



## **INCREDIBLE HOLDINGS LTD.**

Incorporated in the Republic of Singapore  
Company Registration Number: 199906220H

Unaudited Condensed Interim Financial Statements  
For the fourth quarter and twelve months ended 31 December 2023

*The Company is required under Catalist Rule 705(2) to report its financial statements quarterly.*

*This announcement has been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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## Condensed Interim Consolidated Statement of Profit or Loss

	Note	4Q2023 S\$'000	4Q2022 S\$'000	Change %	12M2023 S\$'000	12M2022 S\$'000	Change %
Revenue	5	94	1,824	(94.85)	3,160	9,825	(67.84)
Cost of Sales		(93)	(1,338)	(93.05)	(3,035)	(8,873)	(65.8)
<b>Gross profit</b>		<b>1</b>	<b>486</b>	<b>(99.79)</b>	<b>125</b>	<b>952</b>	<b>(86.87)</b>
Other operating income		904	1,568	(42.35)	1,039	1,744	(40.42)
Selling and distribution expenses		(3)	(42)	(92.86)	(29)	(151)	(80.79)
Administrative expenses		(1,321)	(1,316)	0.38	(3,343)	(4,388)	(23.81)
Other operating expenses		(7)	(2,052)	(99.66)	(7)	(2,052)	(99.66)
Finance costs		(65)	(128)	(49.22)	(273)	(337)	(18.99)
Share of results of an associated company		(40)	(305)	(86.89)	168	55	205.45
Loss before tax		(531)	(1,789)	(70.32)	(2,320)	(4,177)	(44.46)
Tax expenses	7	-	38	NM	-	38	NM
<b>Loss for the period</b>		<b>(531)</b>	<b>(1,751)</b>	<b>(69.67)</b>	<b>(2,320)</b>	<b>(4,139)</b>	<b>(43.95)</b>
Gross profit margin		1.06%	26.64%		3.96%	9.69%	
<b>Other comprehensive (loss)/income:</b>							
Currency translation differences on consolidation		(406)	555	(173.15)	(154)	282	(154.61)
Fair value gain from other investment		-	32	NM	-	32	NM
<b>Total comprehensive loss for the period attributable to owners of the Company</b>		<b>(937)</b>	<b>(1,164)</b>	<b>(19.5)</b>	<b>(2,474)</b>	<b>(3,825)</b>	<b>(35.32)</b>
<b>Loss per share for the period attributable to owners of the Company</b>							
Basic (cents)	9	(0.03)	(0.06)		(0.08)	(0.14)	
Diluted (cents)	9	(0.03)	(0.06)		(0.08)	(0.14)	

## Condensed Interim Statements of Financial Position

	Note	Group		Company	
		31	31	31	31
		December 2023	December 2022	December 2023	December 2022
		S\$'000	S\$'000	S\$'000	S\$'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Plant and equipment	11	76	131	2	21
Investment in subsidiaries		-	-	1,010	1,010
Investment in associated companies		14,782	14,613	14,614	14,614
Other investment		3,152	3,152	3,152	3,152
Intangible assets	10	1,480	1,480	-	-
Deferred tax assets		38	38	-	-
<b>Total non-current assets</b>		<b>19,528</b>	<b>19,414</b>	<b>18,778</b>	<b>18,797</b>
<b>Current assets</b>					
Inventories	12	338	515	-	-
Trade and other receivables	13	2,607	4,443	676	647
Cash and cash equivalents		436	569	2	81
<b>Total current assets</b>		<b>3,381</b>	<b>5,527</b>	<b>678</b>	<b>728</b>
<b>Total assets</b>		<b>22,909</b>	<b>24,941</b>	<b>19,456</b>	<b>19,525</b>
<b>Non-current liabilities</b>					
Lease liabilities		9	646	-	-
Loan payables		1,140	560	-	-
Provision		-	39	-	-
Other payables		10,482	10,482	10,482	10,482
<b>Total non-current liabilities</b>		<b>11,631</b>	<b>11,727</b>	<b>10,482</b>	<b>10,482</b>
<b>Current liabilities</b>					
Trade and other payables	15	7,162	5,936	4,319	3,823
Lease liabilities		167	228	-	-
Loan payables		1,119	1,746	-	-
<b>Total current liabilities</b>		<b>8,448</b>	<b>7,910</b>	<b>4,319</b>	<b>3,823</b>
<b>Net assets/(liabilities)</b>		<b>2,830</b>	<b>5,304</b>	<b>4,655</b>	<b>5,220</b>
<b>Equity</b>					
Share capital	14	53,665	53,665	53,665	53,665
Foreign currency translation reserve		(587)	(433)	-	-
Fair value reserve		32	32	-	-
Accumulated losses		(50,280)	(47,960)	(49,010)	(48,445)
<b>Total equity</b>		<b>2,830</b>	<b>5,304</b>	<b>4,655</b>	<b>5,220</b>

Condensed Interim Statements Of Changes In Equity  
The Group

	Note	Share capital	Translation reserves	Fair value reserve	Accumulated Losses	Total Equity
		S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>Balance as at 1 January 2022</b>		<b>53,665</b>	<b>(715)</b>	<b>-</b>	<b>(43,821)</b>	<b>9,129</b>
Loss for the period		-	-	-	(4,139)	(4,139)
Other comprehensive loss for the period						
Currency translation differences on consolidation		-	282	-	-	282
Fair value gain from other investment		-	-	32	-	32
Total comprehensive loss for the period		-	282	32	(4,139)	(3,825)
<b>Balance as at 31 December 2022</b>		<b>53,665</b>	<b>(433)</b>	<b>32</b>	<b>(47,960)</b>	<b>5,304</b>
<b>Balance as at 1 January 2023</b>		<b>53,665</b>	<b>(433)</b>	<b>32</b>	<b>(47,960)</b>	<b>5,304</b>
Loss for the period		-	-	-	(2,320)	(2,320)
Other comprehensive loss for the period						
		-	(154)	-	-	(154)
Total comprehensive loss for the period		-	(154)	-	(2,320)	(2,474)
<b>Balance as at 31 December 2023</b>		<b>53,665</b>	<b>(587)</b>	<b>32</b>	<b>(50,280)</b>	<b>2,830</b>

**Condensed Interim Statement Of Changes  
In Equity (cont'd)**

	Note	Share capital	Accumulated losses	Total Equity
<b><u>The Company</u></b>				
		<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
<b>Balance as at 1 January 2022</b>		<b>53,665</b>	<b>(54,848)</b>	<b>(1,183)</b>
Profit and total comprehensive profit for the period		-	6,403	6,403
<b>Balance as at 31 December 2022</b>		<b>53,665</b>	<b>(48,445)</b>	<b>(5,220)</b>
<b>Balance as at 1 January 2023</b>		<b>53,665</b>	<b>(48,445)</b>	<b>5,220</b>
Loss and total comprehensive loss for the period		-	(565)	(565)
<b>Balance as at 31 December 2023</b>		<b>53,665</b>	<b>(49,010)</b>	<b>4,655</b>

## Condensed Interim Consolidated Statement Of Cash Flows

	Group		Group	
	4Q2023	4Q2022	12M2023	12M2022
	S\$'000	S\$'000	S\$'000	S\$'000
<b>Cash flows from operating activities:</b>				
Loss before income tax	(531)	(1,751)	(2,320)	(4,178)
Adjustments for:				
Depreciation of property, plant and equipment	15	84	52	272
Unrealised exchange loss	3	9	5	10
Share of loss / (profit) of associate	40	272	(168)	(55)
Interest expenses	65	128	273	337
Impairment losses of plant and equipment	-	1,140	-	1,140
Impairment losses of website development costs	-	405	-	405
Impairment of interest receivables	-	268	-	268
Impairment of other receivables	-	-	-	8
Dividend income	-	(365)	-	(365)
<b>Operating (loss)/gain before working capital changes</b>	<b>(408)</b>	<b>190</b>	<b>(2,158)</b>	<b>(2,158)</b>
<b>Change in working capital:</b>				
Inventories	(7)	1,584	176	5,143
Trade and other receivables	4,144	3,981	1,836	3,558
Trade and other payables	(2,167)	(8,374)	781	(953)
Contract liabilities	-	-	-	(54)
Currency translation adjustments	(411)	551	(158)	282
<b>Cash generated from / (used in) operations</b>	<b>1,151</b>	<b>(2,068)</b>	<b>477</b>	<b>5,818</b>
Income tax credit	-	-	-	38
<b>Net cash used in operating activities</b>	<b>1,151</b>	<b>(2,068)</b>	<b>477</b>	<b>5,856</b>
<b>Cash flows from investing activities:</b>				
Purchase of plant and equipment	-	-	-	(148)
Purchase of intangible assets	-	-	-	(405)
Cash inflow from acquisition of a subsidiary	-	-	-	4
<b>Net cash used in investing activities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(549)</b>
<b>Cash flows from financing activities:</b>				
Advances from a director	-	-	-	5,151
Repayment to a director	(979)	(819)	(486)	(3,689)
Interest paid	-	-	(124)	(338)
Repayment of lease liabilities	-	-	-	(219)
Repayment of loan	-	-	-	(532)
Advances from an associate	-	1,905	-	2,271
Repayment of promissory note	-	-	-	(8,196)
<b>Net cash (used in) / generated from financing activities</b>	<b>(979)</b>	<b>1,086</b>	<b>(610)</b>	<b>(5,552)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>172</b>	<b>(982)</b>	<b>(133)</b>	<b>(245)</b>
Cash and cash equivalent at beginning of the period	264	1,551	569	815
Effect of exchange rate changes on cash and cash equivalents	-	-	-	(1)
Cash and cash equivalent at end of the period	<b>436</b>	<b>569</b>	<b>436</b>	<b>569</b>

## Notes To The Interim Consolidated Financial Statement

### **1. Corporate information**

Incredible Holdings Ltd. (the Company) is incorporated and domiciled in Singapore and whose shares are publicly traded on the Catalist of the Singapore Exchange. These condensed interim consolidated financial statements as at and for the twelve months ended 31 December 2023 comprise the Company and its subsidiaries (collectively, the Group).

The principal activities of the Company are those of provision of management and accounting services to its subsidiaries and including that of investment holding.

The principal activities of the Group are:

- (a) Distributor of specialty chemical products, consumable material, films and spare parts for the electronic industry;
- (b) Retail of luxury goods; and
- (c) Loan financing business

### **2. Basis of preparation**

The condensed interim financial statements for the fourth quarter and twelve months ended 31 December 2023 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of 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 2022.

The condensed interim financial statements are presented in Singapore dollar which is the Company's functional currency, and all values are rounded to the nearest thousand (\$'000), except when otherwise indicated.

#### **2.1 Use of estimates and judgements**

In preparing the condensed interim financial statements, 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 management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2022.

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

The areas involving a higher degree of judgement in applying accounting policies, or areas where assumptions and estimates have a significant risk of resulting in material adjustment within the next financial year are disclosed in Note 2.2 to the financial statements.

Management is of the opinion that there is no instance of application of judgement which is expected to have a significant impact on the amounts recognised in the Group's condensed interim financial statements for the twelve months ended 31 December 2023.

#### **2.2 New accounting standards effective on 1 January 2023**

The accounting policies adopted and methods of computation are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s. There were no new and revised standards used which are effective for annual financial periods beginning on or after 1 January 2023.

### 3. Seasonal operations

The Group's operations were not significantly affected by seasonal or cyclical factors during the period.

### 4. Segment and revenue information

The Group is organised into business units based on its products and services for management purposes because they require different technology and marketing strategies. The operations in each of the Group's reportable segments are as follows:

- Trading of watches ("Luxury Goods");
- Distribution of specialty chemical products, consumable material, films and spare parts for electronic industry ("Distribution");
- Loan financing ("Loan Financing")
- Other operations include investment holding companies. ("Other")

	<b>12 months ended 31 December 2023</b>					
	Luxury Goods S\$'000	Distribution S\$'000	Loan Financing S\$'000	Other S\$'000	Elimination S\$'000	Group S\$'000
Segment revenue	2,815	329	16	-	-	3,160
Segment profit/(loss)	(1,153)	(281)	(326)	(560)	-	(2,320)
Depreciation	(31)	-	-	(21)	-	(52)
Share of profit of associated companies	168	-	-	-	-	168
<b>Segment assets</b>	<b>1,581</b>	<b>473</b>	<b>1,399</b>	<b>19,456</b>	<b>-</b>	<b>22,909</b>
<i>Segment assets includes:</i>						
Investment in associated companies	-	-	-	14,782	-	14,782
Investment in financial assets	-	-	-	3,152	-	3,152
<b>Segment liabilities</b>	<b>3,077</b>	<b>67</b>	<b>2,638</b>	<b>14,297</b>	<b>-</b>	<b>20,079</b>

**12 months ended 31 December 2022**

	Luxury goods S\$'000	Distribution S\$'000	Loan financing S\$'000	Other S\$'000	Elimination S\$'000	Total S\$'000
Segment revenue	9,407	404	15	-	-	9,826
Segment profit/(loss)	(3,635)	(216)	(730)	5,206	(4,764)	(4,139)
Employment support scheme	-	-	-	51	-	51
Depreciation	(252)	(1)	-	(19)	-	(272)
Impairment losses on amount due from subsidiary	-	-	-	(516)	516	-
Impairment losses of website development costs	(405)	-	-	-	-	(405)
Impairment losses of plant and equipment	(1,140)	-	-	-	-	(1,140)
Share of profit of associated companies	-	-	-	55	-	55
<b>Segment breakdown for period ended 31 December 2022</b>						
<b>Segment assets</b>	<b>2,780</b>	<b>791</b>	<b>1,442</b>	<b>19,470</b>	<b>458</b>	<b>24,941</b>
<i>Segment assets includes:</i>						
Investment in associated companies	-	-	-	14,613	-	14,613
Investment in financial assets	-	-	-	3,152	-	3,152
<b>Segment liabilities</b>	<b>20,802</b>	<b>129</b>	<b>2,618</b>	<b>15,520</b>	<b>(19,432)</b>	<b>19,637</b>

## 5. Revenue

The following table provides a disaggregation disclosure of the Group's revenue for continuing operations by primary geographical market, major product lines and timing of revenue recognition.

	Luxury goods S\$'000	Distribution S\$'000	Loan financing S\$'000	Other S\$'000	Total S\$'000
<b>For the twelve months ended 31 December 2023</b>					
Asia Pacific, excluding PRC People's Republic of China ("PRC")	3	329	-	-	332
Denmark	1,119	-	16	-	1,135
	1,693	-	-	-	1,693
	2,815	329	16	-	3,160
<b>For the twelve months ended 31 December 2022</b>					
Asia Pacific, excluding PRC People's Republic of China ("PRC")	218	404	-	-	622
Denmark	6,842	-	15	-	6,857
	2,346	-	-	-	2,346
	9,406	404	15	-	9,825
<b>For the three months ended 31 December 2023</b>					
Asia Pacific, excluding PRC People's Republic of China ("PRC")	-	75	3	-	78
Denmark	5	-	-	-	5
	11	-	-	-	11
	16	75	3	-	94
<b>For the three months ended 31 December 2022</b>					
Asia Pacific, excluding PRC People's Republic of China ("PRC")	112	58	-	(23)	147
Denmark	62	-	(122)	-	(60)
	1,737	-	-	-	1,737
	1,911	58	(122)	(23)	1,824

For Luxury Goods, the Group's revenue is based on point in time. The customers are retail consumers, wholesale customers and corporate customers.

## 6. Profit before taxation

### 6.1 Significant items

	4Q2023 S\$'000	4Q2022 S\$'000	12M2023 S\$'000	12M2022 S\$'000
<b>Other operating income</b>				
Foreign exchange (loss), net	(3)	(9)	(5)	(10)
Share of (loss) / profit from associates	(40)	(272)	168	55
Other income	904	1,568	1,039	1,744
<b>Expenses</b>				
Interest expenses	65	128	273	337
Depreciation of plant and equipment	15	84	52	272

## 6.2 Related party transactions

	4Q2023 S\$'000	4Q2022 S\$'000	12M2023 S\$'000	12M2022 S\$'000
Rental expenses paid to a company whereby the Company is owned by the Executive Director of the Company	-	26	77	79
Rental income from a company whereby the company is owned by the Executive Director of the Company	-	29	29	90
Rental expenses paid to an associated company	-	13	40	103
Interest expenses accrued to a company whereby the Company is owned by the immediate family of the Executive Director of the Company	16	16	65	39

## 7. Taxation

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

	For the twelve months ended 31 December	
	2023 S\$'000	2022 S\$'000
Current income tax expenses	-	-

## 8. Net asset value

	The Group		The Company	
	31 December 2023 S\$	31 December 2022 S\$	31 December 2023 S\$	31 December 2022 S\$
Net asset value (S\$'000)	2,830	5,304	4,655	5,220
Number of ordinary shares	2,993,532,545	2,993,532,545	2,993,532,545	2,993,532,545
<b>Net asset value per ordinary share (cents)</b>	<b>0.09</b>	<b>0.18</b>	<b>0.16</b>	<b>0.17</b>

## 9. Earnings per ordinary share

	Twelve months Ended 31 December	
	2023	2022
	Cents	Cents
Net loss for the period (S\$'000)	(2,320)	(4,139)
Weighted average number of ordinary shares in issue during the period for calculating the EPS	2,993,532,545	2,993,532,545
Basic and Diluted loss per ordinary share("EPS")	(0.08)	(0.14)

Basic and diluted loss per ordinary share amounts are calculated by dividing net loss for the period by the weighted average number of ordinary shares in issue during the financial period. For the purposes of calculating diluted loss per ordinary share, net loss for the period and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive instruments. Basic and diluted loss per ordinary share are the same for the financial twelve months ended 31 December 2023 and 31 December 2022 as the Group incurred a loss for both periods. Warrants and bonus shares arising from the issuance of rights shares are anti-dilutive.

## 10. Intangible assets

	The Group S\$'000
Goodwill arising on business combination	1,480
Balance and net carrying amount as at 31 December 2023	1,480

## 11. Plant and equipment

During the twelve months ended 31 December 2023, the Group did not acquire any new assets (31 December 2022: S\$148,000).

## 12. Inventories

	The Group	
	As at 31 December 2023 S\$'000	As at 31 December 2022 S\$'000
Consumables and parts	92	106
Trading inventories	246	409
	338	515

## 13. Trade and other receivables

	The Group		The Company	
	As at 31 December 2023 S\$	As at 31 December 2022 S\$	As at 31 December 2023 S\$	As at 31 December 2022 S\$
Trade receivables - third parties	1,712	3,504	20	20
Refundable deposits	91	155	3	18
Prepayments	182	188	184	188
Other receivables - third parties	803	777	650	602
Loans to subsidiaries	-	-	16,954	16,954
Amounts due from an associated company	473	473	473	473
Amounts due from subsidiaries	-	-	2,027	2,027
	1,549	1,593	20,291	20,262
Less: Loss allowance on loan to a subsidiary	-	-	(16,954)	(16,954)
Less: Loss allowance on amounts due from an associated company	(473)	(473)	(473)	(473)
Less: Loss allowance on amounts due from subsidiaries	-	-	(2,027)	(2,027)
Less: Impairment loss on prepayments	(181)	(181)	(181)	(181)
	895	939	656	627
Total	2,607	4,443	676	647

## 14. Share Capital

	The Group and the Company			
	For the period ended 31 December 2023		For the period ended 31 December 2022	
	Number of issued shares	Issued share capital S\$'000	Number of issued shares	Issued share capital S\$'000
Balance as at 1 January	2,993,532,545	53,665	2,993,532,545	53,665
No movement during the period				
Balance as at period ended 31 December / 31 December	2,993,532,545	53,665	2,993,532,545	53,665

Types of convertibles	Number of outstanding convertibles	Number of shares that may be issued on conversion of all outstanding convertibles
As at 31 December 2023		
Warrants	2,693,670,727	2,693,670,727
As at 31 December 2022		
Warrants	2,693,670,727	2,693,670,727

The number of shares after the conversion of all outstanding convertibles is 5,687,203,272.

The Company did not hold any treasury shares as at 31 December 2023 and 31 December 2022.

The Company's subsidiaries do not hold any shares in the Company as at 31 December 2023 and 31 December 2022.

As at the date of this announcement, 31 December 2023, 31 December 2022 and 31 December 2022, there is 0% perpetual convertible bonds of an aggregate principal amount of S\$2,100,000 which shall, at the option of the holder thereof, be convertible into new ordinary shares in the Company at a conversion price of S\$0.004 per share. Please refer to announcement dated 5 January 2022 for more details.

As of 2 February 2024, all outstanding convertibles have lapsed.

## 15. Trade and other payables

	The Group		The Company	
	As at 31 December 2023	As at 31 December 2022	As at 31 December 2023	As at 31 December 2022
	S\$	S\$	S\$	S\$
Trade payables - third parties	638	157	-	-
GST payables	258	19	-	-
	896	176	-	-
Other payables and accruals	3,817	2,824	1,085	719
Advances to a director	544	1,031	-	702
Amount due to an associated company	1,905	1,905	1,905	1,905
Amount due to subsidiaries	-	-	1,329	497
	6,266	5,760	4,319	3,823
Total	7,162	5,936	4,319	3,823

	Group Borrowings			
	As at 31 December 2023		As at 31 December 2022	
	Secured	Unsecured	Secured	Unsecured
	S\$'000	S\$'000	S\$'000	S\$'000
Borrowings repayable in one year or less, or on demand	-	1,119	-	1,746
Financial lease less than one year	167	-	228	-
Financial lease more than one year	-	-	646	-
Amount repayable after one year	-	1,140	-	560
<b>Total</b>	<b>167</b>	<b>2,259</b>	<b>874</b>	<b>2,306</b>

## **Details of any collateral**

As at 31 December 2023, the outstanding loan payables of approximately S\$2.4 million consists of 5 loans with principal amounts of USD655,134, HKD3,600,000, HK\$6,700,000, HK\$2,640,000, HK\$1,150,000 repayable over 60 fixed monthly principal repayments. The loans bear interest rate of 12% per annum. These loans are for working capital purposes. There are no collaterals against any of the loans.

## **16. Dissolution or acquisition of subsidiary**

There were no dissolutions or acquisitions of any subsidiaries during the period.

## **17. Other information required by Catalist Rule Appendix 7C**

The condensed consolidated statement of financial position of Incredible Holdings Ltd. and its subsidiaries as at 31 December 2023 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the twelve-month period then ended and certain explanatory notes have not been audited or reviewed.

## **Review of performance of the Group**

### **Review of Financial Performance**

#### **Revenue, gross profit and gross profit margin from Continuing Operations**

The Group's revenue experienced a significant decline of approximately S\$6.7 million or 67.84%, falling from S\$9.8 million in 12M2022 to S\$3.2 million in 12M2023 and experienced a 94.85% decline in revenue, equivalent to S\$1.7 million from S\$1.8 million during the 4Q2023 compared to S\$94,000 for 4Q2022. The reduced sales can be attributed to a decrease in customer demand. As the business environment improved and recovered, several competitors emerged in the market, resulting in a fiercely competitive landscape.

The Group's luxury goods revenue witnessed a decline of S\$6.6 million or 70.08%, dropping from S\$9.4 million in 12M2022 to S\$2.8 million in 12M2023. Furthermore, it experienced a decrease of S\$1.9 million or 99.16%, falling from S\$1.9 million in 4Q2022 to S\$16,000 in 4Q2023. The reduced sales can be attributed to a decrease in customer demand.

Revenue for the Group distribution decreased by S\$75,000 or 18.56% from 404,000 in 12M2022 to S\$329,000 in 12M2023 due to an overall decrease in customer demand for the 12M2023, and increased by S\$17,000 or 29.31% from S\$58,000 in 4Q2022 to S\$75,000 in 4Q2023. The increased sales in the fourth quarter can be attributed to an increase in customer demand during the fourth quarter.

The Group's loan financing revenue witnessed a rise of S\$1,000 or 6.66%, increasing from S\$15,000 in 12M2022 to S\$16,000 in 12M2023 and increased by S\$125,000 in the fourth quarter from negative S\$122,000 in 4Q2022 to S\$3,000 in 4Q2023 due to an impairment of interest income in precedent year.

As a consequence of the revenue decline, the Group encountered a reduction in gross profit of 86.87%, amounting to approximately S\$827,000, resulting in a total gross profit of S\$125,000 for the 12M2023 period.

The Group experienced a decline in its gross profit margin, which decreased from 9.69% in 12M2022 to 3.96% in 12M2023. In order to attract a larger customer base, the Group made adjustments to its selling price.

#### **Other Operating Income**

The decrease in other operating income, which declined by S\$0.7 million or 40.42%, from S\$1.7 million in 12M2022 to S\$1.0 in 12M2023, and decrease S\$0.7 million or 42.35% from S\$1.6 million in the 4Q2022 to S\$0.9 million in the 4Q2023 was primarily due to the reversal of bonus declared to a director for S\$1.0 million in 4Q2022.

#### **Selling and distribution expenses**

The decrease in selling and distribution expenses of S\$122,000 or 80.79%, from S\$151,000 in 12M2022 to S\$29,000 in 12M2023 and S\$39,000 or 92.86% from S\$42,000 in 4Q2022 to S\$3,000 in 4Q2023. The decrease was primarily a result of the reduction in selling and distribution personnel for the Singapore operations. For 12M2023, there were layoffs of personnel involved in selling and distribution activities, leading to a decrease in associated expenses.

### Administrative Expenses

The reduction in administrative expenses of S\$1.0 million or 23.81%, can be attributed to several factors during the 12M2023 period and remained largely unchanged in 4Q2022 and in 4Q2023 at S\$1.3 million. These factors included a decrease in payroll expenses due to reduction in staffs amounting to S\$768,000 and a decrease in professionals fees by S\$232,000,

### Finance costs

The interest expenses went down S\$64,000 or 18.99% from S\$337,000 in 12M2022 to S\$273,000 in 12M2023 as a result of loan repayment. There was a reduction in interest expenses of S\$63,000 or 49.22%, with the figure dropping from S\$128,000 in 4Q2022 to S\$65,000 in 4Q2023.

### Depreciation of plant and equipment

Depreciation of plant and equipment decreased by S\$219,000 or 80.81%, from S\$272,000 in 12M2022 to S\$52,000 12M2023 and decreased S\$69,000 or 82.14% from S\$84,000 in 4Q2022 to S\$15,000 in 4Q2023 due to the smaller depreciable asset base.

### Share of results of an associated company

The Group observed a rise in its share of results of an associated company, which increased by S\$113,000 or 205.45%, from S\$55,000 in 12M2022 to S\$168,000 in 12M2023. The significant decline in the share of loss of an associate of S\$265,000 or 86.89% from S\$305,000 in 4Q2022 to S\$40,000 in 4Q2023 can be attributed to an increase in customer demand.

### Income Tax Expenses

No provision for income tax was allocated for loss-making companies in 12M2023 and 4Q2023.

### Loss For The Period

As a result of the aforementioned, the Group reported a net loss after tax of S\$2.3 million in 12M2023 vis-à-vis a net loss after tax of \$4.1 million in 12M2022, and reported a net loss after tax S\$531,000 in 4Q2023 compared to S\$1.7 million in 4Q2022.

## **Review of Financial Position**

### Non-Current Assets

The non-current assets of the Group increased by approximately S\$0.1 million from S\$19.4 million as of 31 December 2022, to S\$19.5 million as of 31 December 2023. The investment in associated companies increased by S\$168,000 from S\$14.6 million as at 31 December 2022 to S\$14.8 million as at 31 December 2023, solely attributed to the share of result of an associated company. This was offset by a decrease in property, plant, and equipment of S\$55,000 from S\$131,000 as of 31 December 2022 to S\$76,000 as of 31 December 2023 as a result of depreciation. No additional plant and equipment was purchased during the period.

### Current Assets

The Group's current assets declined approximately S\$2.1 million, from S\$5.5 million as of 31 December 2022, to S\$3.4 million as of 31 December 2023.

Inventories declined from S\$515,000 as of 31 December 2022, to S\$338,000 as of 31 December 2023. The decrease was primarily caused by the Group's strategic decision to avoid acquiring additional inventories towards the end of the quarter. This decision was driven by the Group's focus on inventory management goals.

The Group's cash and cash equivalents decreased from S\$569,000 as of 31 December 2022, to S\$436,000 as of 31 December 2023. For a detailed overview of the cash and bank balances, please refer to the review of cash flows section below.

The decrease in trade and other receivables, from S\$4.4 million as of 31 December 2022 to S\$2.6 million as of 31 December 2023, was primarily related to collection of outstanding payments from clients for recent sales, which had not been collected as of 31 December 2023.

### Current Liabilities

As of 31 December 2023, the total current liabilities increased by S\$538,000 from S\$7.9 million as at 31 December 2022 to S\$8.5 million as at 31 December 2023, contributed mainly by the increase in trade payable of S\$481,000; ii) GST payable of

S\$239,000; and iii) other payables and accruals of S\$1.0 million offset by i) decrease in loan payables of S\$627,000; ii) decrease in lease liabilities of S\$61,000 and iii) decrease in amount due to a director of S\$487,000 due to repayment made to the director.

Trade payables to third parties increased by S\$481,000 from S\$157,000 as at 31 December 2022 to S\$638,000 as at 31 December 2023. This increase was attributed to the outstanding payment for goods purchased that remained unsettled by the reporting date.

Other payables and accruals increased by S\$1 million from S\$2.8 million as at 31 December 2022 to S\$3.8 million as at 31 December 2023. The increase was mainly due to i) consultancy fee of S\$310,000; ii) salaries/wages for staffs and directors' remuneration of S\$418,000 and iii) interest payables of S\$271,000.

As at 31 December 2023, other payable and accruals consisted mainly of i) salaries/wages for staffs and directors' remuneration for past years of S\$875,000; ii) provision of audit fee for 12M2023 of S\$139,000; iii) professional fee for past years of S\$329,000; v) consultancy fee for FY2021, FY2022 and 12M2023 of S\$888,000; vi) interest payables of S\$438,000; vii) promissory notes issued in relation to the acquisition of HB 2021 Aps in FY2021 of S\$418,000; viii) tax payable in Denmark of S\$240,000; ix) rent of S\$75,000; x) other payables of inventories of S\$71,000 and others.

#### Non-Current Liabilities

As of 31 December 2023, the non-current liabilities of the company declined by S\$0.1 million from S\$11.7 million as of 31 December 2022, to S\$11.6 million. This decrease was primarily driven by i) decrease in provision of S\$39,000 ii) lease liabilities of S\$637,000 and offset by iii) the reclassification of a S\$580,000 loan from current liabilities to non-current liabilities.

#### Working Capital

The net working capital decreased by S\$2.7 million from negative S\$2.4 million as at 31 December 2022 to negative S\$5.1 million as at 31 December 2023 as a result of the increase in current liabilities of S\$0.5 million as at 31 December 2022 and the decrease in current assets of S\$2.1 million.

The Company has obtained a financial support letter dated 25 July 2023 from the controlling shareholder of the Company at zero interest rate to enable the Company to meet its obligations as and when they fall due for at least 12 months, till 24 July 2024.

#### Review of Cash Flows

The Group has an operating loss before working capital changes of S\$2.2 million as at 31 December 2023 mainly due to loss before income tax of approximately S\$2.3 million and adjusted by non-cash items of i) depreciation of S\$52,000; ii) unrealised exchange loss of S\$5,000; iii) share of profit of associate of S\$168,000 and iv) interest expenses of S\$273,000.

Net cash generated from operating activities of approximately S\$477,000 was mainly due to i) decrease in inventories of S\$176,000; ii) decrease in trade and other receivables of S\$1.8 million, iii) increase in trade and other payables of S\$0.8 million and offset by iv) currency translation adjustment of S\$158,000.

There were no investing activities during the period.

The net cash flow used in financing activities as of 31 December 2023 amounted to S\$610,000, resulting from the following factors: i) repayment to a director of S\$486,000 and ii) loan interest payment of S\$124,000.

The cash and cash equivalents for the period decreased by S\$133,000, from S\$569,000 as at 31 December 2022 to S\$436,000 as at 31 December 2023.

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

Not applicable.

#### 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 operating period and the next 12 months

#### Distribution

The distribution of the consumables to the electronics manufacturer's business segment will encounter material challenges in the next 12 months as a major customer has scaled down its operations in Singapore since 2021. The Company will continue to explore new customers in Singapore and overseas.

### Luxury Goods

The Luxury Goods business is expected to remain active and grow worldwide. The Group will continue to seek opportunities to expand operations in other geographical areas as it deems fit.

### Loan Financing

The Group will seek opportunities to expand the loan financing business as it deems fit in the next 12 months.

### Dividend

**(a) Whether an interim (final) ordinary dividend has been declared (recommended):**

Nil.

**(b) (i) Amount per share:** Not applicable.

**(ii) Previous corresponding 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) The date the dividend is payable:**

Not applicable.

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

Not applicable.

### **If no dividend has been declared/recommended, a statement to that effect**

The Board does not recommend a dividend payment as the Company is in a loss making position for the twelve months ended 31 December 2023.

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

The Group has not obtained a general mandate for IPTs.

The Group had leased an office of Billion Credit Financial Company Limited ("**Billion Credit**") from a company which is wholly-owned by Christian Kwok-Leun Yau Heilesen who is the Executive Director of the Company and controlling shareholder of the Company with 59.14% shareholding interest. Accordingly, this is an IPT as he is an "interested person" for the purposes of Chapter 9 of the Catalist Rules. Billion Credit obtained a waiver from the landlord to waive the rent for the period from October 2023 to July 2024 due to a significant drop in client demand. The total rental expenses accrued in 12M2023 was HK\$450,000 (equivalent to S\$77,000).

The Company had leased part of the office of HB 2021 ApS to Yourwatches.com ApS which is wholly-owned by Christian Kwok-Leun Yau Heilesen who is the Executive Director of the Company and controlling shareholder of the Company with 59.14% shareholding interest. Accordingly, this is an IPT as he is an "interested person" for the purposes of Chapter 9 of the Catalist Rules. The rental income for 12M2023 was DKK150,000 (equivalent to S\$29,000) as the rental ceased with effect from July 2023.

The Group had leased an office of CKLY Trading Limited from a company which is wholly-owned by Christian Kwok-Leun Yau Heilesen who is the Executive Director of the Company and controlling shareholder of the Company. Accordingly, this is an IPT

as he is an “interested person” for the purposes of Chapter 9 of the Catalist Rules. The landlord waived the rent from October 2023 to December 2023 due to a significant drop in client demand. The total rental expenses paid in 12M2023 was HK\$234,000 (equivalent to S\$40,000). The amount represented a 42% share of rental expenses attributable to the Company’s shareholdings in Golden Ultra Limited.

Ace Sight Limited (“Lender”) provided Billion Credit Financial Company Limited with a loan of HK\$3,600,000 as working capital for the loan financing business. A family member of the Executive Director, on 28 March 2022, acquired all of the share capital of the Lender. Interest expenses of S\$65,000 was accrued to the Lender in 12M2023.

The Group did not have interested person transaction exceeding the S\$100,000 threshold.

## **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.**

With reference to the annual report and disclaimer opinion announcements dated 31 July 2023, the Company wishes to provide an update on efforts taken to resolve each outstanding audit issue (Please refer to the announcements for details pertaining to the basis for the Disclaimer Opinion):

#### *Notice of Compliance (“NOC”) issued by Singapore Exchange Regulation (“SGX RegCo” or the “Exchange”)*

In relation to the Notice of Compliance issued by SGX Regco on 27 June 2022 (“**NOC**”), the Company had appointed Provenance Capital Pte. Ltd. as the Joint Independent Reviewer to review all corporate actions and fund raising exercises conducted by both the Company and Ntegrator Holdings Limited (formerly known as Watches.com Limited) in the last twelve months from 27 June 2022, based on the approved scope of work by SGX RegCo (the “**Independent Review**”).

After the release of the report for the Independent Review on 10 November 2023, the Company will work with the auditors to facilitate their assessment of its impact on the Group’s business operations.

#### *Opening balance of Inventory*

The current auditors have observed the counting of physical inventories at the beginning of FY2023 and were able to ascertain the quantities held at 31 December 2022/1 January 2023.

The current auditor (RT LLP) has been re-appointed as the auditor of the Company to hold office until the conclusion of the next AGM. They would have already ascertained the opening balance of inventories to enter into the determination of the financial performance and cash flows.

#### *Impairment of website development costs*

In 2020, the Company entered into an agreement with an external vendor to develop a virtual platform for the Group that would generate future economic benefits upon commercialization, whereby the Company will provide services in relation to PDF conversion which is unrelated to the Group’s current business and subsequently, more functions may be developed for the current businesses (the “**website project**”). In 2021, there were no further developments to the website project and the management has put the website project on hold due to business strategy reasons. The website is currently not in use and will only be launched in 2024. The Company will endeavor to provide sufficient information to the auditors on the assumptions used by management in its impairment assessment of the website development costs to support its carrying value as at Financial Year End 2023 (“**FYE2023**”).

The impairment loss of S\$403,490 in FY2022 refers to the website development cost in Korea. The Company had planned to establish an online platform in Korea for the retail of luxury goods segment. However, due to the NOC, the Company has decided not to further pursue the Korean development and focus its resources on the Singapore and Hong Kong markets instead.

#### *Company level - Loan to a subsidiary and amount due from subsidiaries*

The Company will endeavor to provide the auditors with the appropriate audit evidence to support the assumptions used by management in its impairment assessment of the loan to subsidiary and amount due from subsidiaries as at FYE2023.

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

The Board of Directors has confirmed that to the best of its knowledge, that the impact of all outstanding audit issues on the Group's unaudited interim financial results for the period ended 31 December 2023 have been adequately disclosed.

**Confirmation pursuant to Rule 705(5) of the Listing Manual**

The Board of Directors has confirmed that to the best of its knowledge, nothing has come to their attention which may render the Group's unaudited interim financial results for the period ended 31 December 2023 to be false or misleading in any material aspect.

**Disclosure of acquisition (including incorporations) and sale of shares under Catalist Rule 706A**

In February 2024, the Company placed HB 2021 ApS (the "Subsidiary"), an indirect wholly-owned subsidiary of the Company in Denmark, into liquidation. Mr. Pernille Bigaard, has been appointed as the liquidator for the Subsidiary.

As of the date of liquidation, the Subsidiary's net liabilities value amounts to DKK6.2 million (equivalent to S\$1.2 million).

The voluntary wind up of the Subsidiary is not expected to have any material impact on the consolidated net tangible assets per share and the consolidated earnings per share of the Company for the financial year ending 30 June 2024.

Please refer to the announcement dated 8 February 2024 in relation to the liquidation.

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

The Company has received undertaking from all its directors and executive officers in the format as set out in Appendix 7H under Rule 720(1) of the Listing Manual of the SGX-ST.

By Order Of The Board  
Christian Kwok-Leun Yau Heilesen  
Executive Director  
Dated: 8 February 2024

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*This announcement has been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Vera Leong, Vice President, Hong Leong Finance Limited, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, telephone (+65) 6415 9881.*