

OIO HOLDINGS LIMITED

Company Registration No. 201726076W

Unaudited Financial Statement and Dividend Announcement

For the Full Year Ended 31 December 2020

Background

OIO Holdings Limited (the “**Company**”) was incorporated in Singapore on 13 September 2017 under the Companies Act (Chapter 50) of Singapore as a company limited by shares under the name of “DLF Holdings Pte Ltd”. The Company was converted into a public company and changed its name to “DLF Holdings Limited” on 19 June 2018. The Company and its subsidiaries (the “**Group**”) were formed pursuant to a restructuring exercise (the “**Restructuring Exercise**”) implemented in October 2017 which was prior to the Initial Public Offering and listing on the Catalist of the SGX-ST on 25 July 2018. The Restructuring Exercise was completed on 20 October 2017. Please refer to the Company’s Offer Document dated 17 July 2018 for further details on the Restructuring Exercise.

As approved at the Extraordinary General Meeting (“**EGM**”) dated 26 June 2020, the Company has diversified its business to blockchain related business and changed its name to “OIO Holdings Limited” on 2 July 2020. The Company aims to create additional revenue stream and steady growth from the blockchain agency and related business on top of its mechanical and electrical (“**M&E**”) engineering business.

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FULL YEAR RESULTS

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

	Group		Change %
	Year Ended		
	31 December 2020 (Unaudited) S\$	31 December 2019 (Audited) S\$	
Revenue	1,467,560	1,004,558	46.1
Cost of sales	<u>(1,212,533)</u>	<u>(613,035)</u>	97.8
Gross profit	255,027	391,523	(34.9)
Other operating income	799,307	55,467	n.m
Selling and distribution expenses	(207,965)	(11,718)	n.m
Administrative expenses	(1,807,449)	(2,267,384)	(20.3)
Other operating expenses	(82,179)	(1,908,615)	(95.7)
Result from operation	(1,043,259)	(3,740,727)	(72.1)
Finance costs	(58,729)	(93,081)	(36.9)
Loss before taxation	(1,101,988)	(3,833,808)	(71.3)
Tax credit	192,599	155,572	23.8
Loss for the financial year, representing total comprehensive loss for the year	<u>(909,389)</u>	<u>(3,678,236)</u>	(75.3)
Attributable to:			
Owners of the Company	(838,918)	(3,583,218)	(76.6)
Non-controlling interests	(70,471)	(95,018)	(25.8)
Loss for the financial year	<u>(909,389)</u>	<u>(3,678,236)</u>	(75.3)

n.m. denotes not meaningful

1(a)(ii) Notes to Consolidated Statement of Comprehensive Income

Profit for the financial year is stated after charging/(crediting) the following:-

	For the Year Ended		Change %
	31 December 2020 (Unaudited) S\$	31 December 2019 (Audited) S\$	
Depreciation on property, plant and equipment	54,346	76,547	(29.0)
Depreciation on right-of-use assets	61,898	126,265	(51.0)
Government grants	(122,906)	-	n.m
Impairment loss on property, plant and equipment	5,700	120,583	(95.3)
Impairment loss on right-of-use assets	-	54,323	n.m
Impairment loss on trade receivables	-	549,3190	n.m
Impairment loss on non-trade receivables	-	24,650	n.m
Impairment loss on contract assets	-	567,582	n.m
Trade receivables written off	-	79,657	n.m
Other receivables written off	-	54,005	n.m
Interest expense on bank borrowing	58,729	84,295	(30.4)
Interest income	-	(38)	n.m
Foreign exchange (gain)/loss	(103)	2,085	n.m
Loss on disposal of property, plant and equipment	27,086	-	n.m
Loss on disposal of right-of-use assets	49,393	62,684	(21.2)
Bad debts recovered	(4,496)	-	n.m
Gain on disposal of liquidation	(474,716)	-	n.m
Reversal of impairment on trade receivables	(12,919)	-	n.m
Reversal of impairment on property, plant and equipment	(120,583)	-	n.m
Reversal of impairment on right-of-use assets	(54,320)	-	n.m

n.m. denotes 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

	Group		Company	
	31 December 2020 (Unaudited) S\$	31 December 2019 (Audited) S\$	31 December 2020 (Unaudited) S\$	31 December 2019 (Audited) S\$
ASSETS				
Non-current assets				
Investments in subsidiaries	-	-	1	-
Property, plant and equipment	30,188	1,241,221	3,198	-
Right-Of-Use Assets	57,850	348,172	-	-
Deferred tax assets	96,489	189,885	-	-
Total non-current assets	184,527	1,779,278	3,199	-
Current assets				
Contract assets	-	112,000	-	-
Trade and other receivables	111,629	918,647	20,257	392,974
Cash and bank balances	338,369	73,952	94,084	6,386
Total current assets	449,998	1,104,599	114,341	399,360
Total assets	634,525	2,883,877	117,540	399,360
EQUITY AND LIABILITIES				
Equity attributable to owners of the Company				
Share capital	9,499,017	9,499,017	9,499,017	9,499,017
Other reserves	(2,621,264)	(2,621,264)	-	-
Accumulated losses	(10,656,842)	(9,817,924)	(13,878,917)	(12,283,903)
Total equity attributable to owners of the Company	(3,779,089)	(2,940,171)	(4,379,900)	(2,784,886)
Non-controlling interests	(44,371)	26,100	-	-
Total equity	(3,823,460)	(2,914,071)	(4,379,900)	(2,784,886)
LIABILITIES				
Non-current liabilities				
Trade and other payables	850,000	-	850,000	-
Borrowings	-	300,345	-	-
Lease liabilities	38,047	102,608	-	-
Loan from shareholder	700,000	500,000	700,000	500,000
Deferred tax liabilities	-	-	-	-
Total non-current liabilities	1,588,047	902,953	1,550,000	500,000
Current liabilities				
Trade and other payables	1,795,286	2,713,628	2,447,440	2,484,246
Borrowings	-	747,877	-	-
Lease liabilities	36,583	88,228	-	-
Loan from shareholder	500,000	200,000	500,000	200,000
Current tax liabilities	538,069	1,145,262	-	-
Total current liabilities	2,869,938	4,894,995	2,947,440	2,684,246
Total liabilities	4,457,985	5,797,948	4,497,440	3,184,246
Total equity and liabilities	634,525	2,883,877	117,540	399,360

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

Amount repayable in one year or less, or on demand

As at 31 December 2020 (Unaudited)		As at 31 December 2019 (Audited)	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
-	500,000	721,965	225,912

Amount repayable after one year

As at 31 December 2020 (Unaudited)		As at 31 December 2019 (Audited)	
Secured S\$	Unsecured S\$	Secured S\$	Unsecured S\$
-	700,000	217,552	582,793

Details of any collateral

During the financial year ended 31 December 2020 ("FY2020"), the Group has made full repayments for the bank borrowings. As at 31 December 2020, there was no borrowing incurred by the Group except for the interest free loan from the Company's controlling shareholders.

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

Consolidated Statement of Cash Flows

	For the Year Ended	
	31 December 2020 (Unaudited) S\$	31 December 2019 (Audited) S\$
Operating activities		
Loss before income tax	(1,101,988)	(3,833,808)
Adjustments for:		
Depreciation of property, plant and equipment	54,346	76,547
Depreciation of right-of-use assets	61,898	126,265
Impairment loss on property, plant and equipment	5,700	120,583
Impairment loss on right-of-use assets	-	54,323
Impairment loss on trade receivables	-	549,390
Impairment loss on non-trade receivables	-	24,650
Impairment loss on contract assets	-	567,582
Reversal of impairment on property, plant and equipment	(120,583)	-
Reversal of impairment on right-of-use assets	(54,320)	-
Reversal of impairment on trade receivables	(12,919)	-
Loss on disposal of property, plant and equipment	27,085	
Loss on disposal of right-of-use assets	49,392	62,684
Gain on disposal for liquidation	(474,716)	-
Interest income	-	(38)
Interest expense	58,729	84,295
Operating loss before working capital changes	(1,507,376)	(2,167,527)
Change in contract assets and liabilities	112,000	(100,221)
Change in trade and other receivables	(1,981,859)	743,596
Change in trade and other payables	2,906,109	(276,522)
Cash used in operations	(471,126)	(1,800,674)
Income tax (paid)/refund	(21,478)	376,703
Net cash used in operating activities	(492,604)	(1,423,971)
Investing activities		
Purchase of property, plant and equipment	(5,515)	(16,450)
Proceeds from disposal of property, plant and equipment	1,250,000	-
Proceeds from disposal of right-of-use assets	233,352	-
Loss of control of subsidiaries	(358)	-
Interest received	-	38
Net cash generated from/ (used in) investing activities	1,477,479	(16,412)

Financing activities		
Proceeds from bank loan	-	216,000
Repayment of bank loan	(576,756)	(239,646)
Proceed from shareholders loan	500,000	700,000
Repayment of leases liabilities	(113,507)	(82,468)
Interest paid	(58,729)	(84,295)
Net cash (used in)/ generated from financing activities	(248,992)	509,591
Net increase/ (decrease) in cash and cash equivalents	735,883	(930,792)
Cash and cash equivalents at beginning of the year	(397,514)	532,951
Effect of exchange rate changes on balances held in foreign currencies	-	327
Cash and cash equivalents at end of the year	338,369	(397,514)

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

	Year ended 31 December 2020	Year ended 31 December 2019
Cash and bank balances	338,369	73,952
Less: Bank overdrafts	-	(471,466)
	338,369	(397,514)

- 1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (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

Statement of Changes in Equity (Group level)

	Share Capital	Other reserve	(Accumulated losses)	Equity attributable to owners of the parent	Non- controlling interests	Total equity
	S\$	S\$	S\$	S\$	S\$	S\$
Balance as at 1 January 2020	9,499,017	(2,621,264)	(9,817,924)	(2,940,171)	26,100	(2,914,071)
loss for the year	-	-	(838,918)	(838,918)	(70,471)	(909,389)
Total comprehensive loss for the year	-	-	(838,918)	(838,918)	(70,471)	(909,389)
Balance as at 31 December 2020	9,499,017	(2,621,264)	(10,656,842)	(3,779,089)	(44,371)	(3,823,460)
Balance as at 1 January 2019 (as reported)	9,499,017	(2,621,264)	(773,983)	6,103,770	121,118	6,224,888
Prior year adjustments	-	-	(5,460,723)	(5,460,723)	-	(5,460,723)
Balance as at 1 January 2019 (restated)	9,499,017	(2,621,264)	(6,234,706)	643,047	121,118	764,165
loss for the year	-	-	(3,583,218)	(3,583,218)	(95,018)	(3,678,236)
Total comprehensive loss for the year	-	-	(3,583,218)	(3,583,218)	(95,018)	(3,678,236)
Balance as at 31 December 2019	9,499,017	(2,621,264)	(9,817,924)	(2,940,171)	26,100	(2,914,071)

Statement of Changes in Equity (company level)

	Share Capital	Accumulated losses	Total equity
	S\$	S\$	S\$
Balance as at 1 January 2020	9,499,017	(12,283,903)	(2,784,886)
Loss for the year	-	(1,595,014)	(1,595,014)
Balance as at 31 December 2020	9,499,017	(13,878,917)	(4,379,900)
Balance as at 1 January 2019	9,499,017	(2,853,174)	6,645,843
Loss for the year	-	(9,430,729)	(9,430,729)
Balance as at 31 December 2019	9,499,017	(12,283,903)	(2,784,886)

1(d)(ii) 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.

Share Capital – Ordinary Shares

	Number of shares	Paid-up Share Capital
Balance as at 30 June 2020	121,108,700	9,499,017
Balance as at 31 December 2020	121,108,700	9,499,017

The Company did not have any outstanding options, convertibles, subsidiary holdings or treasury shares as at 31 December 2020 and 31 December 2019.

(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

	As at 31 December 2020	As at 31 December 2019
Total number of issued shares	121,108,700	121,108,700

The Company did not have any treasury shares as at 31 December 2020 and 31 December 2019.

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. The Company does not own any treasury shares as at 31 December 2020.

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. The Company did not have any subsidiary holding shares as at 31 December 2020.

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

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

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

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

This is not required for any audit issue that is a material uncertainty relating to going concern.

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

The accounting policies and methods of computation adopted in the financial statements for the current reporting period are consistent with those disclosed in the audited consolidated financial statements for the financial year ended 31 December 2019 ("FY2019") as set out in the Company's annual report 2019.

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

Not applicable

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

	For the Year Ended	
	31 December 2020	31 December 2019
loss per share		
Loss attributable to shareholders of the Company (S\$)	838,918	3,583,218
Weighted average number of ordinary shares in issue	121,108,700	121,108,700
Basic and fully diluted loss per share (cents)	0.69	2.96

The basic and diluted loss per share were the same as the Company did not have any potentially diluted instruments for both financial years.

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 period reported on; and
(b) Immediately preceding financial year.

	Group		Company	
	31 December 2020	31 December 2019	31 December 2020	31 December 2019
Net liability in value (S\$)	3,823,460	2,914,071	4,379,900	2,784,886
Number of ordinary shares in issue	121,108,700	121,108,700	121,108,700	121,108,700
Net liability per ordinary share (cent)	3.16	2.41	3.62	2.30

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss:-

- (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 for the performance of the Group for FY2020 and FY2019.

Consolidated Statement of Comprehensive Income

Revenue

Business	FY2020 (S\$)	FY2019 (S\$)	Change (%)
Mechanical and electrical services	121,019	1,004,558	(88.0)
Blockchain agency services	1,346,541	-	n.m
Total	1,467,560	1,004,558	46.1

Revenue

The overall revenue increased by approximately S\$0.5 million or 46.1% to approximately S\$1.5 million in FY2020, from approximately S\$1.0 million in FY2019.

The increase in revenue was mainly attributable to the sales derived from our new business segment which is blockchain agency and consulting services (“Blockchain business”). In FY2020, the Group had under its Blockchain business secured three sales contracts worth approximately S\$1.4 million in total. The services include software development, strategy and technology consulting services of staking pool solutions using blockchain technology.

The Increase in revenue was partly offset by a decline in revenue of the mechanical and electrical services business (“M&E business”). Revenue from the M&E business was approximately S\$0.1 million in FY2020, which decreased by approximately S\$0.9 million or 88.0% from approximately S\$1.0 million in FY2019. The decline in revenue was primarily due to weak order intakes in FY2019 and FY2020 as well as slowdown in progress of the projects as a result of the pandemic situation in FY2020. Furthermore, there were credit notes issued to our customers mainly for cancellation of a purchase order.

Besides, there was no revenue generated from the turnkey contracting services and project management services in FY2020 as the business segments have been inactive since FY2019.

Gross profit and gross profit margin

The overall gross profit was approximately S\$0.3 million in FY2020, which decreased by 34.9% from approximately S\$0.4 million in FY2019. The overall gross profit margin (“GPM”) decreased from 39.0% in FY2019 to 17.4% in FY2020.

The overall gross profit generated in FY2020 was mainly contributed by the Blockchain business, of which the GPM was approximately 36.5% in FY2020. The cost of sales incurred by this business segment was mainly the cost of outsourcing consulting services.

The M&E business generated a gross loss of approximately S\$0.2 million in FY2020 in contrast to a gross profit and GPM of approximately S\$0.4 million and approximately 39.0% respectively in FY2019. This was mainly as a result of credit notes issued to customers as a result of cancellation of purchase order in FY2020 whereas the revenue was recognised in previous year, and most of the small projects undertaken in M&E business incurred lower profit margins or losses in FY2020 compared to the similar size of projects in FY2019. The lower profit margin was mainly attributable to some projects' costs overran as a result of limited supplies for the projects and restrictions on foreign workers' activities due to the pandemic situation.

Other operating income

The other operating income increased by approximately S\$0.7 million, from approximately S\$0.1 million in FY2019 to approximately S\$0.8 million in FY2020.

The increase of other operating income mostly arose from (i) a gain on disposal of approximately S\$0.5 million arising from liquidation of two wholly owned subsidiaries, Acmes Power Buildings Services Pte Ltd and Acmes Properties Pte Ltd, which are under creditor-voluntary liquidation. The liquidation process is still on-going as at end of FY2020; (ii) government grants received in FY2020 was primarily from the job support scheme for the pandemic situation; (iii) there was reversal of impairment on trade receivables in FY2020 as a result of a repayment from a customer and credit notes issued to customers; and (iv) reversal of impairment on right-of-use assets and property, plant and equipment was recognised in this financial year after the disposal of two motor vehicles, land and a leasehold property in FY2020.

Operating Expenses

Selling and distribution expenses was approximately S\$0.2 million in FY2020, increased from less than S\$0.1 million in FY2019. The Selling and distribution expenses mainly comprised salaries for sales and marketing staff, marketing consultancy services, advertising activities, etc. The increased in expenses incurred were mainly to promote the new Blockchain business.

Administrative expenses was approximately S\$1.8 million in FY2020, which decreased by approximately S\$0.5 million or 20.3% from approximately S\$2.3 million in FY2019. The decline in the expenses were primarily attributable to (i) higher amount of professional fees incurred in FY2019 for the corporate actions undertaken by the Company; (ii) a lower depreciation of property, plants and equipment, and right-of-use assets in FY2020, mainly as a result of disposal of the motor vehicles, land and property; (iii) a lower amount of director remuneration; and (iv) a decrease in staff related costs, mainly due to a reduction in headcount in FY2020.

Other operating expenses decreased by approximately S\$1.8 million or 95.7%, from approximately S\$1.9 million in FY2019 to approximately S\$0.1 million in FY2020. This mainly arose from decreases in bad debt written off and impairment on fixed assets, contract assets and trade receivables in FY2020. Also, the impairment of trade and other receivables were net off against reversal of trade and other receivables in FY2020.

Finance cost

Finance cost mainly consisted of interest of lease liabilities and bank borrowings. The cost decreased by 36.9% as compared to FY2019. This was primarily due to full repayment of bank borrowings made in FY2020 and lower lease interest expenses after disposal of the motor vehicles.

Income tax

The Group posted a net tax credit of approximately S\$0.2 million in both FY2020 and FY2019. The tax credit in FY2020 was primarily based on revised tax assessment as a result of prior year adjustments in statutory audit for FY2019. The tax credit incurred in FY2020 was partly offset by a decrease in deferred tax assets during the financial year.

Total comprehensive loss for the period

The resulting comprehensive loss for the twelve months under review decreased by approximately S\$2.8 million or 75.3%, to approximately S\$0.9 million in FY2020 from approximately S\$3.7 million in FY2019.

Consolidated Statement of Financial Position

Non-current assets decreased by approximately S\$1.6 million or 89.7%, to approximately S\$0.2 million as at 31 December 2020 from approximately S\$1.8 million as at 31 December 2019. The decrease was mainly due to disposal of land along with a leasehold property with a net book value of approximately S\$1.3 million in FY2020. Disposal of two motor vehicles and depreciation of fixed assets incurring in FY2020 also led to a decrease in non-current assets. Besides, deferred tax assets decreased as a result of a reversal of impairment on trade receivables after a repayment by the customer.

Current assets decreased by approximately S\$0.6 million or 59.3%, from approximately S\$1.1 million as at 31 December 2019 to approximately S\$0.5 million as at 31 December 2020. There was an increase in impairment made on other receivables of the M&E and project management services business in FY2020. Also, there were payments received from by our debtors, including refunds of deposits for banker's guarantee and undertaking bond to the M&E business after the projects completed. Besides, there wasn't any contract assets in FY2020. The decrease in current assets was partly offset by increases in cash and bank balances which included sales proceeds of land and property in FY2020.

Non-current liabilities increased by approximately S\$0.7 million or 75.9%, to approximately S\$1.6 million as at 31 December 2020 from approximately S\$0.9 million as at 31 December 2019. The increase was mainly due to an increase in loan from a controlling shareholder and a non-current trade payable from Infinity Blockchain Holdings Pte Ltd of which the due date comes only after 1 May 2022. Also, a loan from the controlling shareholder was reclassified from current

liabilities as the repayment due date has been extended to after one year. The increase in non-current liabilities was offset by repayments of bank borrowings and lease liabilities in FY2020.

Current liabilities decreased by approximately S\$2.0 million or 41.4%, from S\$4.9 million as at 31 December 2019 to S\$2.9 million as at 31 December 2020. The decrease was primarily attributable to (i) repayments of bank borrowings and lease liabilities in FY2020; (ii) a decrease in current tax liabilities mainly due to tax credit and payments of income tax made in FY2020; (iii) payments made to the trade and other creditors; and (iv) liquidation of the subsidiaries led to a decrease in trade and other creditors, and current tax liabilities in FY2020.

As a result, the Group recorded a negative working capital of approximately S\$2.4 million as at 31 December 2020 as compared to approximately S\$3.8 million as at 31 December 2019.

The negative shareholder equity increased by approximately S\$0.9 million or 31.2%, from approximately S\$2.9 million as at 31 December 2019 to approximately S\$3.8 million as at 31 December 2020, due to the loss incurred in FY2020.

Consolidated Statement of Cash Flows

For the twelve months ended 31 December 2020, we recorded net cash used in operating activities of approximately S\$0.5 million. This consisted of cash used in operating activities before changes in working capital of approximately S\$1.5 million and net working capital inflow of approximately S\$1.0 million during FY2020. The net working capital inflow was mainly as a result of gain on disposal of liquidation of the Company subsidiaries which led to significant changes in trade and other receivables and payables. Also, there wasn't any contract assets in FY2020

A net cash of approximately S\$1.5 million was generated from investing activities, primarily arose from sales proceeds of land along with the property, and two motor vehicles in FY2020.

A net cash outflow in financing activities was approximately S\$0.3 million in FY2020. This was mainly due to repayments of bank borrowings and lease liabilities, including interest of the bank borrowings and lease liabilities. The cash used in financing activities was partly offset by a loan received from a shareholder during the financial year.

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

Not applicable. No forecast or prospect statement has been previously disclosed to shareholders.

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 is looking at bringing more orders, by proposing to acquire the entire shareholdings in Moonstake Pte Ltd and Moonstake Limited as announced on 20 January 2021 ("**Proposed**

Acquisition”).

The Board opine that the Group will be able to operate as a going concern based on below:

- (i) The controlling shareholder of the Company, North Ventures Pte Ltd (formerly known as - QRC Pte Ltd), has provided a letter of financial support to ensure that the Group maintains capital and liquidity levels to enable it to at all times meet its financial obligations;
- (ii) The payable to a company associated with the controlling shareholder (S\$0.85 million) arising from the fee for blockchain agency services and the loan borrowed from the controlling shareholder (S\$0.7 million) is due only after 1 May 2022;
- (iii) Based on the expected cashflow forecast, the Group has sufficient cash to fulfil the obligations as and when they fall due;
- (iv) The Group is currently reviewing corporate fundraising exercise(s) in tandem with the Proposed Acquisition and will continue to update shareholders of any material development.

Under the Covid-19 situations, there are some disruptions to the operations of the M&E engineering business such as quarantine of the Group’s construction workers and slowdown of the projects. Although the Group has resumed its works at the construction sites with the approval from Building and Construction Authority (BCA), the order intakes are slowing down and the profitability of the projects is decreasing due to the Covid-19 impacts.

Other than this, Covid-19 is not materially affecting the Group’s operations or financial situations.

11. Dividend

If a decision regarding dividend has been made:

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

None.

- (b)(i) Amount per share:**

None.

- (b)(ii) Previous corresponding period:**

None.

- (c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax and the country where the dividend is derived.(If the dividend is not taxable in the hands of the 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 for the financial year ended 31 December 2020 in view of the loss incurred during the financial year.

- 13. If the group has obtained a general mandate from shareholders for interested person transactions (“IPT”), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.**

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to <u>Rule 920</u>)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to <u>Rule 920</u> (excluding transactions less than S\$100,000)
Infinity Blockchain Holdings Pte. Ltd. - Revenue from providing Block chain	Controlling shareholder's associate ¹	S\$150,000	-
Infinity Blockchain Holdings Pte. Ltd. - Outsourcing IT consulting services	Controlling shareholder's associate ¹	S\$856,000	-

Note 1: Mr. Hiroyuki Enomoto holds 100% interest in North Ventures Pte Ltd (formerly known as QRC Pte Ltd) and 90% interest in Infinity Blockchain Holdings Pte Ltd. North Ventures Pte Ltd is a controlling shareholder of OIO Holdings Limited holding 64.13% interest in the Company at the date of this announcement.

14. **Segmented revenue and results for operating segments (of the group) in the form presented in the issuers most recently audited manual financial statements, with comparative information for the immediately preceding year**

Business segments

FY2020

	Mechanical and electrical services	Blockchain agency and consulting services	Turnkey contracting services	Project management services	Total
Revenue (S\$)	121,019	1,346,541	-	-	1,467,560
Gross Profit (S\$)	(235,514)	490,541	-	-	255,027

FY2019

	Mechanical and electrical services	Blockchain agency and consulting services	Turnkey contracting services	Project management services	Total
Revenue (S\$)	1,004,558	-	-	-	1,004,558
Gross Profit (S\$)	391,523	-	-	-	391,523

Geographical segment

Except Singapore, the Group did not have business operation in other geographical areas in FY2020 and FY2019:

Revenue	FY2020	FY2019
Singapore (S\$)	1,467,560	1,004,558

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

Please refer to the Paragraph 8 above for details.

16. **Breakdown of Group's revenue and profit/(loss) after tax for first half year and second half year**

	FY2020	FY2019	Increase/ (Decrease)
	S\$	S\$	%

(a)	Sales reported for first half year	677,825	740,774	(8.5%)
(b)	Operating (losses) /profit after tax before deducting non-controlling interests reported for first half year	(378,674)	(5,685,553)	(93.3%)
(c)	Sales reported for second half year	789,735	263,784	n.m
(d)	Operating (losses)/profit after tax before deducting non-controlling interest reported for second half year	(530,715)	2,007,317	n.m

n.m. denotes not meaningful

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. There was no dividend declared for FY2020 and FY2019.

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.

There is no person occupying a managerial position in the Company or any of its principal subsidiaries who is related to a director or chief executive officer or substantial shareholder of the Company pursuant to Rule 704 (10).

19. Confirmation that the issue has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1) of the Catalyst Listing Manual

The Company confirms that it has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720 (1) of the Catalyst Listing Manual.

20. Disclosures on Incorporation of Entities, Acquisition and Realisation of Shares pursuant to Catalyst Rule 706A.

The Company incorporated a new subsidiary in Singapore, namely, OIO Singapore Private Limited on 5 August, 2020, with an initial issued and paid-up share capital of S\$1 divided into 1 ordinary share and is wholly held by the Company. It is intended that OIO Singapore Private Limited will perform the Group's new business in the provision of blockchain services. Please refer to the Company's circular announced on 4 June 2020 for more information.

BY ORDER OF THE BOARD

Manfred Fan Chee Seng
Executive Chairman

1 March 2021

OIO Holdings Limited (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 25 July 2018. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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