *inter alia*, to set aside the International Arbitration Tribunal jurisdictional award and the legal costs awarded to China. As announced on 25 January 2024, the Group was unsuccessful in its appeal to the Swiss Supreme Court. The Board had ascertained that it was no longer appropriate to continue to classify the Mining Assets Group as a disposal group. As such, the Mining Assets Group were reclassified from assets of disposal group to property, plant and equipment (Note 8), mining properties (Note 10), goodwill (Note 11) and other receivables (Note 5), and provision for rehabilitation was reclassified from liabilities of disposal group to provision for reinstatement cost (Note 13) during the financial year ended 31 December 2023.

As of 31 December 2023, the Mining Assets had been fully impaired. As of 31 December 2024, the Mining Assets had been derecognised upon the disposal of subsidiaries (Note 19).

P4 Plant Assets and Liabilities

In 2023, the Group, via SMNPC, entered into a Cooperation Agreement related to the disposal of the P4 Plant to Rongda. Accordingly, the P4 Plant Assets and Liabilities were reclassified to assets and liabilities of disposal group in the Group's consolidated balance sheet in the financial year ended 31 December 2023.

In March and April 2024, the transfer of the P4 Plant Assets, relevant personnel, and the P4 Plant Liabilities from SMNPC to Sichuan Rongdafeng Chemical Co., Ltd. ("**Rongdafeng**") was completed. Concurrently, legal and operational control of Rongdafeng had been handed over to Rongda. Upon completion of the disposal of Norwest Chemicals Pte Ltd, the P4 Plant Assets and Liabilities were derecognised in the Group's Statement of Financial Position.



9. Disposal group and discontinued operations (cont'd)

The summaries of the P4 Plant Assets and Liabilities are as follows:

Group	\$'000
<u>Right-of-use assets (land use rights)</u>	
At 1 January 2023	-
Reclassification from right-of-use assets (Note 7)	1,308
Currency realignment	(61)
At 31 December 2023	1,247
Derecognition upon disposal of subsidiaries	(1,234)
Currency realignment	(13)
At 31 December 2024	-
<u>Property, plant and equipment</u>	
At 1 January 2023	-
Reclassification from property, plant and equipment (Note 8)	12,999
Currency realignment	(581)
At 31 December 2023	12,418
Derecognition upon disposal of subsidiaries	(12,291)
Currency realignment	(127)
At 31 December 2024	-
Total	
At 31 December 2024	-
At 31 December 2023	13,665

Group	\$'000
<u>Interest-bearing bank loan</u>	
At 1 January 2023	-
Reclassification from interest-bearing bank loan	3,367
At 31 December 2023	3,367
Repayment	(3,390)
Currency realignment	23
At 31 December 2024	-
<u>Other payables</u>	
At 1 January 2023	-
Reclassification from other payables	2,719
At 31 December 2023	2,719
Currency realignment	7
Derecognition on deconsolidation of subsidiary	(2,726)
At 31 December 2024	-
Total	
At 31 December 2024	-
At 31 December 2023	6,086

9. Disposal group and discontinued operations (cont'd)

Results of discontinued operations

Discontinued operations consist of the activities related to the P4 Plant Assets. The results of the Group's discontinued operations for the financial period/year ended 31 December 2024 and 31 December 2023 are as follows:

Group	Note	Discontinued Operations			
		Fourth Quarter ended 31 December		Financial Year ended 31 December	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Profit or Loss					
Revenue		-	-	-	-
Cost of sales		-	-	-	-
Gross profit		-	-	-	-
Other income	9a	335	4,473	3,728	5,155
Finance costs	9b	-	(74)	(21)	(205)
Profit before tax		335	4,399	3,707	4,950
Taxation		-	1,292	-	1,292
Profit after tax		335	5,691	3,707	6,242

Notes:-

9a – Other income in the financial year ended 31 December 2024 comprised the gain on disposal of subsidiaries. In the financial year that ended 31 December 2023, other income mainly comprised the reversal of provision for impairment loss on the P4 Plant.

9b – Finance costs comprised interest incurred on an interest-bearing bank loan, for which the P4 Plant was pledged as collateral. The bank loan had been fully repaid in January 2024.

The cash flows attributed to discontinued operations for the financial period/year ended 31 December 2024 and 31 December 2023 are as follows:

<u>Discontinued Operations</u>	Group			
	Fourth Quarter ended 31 December		Financial Year ended 31 December	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Cash flows from operating activities:				
Profit before taxation	335	4,399	3,707	4,950
Adjustments for:				
Interest expense	-	74	21	205
Other income	(335)	(4,473)	(3,728)	(5,155)
Net cash flows generated from operating activities	-	-	-	-
Cash flows from investing activities:				
Net cash flows generated from investing activities	-	-	-	-
Cash flows from financing activities :				
Net decrease in pledged deposits	-	74	21	205
Interest paid	-	(74)	(21)	(205)
Net cash flows generated from financing activities	-	-	-	-
Net increase in cash and cash equivalents	-	-	-	-

10. Mining properties

Group	Exploration and evaluation assets \$'000	Producing mines \$'000	Total \$'000
Cost			
At 1 January 2023	-	-	-
Reclassification from assets of disposal group (Note 9)	26,288	34,172	60,460
Currency realignment	(1,174)	(1,526)	(2,700)
At 31 December 2023	25,114	32,646	57,760
Derecognition upon disposal of subsidiaries	(24,858)	(32,313)	(57,171)
Currency realignment	(256)	(333)	(589)
At 31 December 2024	-	-	-
Accumulated depreciation and impairment losses			
At 1 January 2023	-	-	-
Reclassification from assets of disposal group (Note 9)	26,288	34,172	60,460
Currency realignment	(1,174)	(1,526)	(2,700)
At 31 December 2023	25,114	32,646	57,760
Derecognition upon disposal of subsidiaries	(24,858)	(32,313)	(57,171)
Currency realignment	(256)	(333)	(589)
At 31 December 2024	-	-	-
Net carrying amount			
At 31 December 2024	-	-	-
At 31 December 2023	-	-	-

Mining properties were reclassified from assets of disposal group (Note 9) in the financial year ended 31 December 2023. As of 31 December 2023, the mining properties had been fully impaired. As of 31 December 2024, they had been derecognised upon the disposal of subsidiaries (Note 19).

11. Goodwill

	\$'000
Cost	
At 1 January 2023	-
Reclassification from assets of disposal group (Note 9)	12,249
At 31 December 2023	12,249
Addition upon acquisition of a subsidiary	263
Derecognition upon disposal of subsidiaries	(12,249)
At 31 December 2024	263
Accumulated impairment losses	
At 1 January 2023	-
Reclassification from assets of disposal group (Note 9)	12,249
At 31 December 2023	12,249
Derecognition upon disposal of subsidiaries	(12,249)
At 31 December 2024	-
Net carrying amount	
At 31 December 2024	263
At 31 December 2023	-

The goodwill that had arisen from a past acquisition of a subsidiary was reclassified from assets of disposal group (Note 9) in the financial year ended 31 December 2023. As of 31 December 2023, the said goodwill had been fully impaired, and as of 31 December 2024, it had been derecognised upon disposal of subsidiaries (Note 19).



11. Goodwill (cont'd)

Separately, in the financial year ended 31 December 2024, goodwill arose from the acquisition of a new subsidiary (Note 18).

The Group performs testing on goodwill for impairment annually or more frequently if there are indications that goodwill might be impaired. The recoverable amount of the cash-generating unit (“CGU”) is determined from value in use calculations.

The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and returns on earnings before interest, tax, depreciation and amortisation (“EBITDA”) during the five-year period. The Management estimates discount rates using pre-tax rates that reflect current assessments of the time value of money and the risks specific to the CGU. The growth rates are based on industry growth forecasts. Returns on EBITDA are based on past results and expectations of future changes in the market.

The growth rate used to extrapolate the cash flow of the CGU beyond the forecast period of five years is 2.91%, which does not exceed the long-term growth rate of the relevant markets. The discount rate of 9.30% applied to the cash flow projection was derived by adding the weighted average cost of capital to a reasonable risk premium applicable to the CGU at the date of assessment of its recoverable amount.

The Management assessed that the recoverable amount of the CGU exceeds its carrying amount as of 31 December 2024, and that any reasonably possible change in the key assumptions of the relevant calculations would not result in its carrying amount exceeding its recoverable amount. Therefore, it was determined that no impairment of goodwill is required in the financial year ended 31 December 2024.

12. Deferred income

	\$'000
At 1 January 2023	1,869
Currency realignment	(57)
At 31 December 2023	1,812
Derecognition upon disposal of subsidiaries	(1,812)
At 31 December 2024	-

Deferred income as of 31 December 2023 represented government grants received in relation to certain plant and equipment. As of 31 December 2024, they had been derecognised upon the disposal of subsidiaries (Note 19).



13. Provision for reinstatement cost

	\$'000
At 1 January 2023	27
Reclassification from assets of disposal group (Note 9)	764
Currency realignment	(24)
At 31 December 2023	767
Derecognition upon disposal of subsidiaries	(759)
Addition	26
Currency realignment	(8)
At 31 December 2024	26

Provision for the cost of rehabilitation of the mines was reclassified from liabilities of disposal group (Note 9) during the financial year ended 31 December 2023. As of 31 December 2024, they had been derecognised upon the disposal of subsidiaries (Note 19). The remaining provision as of 31 December 2024 relates to the estimated cost of reinstatement of right-of-use assets relating to an office lease, which are capitalised and included in the cost of right-of-use assets.

14. Non-current assets held for sale

Non-current assets held for sale comprised the carrying value of the Phase 2 Factory Assets. As of 31 December 2024, they had been derecognised upon the disposal of subsidiaries (Note 19).

The summary of the assets is as follows:

Group	\$'000
<u>Right-of-use assets (land use rights)</u>	
At 1 January 2023	2,406
Currency realignment	(107)
At 31 December 2023	2,299
Derecognition upon disposal of subsidiaries	(2,276)
Currency realignment	(23)
At 31 December 2024	-
<u>Property, plant and equipment</u>	
At 1 January 2023	3,399
Currency realignment	(152)
At 31 December 2023	3,247
Derecognition upon disposal of subsidiaries	(3,214)
Currency realignment	(33)
At 31 December 2024	-
Total	
At 31 December 2024	-
At 31 December 2023	5,546



15. Share capital

	Group and Company			
	31 December 2024		31 December 2023	
	Number of shares		Number of shares	
	'000	\$'000	'000	\$'000
Ordinary shares issued and fully paid, with no par value:				
Balance	1,479,627	80,703	1,031,525	78,283

Rights shares were allotted and issued by the Company on 18 July 2024.

16. Related party transactions

Except as disclosed in Note 13 of Section F in this announcement, there were no other related party transactions.

17. Events occurring after the reporting year

There are no known subsequent events which will result in adjustments to this set of financial statements.

18. Acquisition of a subsidiary

As announced on 16 August 2024, the Company acquired an aggregate of 178,500 shares, comprising 51% of the total number of shares, in the capital of Velora Pte. Ltd. (“**Velora**”). Velora was incorporated in Singapore in 2015, and its principal business is in the wholesale trade of fertilisers, with operations in various countries, mainly located in Southeast Asia.

Details of the purchase consideration, assets acquired, liabilities assumed, non-controlling interest recognised, and the effects on the cash flow of the Group, at the acquisition date are as follows:

(a) Purchase consideration (at fair value on acquisition date)

	\$'000
Cash paid	357
Consideration transferred	357

(b) Effects on the cash flow of the Group

	\$'000
Cash paid (as above)	(357)
Add: Cash and bank balances in the subsidiary acquired	387
Cash inflow on acquisition	30



18. Acquisition of a subsidiary (cont'd)

(c) Goodwill arising from the acquisition

	\$'000
Fair value of purchase consideration	357
Add: Non-controlling interest (d)	90
Less: Fair value of identifiable net assets	(184)
Goodwill arising on the acquisition	263

(d) Non-controlling interest

The Group has chosen to recognise the 49% non-controlling interest of \$0.09 million based on the proportionate share of Velora's identifiable net assets at the time of acquisition.

(e) Revenue and profit contribution

Velora contributed revenue of \$2.58 million and a net loss of \$0.07 million to the Group from 1 September 2024 to 31 December 2024. Had Velora been acquired from 1 January 2024, Velora would have contributed revenue of \$3.41 million and a net loss of \$0.01 million to the Group from 1 January 2024 to 31 December 2024.

19. Disposal of subsidiaries

On 31 August 2024, the Company completed the sale of all its shares in a subsidiary, Norwest Chemicals Pte. Ltd. ("NWC"), effectively disposing of its entire interest in NWC and other subsidiaries.

The effects of the disposal of subsidiaries are as follows:

<u>Gain on disposal</u>	\$'000
Consideration	*
Add: Net liabilities disposed	1,197
Add: Non-controlling interest deficit disposed	2,531
Gain on disposal	<u>3,728</u>
<u>Net cash outflow arising on disposal</u>	
Total cash consideration satisfied by cash	*
Less: cash and cash equivalents disposed	(207)
Net cash disposed	<u>(207)</u>

* - less than \$1,000



F. Other information required by Appendix 7C of the Catalyst Rules

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

As at 31 December 2024 and 31 December 2023, the number of issued ordinary shares of the Company ("Shares") (excluding treasury shares) was 1,479,627,207 and 1,031,524,685, respectively.

There were no outstanding convertibles as at 31 December 2024 and 31 December 2023.

As at 31 December 2024 and 31 December 2023, the Company did not hold any treasury shares, and there were no subsidiary holdings.

- 1(ii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period/year.

	As at	
	31 December 2024	31 December 2023
Total number of issued shares (excluding treasury shares)	1,479,627,207	1,031,524,685

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

Not applicable. The Company did not have any treasury shares during and as at the end of the current financial year reported on.

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

Not applicable. There were no subsidiary holdings during and as at the end of the current financial year reported on.



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 auditors.

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

Not applicable. The figures have not been audited nor reviewed by the auditors.

- 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

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

The latest audited financial statements for the financial period ended 31 December 2023 were subjected to a disclaimer of opinion by the independent auditor of the Company (the "Auditor"). Please refer to the Group's annual report for the full audit opinion and the Company's announcement on 4 April 2024 for the Management's comprehensive set of comments on the Auditor's report. The following is a summary:

i) Going concern

The Board has taken into consideration the Group's plans regarding the basis of the preparation of the financial statements of the Group and the Company as a going concern and is of the view that the Group and the Company are able to continue as a going concern.

The Group reported a net loss after tax of \$2.59 million in FY 2024 (FY2023: loss of \$4.17 million) from continuing operations, and a net profit after tax from discontinued operations of \$3.71 million in FY2024 (FY2023: profit of \$6.24 million). On the overall, from both continuing and discontinued operations, the Group reported a net profit after tax of \$1.12 million in FY2024 (FY2023: profit of \$2.07 million) and reported net operating cash outflows of \$4.84 million in FY2024 (FY2023: net inflows of \$0.17 million).

The Group's current assets exceeded its current liabilities by \$3.09 million as at 31 December 2024 (31 December 2023: net current liabilities of \$10.99 million).

The Company has accumulated losses of \$77.16 million as at 31 December 2024 (31 December 2023: \$85.44 million) and has net current assets of \$3.55 million as at 31 December 2024 (31 December 2023: net current liabilities of \$7.15 million).



i) **Going concern (cont'd)**

The bases of the Board's opinion includes the following:

- (a) The Group continues to generate cash flows from its trading activities comprising phosphate chemical products and commodity products.
- (b) As of 8 February 2024, the Group has received proceeds from the disposal of the yellow phosphorus plant asset, including plants buildings, plants facilities and equipment, process devices, projects under construction, and other civil constructions and structures, etc. (excluding such other assets like mining assets) for the production of yellow phosphorus ("**P4 Plant**") sufficient to settle its existing obligations, as well as to fund its operations and future investment activities.

In 2023, the Group, via Sichuan Mianzhu Norwest Phosphate Chemical Co., Ltd ("**SMNPC**"), entered into a Cooperation Agreement and subsequent supplemental agreements (collectively hereinafter referred to as the "**Cooperation Agreement**") with Sichuan Rongda Yuexiang Chemical Group Co., Ltd. ("**Rongda**") related to disposal of the P4 Plant to Rongda, for a cash consideration of RMB71.39 million. The cash consideration is inclusive of RMB8 million in respect of a 12-month lease of the P4 Plant Assets to Rongda from March 2023 (the "**rental**"), RMB4 million of deposit (the "**deposit**") and RMB20 million for repayment of SMNPC's bank loan which is secured by the P4 Plant Assets. The rental and deposit are non-refundable if Sichuan Mianzhu is not in breach of the Cooperation Agreement.

As at 31 December 2023, the Group had received RMB12 million in respect of the rental and deposit. In January 2024, the Group received RMB20 million from Rongda and utilised the amount to repay the bank loan of RMB18.09 million (equivalent to \$3,367,000) as at 31 December 2023.

In February 2024, Rongda paid the remaining balance of the proceeds of RMB39.39 million into an escrow account pursuant to a Supplementary Cooperation Agreement II dated 29 January 2024.

In March and April 2024, the transfer of the P4 Plant, relevant personnel, and trade and other payables relating to the P4 Plant of RMB14.61 million (the "**P4 Plant Liabilities**") from SMNPC to Sichuan Rongdafeng Chemical Co. Ltd. ("**Rongdafeng**") had been completed. The amount in the escrow account was released to the Group on 12 April 2024, save for a balance of RMB7 million that has to remain frozen in relation to an ongoing court order, which is separate from and not connected with the disposal of the P4 Plant to Rongda. Please see the Company's announcement dated 17 July 2024 for the latest update on the court order.

As of 31 August 2024, SMNPC is no longer part of the Group following the Company's disposal of subsidiaries (see (e)). The frozen escrow funds of RMB7 million, if released, shall still be remitted to the Group.



i) Going concern (cont'd)

- (c) The Group has not defaulted in the past on any of its bank loans. Barring unforeseen circumstances, the Board expects that the Group will be able to obtain requisite financing for its operations, where necessary.
- (d) As of 30 July 2024, loans due to the Group's controlling shareholders had been fully repaid. Additionally, the controlling shareholders have provided undertakings that they will continue to provide financial support to ensure that the Group is able to operate as a going concern for a period of at least twelve months from the date of approval of the issue of the financial statements for the year ended 31 December 2023. This is subject to the condition that the controlling shareholders' (and their respective connected parties as disclosed in the Company's announcement dated 28 March 2024) aggregate shareholding continues to remain above 50%.
- (e) As announced on 29 July 2024, the Company had entered into a sales and purchase agreement to dispose of all its shares in a subsidiary, Norwest Chemicals Pte. Ltd. ("**NWC**"). Upon completion of the sale on 31 August 2024, the Group had substantially disposed of its business of exploration, mining and sale of phosphate rocks and the manufacturing, trading and selling of phosphate chemical products (the "**Mining Business**"). The Phase 2 Factory Assets refer to the STPP chemical production plant, storage, office building and ancillary facilities, and a land use right. Since the Mining Business was discontinued in 2017 due to a dispute with the PRC government and the shutdown of the Phase 2 Factory Assets and the P4 Plant, it has caused the Group to be in a loss-making position. Therefore, the Board is of the view that this disposal would allow for a more efficient allocation of available resources to grow the Group's Trading and Renewable Energy Businesses (as defined in the Circular dated 6 May 2024), ultimately being for the benefit and in the best interests of the Company and the Company's shareholders.
- (f) As announced on 17 July 2024 and 20 July 2024, the Group had completed a rights issue of shares for \$2.22 million in net proceeds. The Company had undertaken the rights issue with the objectives of: (i) augmenting and strengthening the Group's equity base, which had been eroded from past losses; and (ii) minimising cash outflows needed for the repayment of the outstanding loans due to controlling shareholders.

Proceeds raised from the rights issue strengthened the Group's financial position by raising cash and working capital for the Group's existing operations and future expansion activities. Furthermore, as at the date of this announcement, the Board is not aware of any demand, claims or liabilities against or of the Group that it is not able to settle. The Group may explore other fundraising exercises as and when required.

- (g) As announced on 16 August 2024, the Company entered into a Sales and Purchase Agreement for the purchase of an aggregate of 178,500 shares, comprising 51% of the total number of shares, in the capital of Velora Pte. Ltd. ("**Velora**"). Velora was incorporated in Singapore in 2015, and its principal business is in the wholesale trade of fertilisers, with operations in various countries. This acquisition is aligned with the Group's diversification strategy to augment its business and is expected to generate significant value for its shareholders.



ii) Assets and liabilities of disposal group

The Group had carried out the assessment of the carrying value of the P4 Plant Assets to ensure that it did not exceed its fair value less costs of disposal. Accordingly, a reversal of impairment of the P4 Plant Assets was made in the financial year ended 31 December 2023. After the reversal, the Group was satisfied that the carrying value of the P4 Plant Assets remained below its fair value less costs of disposal. Hence, the Group is of the opinion that no provision for impairment loss on the P4 Plant Assets is required in the current financial period.

In March and April 2024, the transfer of the P4 Plant Assets, relevant personnel, and the P4 Plant Liabilities from SMNPC to Rongdafeng was completed. Concurrently, legal and operational control of Rongdafeng had been handed over to Rongda. Consequently, Rongdafeng was deconsolidated in April 2024, and the P4 Plant Assets and Liabilities were derecognised in the Group's Statement of Financial Position.

iii) Recoverable amount of property, plant and equipment, right-of-use assets and investment in subsidiaries

Mining Assets

The Group had been assessing the recoverable amount of the Mining Assets, including the carrying value of the goodwill of the said assets, on a yearly basis. Following its assessments, the Group concluded that the recoverable amount of the Mining Assets is zero. Hence, Management had determined that no adjustment to its carrying value is required. As at 30 September 2024, the Mining Assets had been derecognised upon the disposal of subsidiaries.

Right-of-use assets

Right-of-use assets related to the office premises occupied by the Company. The carrying value was \$186,000 on 31 December 2023. The lease was renewed for 3 years on 15 September 2023. Management estimated the value when it capitalised the amount and believed that there would not have been any significant change in its carrying value and that the Group would be able to recover the value through continuing use of the office premises.

P4 Plant Assets

Please see response in (ii).

Investment in subsidiaries

The Group assessed the recoverable amount of the Company's investment in subsidiaries based on the consolidated financial statements of Norwest Chemicals Pte. Ltd. ("NWC") after having taken into account the disposal of the P4 Plant Assets and Phase 2 Factory Assets. As a result, Management determined that it was appropriate to fully impair the Company's investment in NWC during the financial year ended 31 December 2023. As at 30 September 2024, NWC had been fully disposed for a consideration of \$2.



iv) Trade and other payables

The accrual in other payables was related to the legal and professional fees in connection with the past arbitration with the Chinese government. The accrual had been reversed in the financial year ended 31 December 2023 following certain waivers of legal fees.

The Board confirms that the impact of the abovementioned audit issues on the financial statements of the Group has been adequately disclosed.

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

Except as disclosed in Paragraph 5, the Group and the Company have applied the same accounting policies and methods of computation in the financial statements for the current reporting year as those of the most recently audited consolidated financial statements for the financial year ended 31 December 2023.

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 and the Company have adopted the new and revised Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) and Interpretations of Singapore Financial Reporting Standards (International) (“**INT SFRS(I)**”) that are mandatory for the financial year beginning on 1 January 2024. The adoption of these new/revised SFRS(I), INT SFRS(I) and amendments to SFRS(I) has no material impact on the financial performance or position of the Group and the Company.



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

- (a) based on the weighted average number of ordinary shares on issue; and
(b) on a fully diluted basis (detailing any adjustments made to the earnings).

	Group			
	Fourth Quarter ended 31 December		Financial Year ended 31 December	
	2024	2023	2024	2023
(Loss)/profit attributable to owners of the Company used in the computation of basic earnings per share (\$'000)				
- from continuing operations	(1,092)	(3,195)	(2,533)	(4,168)
- from discontinued operations	335	5,691	3,707	6,242
	(757)	2,496	1,174	2,074
Weighted average number of ordinary shares for basic and diluted earnings/(losses) per share ('000)	1,479,627	1,031,525	1,235,987	1,031,525
Basic and diluted (losses)/earnings per share (cents)				
- from continuing operations	(0.07)	(0.31)	(0.20)	(0.40)
- from discontinued operations	0.02	0.55	0.30	0.60
	(0.05)	0.24	0.10	0.20

As at 31 December 2024 and 31 December 2023, there were no dilutive instruments.

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 the:**

- (a) current financial year reported on; and
(b) immediately preceding financial year.

	Group		Company	
	As at		As at	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Net asset / (net liabilities) value (\$'000)	3,423	(203)	3,545	(7,154)
Number of ordinary shares ('000)	1,479,627	1,031,525	1,479,627	1,031,525
Net asset / (net liabilities) value per ordinary share (cents)	0.23	(0.02)	0.24	(0.69)



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/year 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/year reported on.

The figures in this section, where applicable, have been rounded to the nearest two (2) decimal places.

Statement of Profit of Loss

A review of the performance of the Group in 4Q2024 and FY2024 compared to 4Q2023 and FY2023, respectively.

Revenue, cost of goods sold and gross profit

The Group recorded a higher trading revenue in 4Q2024 and FY2024 mainly due to increased sales of other commodity products, following the acquisition of a new subsidiary, whose principal business is in the wholesale trade of fertilisers, in August 2024.

The cost of goods sold increased in line with the higher revenue, and changes in gross profit margin were due to changes in the sales mix.

Other income

The decreases in other income in 4Q2024 and FY2024 were mainly due to smaller foreign exchange gains recorded due to exchange rate fluctuations. The decrease in FY2024 against FY2023 was also due to funding for arbitration recorded in FY2023.

Selling and distribution costs

Selling and distribution costs decreased due to lower quantities of chemical products sold.

General and administrative costs

The reductions in general and administrative expenses in 4Q2024 and FY2024 were primarily due to lower legal and professional fees and other arbitration-related costs following the unsuccessful result of the Group's appeal to the Swiss Court in January 2024.

Finance costs

The decreases in finance costs in 4Q2024 and FY2024 were due to the full repayment of the only outstanding bank loan in January 2024 and repayments of loans due to controlling shareholders in July 2024.

Other expenses

The increases in other expenses in 4Q2024 and FY2024 were mainly due to a provision for impairment made on receivables from a previous subsidiary.



8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business (cont'd).

Taxation

The decrease in tax expenses in 4Q2024 and FY2024 were mainly due to lower income taxes incurred on unremitted foreign income.

Discontinued operations

The decreases in profit before tax from discontinued operations in 4Q2024 and FY2024 were mainly due to a one-off reversal of provision for impairment loss related to the P4 Plant Assets in 4Q2023.

Statement of Financial Position

A review of the performance of the Group as of 31 December 2024 compared to 31 December 2023.

Non-current assets

The decreases in deferred tax assets and other receivables and prepayments were mainly attributed to the disposal of subsidiaries in FY2024. Please refer to Note 19 of Section E of this announcement for details.

The increases in goodwill and property, plant and equipment were mainly due to the acquisition of a new subsidiary in FY2024. Please refer to Note 18 of Section E of this announcement for details.

Current assets

Inventory levels decreased due to the disposal of subsidiaries in FY2024.

The increase in trade receivables was attributed to higher sales of other commodity products following the acquisition of a new subsidiary in FY2024.

The increase in other receivables and prepayments was mainly due to amounts receivable from a previous subsidiary that was disposed of in FY2024.

The decreases in assets of the disposal group and non-current assets held for sale were due to the disposal of subsidiaries in FY2024.

Non-current liabilities

Deferred income and provision for reinstatement costs decreased mainly due to the disposal of subsidiaries in FY2024.

Lease liabilities decreased due to repayments made in FY2024.



8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business (cont'd).

Current liabilities

Other payables, contract liabilities, and liabilities of disposal group decreased mainly due to the disposal of subsidiaries in FY2024.

The decrease in other payables was also attributable to reimbursement of legal costs to the PRC government. Please see the announcement dated 4 September 2024 for details.

Loans due to a director and controlling shareholders decreased due repayment of loans in FY2024.

Statement of Cash Flows

The Group reported a net cash outflow for its operating activities in 4Q2024, mainly due to timing differences pertaining to collections from customers in the ordinary course of its other commodities trading business. In FY2024, the net operating cash outflow was also due to payments made for legal costs awarded to China and professionals in relation to various corporate exercises.

The Group reported a net cash outflow for its investing activities in 4Q2024, mainly due to acquisitions of property, plant and equipment. The net cash inflow in FY2024 was mainly due to cash receipts from Rongda in connection with the disposal of the P4 Plant.

The Group reported a net cash outflow for its financing activities in 4Q2024, mainly due to lease payments. In FY2024, the outflow was mainly due to the repayments of an interest-bearing bank loan and loans due to controlling shareholders, partially offset by proceeds from the rights issue.

As a result of the above, there was a net decrease in cash and cash equivalents of \$1.52 million and a net increase of \$0.99 million in 4Q2024 and FY2024, respectively.

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

The reported results for 4Q2024 and FY2024 are in line with the profit guidance issued on 20 February 2025.



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.

At an extraordinary general meeting of the Company held on 28 May 2024, the Company sought and obtained its shareholders' approval for the diversification of the Group's business to expand its Trading Business and to include the Renewable Energy Business.

On 31 August 2024, the Group disposed of Norwest Chemicals Pte Ltd . Concurrently, the Company acquired a new subsidiary whose principal business is in the wholesale trade of fertilisers, thereby introducing a new stream of recurring trading revenue to the Group (details in the Company's announcement on SGXNET dated 29 July 2024 on the abovementioned disposal; and the announcement dated 16 August 2024 on the acquisition of shares in the capital of Velora Pte. Ltd.).

The Company will continue to seek out suitable and profitable corporate, business and financing opportunities to enhance shareholders' value. Future plans for diversification may be subject to shareholders' approval at an Extraordinary General Meeting, where applicable.

11. Dividend

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

Nil.

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

Nil.

(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) Record date

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 for the financial period ended 31 December 2024 as the Company is not in a financial position to declare dividends.

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

No IPT mandate has been obtained from shareholders of the Company.

On 21 June 2013, the Chief Executive Officer and Executive Director of the Company, Dr. Ong Hian Eng (“**Dr. Ong**”), Mr Ong Kwee Eng (an associate of Dr. Ong), and key executives Mr Wang Xuebo and Mr Chia Chin Hau (collectively, the “**Indemnitors**”) signed a deed of indemnity, under which they have jointly and severally undertaken, *inter alia*, to indemnify and hold harmless the Group against losses in connection with certain land use rights and certain licences, permits and approvals for the Group’s PRC operations (the “**Indemnity**”).

On 20 February 2017, the Company and the Indemnitors entered into a supplemental deed, pursuant to which it was agreed that the Indemnity shall terminate upon the occurrence of (i) any transaction or series of transaction resulting the Indemnitors and their associates (as defined in the Catalist Rules) collectively holding less than 51.0% of the total issued and paid-up share capital of the Company; and (ii) Dr. Ong, Mr Ong Eng Hock Simon, Mr Ong Eng Siew Raymond and Ms Ong Bee Pheng, and any relative (including by marriage) of Dr. Ong from time to time, no longer collectively constituting a majority representation on the Board.

During the year ended 31 December 2024, the Indemnity had been terminated following the disposal of the subsidiaries, as the Company is no longer exposed to losses in connection with the land use rights and certain licenses, permits and approvals for the PRC operations.

During the year, loans from Dr. Ong and Astute Ventures to the Group have been fully repaid.

The interests for January 2024 to July 2024 were accrued following Singapore Exchange Trading Securities Limited’s (the “**SGX-ST**”) approval on the use of the Company’s market capitalisation as at the end of the preceding financial year for the purpose of computing the IPT transactions thresholds under the Catalist Rules 905 and 906. The Company can continue to adopt the market capitalisation method as long as its net tangible assets (“**NTA**”) remain negative (as of the latest set of audited consolidated financial statements).



13. If the group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transaction as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect. (cont'd)

Based on the loans extended as of 30 July 2024, the total interest from January to July 2024 as a percentage of the Company's market capitalisation as of 31 December 2023 was 1.9%. Please refer to the announcement on 27 October 2023 for details of the SGX-ST's approval.

The Audit Committee has discussed the terms of the loans and is of the view that the loans were i) for the benefit of the Group; ii) on normal commercial terms; and iii) not prejudicial to the interests of the Company and its minority shareholders.

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)
Dr Ong Hian Eng ^(c)	Director (until 30 April 2024), controlling shareholder	\$92,000 ^(a)	Not applicable
Astute Ventures Pte Ltd	Controlling shareholder	\$67,000 ^(b)	Not applicable

Note:

- a) The interest accrued from January to July 2024 amounted to \$92,000.
- b) The interest accrued from January to July 2024 amounted to \$67,000.
- c) Dr Ong Hian Eng retired as the Chief Executive Officer and Executive Director of the Company at the conclusion of the Company's Annual General Meeting, which took place on 30 April 2024. Please see the Company's announcement dated 12 April 2024 for details.

14. 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) of the Catalist Listing Manual.

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



15. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the operating segments.

See paragraph 8.

16. A breakdown of sales as follows:

	Group		Change %
	FY2024 \$'000	FY2023 \$'000	
a) Revenue			
i) from continuing operations			
1H	598	1,096	(45)
2H	3,693	605	510
	4,291	1,701	152
Total	4,291	1,701	152
(b) Profit/(Loss) after tax before deducting non-controlling interests			
i) from continuing operations			
1H	640	(617)	N.M.
2H	(3,225)	(3,552)	(9)
	(2,585)	(4,169)	(38)
ii) from discontinued operations			
1H	(21)	233	N.M.
2H	3,728	6,009	(38)
	3,707	6,242	(41)
Total	1,122	2,073	(46)

17. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

Not applicable. No dividend was declared in the current and previous financial year.



18. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Name	Age	Family relationship with any director, CEO and/or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Ong Eng Keong (Wang Rongkang)	47	<p>(i) Son of Ong Hian Eng, Substantial Shareholder.</p> <p>(ii) Cousin of Ong Eng Hock Simon, Non-Executive, Non-Independent Director.</p> <p>(iii) Cousin of Ong Bee Kuan Melissa, Substantial Shareholder.</p> <p>(iv) Brother-in-law of Jaime Chiew, Chief Risk Officer.</p>	<p>Current Position(s):</p> <p>(i) Chief Executive Officer (“CEO”) since 2024.</p> <p>(ii) Executive Director since 2024.</p> <p>Duties: Business development, driving profitability and pursuing sustainable growth of the Company.</p>	<p>Appointed as Executive Director on 22 March 2024.</p> <p>Appointed as CEO on 30 April 2024.</p>
Jaime Chiew Chi Loong (“Jaime Chiew”)	48	<p>(i) Son-in-law of Ong Hian Eng, Substantial Shareholder.</p> <p>(ii) Brother-in-law of Ong Eng Keong, CEO and Executive Director.</p>	<p>Current Position(s): Chief Risk Officer since 2014.</p> <p>Duties: Overseeing the Group's risk management activities, budgeting process and monitoring of key performance indicators.</p>	Not applicable.

ON BEHALF OF THE BOARD

Ong Eng Keong
CEO and Executive Director

Ong Eng Hock Simon
Non-Executive Director

25 February 2025

This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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