

IFBH Limited and its subsidiaries

Accountant's Report

For the period from 8 December 2022 to 31 December 2023 and
year ended 31 December 2024



ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF IFBH LIMITED AND CITIC SECURITIES (HONG KONG) LIMITED

Introduction

We report on the historical financial information of IFBH Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages I-3 to I-59, which comprises the consolidated statements of profit or loss, consolidated statements of other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows of the Group for the period from 8 December 2022 to 31 December 2023 and year ended 31 December 2024 (the "**Relevant Periods**"), and the consolidated statements of financial position of the Group as at 31 December 2023 and 2024, and the statement of financial position of the Company as at 31 December 2024 and material accounting policy information and other explanatory information (together, the "**Historical Financial Information**"). The Historical Financial Information set out on pages I-3 to I-59 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 20 June 2025 (the "**Prospectus**") in connection with the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and the basis of preparation set out in Notes 2.1 and 2.2 to the Historical Financial Information, respectively, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants' Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and the basis of preparation set out in Notes 2.1 and 2.2 to the Historical Financial Information, respectively, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group as at 31 December 2023 and 31 December 2024, financial position of the Company as at 31 December 2024 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of presentation and the basis of preparation set out in Notes 2.1 and 2.2 to the Historical Financial Information, respectively.

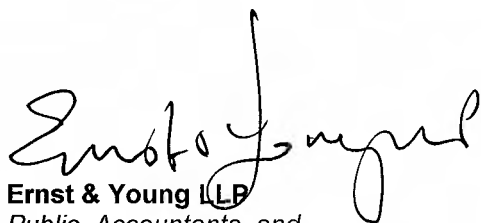
Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements have been made.

Dividends

We refer to Note 14 to the Historical Financial Information which contains information about the dividends paid by the Company in respect of the Relevant Periods.



Ernst & Young LLP
*Public Accountants and
Chartered Accountants*
Singapore

20 June 2025

I HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young LLP in accordance with the International Standards on Auditing issued by the International Auditing and Assurance Standards Board (the "**Underlying Financial Statements**").

The Historical Financial Information is presented in United States dollars ("**USD**") and all values are rounded to the nearest thousand (US\$'000) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

		Period from 8 December 2022 to 31 December 2023 <i>US\$'000</i> (Note 2.2)	Year ended 31 December 2024 <i>US\$'000</i>
	<i>Notes</i>		
REVENUE	5	87,442	157,648
Cost of sales		(57,103)	(99,789)
Gross profit		30,339	57,859
Other items of income			
Interest income	6	1	1,096
Other income	7	127	279
Other items of expense			
Selling and distribution expenses		(3,198)	(5,389)
Marketing expenses		(3,663)	(7,355)
Administrative expenses		(2,696)	(4,947)
Finance costs	8	(43)	(83)
Other expenses	9	(679)	(1,382)
PROFIT BEFORE TAX	10	20,188	40,078
Income tax expense	13	(3,434)	(6,762)
PROFIT FOR THE PERIOD/YEAR		16,754	33,316
Attributable to:			
Owners of the parent		16,754	33,316
Non-controlling interest		—*	—*
		16,754	33,316
EARNINGS PER SHARE			
ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT:		<i>US\$</i>	<i>US\$</i>
Basic and Diluted	15	16.75	30.45

* Amount less than US\$1,000

CONSOLIDATED STATEMENTS OF OTHER COMPREHENSIVE INCOME

	Period from 8 December 2022 to 31 December	Year ended 31 December
Notes	2023 US\$'000 (Note 2.2)	2024 US\$'000
PROFIT FOR THE PERIOD/YEAR	<u>16,754</u>	<u>33,316</u>
OTHER COMPREHENSIVE INCOME		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Foreign currency translation	(1)	6
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:		
Remeasurement losses on defined benefit plan	<u>—</u>	<u>(39)</u>
OTHER COMPREHENSIVE INCOME FOR THE PERIOD/YEAR, NET OF TAX	<u>(1)</u>	<u>(33)</u>
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD/YEAR	<u>16,753</u>	<u>33,283</u>
Attributable to:		
Owners of the parent	16,753	33,283
Non-controlling interest	<u>—*</u>	<u>—*</u>
	<u>16,753</u>	<u>33,283</u>

* Amount less than US\$1,000

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		31 December	
	<i>Notes</i>	2023	2024
		<i>US\$'000</i>	<i>US\$'000</i>
NON-CURRENT ASSETS			
Plant and equipment	16	327	429
Intangible assets	17	10,116	8,992
Right-of-use assets	24	119	393
Other receivables	20	—	30
Total non-current assets		10,562	9,844
CURRENT ASSETS			
Inventories	18	447	1,044
Trade receivables	19	2,989	7,045
Other receivables	20	546	447
Prepaid operating expenses		368	938
Cash and cash equivalents	21	15,599	54,818
Total current assets		19,949	64,292
CURRENT LIABILITIES			
Trade payables	22	7,619	15,672
Other payables	23	5,899	2,802
Contract liabilities	5	85	135
Lease liabilities	24	19	84
Income tax payable		3,263	6,703
Total current liabilities		16,885	25,396
NET CURRENT ASSETS		3,064	38,896
TOTAL ASSETS LESS CURRENT			
LIABILITIES		13,626	48,740

		31 December	
	Notes	2023	2024
		US\$'000	US\$'000
NON-CURRENT LIABILITIES			
Other payables	23	3,747	—
Lease liabilities	24	105	235
Deferred tax liabilities	25	171	246
Defined benefit obligations	26	97	170
Total non-current liabilities		4,120	651
NET ASSETS		9,506	48,089
EQUITY			
Equity attributable to owners of the parent			
Share capital	27	737	18,133
Retained earnings		8,754	30,570
Other reserves	28	(1)	(630)
		9,490	48,073
Non-controlling interests		16	16
TOTAL EQUITY		9,506	48,089

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	<u>Attributable to owners of the parent</u>					
	Share capital	Retained earnings	Other reserves	Sub-total	Non- controlling interests	Total equity
	US\$'000 (Note 27)	US\$'000	US\$'000 (Note 28)	US\$'000	US\$'000	US\$'000
As at 8 December 2022	737	–	–	737	–	737
Profit for the period	–	16,754	–	16,754	–*	16,754
Other comprehensive income						
Foreign currency translation	–	–	(1)	(1)	–*	(1)
Other comprehensive income for the period, net of tax	–	–	(1)	(1)	–*	(1)
Total comprehensive income for the period	–	16,754	(1)	16,753	–*	16,753
Contributions by and distributions to owners						
Dividends on ordinary shares (Note 14)	–	(8,000)	–	(8,000)	–	(8,000)
Total transactions with owners in their capacity as owners	–	(8,000)	–	(8,000)	–	(8,000)
Transactions with non- controlling interests						
Capital contribution from non- controlling interests	–	–	–	–	16	16
Total transactions with non- controlling interests	–	–	–	–	16	16
As at 31 December 2023	737	8,754	(1)	9,490	16	9,506

* Amount less than US\$1,000

	Attributable to owners of the parent				Non-	
	Share capital	Retained earnings	Other reserve	Sub-total	controlling interests	Total equity
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>
	<i>(Note 27)</i>		<i>(Note 28)</i>			
As at 1 January 2024	737	8,754	(1)	9,490	16	9,506
Profit for the year	–	33,316	–	33,316	–*	33,316
Other comprehensive income						
Foreign currency translation	–	–	6	6	–*	6
Remeasurement on defined benefit plan	–	–	(39)	(39)	–*	(39)
Other comprehensive income for the year, net of tax	–	–	(33)	(33)	–*	(33)
Total comprehensive income for the year	–	33,316	(33)	33,283	–*	33,283
Transactions owners, recognised directly in equity						
Dividends on ordinary shares (Note 14)	–	(11,500)	–	(11,500)	–*	(11,500)
Effect of Pre-IPO Reorganisation (Note 28)	596	–	(596)	–	–	–
Issuance of ordinary shares (Note 27)	16,800	–	–	16,800	–	16,800
Total transactions with owners in their capacity as owners	17,396	(11,500)	(596)	5,300	–*	5,300
As at 31 December 2024	18,133	30,570	(630)	48,073	16	48,089

* Amount less than US\$1,000

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		20,188	40,078
Adjustments for:			
Depreciation of plant and equipment	16	18	86
Amortisation of intangible asset	17	1,124	1,124
Depreciation of right-of-use assets	24	14	80
Unrealised foreign currency exchange loss, net		195	89
Interest expense on lease liabilities	24	7	15
Impairment loss on trade receivables	10	—	62
Interest income	6	(1)	(1,096)
Provision for defined benefit obligation	26	95	24
		21,640	40,462
Increase in inventories		(442)	(590)
Increase in trade and other receivables		(3,534)	(3,200)
Increase in prepaid operating expenses		(353)	(551)
Increase in trade and other payables		8,794	6,979
Increase in accrued operating expenses		755	798
Increase in contact liabilities		85	50
Total changes in working capital		5,305	3,486
Cash flows generated from operations		26,945	43,948
Income taxes paid		—	(3,241)
Interest received		1	1,046
Net cash flows generated from operating activities		26,946	41,753
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of plant and equipment	16	(337)	(187)
Payment for purchase of intangible asset	A	(3,747)	(7,493)
Net cash flows used in investing activities		(4,084)	(7,680)

		Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
	Notes		
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of ordinary shares	27	737	17,500
Transaction costs on issuance of ordinary shares	27	–	(700)
Dividends paid on ordinary shares	14	(8,000)	(11,500)
Prepayment of leases		–	(106)
Interest paid on lease liabilities	24	(7)	(15)
Payment of principal portion of lease liabilities	24	(10)	(56)
Capital contribution from non-controlling interests		16	–
Net cash flows (used in)/generated from financing		(7,264)	5,123
NET INCREASE IN CASH AND CASH EQUIVALENTS			
Effect of foreign exchange rate changes, net		15,598	39,196
Cash and cash equivalents at the beginning of the period/year		1	23
		–	15,599
CASH AND CASH EQUIVALENTS AT END OF	21	15,599	54,818
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and cash equivalents as stated in the consolidated statement of financial position and statement of cash flows		15,599	54,818

Notes to the consolidated statements of cash flows

A. Purchase of intangible assets

		Period from 8 December 2022 to 31 December 2023 <i>US\$'000</i> (Note 2.2)	Year ended 31 December 2024 <i>US\$'000</i>
	<i>Notes</i>		
Additions to intangible assets	17	11,240	—
Payment during the period/year		(3,747)	(7,493)
Payable at end of period/year	23	7,493	—

STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	31 December 2024 US\$'000 (Note 2.1)
NON-CURRENT ASSETS		
Investments in subsidiaries	1.1	1,372
Total non-current assets		<u>1,372</u>
CURRENT ASSETS		
Trade receivables	19	63
Other receivables	20	47
Prepaid operating expenses		4
Cash and cash equivalents	21	17,207
Total current assets		<u>17,321</u>
CURRENT LIABILITIES		
Other payables	23	338
Income tax payable		81
Total current liabilities		<u>419</u>
NET CURRENT ASSETS		<u>16,902</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>18,274</u>
NET ASSETS		<u>18,274</u>
EQUITY		
Share capital	27	18,133
Retained earnings		141
TOTAL EQUITY		<u>18,274</u>

II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

1.1 THE COMPANY

IFBH Limited (the “Company”) was incorporated as a private limited company limited by shares in Singapore on 27 February 2024 and domiciled in Singapore. The Company’s holding company is General Beverage Co., Ltd., which is incorporated in Thailand. The ultimate Controlling Shareholder is Mr Pongsakorn Pongsak (the “ultimate Controlling Shareholder”).

The registered office of the Company is located at 6 Battery Road, #03-01 Six Battery Road, Singapore 049909. The principal activity of the Company are those of investment holding.

The Company and its subsidiaries (collectively the “Group”) underwent the Pre-IPO Reorganisation as set out in the paragraph headed “History, Reorganisation and Corporate Structure” in the Prospectus. The Pre-IPO Reorganisation was completed on 26 March 2024.

Information about subsidiaries

As at the date of this report, the Company had direct interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are set out below.

Name	Note	Place and date of incorporation and place of operations	Nominal value of issued ordinary/registered share capital	The Group’s beneficial interest in the Company	Principal activities
Innovative Food and Beverage Pte. Ltd. (IFB Singapore)	(1)	Singapore 8 December 2022	S\$1,000,000	100%	Wholesale of food and beverage (including dried or canned)
Innovative Food and Beverage (Thailand) Co., Ltd (IFB Thailand)	(2)	Thailand 26 January 2023	THB\$1,000,100	99.89% ^{**}	Business coordination services (administrative, logistics and support service activities and wholesale of food)

(1) The statutory financial statements for the period from its date of incorporation to 31 December 2023 and the year ended 31 December 2024 prepared in accordance with the Singapore Financial Reporting Standards (International) (“SFRS(I)”) issued by the Accounting Standards Council, have been audited by Ernst & Young LLP, a Public Accountants and Chartered Accountant firm registered in Singapore. Because IFB Singapore (the Group’s operating subsidiary) was incorporated on 8 December 2022, the financial period for 2023 covers 8 December 2022 to 31 December 2023.

(2) The statutory financial statements for the period from its date of incorporation to 31 December 2023 and the year ended 31 December 2024 prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543, and have been audited by EY Office Limited, a certified public accounting firm registered in Thailand.

The Company controls IFB Thailand as it has (i) power over IFB Thailand; (ii) exposure or rights to variable returns from its involvement with IFB Thailand; and (iii) has ability to use its power to affect the amount of the Company's return.

* As at 31 December 2023, IFB Singapore holds 4,900 ordinary shares and 1 preference share of IFB Thailand, representing 49% of the total issued shares of IFB Thailand. By virtue of such preference share, IFB Singapore is entitled to 15,000 votes and to receive the distribution of 94.90% of total dividends of IFB Thailand. On 30 January 2024, there was an amendment to the IFB Thailand Shareholder's Agreement, to increase the voting rights of the preference share from 15,000 to 5,000,000 votes, with the dividends clause reflecting the increase in votes into the proportion of dividends the preference share holder is entitled to. Accordingly, under Thai law, IFB Singapore is deemed to hold 99.89% beneficial interest in IFB Thailand based on the articles of association of IFB Thailand. As a result, IFB Singapore is entitled to receive the distribution of 99.89% of total dividends of IFB Thailand.

Following the Pre-IPO Reorganisation, the shares held by IFB Singapore were transferred to the Company.

As at the end of 31 December 2024, the Company has direct interest in IFB Singapore and IFB Thailand, the balances of the Company's investments in subsidiaries are as follows:

	31 December 2024 US\$'000
Unquoted equity shares, at cost	1,372
Preference share, at cost	_**
	<hr/> 1,372 <hr/>

** Amount less than US\$1,000

2.1 BASIS OF PRESENTATION

As fully explained in the section headed "History, Reorganisation and Corporate Structure" in the Prospectus, the Company became the holding company of the companies now comprising the Group on 26 March 2024 after the completion of reorganisation.

The companies now comprising the Group were under the common control of the Controlling Shareholder before and after the Pre-IPO Reorganisation. Accordingly, for the purpose of this report, the Historical Financial Information has been prepared on a consolidated basis by applying the principles of merger accounting as if the Company, i.e. the parent of the Group had been in existence since the Group were under the control of the Controlling Shareholder.

Accordingly, the consolidated statements of profit or loss, the consolidated statements of other comprehensive income, statements of changes in equity and statements of cash flows of the Group for the Relevant Periods are prepared as if the current group structure had been in existence throughout the Relevant Periods.

Also, the consolidated statement of financial position of the Group as at 31 December 2023, have been prepared to present the assets and liabilities of the companies now comprising the Group, as if the current group structure had been in existence at those dates. No adjustments are made to reflect fair values, or recognise any new assets or liabilities as a result of the Pre-IPO Reorganisation.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intra-group transactions and balances have been eliminated on consolidation in full.

2.2 BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations issued by International Accounting Standards Board (the "IASB").

All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2024, together with the relevant transitional provisions, have been early adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods.

The Historical Financial Information has been prepared under the historical cost convention except as disclosed in the accounting policies below.

The Historical Financial Information of the Group for the period ended 31 December 2023 consists of the period from 8 December 2022 to 31 December 2023.

2.3 STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards and amendments to standard that have been issued are not yet effective and have not been applied in preparing these Historical Financial Information.

Description	Effective for annual periods beginning on or after
Amendments to IAS 21 <i>Lack of Exchangeability</i>	1 January 2025
Amendments to IFRS 9 and IFRS 7 <i>Amendments to the Classification and Measurement of Financial Instruments</i>	1 January 2026
Amendments to IFRS 9 and IFRS 7 <i>Contracts Referencing Nature-dependent Electricity</i>	1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	1 January 2026
IFRS 18 <i>Presentation and Disclosure in Financial Statements</i>	1 January 2027
IFRS 19 <i>Subsidiaries without Public Accountability: Disclosures</i>	1 January 2027
Amendments to IFRS 10 and IAS 28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

The directors expect that the adoption of these new and amended standards will have no material impact on the Historical Financial Information in the year of initial application, apart from IFRS 18 *Presentation and Disclosure in Financial Statements* issued on 4 October 2024, effective for reporting periods beginning on or after 1 January 2027.

IFRS 18 is a new standard that replaces IAS 1 *Presentation of Financial Statements*. IFRS 18 introduces new categories of subtotals in the statement of profit or loss. Entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, wherein the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for the location, aggregation and disaggregation of financial information. In addition, narrow-scope amendments have been made to IAS 7 *Statement of Cash Flows*, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards. IFRS 18 will apply retrospectively. The amendments will have impact on the presentation and disclosure in the financial information but not on the measurement or recognition of items in the Group's financial information. The Group is in the process of analysing the new disclosure requirements and to assess if changes are required to their internal information systems.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION

Basis of consolidation

(a) *Basis of consolidation*

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- Derecognises the carrying amount of any non-controlling interest;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss;
- Reclassifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

(b) *Business combinations involving entities under common control*

Business combinations involving entities under common control are accounted for by applying the pooling of interest method which involves the following:

- The assets and liabilities of the combined entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling holding company.
- No adjustments are made to reflect the fair values on the date of combination or recognise any new assets or liabilities.
- No additional goodwill is recognised as a result of the combination.
- Any difference between the consideration paid/transferred and the equity 'acquired' is reflected within equity as merger reserve.
- The statement of comprehensive income reflects the results of the combining entities for the full year, irrespective of when the combination took place.

Comparatives are presented as if the entities or businesses had always been consolidated since the date the entities or businesses had come under common control.

Foreign currency

The Historical Financial Information are presented in United States dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the Historical Financial Information of each entity are measured using that functional currency.

(a) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss. Exchange differences arising on monetary items that form part of the Group's net investment in foreign operations are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into United States Dollars at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Subsidiary

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Plant and equipment

All items of plant and equipment are initially recorded at cost. Subsequent to recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any. The cost of plant and equipment includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost of plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the plant and equipment.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Computers	3 – 5 years
Office equipment	3 – 5 years
Furniture and fittings	5 years
Mould	5 years

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in profit or loss in the year the asset is derecognised.

Intangible asset

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets other than goodwill are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

Amortisation is charged over the following estimated useful life of the asset, using the straight-line method:

Trademarks	10 years
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Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) As lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Office lease	4 – 5 years
Motor vehicle	4 – 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Impairment of non-financial assets.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable and variable lease payments that depend on an index or a rate. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties of terminating the lease, if the lease term reflects the Group exercising the option to terminate.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit or loss.

Financial instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the entity becomes a party to the contractual provisions of the financial instruments.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of financial assets not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset.

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that results from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contract amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in first-out method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Where necessary, allowance is provided for damaged, expired and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Employee benefits

(a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund (“CPF”) scheme in Singapore, a defined contribution pension scheme.

Contributions to national pension schemes are recognised as an expense in the period in which the related services are performed.

(b) Defined benefit plans

The subsidiary incorporated and operating in Thailand is required to provide certain staff pension benefits to their employees under existing Thailand regulations. Pension contributions are provided at rates stipulated by Thailand regulations and are contributed to a pension fund managed by government agencies, which are responsible for administering these amounts for the subsidiaries’ employees.

Defined benefit costs comprise the following:

- Current service cost
- Interest on the net defined benefit obligations
- Remeasurements of net defined benefit obligations

Interest on the defined benefit obligation is the change during the period in the net defined benefit obligation that arises from the passage of time which is determined by applying the discount rate based on government bonds to the defined benefit obligations. Interest on the net defined benefit liability or asset is recognised as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses (excluding interest on defined benefit obligations) are recognised immediately in other comprehensive income in the period in which they arise. Remeasurements are recognised in other reserves within equity and are not reclassified to profit or loss in subsequent periods.

The Group has obligations in respect of the long-term employee benefit payments it must make to employees upon retirement under labour law and other employee benefit plans. The Group treats these long-term employee benefit obligations as defined benefit plan.

The obligation under the defined benefit plan is determined by a professional qualified independent actuary based on actuarial techniques, using the project unit credit method. Actuarial gains and losses arising from post-employment benefits are recognised immediately in shareholder’s equity.

(c) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The estimated liability for annual leave is recognised for services rendered by employees up to the end of the reporting period.

Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. Revenue is recognised when the Company satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service.

Sale of goods

Revenue is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied. The goods are generally sold with no right of return and with retrospective volume rebates based on the aggregate sales over a period of time. The amount of revenue recognised is based on the transaction price, which comprises the contractual price, net of the estimated volume rebates. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO. The transaction price is allocated to each PO in the contract on the basis of the relative stand-alone selling prices of the promised goods or services.

Transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised goods or services. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved. Revenue may be recognised at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

Royalty income

Royalty income is recognised when the distributors sell products under the trademarks owned by the Group.

Interest income

Interest income is recognised using the effective interest method.

Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(c) Value-added tax

Revenues, expenses and assets are recognised net of the amount of value-added tax except:

- Where the value-added tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the value-added tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of value-added tax included.

The net amount of value-added tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Share capital

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each Relevant Periods. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 JUDGEMENTS MADE IN APPLYING ACCOUNTING POLICIES

In the process of applying the Group's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the financial statements:

(a) Impairment assessment on intangible assets

The Group assesses whether there are any indicators of impairment on the intangible assets on each Relevant Period. In making this assessment, the Group evaluates among other factors, external and internal sources of information, financial performance of the Group.

Where such indicators exist, management will prepare discounted future cash flow to determine the recoverable value based on assumptions such as forecasted revenue, profit margin and discount rate. As of the end of each Relevant Period, management determined there is no indicator of impairment.

The carrying value of intangible assets for the Group at the end of the Relevant Periods is disclosed in Note 17 to the Historical Financial Information.

3.2 KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Provision for expected credit losses ("ECL") of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer aging brackets based on different geographical markets.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 19.

The carrying amount of the Group's trade receivables as at 31 December 2023 and 2024 was approximately US\$2,989,000 and US\$7,045,000 respectively.

(b) Revenue recognition

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time.

The Group participates in promotional programmes with customers designed to increase the sale of products. Among the programmes are arrangements where customers are entitled to rebates for attaining specified sales levels. These promotional programmes do not give rise to a separate performance obligation. Where the consideration the Group is entitled to vary because of such programmes, the amount payable is deemed to be variable consideration. Management makes an estimate on an annual basis for each specified customer, the value of the variable consideration based upon historical customer experience, expected customer performance and/or estimated sales volumes. The related accruals are recognised as a deduction from revenue and are not considered distinct from the sale of products to the customer. The amount of the Group's related accruals as at 31 December 2023 and 31 December 2024 was approximately US\$1,052,000 and US\$945,000 respectively, as disclosed in Note 23 to the Historical Financial Information.

4. OPEARTING SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company. During the Relevant Periods, the Group is principally engaged in the sales of beverages and snacks. Management reviews the operating results of the Group's business as one operating segment for the purpose of making decisions about resource allocation and performance assessment. Therefore, the chief operating decision maker of the Company regards that there is only one segment which is used to make strategic decisions.

Geographical information

Revenue information based on the geographical location of customers are disclosed in Note 5(a).

(a) Non-current assets

	31 December	
	2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Primary geographical location		
Singapore	10,327	9,030
Thailand	235	784
	<hr/> 10,562	<hr/> 9,814

The non-current asset information above is based on the locations of the assets and excludes financial assets.

Information about major customers

Revenue from external customers contributing over 10% to the total revenue of the Group for the period from 8 December 2022 to 31 December 2023 and year ended 31 December 2024 is as follows:

	Period from 8 December 2022 to 31 Year ended 31 December	
	2023	December 2024
	<i>US\$'000</i>	<i>US\$'000</i>
	<i>(Note 2.2)</i>	
Customer A	43,313	74,089
Customer B	22,732	44,798
Customer C	13,872	26,769

5. REVENUE

Revenue relates to sale of consumer beverages and snacks.

(a) Disaggregation of revenue

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Primary geographical markets		
Mainland China	79,917	145,657
Hong Kong	4,934	7,202
Taiwan	865	1,705
Singapore	895	1,250
United States of America	125	547
Canada	1	399
Australia	—	239
Kuwait	68	141
Malaysia	107	134
Cambodia	193	44
Thailand	172	—
Other locations	165	330
	<u>87,442</u>	<u>157,648</u>
Timing of transfer of goods		
At a point in time	<u>87,442</u>	<u>157,648</u>

The revenue information above is based on the locations of the customers.

(b) Contract liabilities

The following table provides information about contract liabilities from contracts with customers:

	31 December 2022 US\$'000	2023 US\$'000	2024 US\$'000
Contract liabilities:	<u>—</u>	<u>85</u>	<u>135</u>

The contract liabilities are expected to be fulfilled within 12 months (2023: within 12 months) from the year end.

Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances from. These are recognised as revenue as the Group performs pursuant the contract.

Set out below is the amount of revenue recognised from:

	Period from 8 December 2022 to 31 December 2023 US\$'000	Year ended 31 December 2024 US\$'000
Amounts included in contract liabilities at the beginning of the year	—	85

(c) Performance obligations

The performance obligation of the sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally upon delivery of the goods on board vessels at the designated port and payment in advance is normally required, except for customers with credit terms where payment is generally due within 45 days.

6. INTEREST INCOME

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Interest income:		
- Bank balances and short-term deposits	1	1,096

7. OTHER INCOME

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Royalty income (Note 30(a))	107	250
Others	20	29
	127	279

8. FINANCE COSTS

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Bank charges	36	68
Interest expense on lease liabilities	7	15
	43	83

9. OTHER EXPENSES

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Foreign exchange loss, net	679	1,382

10. PROFIT BEFORE TAX

Other than items as disclosed in Notes 5 to 9, the following items have been included in arriving at profit before tax:

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Depreciation of plant and equipment (Note 16)	18	86
Depreciation of right-of-use assets (Note 24)	14	80
Amortisation of intangible assets (Note 17)	1,124	1,124
Advertising expenses	2,306	5,564
Transportation and delivery expenses	2,703	4,599
Professional fees:		
Listing expenses in connection to the previous SGX-ST listing attempt	237	915
Listing expenses in connection with the Global Offering	—	263
Others	230	243
Lease expenses – short-term and low-value assets leases	16	10
Impairment loss on trade receivables (Note 19)	—	62
Auditor's remuneration	100	182
Employee's benefit expense (including directors' and chief executive's remuneration as set out in note 11):		
Salaries, bonuses, allowances and benefits in kind	918	1,829
Defined contribution plan*	20	54
Defined benefit plan	95	24

*There are no forfeited contribution that may be used by the Group to reduce the existing level of contribution.

11. DIRECTORS' AND CHIEF EXECUTIVE REMUNERATION

- (i) On 27 February 2024, Mr. Pongsakorn Pongsak and Ms. Piriaporn Supansa Kusonpattana were appointed as a director and an independent non-executive director of the Company, respectively.
- (ii) On 1 April 2024, Mr. Pongsakorn Pongsak was appointed as chief executive officer and became an executive director of the Company.
- (iii) On 1 April 2024, Mr. Tawat Kitkungvan was appointed as a non-executive director of the Company.

Directors' and chief executive's remuneration for the Relevant Periods are as follows:

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Fees:		
Directors	—	12
Other emoluments:		
Salaries, bonuses, allowances and benefits in kind	100	272
	100	284

a) Independent non-executive directors

The fees paid to independent non-executive directors during the Relevant Periods are as follows:

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Ms. Piriaporn Supansa Kusonpattana	—	12
	—	12

During the Relevant Periods, Ms. Piriaporn Supansa Kusonpattana was appointed as independent non-executive directors of the Company.

b) Executive directors, non-executive directors and the chief executive

A director received remuneration from subsidiaries now comprising the Group for his appointment as director of subsidiaries. The remuneration of this director was recorded in the financial statements of the subsidiaries is set out below:

Period from 8 December 2022 to 31 December 2023

	Salaries, bonuses, allowances and benefits in kind US\$'000	Defined contribution plan US\$'000	Defined benefit plan US\$'000	Total US\$'000
Chief Executive and Executive Director: Mr. Pongsakorn Pongsak	100	—	—	100
Total	100	—	—	100

Year ended 31 December 2024

	Salaries, bonuses, allowances and benefits in kind US\$'000	Defined contribution plan US\$'000	Defined benefit plan US\$'000	Total US\$'000
Chief Executive and Executive Director: Mr. Pongsakorn Pongsak	226	46	—	272
Non-executive Director: Mr. Tawat Kitkungvan	—	—	—	—
Ms. Piriyaorn Supansa Kusonpattana	—	—	—	—
Total	226	46	—	272

No remunerations were paid or payable by the Group to the directors and a chief executive as an inducement to join or upon joining the Group or a compensation for loss of office during the Relevant Periods.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the Relevant Periods.

12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the period from 8 December 2022 to 31 December 2023 and year ended 31 December 2024 included 1 and 1 of the chief executive, details of whose remuneration are set out in Note 11 above.

Details of the remuneration of the remaining highest paid employees who are neither a director nor chief executive of the Group for the period from 8 December 2022 to 31 December 2023 and year ended 31 December 2024 are as follows:

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Salaries, bonuses, allowances and benefits in kind	287	569
Defined contribution plans	12	22
Defined benefit plans	69	9
	368	600

The number of non-director and non-chief executive five highest paid employees whose remuneration fell within the following bands is as follows:

	Period from 8 December 2022 to 31 December 2023	Year ended 31 December 2024
HK\$nil to HK\$1,000,000	4	1
HK\$1,000,001 to HK\$1,500,000	—	2
HK\$1,500,001 to HK\$2,000,000	—	1
	<u>4</u>	<u>4</u>

13. INCOMEX TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate.

Singapore

Singapore corporate income tax has been provided at the rate of 17% on the taxable profits of the Company and the Group's Singapore subsidiary during the Relevant Periods.

Thailand

The subsidiary incorporated in Thailand is subject to tax at the statutory rate of 20% on its taxable profits.

(a) Major components of income tax expense

The major components of income tax expense for the Relevant Periods are:

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Current income tax		
- Current income taxation	3,262	6,723
- Over-provision in prior period/year	—	(47)
	<u>3,262</u>	<u>6,676</u>
Deferred tax		
- Origination and reversal of temporary differences	172	86
	<u>172</u>	<u>86</u>
Income tax expense recognised in profit or loss	<u>3,434</u>	<u>6,762</u>

(b) Relationship between tax expense and profit before tax

The reconciliation between the tax expense and the product of profit before tax multiplied by the applicable corporate tax rate for each of the Relevant Periods are as follows:

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Profit before tax	20,188	40,078
Income tax expense at statutory tax rate of 17%	3,432	6,813
Effect of tax in different jurisdiction	1	3
Tax exemptions and reliefs	(13)	(113)
Non-deductible expenses	27	227
Over-provision in prior period/year	—	(47)
Others	(13)	(121)
Income tax expense recognised in profit or loss	3,434	6,762

14. DIVIDENDS

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Declared and paid		
Dividends on ordinary shares:		
Final exempt one-tier dividend for 2023: US\$8.50 per share	—	8,500*
Interim exempt one-tier dividend for 2024: US\$3 (2023: US\$8) per share	8,000	3,000*

*The date of declaration of dividends to shareholders was declared on 23 February 2024 and paid to the shareholders before the Pre-IPO Reorganisation. Refer to Note 2.1.

A final exempt one-tier dividend in respect of year ended 31 December 2024 of US\$24.89 per share amounting to US\$28,000,000 was proposed by the Board subsequent to the financial year end. The dividend proposed is not accounted for until it has been approved by the shareholders at the Extraordinary General Meeting.

15. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares during the Relevant Periods after taking into account the issuance of ordinary shares as disclosed in Note 27.

Earnings per share

	Period from 8 December 2022 to 31 Year ended 31 December 2023 December 2024	
Earnings	<i>(Note 2.2)</i>	
Earnings attributable to owner of the parent (US\$'000)	16,754	33,316
Shares		
Weighted average number of ordinary shares in issue during the period/year used in the basic earnings per share calculation ('000)	1,000	1,094
Basic earnings per share (USD)	16.75	30.45

Diluted earnings per share are the same as basic earnings per share as there were no potential dilutive ordinary shares existing during the Relevant Periods.

16. PLANT AND EQUIPMENT

	Computers US\$'000	Office equipment US\$'000	Furniture and fittings US\$'000	Mould US\$'000	Total US\$'000
Cost:					
At 8 December 2022	—	—	—	—	—
Additions	19	17	82	219	337
Translation differences	1	1	6	—*	8
At 31 December 2023 and 1 January 2024	20	18	88	219	345
Additions	15	30	—	142	187
Translation differences	1	1	1	—*	3
At 31 December 2024	36	49	89	361	535
Accumulated depreciation:					
At 8 December 2022	—	—	—	—	—
Depreciation charge for the period	1	2	8	7	18
Translation differences	—*	—*	—*	—*	—*
At 31 December 2023 and 1 January 2024	1	2	8	7	18
Depreciation charge for the year	7	5	17	57	86
Translation differences	—*	1	1	—*	2
At 31 December 2024	8	8	26	64	106
Net carrying amount:					
At 31 December 2023	19	16	80	212	327
At 31 December 2024	28	41	63	297	429

* Amount less than US\$1,000

17. INTANGIBLE ASSET

	Trademarks <i>US\$'000</i>
Cost:	
At 8 December 2022	—
Additions	11,240
At 31 December 2023, 1 January 2024 and 31 December 2024	11,240
Accumulated amortisation:	
At 8 December 2022	—
Amortisation charge	1,124
At 31 December 2023 and 1 January 2024	1,124
Amortisation charge	1,124
At 31 December 2024	2,248
Net carrying amount:	
At 31 December 2023	10,116
At 31 December 2024	8,992

Trademarks

The remaining useful life of the Trademarks is estimated at 9 years and 8 years as at 31 December 2023 and 2024, respectively.

The Group acquired the Trademarks, "IF" and "INNOCOCO" from the holding company for a consideration of US\$11.24 million with effect from 1 January 2023. The consideration was determined based on the Relief from Royalty method, estimated by an independent valuer.

The consideration is payable in 3 payment tranches as follows:

Date	Amount (inclusive of VAT)
Payable on or before 31 December 2023	US\$3.75 million
Payable on or before 31 December 2024	US\$3.75 million
Payable on or before 31 December 2025	US\$3.75 million

The first tranche was paid in 2023. The second and third tranches were paid in April 2024 and August 2024, respectively. As at 31 December 2024, amounts due to holding company relating to the acquisition of trademarks have been fully paid.

18. INVENTORIES

	31 December 2023 US\$'000	2024 US\$'000
<u>Statement of financial position</u>		
Goods-in-transit (at cost or net realisable value)	447	1,044
<u>Statement of profit or loss</u>		
Inventories recognised as an expense in cost of sales	57,103	99,789

19. TRADE RECEIVABLES

	31 December 2023 US\$'000	2024 US\$'000
Group		
Trade receivables:		
- Third parties	2,985	7,107
- Holding company	4	—
Total trade receivables	2,989	7,107
Impairment loss on trade receivables	—	(62)
Net of trade receivables	2,989	7,045
Company		
Trade receivables:		
- Subsidiaries		63
Total trade receivables		63

Trade receivables due from third parties are non-interest bearing and are generally on 45 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Trade receivables due from holding company and subsidiaries are unsecured, non-interest bearing and repayable on demand.

For trade receivables, management monitors and assesses at each reporting date on any indicator of significant increase in credit risk on trade receivables.

An ageing analysis of the trade receivables as at the end of each of the Track Record Periods, based on the dates of delivery of goods and net of loss allowance, are as follows:

	31 December	
	2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Group		
Trade receivables:		
Within 1 month	1,982	6,651
1 to 2 months	391	394
2 to 3 months	—	—
Over 3 months	616	—
Net of trade receivables	2,989	7,045

Management has assessed that the expected credit loss rate for trade receivables is minimal as at 31 December 2023. In the opinion of the directors of the Company, the Group's trade receivables relate to a small number of concentrated customers with no recent history of default and the balances are considered fully recoverable considering the historical records and forward-looking information.

Expected credit losses

The movement in allowance for expected credit losses of trade receivables computed based on lifetime ECL are as follows:

	31 December	
	2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Movement in allowance accounts:		
At 8 December 2022/1 January	—	—
Charge for the year	—	62
At 31 December	—	62

20. OTHER RECEIVABLES

	31 December	
	2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Group		
Current:		
Other receivables	116	303
Refundable deposits	14	5
Advances to third parties	8	1
Amounts due from holding company	408	138
Total other receivables (current)	546	447
Non-current:		
Refundable deposits	–	15
Pledged deposits	–	15
Total other receivables (non-current)	–	30
Add: Cash and cash equivalents	15,599	54,818
Add: Trade receivables (net)	2,989	7,045
Total financial assets carried at amortised cost	19,134	62,340
		31 December
		2024
		<i>US\$'000</i>
Company		
Current:		
Other receivables		22
Amount due from subsidiaries		25
Total other receivables (current)		47

Other receivables are unsecured, non-interest bearing and expected to be settled in cash.

Refundable deposits relate to deposits paid for office rental.

Pledged deposits relates to pledged cash for credit card facilities.

Amounts due from holding company and subsidiaries are unsecured, non-interest bearing and repayable on demand. The amount is expected to be settled in cash.

21. CASH AND CASH EQUIVALENTS

	31 December 2023 US\$'000	2024 US\$'000
Group		
Cash at banks and on hand	15,599	54,818
		31 December 2024 US\$'000
Company		
Cash at banks and on hand		17,207

Cash at banks earns interest at floating rates based on daily bank deposit rates.

There are no Short-term deposits for the period from 8 December 2022 to 31 December 2023.

Short-term deposits are made for varying periods of 7 – 31 days for the year ended 31 December 2024 depending on the immediate cash requirements of the Group and earn interests at the respective short-term deposit rates. Interests are earned at rates of 3.5% – 5.4% per annum for the year ended 31 December 2024.

Cash and cash equivalents not denominated in the functional currencies of the Group's entities are as follows:

	31 December 2023 US\$'000	2024 US\$'000
Singapore Dollar	2,039	816

22. TRADE PAYABLES

	31 December 2023 US\$'000	2024 US\$'000
Group		
Trade payables		
- Third parties	6,792	15,134
- Holding company	827	538
	7,619	15,672

An ageing analysis of the trade payables as at the end of each of the Relevant Periods, based on the invoice due date are as follows:

	31 December	
	2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Within 1 month	7,509	10,829
1 to 2 months	109	4,840
2 to 3 months	—	—
Over 3 months	1	3
	<hr/> 7,619	<hr/> 15,672

Trade payables due to third party are non-interest bearing and are normally settled on 30 to 60 days' terms.

Trade payables due to holding company are unsecured, non-interest bearing, repayable on demand and are settled in cash.

Trade payables not denominated in the functional currencies of the Group's entities are as follows:

	31 December	
	2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Thai Baht	6,549	14,396
Singapore Dollar	14	30
Chinese Yuan	24	1
Hong Kong Dollar	4	55
	<hr/> 4	<hr/> 55

23. OTHER PAYABLES

	31 December	
	2023	2024
Group	<i>US\$'000</i>	<i>US\$'000</i>
Current:		
- Accruals	755	1,557
- Amounts due to holding company	4,005	167
- Provision for unutilised leave	4	–
- Provision for rebates	1,052	945
- Others	52	132
- Value-added tax payable, net	31	1
	<hr/> 5,899	<hr/> 2,802
Non-current:		
- Amounts due to holding company	3,747	–
	<hr/> 3,747	<hr/> –
	<hr/> 9,646	<hr/> 2,802
Add: Trade payables	7,619	15,672
Less: Value-added tax payable, net	(31)	(1)
Less: Provision for unutilised leave	(4)	–
Total financial liabilities carried at amortised cost	<hr/> 17,230	<hr/> 18,473

	31 December
	2024
Company	<i>US\$'000</i>
Current:	
- Accruals	290
- Amounts due to holding company	19
- Amounts due to subsidiaries	1
- Others	25
- Value-added tax payable, net	3
	<hr/> 338

Accruals are made mainly for professional fees.

The amounts due to holding company and subsidiaries are unsecured, non-interest bearing, to be settled in cash and arising mainly from management fees. In 2023, the current and non-current amounts due to holding company mainly arose from acquisition of trademarks from the holding company in Note 17. These amounts were fully paid in 2024.

Provision for rebates primarily relate to the Group's obligation to provide incentives or rebates to customers that have met pre-agreed requirements.

Other payables not denominated in the functional currencies of the Group's entities are as follows:

	31 December 2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Thai Baht	233	111
Singapore Dollar	219	425
Chinese Yuan	—	16
Hong Kong Dollar	71	—

24. RIGHT-OF-USE AND LEASE LIABILITIES

The Group has lease contracts for offices and motor vehicles used in its operations. The Group's obligation under its leases is secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets. Lease contracts entered by the Group contains fixed payments only.

The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for certain leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the Relevant Periods:

	Office lease	Motor vehicle	Total
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>
At 8 December 2022	—	—	—
Additions	134	—	134
Depreciation	(14)	—	(14)
Translation differences	(1)	—	(1)
At 31 December 2023 and 1 January 2024	119	—	119
Additions	34	322	356
Depreciation	(33)	(47)	(80)
Translation differences	(1)	(1)	(2)
At 31 December 2024	119	274	393

Set out below are carrying amounts of lease liabilities recognised and movements during the Relevant Periods:

	Lease liabilities <i>US\$'000</i>
At 8 December 2022	–
Additions	134
Accretion of interest	7
Payments	(17)
Translation differences	–*
At 31 December 2023 and 1 January 2024	124
Additions	250
Accretion of interest	15
Payments	(71)
Translation differences	1
At December 2024	319

	31 December 2023 <i>US\$'000</i>	2024 <i>US\$'000</i>
Current	19	84
Non-current	105	235
Total current and non-current lease liabilities	124	319

The following are the amounts recognised in profit or loss:

	Period from 8 December 2022 to 31 December 2023 <i>US\$'000</i> (Note 2.2)	Year ended 31 December 2024 <i>US\$'000</i>
Depreciation of right-of-use asset	14	80
Interest expense on lease liabilities	7	15
Expenses relating to short-term and low value leases	16	10
Total amount recognised in profit or loss	37	105

The Group has total cash outflows for lease of approximately US\$33,000 and US\$187,000 for the period from 8 December 2022 to 31 December 2023 and year ended 31 December 2024 respectively.

* Amount less than US\$1,000

25. DEFERRED TAX

Deferred tax as at 31 December relates to the following:

	Consolidated statement of financial position US\$'000	Currency realignment US\$'000	Other comprehensive income US\$'000	Consolidated statement of profit or loss US\$'000
31 December 2023				
Deferred tax liabilities				
Differences in depreciation for tax purposes	171	1	–	172
Deferred tax expense				<u>172</u>
31 December 2024				
Deferred tax liabilities				
Differences in depreciation for tax purposes	254	(3)	–	86
Movements for Defined Benefit Obligations	(8)	–	(8)	–
	<u>246</u>			
Deferred tax expense				<u>86</u>

26. DEFINED BENEFIT OBLIGATION

The subsidiary of the Group incorporated and operating in Thailand operates a defined benefit plan based on the requirements of Thai Labour Protection Act B.E 2541 (1998) to provide retirement benefits to employees. Details of defined benefit obligations in respect of the Group are as follows:

Movement of net liabilities in the consolidated statement of financial position

	31 December	
	2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Beginning balance	–	97
Additions during the year through profit or loss	95	24
Remeasurements through other comprehensive income	–	47
Foreign currency translation	2	2
Ending balance	<u>97</u>	<u>170</u>

Expenses recognised in profit or loss:

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)		Year ended 31 December 2024 US\$'000
Current service cost	95		21
Interest on obligation	–		3
Ending balance	95		24

Key actuarial financial assumptions

The latest annual actuarial valuation as at 7 January 2025 were performed by Tommy Pichet Jiarameetaweessin, fellow of the Society of Actuaries of Thailand of Actuarial Business Solutions Co., Ltd., using the Projected Unit Credit method.

The present value of the scheme's obligation was a final lump sum salary and payment of US\$170,000 (2023: US\$97,000). The principal actuarial assumptions used to calculate the Group's obligations for the scheme for each year, and used as the basis for measuring the expenses in relation to the scheme, were as follows:

Principal actuarial assumptions

Principal actuarial assumptions at the end of the Relevant Periods (Expressed as weighted averages):

	31 December	
	2023	2024
	US\$'000	US\$'000
Discount rate (%)	3.2	2.8
Salary increase (%)	5.0	5.0
Retirement age (years)	60.0	60.0

A one percentage point change in the assumed discount rate would have the following effects:

	31 December			
	2023		2024	
	Increase	Decrease	Increase	Decrease
	US\$'000	US\$'000	US\$'000	US\$'000
Effects on the present value of defined benefit obligations	(13)	15	(22)	27

A one percentage point change in the assumed salary would have the following effects:

	31 December			
	2023		2024	
	Increase US\$'000	Decrease US\$'000	Increase US\$'000	Decrease US\$'000
Effects on the present value of defined benefit obligations	14	(12)	25	(21)

The following payments are expected contributions to the defined benefits obligations in future years:

	31 December	
	2023	2024
	US\$'000 (Note 2.2)	US\$'000
Within the next 12 months	—	—
Between 1 and 2 years	—	—
Between 2 and 5 years	—	—
Beyond 5 years	157	257
Total	157	257

27. SHARE CAPITAL

	31 December			
	2023		2024	
	No. of Shares'000	US\$'000	No. of Shares'000	US\$'000
Group				
Issued and fully paid:				
As at 8 December 2022/1 January	1,000	737	1,000	737
Adjustments pursuant to the Pre-IPO				
Reorganisation	—	—	—	596
Issuance of ordinary shares	—	—	125	16,800
31 December	1,000	737	1,125	18,133

A summary of movements in the Company's share capital is as follows:

	31 December	
	<i>No. of</i>	
	<i>Shares'000</i>	<i>US\$'000</i>
Company		
Issued and fully paid:		
As at incorporation date	—*	—*
Issuance of ordinary shares as part of the Share Swap	1,000	1,333
Issuance of ordinary shares	125	16,800
31 December	1,125	18,133

The Company was incorporated on 27 February 2024, with a share capital of 1 share of S\$1 (US\$1).

On 26 March 2024, the Company issued an additional 999,999 ordinary shares as part of the Pre-IPO Reorganisation (Note 2.1).

On 1 April 2024, an investor subscribed for 125,000 ordinary shares of the Company for a consideration of US\$17.5 million in cash. The related transaction cost was US\$0.7 million.

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

28. OTHER RESERVES

	31 December	
	2023	2024
	<i>US\$'000</i>	<i>US\$'000</i>
Translation reserve	(1)	5
Merger reserve	—	(596)
Defined benefit obligation reserve	—	(39)
	(1)	(630)

Translation reserve: The translation reserve comprises foreign exchange differences arising from the translation of the financial statements of the subsidiary corporations whose functional currencies are different from that of the Group's presentation currency.

Merger reserve: The merger reserve represents acquisition involving entities under common control. The reserve arises from the difference between the purchase considerations and the share capital of the subsidiaries acquired under common control.

Defined benefit obligation reserve: The Group has defined benefit obligations to employees in Thailand and the defined benefit obligation reserve comprises of actuarial gains and losses arising from post-employment benefits that are recognised immediately in shareholder's equity.

29. CAPITAL COMMITMENT

Capital expenditure contracted for as at the end of the Relevant Periods but not recognised in the financial statements are as follows:

	31 December 2023 US\$'000	2024 US\$'000
Capital commitments in respect of purchase of intangible asset – accounting software	21	21
Purchase commitments in respect of finished goods	3,454	919

The purchase commitment relates to minimal contractual purchase requirements for a supplier.

30. RELATED PARTY TRANSACTIONS

(a) Sale and purchase of goods and services

The following significant transactions between the Group and related parties took place on terms agreed between the parties during the Relevant Periods:

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Income		
Royalty income from holding company	107	250
Expenses		
Purchase of inventories from holding company	12,378	18,073
Management and support services charged by holding company	161	189
Royalty fee charged by holding company	6	1
Purchase of fixed assets from holding company	140	–
Acquisition of intangible assets from holding company	11,240	–
	31 December 2023 US\$'000	2024 US\$'000
Receivables		
Trade receivables from holding company (Note 19)	4	–
Other receivables from holding company (Note 20)	408	138
Payables		
Trade payables to holding company (Note 22)	827	538
Other payables to holding company (Note 23)	7,752	167

The Group continuously monitor its partners along the supply chain through on-site testing and periodic audits of its co-packers, general collectors, local collectors and farmers to ensure the quality and hygiene of the collected coconut water from harvesting and collection to transportation and delivery to co-packers.

For period/year ended 31 December 2023 and 2024, under the general collector arrangement between holding company and the Group, holding company sold coconut water raw ingredient independently to the Group's independent co-packers. These transactions did not result in any transaction value between holding company and the Group.

(b) Compensation expenses of key management personnel

	Period from 8 December 2022 to 31 December 2023 US\$'000 (Note 2.2)	Year ended 31 December 2024 US\$'000
Wages, salaries, bonus and other short-term employee benefits	398	820
Total compensation expenses of key management personnel	398	820
Comprise amounts for:		
Directors of the Company	100	285
Other key management personnel	298	535
	398	820

Further details of directors' and the chief executive's emoluments are included in note 11 to the financial statements.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, foreign currency risk and liquidity risk. The board of directors reviews and agrees policies and procedures for the management of these risks.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and cash equivalents), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. All credit terms and credit limits are subject to approval in accordance with the Group's policy. Measures such as collateral arrangements and factoring of trade receivables are used to mitigate credit risk.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The credit-worthiness of customers, receivables that are past due and aggregate risks to individual customers are regularly reviewed and monitored by the credit department and key management team (which comprises the CFO, the respective operation and function heads).

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived base on the Group's historical information.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations
- Actual or expected significant changes in the operating results of the debtors
- Significant changes in the expected performance and behaviour of the debtors including changes in the payment status of debtors.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 60 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or debtor
- A breach of contract, such as a default or past due event
- It is becoming probable that the debtors will enter bankruptcy or other financial re-organisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 180 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the group. Where receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due.

The Group's current credit risk grading framework comprises the following categories:

Category	Definition of category	Basis for recognising expected credit loss (ECL)
I	Counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
II	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired
III	There is evidence indicating the asset is credit-impaired (in default).	Lifetime ECL – credit-impaired
IV	There is evidence indicating that the debtor is in severe financial difficulty and the debtor has no realistic prospect of recovery.	Amount is written-off

The table below details the credit quality of the Group's financial assets, as well as maximum exposure to credit risk by credit risk rating categories:

	Note	Category	12-month or lifetime ECL	Gross carrying amount US\$'000	Loss allowance US\$'000	Net carrying amount US\$'000
2024						
Trade receivables	19	II	Lifetime ECL (simplified)	7,107	(62)	7,045
Other receivables	20	I	12-month ECL	477	–	477
					(62)	

Credit-impaired receivables

The Group has identified a group of receivables that are credit-impaired.

	31 December 2023 US\$'000	2024 US\$'000
Gross carrying amount	–	62
Allowance for expected credit losses	–	(62)
	–	–

Exposure to credit risk

As the Group does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the consolidated statement of financial position.

The Group categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 180 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due. The loss allowance provision as at 31 December 2023 and 2024 was determined by incorporating forward-looking information such as industry-wide default rate forecasted by external credit rating company.

For trade receivables, the management monitors and assesses at each reporting date on any indicator of significant increase in credit risk on the trade receivables. As at 31 December 2023, trade receivables have been measured based on lifetime expected credit loss model and are subject to immaterial credit loss.

The lifetime expected credit losses for the Group's trade receivables as at 31 December 2024 are as follows:

Group	Trade receivables					Total
	Not past due	≤30 days	Days past due		>90 days	
	US\$'000	US\$'000	31-60 days US\$'000	61-90 days US\$'000	US\$'000	US\$'000
31 December 2023						
Trade receivables	1,143	839	391	–	616	2,989
31 December 2024						
Expected loss rate	0%	0%	0%	0%	100%	
Trade receivables	1,389	5,262	394	–	62	7,107
Loss allowance	–	–	–	–	(62)	(62)

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry (refer "Credit risk concentration profile" below).

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the geographical location of its customers on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period was as follows:

	31 December			
	2023		2024	
	US\$'000	% of total	US\$'000	% of total
By geographical location:				
Mainland China	457	15%	5,072	72%
Hong Kong SAR	2,487	83%	1,803	26%
Thailand	44	1%	—	—
Other locations	1	#	170	2%
	2,989	100%	7,045	100%

less than 1%

- In FY2023, 98% of the Group's trade receivables were due from 2 major customers who are mainly multinational corporations in Hong Kong SAR and Mainland China.
- In FY2024, 98% of the Group's trade receivables were due from 4 major customers who are mainly multinational corporations in Hong Kong SAR and Mainland China.
- In FY2023, less than 1% of the Group's trade and other receivables were due from related parties.
- In FY2024, none of the Group's trade and other receivables were due from related parties.

(b) Foreign currency risk

The Group has transactional currency exposures arising from sales or purchases that are denominated in a currency other than the respective functional currencies of Group entities. The foreign currencies in which these transactions are mainly denominated are Thai Baht (THB) and Singapore Dollar (SGD).

Foreign currency exposures at the end of the Relevant Periods are as follows:

	Group			
	Assets		Liabilities	
	2023	2024	2023	2024
	US\$'000	US\$'000	US\$'000	US\$'000
Thai Baht	—	—	6,782	14,507
Singapore Dollar	2,039	816	233	455

The Group manages its foreign exchange exposure risk by matching, as far as possible, receipts and payments in each individual currency. Foreign currency is converted into the functional currency as and when management deems necessary. The unhedged exposure is reviewed and monitored closely on an ongoing basis and management will consider hedging any exposure where appropriate.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in THB and SGD exchange rates, with all other variables held constant.

	Increase/ (decrease) %	Increase/ (decrease) in profit before tax US\$'000	Increase/ (decrease) in equity US\$'000
31 December 2023			
If THB weakens against USD	5	339	281
If THB strengthens against USD	(5)	(339)	(281)
If SGD weakens against USD	5	(90)	(75)
If SGD strengthens against USD	(5)	90	75
31 December 2024			
If THB weakens against USD	5	725	602
If THB strengthens against USD	(5)	(725)	(602)
If SGD weakens against USD	5	18	15
If SGD strengthens against USD	(5)	(18)	(15)

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's liquidity risk management policy is to manage liquidity risk on a group basis, to maintain sufficient liquid financial assets. The Group finances its working capital requirements through funds generated from operations.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's financial assets, financial liabilities and lease liabilities at the end of the Relevant Periods based on contractual undiscounted repayment obligations.

	1 year or less US\$'000	1 to 5 years US\$'000	Total US\$'000
31 December 2023			
Financial assets			
Trade and other receivables	3,535	–	3,535
Cash and cash equivalents	15,599	–	15,599
Total undiscounted financial assets	19,134	–	19,134
Financial liabilities			
Trade and other payables	12,627	3,844	16,471
Accrued operating expenses	755	–	755
Lease liabilities	29	124	153
Total undiscounted financial liabilities	13,411	3,968	17,379
Total net undiscounted financial assets/ (liabilities)	5,723	(3,968)	1,755

	1 year or less US\$'000	1 to 5 years US\$'000	Total US\$'000
31 December 2024			
Financial assets			
Trade and other receivables	7,492	30	7,522
Cash and cash equivalents	54,846	–	54,846
Total undiscounted financial assets	62,338	30	62,368
Financial liabilities			
Trade and other payables	16,916	–	16,916
Accrued operating expenses	1,557	–	1,557
Lease liabilities	100	259	359
Total undiscounted financial liabilities	18,573	259	18,832
Total net undiscounted financial assets/ (liabilities)	43,765	(229)	43,536

(d) Capital management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The capital structure of the Group consists of equity attributable to owners of the parent, comprising share capital and reserves.

The Group manages its capital structure and makes adjustment to it in light of changes in economic conditions. To manage the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, repurchase shares or issue new shares. For the Relevant Periods, the Group has declared dividends as disclosed in Note 14.

No changes were made in the objectives, policies and processes during the Relevant Periods.

As the Group is at net cash position at the end of the Relevant Periods, disclosure of gearing ratio is not meaningful.

32. FAIR VALUE OF ASSETS AND LIABILITIES

Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Financial assets and liabilities not carried at fair value and whose carrying amounts are reasonable approximation of fair value

Management has determined that the carrying amount of cash and cash equivalents, current trade and other receivables, current trade and other payables, accrued operating expenses, current lease liabilities related to right-of-use assets based on their notional amounts, reasonably approximate their fair values because these are mostly short term in nature.

Management has estimated the fair value of non-current lease liabilities related to right-of-use assets, other receivables and other payables by discounting the future contractual cash flows at an appropriate rate.

33. COMPARATIVE FIGURES

Group

Although the Restructuring Exercise was completed on 26 March 2024 and the Company was incorporated on 27 February 2024, the consolidated financial statements of the IFBH Group are prepared as if the Company, i.e. the parent of the Group had been in existence since the incorporation of IFB Singapore as the Group is under the common control of the Controlling Shareholder. The financial period ended 31 December 2023 relates to the financial period from 8 December 2022 to 31 December 2023.

Company

This being the first set of audited financial statements, there are no comparative figures.

34. EVENTS OCCURRING AFTER THE REPORTING PERIOD

On 4 February 2025, a final exempt one-tier dividend in respect of year ended 31 December 2024 of US\$24.89 per share amounting to US\$28,000,000 was proposed by the Board. The dividend proposed is not accounted for until it has been approved by the shareholders at the Extraordinary General Meeting.

On 21 March 2025, the ultimate Controlling Shareholder transferred 5,100 ordinary shares of IFB Thailand held by him, representing approximately 51% of the total share capital of IFB Thailand, to the holding company at a consideration of THB 510,000, which was determined based on the par value of IFB Thailand's shares.

On the same date, the ultimate Controlling Shareholder, the holding company and the Company entered into an adherence agreement to the IFB Thailand Shareholder's Agreement (Note 1.1), by virtue of which, the holding company shall be bounded by the Shareholder's Agreement as if it became a party to the Shareholder's Agreement since the date of the adherence agreement.

The consideration of the share transfer was duly settled and completed on 21 March 2025. Upon completion, the holding company became a shareholder of IFB Thailand, holding 5,100 ordinary shares of IFB Thailand, and the ultimate Controlling Shareholder ceased to be a shareholder of IFB Thailand. By virtue of the rights attaching to the preference share under the Shareholder's Agreement, under Thai law, the Company continues to have 99.89% of the beneficial interest in IFB Thailand based on the articles of association of IFB Thailand.

On 4 June 2025, a tax exempt one-tier dividend of US\$1.78 per share amounting to US\$2 million out of the retained earnings of the Company as at 31 December 2024 was proposed by the Board. On the same date, an interim tax exempt one-tier dividend in respect of the year ending 31 December 2025 of US\$10.67 per share amounting to US\$12 million was also proposed by the Board.

The dividends proposed are not accounted for until it has been approved by the shareholders at the Extraordinary General Meeting.

35. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 31 December 2024.

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INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of IFBH Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of IFBH Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated net tangible assets as at 31 December 2024, and related notes as set out on pages II-1 to II-2 of the prospectus dated 20 June 2025 issued by the Company (the "Unaudited Pro Forma Financial Information"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in pages II-1 to II-2 to the prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the global offering of shares of the Company on the Group's financial position as at 31 December 2024 as if the transaction had taken place at 31 December 2024. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the year ended 31 December 2024, on which an accountants' report has been published.

Directors' responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline ("AG") 7 Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Our independence and quality management

We have complied with the ethical requirements of the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (the "ACRA Code") and the independence requirements in Part 4A of the ACRA Code, which are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Singapore Standard on Quality Management 1 *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants' responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the International Auditing and Assurance Standards Board. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the global offering of shares of the Company on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

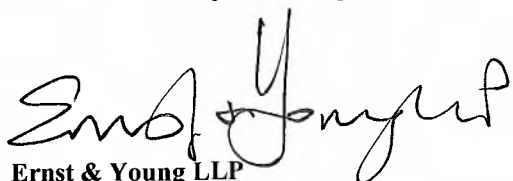
The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.



Ernst & Young LLP
Public Accountants and Chartered Accountants
Singapore

20 June 2025

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared in accordance with Rule 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants for illustration purposes only, and is set out here to illustrate the effect of the Global Offering on the consolidated net tangible assets of the Group attributable to owners of the parent as of 31 December 2024 as if the Global Offering had taken place on 31 December 2024.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the parent had the Global Offering been completed as of 31 December 2024 or any future dates.

	Consolidated net tangible assets of the Group attributable to owners of the parent as at 31 December 2024	Estimated net proceeds from the Global Offering	Unaudited Pro forma adjusted consolidated net tangible assets attributable to owners of the parent as at 31 December 2024	Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent per share	
	US\$'000 (note 1)	US\$'000 (note 2)	US\$'000	US\$ (note 3)	HK\$ (note 5)
Based on an Offer Price of HK\$25.3 per Offer Share	39,081	124,393	163,474	0.61	4.79
Based on an Offer Price of HK\$26.5 per Offer Share	39,081	130,496	169,577	0.64	5.02
Based on an Offer Price of HK\$27.8 per Offer Share	39,081	137,108	176,189	0.66	5.18

Notes:

- (1) The consolidated net tangible assets of the Group attributable to owners of the parent as at 31 December 2024 was equal to the net assets attributable to owners of the parent as at 31 December 2024 of US\$48,073,000 after deducting of intangible assets of US\$8,992,000 as at 31 December 2024 set out in the Accountants' Report in Appendix I to this prospectus.
- (2) The estimated net proceeds from the Global Offering are based on 41,666,800 of Offer Shares to be issued at the indicative offer price of HK\$25.3, HK\$26.5 and HK\$27.8 per Offer Share, being the low end, mid-point and high end of the indicative offer price range, respectively, after deduction of the underwriting fees and other listing related expenses expected payable by the Company (excluding listing expenses that have been charged to profit or loss during the Track Record Period), without taking into account of any allotment and issuance of any Shares upon the exercise of the Over-allotment Option, and any dividends or share dividends declared.

- (3) The unaudited pro forma net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 266,666,800 Shares were in issue assuming that the Global Offering had been completed on 31 December 2024 but without taking into account of any allotment and issuance of any Shares upon the exercise of the Over-allotment Option, and any dividends or share dividends declared.
- (4) The unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the parent does not take into account a final exempt one-tier dividend of US\$28,000,000 for the year ended 31 December 2024 and dividends of US\$14,000,000 declared on 4 February 2025 and 4 June 2025, respectively. Had the dividends been taken into account, the unaudited pro forma adjusted consolidated net tangible assets of the Group per Share would have been US\$0.46 (approximately HK\$3.61) at the Offer Price of HK\$25.3, US\$0.48 (approximately HK\$3.77) at the Offer Price of HK\$26.5, and US\$0.50 (approximately HK\$3.92) at the Offer Price of HK\$27.8, respectively, which is calculated based on 266,666,800 Shares in issue immediately following the public offer and placing.
- (5) For the purpose of this unaudited pro forma adjusted net tangible assets, the balance stated in Hong Kong dollars are converted into United States dollars at a rate of US\$1.0000 to HK\$7.8482. No representation is made that Hong Kong dollars amounts have been, could have been or may be converted to United States dollars, or vice versa, at that rate.
- (6) No other adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2024.