

*Directors' Statement and
Audited Financial Statements*

Rizing Pte. Ltd.

(Co. Reg. No. 201527818H)

For the year ended 31 March 2024

Rizing Pte. Ltd.
(Co. Reg. No. 201527818H)

General Information

Directors

Ankita Sharma
Srinivasan Badrinath

Secretary

Lim Choon Seng

Independent Auditor

HLB Atrede LLP

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Directors' Statement

The directors are pleased to present their statement to the member together with the audited financial statements of Rizing Pte. Ltd. (the "Company") for the financial year ended 31 March 2024.

1. OPINION OF THE DIRECTORS

In the opinion of the directors,

- (a) the accompanying financial statements are drawn up so as to give a true and fair view of the financial position of the Company as at 31 March 2024 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. DIRECTORS

The directors of the Company in office at the date of this statement are

Ankita Sharma
Srinivasan Badrinath

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate.

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

None of the Directors who held office at the end of the financial year had any interest in the shares, share options, warrants or debentures of the Company, or of its related corporations either at the beginning and end of the financial year.

5. SHARE OPTIONS

There were no share options granted during the financial year to subscribe for unissued shares of the Company.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

Rizing Pte. Ltd.
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Directors' Statement - continued

6. INDEPENDENT AUDITOR

The independent auditor, HLB Atrede LLP, has expressed its willingness to accept reappointment as auditor.



Ankita Sharma
Director



Srinivasan Badrinath
Director

10 May 2024

**Independent Auditor's Report
to the member of Rizing Pte. Ltd.**
(Co. Reg. No. 201527818H)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Rizing Pte. Ltd. (the "Company"), which comprise the statement of financial position as at 31 March 2024, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Financial Reporting Standards in Singapore (FRSs) so as to give a true and fair view of the financial position of the Company as at 31 March 2024 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matters

The financial statements for the financial year ended 31 March 2023 were audited by another auditor who expressed an unmodified opinion on these statements on 27 October 2023.

Other Information

Management is responsible for the other information. The other information comprises the Directors' Statement.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Independent Auditor's Report
to the member of Rizing Pte. Ltd. - continued**
(Co. Reg. No. 201527818H)

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSS, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

**Independent Auditor's Report
to the member of Rizing Pte. Ltd. - continued**
(Co. Reg. No. 201527818H)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

HLB Atrede LLP

HLB Atrede LLP
Public Accountants and
Chartered Accountants

Singapore
10 May 2024

Rizing Pte. Ltd.
(Co. Reg. No. 201527818H)

Statement of Financial Position as at 31 March 2024

	Note	2024 \$	2023 \$
Non-current assets			
Plant and equipment	4	6,601	11,868
Intangible assets	5	–	10,188
Investment in subsidiaries	6	6,012,329	–
		<u>6,018,930</u>	<u>22,056</u>
Current assets			
Trade and other receivables	7	4,543,942	11,000,478
Contract assets	8	42,323	68,787
Cash and cash equivalents	9	1,749,364	178,605
		<u>6,335,629</u>	<u>11,247,870</u>
Current liabilities			
Trade and other payables	10	1,767,609	13,654,459
Contract liabilities	11	1,164,148	898,973
		<u>2,931,757</u>	<u>14,553,432</u>
Net current assets/(liabilities)		3,403,872	(3,305,562)
Net assets		<u>9,422,802</u>	<u>(3,283,506)</u>
Equity attributable to owner of the Company			
Share capital	12	34,489,430	4,823,000
Deemed capital contribution	13	5,350,873	1,760,413
Accumulated losses		(30,706,262)	(10,155,680)
Other reserves	14	288,761	288,761
Total equity		<u>9,422,802</u>	<u>(3,283,506)</u>

The accompanying notes form an integral part of the financial statements.

Statement of Comprehensive Income for the financial year ended 31 March 2024

	Note	1.4.2023 to 31.3.2024 \$	1.1.2022 to 31.3.2023 \$
Revenue	15	3,592,767	4,073,857
Cost of sales		(3,244,290)	(4,102,077)
Gross profit/(loss)		348,477	(28,220)
Other income	16	7,375	25,197
Administrative expenses		(1,028,289)	(1,535,395)
Other charges	17	(19,875,932)	(234,078)
Finance cost		–	(37,271)
Loss before tax	18	(20,548,369)	(1,809,767)
Income tax expense	19	(2,213)	(29)
Loss for the year/period		(20,550,582)	(1,809,796)
Other comprehensive income		–	–
Total comprehensive loss for the year/period		(20,550,582)	(1,809,796)

Statement of Changes in Equity for the financial year ended 31 March 2024

	Share capital \$	Deemed capital contribution \$	Accumulated losses \$	Other reserves \$	Total \$
Balance at 1 January 2022	4,823,000	1,760,413	(8,345,884)	288,761	(1,473,710)
Total comprehensive loss for the period	–	–	(1,809,796)	–	(1,809,796)
Balance at 31 March 2023	4,823,000	1,760,413	(10,155,680)	288,761	(3,283,506)
Total comprehensive loss for the year	–	–	(20,550,582)	–	(20,550,582)
Issuance of ordinary shares	29,666,430	–	–	–	29,666,430
Additional capital contribution	–	3,590,460	–	–	3,590,460
Balance at 31 March 2024	34,489,430	5,350,873	(30,706,262)	288,761	9,422,802

The accompanying notes form an integral part of the financial statements.

Statement of Cash Flows for the financial year ended 31 March 2024

	1.4.2023 to 31.3.2024	1.1.2022 to 31.3.2023
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(20,548,369)	(1,809,767)
Adjustments for		
Amortisation of intangible assets	10,188	44,469
Amortisation of right-of-use assets	–	29,976
Depreciation of plant and equipment	5,267	4,453
Impairment loss on investment in subsidiaries	19,868,146	325,604
Interest expense on lease liabilities	–	95
Interest income from bank current account	(7,375)	(112)
Plant and equipment written off	–	1,426
Unrealised exchange differences	181,642	(107,687)
Operating loss before working capital changes	<u>(490,501)</u>	<u>(1,511,543)</u>
Decrease/(increase) in trade and other receivables and contract assets	6,483,000	(520,595)
(Decrease)/increase in trade and other payables and contract liabilities	(11,803,317)	1,469,194
Cash used in from operations	<u>(5,810,818)</u>	<u>(562,944)</u>
Interest received	7,375	112
Tax paid	–	(29)
Withholding tax	(2,213)	–
Net cash flows used in operating activities	<u>(5,805,656)</u>	<u>(562,861)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of plant and equipment	–	(15,359)
Increase in investment in subsidiary	(25,880,475)	–
Net cash flows used in investing activities	<u>(25,880,475)</u>	<u>(15,359)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from additional capital contribution	3,590,460	–
Proceeds from issuance of ordinary shares	29,666,430	–
Payment of principal portion of lease liabilities	–	(33,034)
Payment of interest portion of lease liabilities	–	(95)
Net cash flows from/(used in) financing activities	<u>33,256,890</u>	<u>(33,129)</u>
Net increase/(decrease) in cash and cash equivalents	1,570,759	(611,349)
Cash and cash equivalents at beginning of year	178,605	789,954
Cash and cash equivalents at end of year	<u>1,749,364</u>	<u>178,605</u>

The accompanying notes form an integral part of the financial statements.

Notes to the Financial Statements – 31 March 2024

These notes are an integral part of and should be read in conjunction with the accompanying financial statements.

1. CORPORATE INFORMATION

The Company is a private company limited by shares, incorporated and domiciled in Singapore.

The Company's immediate holding company, intermediate holding company and ultimate holding company are Rizing LLC, Rizing Intermediate Holdings Inc. and Wipro Limited, respectively and these companies are incorporated in United States of America and India respectively.

Related companies in these financial statements refer to members of the ultimate holding company's group of companies.

The registered office and principal place of business of the Company is located at 600 North Bridge Road #23-01 Parkview Square Singapore 188778.

The principal activities of the Company are that of information technology and business consultancy services, human resources management and business process outsourcing services and reseller of SAP and other human resources software.

The principal activities of the subsidiaries are set out in Note 6 to the financial statements.

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

(a) *Basis of preparation*

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (FRS).

The financial statements have been prepared on a historical cost basis except where otherwise described in the material accounting policy information below.

The financial statements are presented in Singapore Dollar (SGD or \$), which is the Company's functional currency and all values are rounded to the nearest one-dollar, except when otherwise indicated.

(b) *Adoption of new and amended standards and interpretations*

The accounting policies adopted are consistent with those of the previous financial year except that in current financial year, the Company has adopted all the new and amended standards which are relevant to the Company and are effective for annual financial period beginning on or after 1 January 2023. The adoption of these standards did not have any material effect on the financial statements of the Company.

(c) *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 financial statements.

The directors expect that the adoption of the standards and interpretations above will have no material impact on the financial statements in the period of initial application.

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(d) *Functional and foreign currency*

The management has determined the currency of the primary economic environment in which the Company operates i.e. functional currency, to be SGD.

Foreign currency transactions

Transactions in foreign currencies are measured in SGD and are recorded on initial recognition at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are re-translated to the functional currency at the rate of exchange ruling at the end of the reporting period.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of initial recognition. 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 as at the end of the reporting period are recognised in profit or loss.

(e) *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. The cost of an item of plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

When significant parts of plant and equipment are required to be replaced in intervals, the Company recognise such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

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

Computer equipment	–	3 years
Furniture and fittings	–	3 years
Leasehold improvements	–	3 years

Fully-depreciated assets are retained in the financial statements until they are no longer in use.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(e) ***Plant and equipment (continued)***

The residual value, useful life and depreciation method are reviewed at the end of each reporting period, and adjusted prospectively, if appropriate.

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

(f) ***Intangible assets***

Software development

Expenditure on research activities is recognised as an expense when incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised, if, and only if, all the following have been demonstrated.

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible assets; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above.

Subsequent to initial recognition, internally-generated intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is charged using the straight-line method over the periods the Company expects to benefit from selling the products developed over 5 years.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at the end of each reporting period. The effects of any revisions are recognised in profit or loss when the changes arise.

(g) ***Subsidiaries***

A subsidiary is an investee that is controlled by the Company. The Company 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.

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(g) ***Subsidiaries (continued)***

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

Consolidated financial statements

The financial statements of the subsidiaries have not been consolidated with the Company's financial statements as the Company is a wholly-owned subsidiary of Wipro Limited, a company incorporated in India, which prepares consolidated financial statements on a worldwide basis. Such financial statements are publicly available.

The registered address of Wipro Limited is Doddakannelli, Sarjapur Road, Bengaluru – 560 035, Karnataka, India.

Investments in subsidiaries in the financial statements of the Company are stated at cost, less any impairment in recoverable value.

(h) ***Financial instruments***

(i) ***Financial assets***

Initial recognition and measurement

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

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset 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 Company 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

Investments in debt instruments

Subsequent measurement of debt instruments depends on the business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(h) *Financial instruments (continued)*

(i) *Financial assets (continued)*

Subsequent measurement (continued)

Investments in debt instruments (continued)

▪ *Amortised cost*

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 de-recognised or impaired, and through amortisation process.

▪ *Fair value through other comprehensive income (FVOCI)*

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

▪ *Fair value through profit or loss*

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instruments that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI. Dividends from such investments are to be recognised in profit or loss when the right to receive payments is established. For investments in equity instruments which the Company has not elected to present subsequent changes in fair value in OCI, changes in fair value are recognised in profit or loss.

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(h) *Financial instruments (continued)*

(i) *Financial assets (continued)*

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition 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 for debt instruments is recognised in profit or loss.

(ii) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company 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 de-recognised, and through the amortisation process.

De-recognition

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

(iii) *Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(i) *Impairment of financial assets*

The Company 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 Company 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 result 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 required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company 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.

For debt instruments at fair value through OCI, the Company applies the low credit risk simplification. At every reporting date, the Company evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Company reassesses the internal credit rating of the debt instrument. In addition, the Company considers that there has been a significant increase in credit risk when the contractual payments are more than 30 days past due.

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

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events

- (i) significant financial difficulty of the issuer or the borrower;
- (ii) a breach of contract, such as a default or past due event;
- (iii) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(i) ***Impairment of financial assets (continued)***

Credit-impaired financial assets (continued)

- (iv) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (v) the disappearance of an active market for that financial asset because of financial difficulties.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the procedures for recovery of amounts due.

(j) ***Impairment of non-financial assets***

The Company assesses at the end of each reporting period whether there is an indication that a non-financial asset, may be impaired. If any such an indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash generation unit to which the asset belongs.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

(k) ***Cash and cash equivalents***

Cash and cash equivalents comprise cash on hand and at bank.

(l) ***Trade and other payables***

Trade and other payables are non-interest bearing and trade payables are normally settled on 30 to 60 days' terms while other payables have an average term of six months.

(m) ***Provisions***

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and when 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.

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(m) *Provisions (continued)*

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.

(n) *Employee benefits*

Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Company pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

In particular, the Company makes contributions to the Central Provident Fund (“CPF”) scheme in Singapore, a defined contribution pension scheme. These contributions are recognised as an expense in the period in which the related service is performed.

(o) *Revenue*

Revenue is measured based on the consideration to which the Company 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. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(i) *Consulting services*

The Company has ongoing contracts to provide technical advice to assist customers in integrating Systems, Applications and Products (SAP) in Data Processing as part of their Enterprise Asset Management solution. Revenue from consulting services is recognised over time by reference to the progress, which is measured by comparing the actual hours spent on the project with the total number of hours expected to complete the project (ie. input-based method). The customer simultaneously received and consumes the benefits over the duration of the contract and the contracts would require payment to be received for time and effort spent by the Company on progressing the contracts in the event of the customer cancelling the contract prior to completion for any reason other than the Company’s failure to perform its obligations under the contract.

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(o) *Revenue (continued)*

(ii) *License subscription*

The license subscription revenue are recognised over the contract period.

The customer is invoiced on an agreed billing schedule with a credit term of 30 days. If the value of goods and services transferred to customer exceeds the payments, a contract asset is recognised. Where the payments exceeds the value of goods and services transferred, a contract liability is recognised.

(p) *Taxes*

(i) *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.

Current income taxes are recognised in the profit or loss except to the extent that 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.

(ii) *Deferred tax*

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

Deferred tax liabilities are recognised for all temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(p) *Taxes (continued)*

(ii) *Deferred tax (continued)*

Deferred tax assets and liabilities are measured using the tax rates that are expected to apply to 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 end of the reporting period.

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 other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(iii) *Goods and services tax*

Revenue, expenses and assets are recognised net of the amount of goods and services tax (“GST”) except

- Where the goods and services tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the goods and services 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 goods and services tax included.

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

(q) *Related parties*

A related party is defined as follows

- (a) A person or a close member of that person’s family is related to the Company if that person
- (i) Has control or joint control over the Company;
 - (ii) Has significant influence over the Company; or
 - (iii) Is a member of the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Company if any of the following conditions applies
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

Notes to the Financial Statements – 31 March 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(q) *Related parties (continued)*

- (b) An entity is related to the Company if any of the following conditions applies (continued)
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities, and the disclosure of contingent liabilities at the end of each reporting period. However, 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.

▪ *Estimates and assumptions*

The key assumptions concerning the future and other key sources of estimation uncertainty as at the end of the reporting period are discussed below. The Company 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 Company. Such changes are reflected in the assumptions when they occur.

(i) *Estimation of total contract costs*

The Company has ongoing contracts to provide technical advice to assist customers in integrating Systems, Applications and Products (SAP) in Data Processing as part of their Enterprise Asset Management solution. The revenue is recognised over time by reference to the Company's progress, which is measured by comparing the actual hours spent on the project with the total number of hours expected to complete the project (i.e. input-based method).

Notes to the Financial Statements – 31 March 2024

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

▪ *Estimates and assumptions (continued)*

(i) *Estimation of total contract costs (continued)*

Management has to estimate the total hours required to complete, which are used in the input method to determine the Company's recognition of revenue for consulting services. Significant judgement is used to estimate these total hours required to complete the works. In making these estimates, management has relied on the internal expertise and also on past experience of completed projects.

The carrying amounts of the Company's contract assets and contract liabilities are disclosed in Notes 8 and 11 to the financial statements, respectively.

(ii) *Loss allowance for impairment of trade and other receivables*

Trade receivables from third parties

The management estimates expected credit loss allowance using a forward-looking expected credit loss ("ECL") model. When measuring ECL, the Company performs a review of the historical trends and credit risk profile of customers to determine a reasonable probability of default, which is the key estimate in measuring ECL.

Notwithstanding the above, the Company also evaluates the expected credit loss on customers in financial difficulties separately.

Trade and non-trade receivables from subsidiaries and related companies

Management determines whether there is significant increase in credit risk of trade and non-trade receivables from subsidiaries and related companies since initial recognition. Management considers various operating performance ratios as well as liquidity ratios of these related companies. There is no significant increase in credit risk as at 31 March 2024.

The carrying amounts of the Company's trade and other receivables are disclosed in Note 7 to the financial statements.

▪ *Judgement made in applying accounting policies*

In the process of applying the accounting policies, the management is of the opinion that there are no critical judgements involved that have a significant effect on the amounts recognised in the financial statements except as discussed below.

Notes to the Financial Statements – 31 March 2024

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

- *Judgement made in applying accounting policies (continued)*

Impairment of investment in subsidiaries

The Company assesses at end of each reporting period whether there is any objective evidence that the investment in subsidiaries are impaired. To determine whether there is objective evidence of impairment, the Company considers factors such as the industry and sector performance, technology changes, operational and financing cash flow. Management will exercise significant judgement to evaluate the financial conditions and business prospects of the investment. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on the forecasted performance of the subsidiaries. The carrying amount of the Company's investment in subsidiaries is disclosed in Note 6 to the financial statements.

4. PLANT AND EQUIPMENT

	Computer equipment	Furniture and fittings	Leasehold improvements	Total
	\$	\$	\$	\$
Cost				
At 1 January 2022	5,258	6,606	5,000	16,864
Additions	15,359	–	–	15,359
Write-off	(5,258)	6,606	(5,000)	(16,864)
At 31 March 2023, 1 April 2023 and 31 March 2024	15,359	–	–	15,359
Accumulated depreciation				
At 1 January 2022	3,342	6,550	4,584	14,476
Charge for the period	3,981	56	416	4,453
Write-off	(3,832)	(6,606)	(5,000)	(15,438)
At 31 March 2023 and 1 April 2023	3,491	–	–	3,491
Charge for the year	5,267	–	–	5,267
At 31 March 2024	8,758	–	–	8,758
Net carrying amount				
At 31 March 2023	11,868	–	–	11,868
At 31 March 2024	6,601	–	–	6,601

Notes to the Financial Statements – 31 March 2024

5. INTANGIBLE ASSETS

	Software development cost \$
Cost	
At 1 January 2022, 31 March 2023, 1 April 2023 and 31 March 2024	<u>247,966</u>
Accumulated amortisation	
At 1 January 2022	193,309
Charge for the period	<u>44,469</u>
At 31 March 2023 and 1 April 2023	237,778
Charge for the year	<u>10,188</u>
At 31 March 2024	<u>247,966</u>
Net carrying amount	
At 31 March 2023	<u>10,188</u>
At 31 March 2024	<u>–</u>

6. INVESTMENT IN SUBSIDIARIES

	2024 \$	2023 \$
Unquoted equity shares, at cost	26,907,279	1,026,804
Less: Impairment loss on investment in subsidiaries	<u>(20,894,950)</u>	<u>(1,026,804)</u>
	<u>6,012,329</u>	<u>–</u>

Movements in unquoted equity investment, at cost were as follows

Balance at beginning of financial year/period	1,026,804	1,026,804
Additions during the financial year/period	<u>25,880,475</u>	<u>–</u>
Balance at end of financial year/period	<u>26,907,279</u>	<u>1,026,804</u>

The movements in impairment loss on investment in subsidiaries are as follows

Balance at beginning of the financial year/period	1,026,804	701,200
Additions during the financial year/period	<u>19,868,146</u>	<u>325,604</u>
Balance at end of the financial year/period	<u>20,894,950</u>	<u>1,026,804</u>

Details of the subsidiaries as at 31 March are as follows

Name and principal activities	Country of incorporation	Cost of investment		Proportion of ownership interest	
		2024 \$	2023 \$	2024 %	2023 %
Synchrony Global Sdn. Bhd. (Cloud HR solutions and services)	Malaysia	–	–	100	100

Notes to the Financial Statements – 31 March 2024

6. INVESTMENT IN SUBSIDIARIES (continued)

Details of the subsidiaries as at 31 March are as follows (continued)

Name and principal activities	Country of incorporation	Cost of investment		Proportion of ownership interest	
		2024 \$	2023 \$	2024 %	2023 %
Rizing Philippines Inc. (Cloud HR solutions and enterprise management consulting)	Philippines	2,021,200	701,200	99.98	99.98
Rizing Solutions Pty Ltd (Cloud HR solutions and services)	Australia	18,083,989	1,189	100	100
Rizing New Zealand Limited (Cloud HR solutions and services)	New Zealand	1,603,800	–	100	100
Rizing Sdn. Bhd. (Enterprise management consulting and SAP systems integration)	Malaysia	5,198,290	324,415	100	100
		<u>26,907,279</u>	<u>1,026,804</u>		

Rizing Philippines Inc.

On 22 August 2023, the Company increased its investment in Rizing Philippines Inc. by \$1,320,000.

Rizing Solutions Pty Ltd

On 14 April 2023, the Company acquired additional 6,755,842 ordinary shares in Rizing Solutions Pty Ltd for a cash consideration of \$5,983,200. On 15 November 2023 and 8 December 2023, the Company further increased its investment in the subsidiary by \$4,080,600 and \$8,019,000 respectively.

Rizing New Zealand Limited

On 8 December 2023, the Company increased its investment in Rizing New Zealand Limited by \$1,603,800.

Rizing Sdn. Bhd.

On 30 May 2023, the Company acquired additional 7,500,000 ordinary shares in Rizing Sdn. Bhd. for a cash consideration of \$2,200,875. On 8 December 2023, the company further increased its investment in the subsidiary by \$2,673,000.

Notes to the Financial Statements – 31 March 2024

7. TRADE AND OTHER RECEIVABLES

	2024	2023
	\$	\$
<i>Trade receivables</i>		
Third parties	157,460	1,108,686
Amounts due from related companies	819	40,371
Amounts due from subsidiaries	348,008	639,097
<i>Other receivables</i>		
Amounts due from subsidiaries	4,003,358	9,162,644
Prepayments	34,297	49,680
	<u>4,543,942</u>	<u>11,000,478</u>

Trade receivables are unsecured, interest-free bearing and are generally on 30 days' terms.

Other receivables due from subsidiaries are unsecured, interest-free, repayment upon demand, and to be settled in cash

Trade and other receivables are denominated in the following currencies

Euro	332	109
Malaysian Ringgit	–	36,686
Philippine Peso	33,201	154,255
Singapore Dollar	4,004,847	5,497,153
United States Dollar	505,563	5,312,275
	<u>4,543,942</u>	<u>11,000,478</u>

The following tables provide information about the exposure to credit risk and ECLs for trade receivables from third parties for individual as at 31 March 2024 and 2023.

	Expected credit loss rate %	Gross carrying amount \$	Impairment loss allowance \$	Credit impaired
2024				
Current and not past due	–	60,687	–	No
1 to 30 days past due	–	5,450	–	No
More than 90 days past due	–	91,323	–	No
		<u>157,460</u>	–	
2023				
Current and not past due	–		–	No
1 to 30 days past due	–	83,180	–	No
61 to 90 days past due	–	33,133	–	No
More than 90 days past due	–	992,373	–	No
		<u>1,108,686</u>	–	

Notes to the Financial Statements – 31 March 2024

8. CONTRACT ASSETS

Contract assets represent the right to consideration for work completed but not yet billed to customers as at the end of the reporting period. The contract assets are transferred to trade receivables when the rights become unconditional and progress billings are made to customers.

Contract assets are denominated in the following currencies

	2024	2023
	\$	\$
Singapore Dollar	19,805	38,739
United States Dollar	22,518	30,048
	<u>42,323</u>	<u>68,787</u>

9. CASH AND CASH EQUIVALENTS

Cash and cash equivalents are denominated in the following currencies

Singapore Dollar	198,060	15,916
United States Dollar	1,551,304	162,689
	<u>1,749,364</u>	<u>178,605</u>

10. TRADE AND OTHER PAYABLES

Trade payables

Third parties	73,823	843,650
Amount due to immediate holding company	233,835	409,618
Amounts due to related companies	3,268	16,115
Amounts due to subsidiaries	29,158	297,864

Other payables

Third parties	–	19,694
Amount due to immediate holding company	723,216	10,922,295
Amounts due to related companies	–	2,356
Amounts due to subsidiaries	–	19,781
Accrued expenses	704,309	1,123,086

	<u>1,767,609</u>	<u>13,654,459</u>
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Trade payables are unsecured, interest-free and are generally settled on 30 days' term.

The non-trade payables are unsecured, interest-free, repayable upon demand and are to be settled in cash.

Notes to the Financial Statements – 31 March 2024

10. TRADE AND OTHER PAYABLES (continued)

Trade and other payables are denominated in the following currencies

	2024	2023
	\$	\$
Australian Dollar	3,510	163,495
British Pounds	–	3,548
Canadian Dollar	146	1,398
Euro	–	12,933
India Rupee	–	20,400
Malaysian Ringgit	–	16,467
New Zealand Dollar	33	11,577
Philippine Peso	25,615	216,871
Singapore Dollar	329,695	473,536
United States Dollar	1,408,610	12,734,234
	<u>1,767,609</u>	<u>13,654,459</u>

11. CONTRACT LIABILITIES

Contract liabilities comprise unsatisfied performance obligations arising from aggregate amount of transaction price allocated to consulting services and license subscription that are partially or fully unsatisfied as at the end of the reporting period.

Contract liabilities are denominated in the following currencies

Singapore Dollar	73,694	192,083
United States Dollar	1,090,454	706,890
	<u>1,164,148</u>	<u>898,973</u>

12. SHARE CAPITAL

	2024		2023	
	Number of shares	Paid up \$	Number of shares	Paid up \$
<i>Issued and paid up ordinary shares</i>				
At beginning of the year/ period	24,115	4,823,000	24,115	4,823,000
Issuance during the year/period	20,977	29,666,430	–	–
At end of year/period	<u>45,092</u>	<u>34,489,430</u>	<u>24,115</u>	<u>4,823,000</u>
<i>Ordinary shares issued for consideration in</i>				
- Singapore Dollar	41,946	17,751,730	20,972	4,194,400
- United States Dollar	3,146	16,737,700	3,143	628,600
	<u>45,092</u>	<u>34,489,430</u>	<u>24,115</u>	<u>4,823,000</u>

Rizing Pte. Ltd.

(Co. Reg. No. 201527818H)

Notes to the Financial Statements – 31 March 2024**12. SHARE CAPITAL (continued)**

The holder of ordinary shares is entitled to receive dividends as and when declared by the Company. All ordinary shares have no par value and carry one vote per share without restriction.

13. DEEMED CAPITAL CONTRIBUTION

In the previous financial years, the immediate holding Company, Rizing LLC contributed \$1,760,413 to the Company which had no expected realisation within the next twelve month. These amounts had been recognised as deemed capital contribution from the holding company as these amounts are, in substance, a part of the holding company's net investment in the Company. During the year, the company's immediate holding company contributed additional capital contribution of \$3,590,460 to the company.

14. OTHER RESERVES

	2024	2023
	\$	\$
Capital reserve	(76,468)	(76,468)
Fair value adjustment reserve	(180)	(180)
Merger reserve	365,409	365,409
	<u>288,761</u>	<u>288,761</u>

Capital reserve

The capital reserve relate to the amount due from its related company of \$76,468 written off in 2021. The amount was recognised in capital reserve as in essence, it represents a transaction with owner and is non-distributable.

Fair value adjustment reserve

The fair value adjustment reserve represents the cumulative fair value changes, net of tax, of financial asset held at FVOCI until they are de-recognised. Upon de-recognition, the cumulative fair value changes will be transferred to accumulated losses.

Merger reserve

The merger reserve arose from the amalgamation of Rizing Pte Ltd and Vesta Partners Pte Ltd using the pooling-of-interest method which involves combining the statement's of financial position from the two companies into one. In applying the pooling-of-interest method, the Company has adopted the accounting policy that no restatement of period prior to the combination under common control.

15. REVENUE

	1.4.2023 to	1.1.2022 to
	31.3.2024	31.3.2023
	\$	\$
Consulting services	1,635,734	1,996,836
License subscription	1,957,033	2,077,021
	<u>3,592,767</u>	<u>4,073,857</u>

Notes to the Financial Statements – 31 March 2024

15. REVENUE (continued)

The transfer of goods and services during the financial year/period is overtime.

The aggregated amount of transaction price allocated to the performance obligation that are unsatisfied (or partially unsatisfied) as at the end of the reporting period amounted to \$1,164,148 (2023: \$898,973).

The Company expects to recognise \$1,164,148 as revenue relating to the transaction price allocated to the unsatisfied (or partially satisfied) performance obligations in the following reporting period.

16. OTHER INCOME

	1.4.2023 to 31.3.2024	1.1.2022 to 31.3.2023
	\$	\$
Interest income from bank current account	7,375	112
Sundry income	–	25,085
	<u>7,375</u>	<u>25,197</u>

17. OTHER CHARGES/(CREDIT)

Bank charges	28,031	34,248
Foreign exchange adjustment, gain	(25,727)	(110,388)
GST, unrecoverable	5,482	1,727
Impairment loss on investment in subsidiaries	19,868,146	325,604
Plant and equipment written off	–	1,426
Others	–	(18,539)
	<u>19,875,932</u>	<u>234,078</u>

18. LOSS BEFORE TAX

The loss before tax is arrived at after charging

Purchases	<u>1,600,424</u>	<u>1,843,374</u>
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19. INCOME TAX EXPENSE

(i) *Major components of income tax expense*

The major components of income tax expense for the year/period ended 31 March 2024 and 2023 are

Current income tax	–	29
Withholding tax	2,213	–
	<u>2,213</u>	<u>29</u>

Notes to the Financial Statements – 31 March 2024

19. INCOME TAX EXPENSE (continued)

(ii) *Relationship between tax expense and accounting loss*

A reconciliation between the tax expense and the product of accounting loss multiplied by the applicable tax rate for the year/period ended 31 March 2024 and 2023 is as follows.

	1.4.2023 to 31.3.2024	1.1.2022 to 31.3.2023
	\$	\$
Loss before tax	<u>20,548,369</u>	<u>1,809,767</u>
Tax benefit on loss before tax at 17%	(3,493,223)	(307,660)
Adjustments		
Effects of income not subject to tax	(1,254)	(19)
Expenses not deductible for income tax purposes	3,378,063	67,135
Effects of deferred tax assets not recognised	116,414	241,506
Withholding tax	2,213	–
Others	–	(933)
	<u>2,213</u>	<u>29</u>

(iii) *Unrecognised deferred tax assets*

Unrecognised deferred tax assets are attributable to the following temporary differences computed at local income tax rate.

	2024	2023
	\$	\$
Deferred tax assets		
Differences in depreciation	108,781	107,885
Unutilised capital allowance	47,092	47,092
Tax losses carried forward	<u>1,326,579</u>	<u>1,212,315</u>
Total deferred tax assets	1,482,452	1,367,292
Deferred tax assets on temporary differences not recognised	<u>(1,482,452)</u>	<u>(1,367,292)</u>
	<u>–</u>	<u>–</u>

Unrecognised deferred tax assets is attributed mainly to unutilised tax losses.

As at the end of the financial year/period, the Company had unutilised tax losses, unabsorbed capital allowances and other temporary differences of approximately \$7,803,000, \$277,000 and \$640,000 (2023: \$7,131,000, \$277,000 and \$635,000) respectively which are available for set-off against future taxable profits subject to the agreement of the relevant tax authorities and compliance with certain provision of the tax legislation of the respective countries in which the Company operates. The related deferred tax assets has not been recognised in the financial statements due to the unpredictability of future revenue streams.

Notes to the Financial Statements – 31 March 2024

20. EMPLOYEE BENEFITS

	1.4.2023 to 31.3.2024	1.1.2022 to 31.3.2023
	\$	\$
Central Provident Fund contributions	79,793	145,183
Staff salaries and bonuses	1,800,791	2,376,703
	<u>1,880,584</u>	<u>2,521,886</u>
Presented as follows		
- Cost of sales	1,031,047	1,611,693
- Administrative expenses	849,537	910,193
	<u>1,880,584</u>	<u>2,521,886</u>

21. RELATED PARTY DISCLOSURES

In addition to related party information disclosed elsewhere in the financial statements, the following significant transactions between the Company and its related parties that took place at terms agreed between the parties during the financial year.

Significant related party transactions

Immediate holding company

Advances from	–	70,905
Purchases from	96,177	139,281
Sales to	13,279	97,364
	<u>13,279</u>	<u>97,364</u>

Subsidiaries

Advances from	–	308,329
Advances to	–	126,638
Purchases from	503,861	370,171
Sales to	567,568	193,666
	<u>567,568</u>	<u>193,666</u>

Related companies

Purchases from	10,737	–
Sales to	251,330	502,242
	<u>251,330</u>	<u>502,242</u>

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk and liquidity risk. The Company's risk management policies focus on the unpredictability of financial markets and seek to, where appropriate, minimise potential adverse effects on the financial performance of the Company. The Company does not have any written financial risk management policies and guidelines and there has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

Notes to the Financial Statements – 31 March 2024

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The following sections provide details regarding the Company's exposure to the financial risks associated with financial instruments held in the ordinary course of business and the objectives, policies and processes for the management of these risks.

(i) ***Credit risk***

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk arises primarily from its trade and other debtors. Guidelines on credit terms provided to trade customers are established and continually monitored. For other financial assets (including cash and cash equivalents), the Company minimises credit risk by dealing exclusively with reputable and well-established local and foreign banks, and companies with high credit ratings and no history of defaults.

The Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Company trades only with recognised and creditworthy third parties. It is the Company'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 Company's exposure to bad debts is not significant.

The Company does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In order to minimise credit risk, the Company has developed and maintain the Company's credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the Company uses other publicly available financial information and the Company's own trading records to rate its major customers and other debtors. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Company's current credit risk grading framework comprises the following categories.

Category	Description	Basis for recognising expected credit losses (ECL)
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL - not credit-impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL - credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Company has no realistic prospect of recovery.	Amount is written off

Notes to the Financial Statements – 31 March 2024

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(i) *Credit risk (continued)*

The tables below detail the credit quality of the Company's financial assets and other items, as well as maximum exposure to credit risk by credit risk rating grades

	Note	Internal credit rating	12-month or lifetime ECL	Gross carrying amount \$	Loss allowance \$	Net carrying amount \$
2024						
Trade receivables	7	(a)	Lifetime ECL (simplified approach)	506,287	–	506,287
Other receivables	7	Performing	12-month ECL	4,003,358	–	4,003,358
					–	
2023						
Trade receivables	7	(a)	Lifetime ECL (simplified approach)	1,788,154	–	1,788,154
Other receivables	7	Performing	12-month ECL	9,162,644	–	9,162,644
					–	

▪ ***Exposure to credit risk***

As at the end of the reporting period, the Company's maximum exposure to credit risk is represented by the carrying amounts of each class of financial assets recognised in the statement of financial position.

▪ ***Credit risk concentration profile***

As at the end of the reporting period, there were no significant concentrations of credit risk as sales are mainly on a cash basis and no trade receivables.

▪ ***Financial assets that are neither past due nor impaired***

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Company. Cash and cash equivalents that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Notes to the Financial Statements – 31 March 2024

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(ii) **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from possible mismatches of the maturities of financial assets and liabilities. The Company's objective is to maintain a level of cash to meet the obligations and commitments due and ensure cash efficiency whereby maximisation of cash flow position can be achieved.

The Company ensures that there are adequate working capital to meet all its obligation in a timely and cost effective manner.

Analysis of financial instruments by remaining contractual maturities

The maturity profile of the Company's financial assets and financial liabilities as at the end of the reporting period, based on contractual undiscounted repayment obligations is within one year.

(iii) **Market risk**

Foreign currency risk

The Company transacts business in various foreign currencies other than the respective functional currencies of the Company and its subsidiary, including United States Dollar ("USD"), India Rupee ("INR"), Australian Dollar ("AUD"), Philippine Peso ("PHP"), Malaysian Ringgit ("MYR"), Euro ("EUR"), Canadian Dollar ("CAD"), New Zealand Dollar (NZD) and Great British Pound ("GBP") and hence is exposed to foreign currency risks. These risks are managed either by foreign currency forward contracts in respect of actual or forecast currency exposures or through natural hedges arising from a matching of sales and purchases or a matching of assets and liabilities of the same currency and amount.

The Company's exposure from foreign currency denominated monetary assets and monetary liabilities as at the end of the reporting period is as follows

	2024	2023
	\$	\$
Monetary assets		
Euro	332	109
Malaysian Ringgit	–	36,686
Philippines Pesos	33,201	154,255
United States Dollar	<u>2,079,385</u>	<u>5,505,012</u>
Monetary liabilities		
Australian Dollar	3,510	163,495
Great Britain Pound	–	3,548
Canadian Dollar	146	1,398
Euro	–	12,933
Indian Rupees	–	20,400
Malaysian Ringgit	–	16,467
New Zealand Dollar	33	11,577
Philippines Pesos	25,615	216,871
United States Dollar	<u>2,499,063</u>	<u>13,441,124</u>

Notes to the Financial Statements – 31 March 2024

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(iii) *Market risk (continued)*

Foreign currency sensitivity analysis

The Company is mainly exposed to fluctuations in foreign exchange rates arising from USD.

The following table details the Company's sensitivity to a 10% (2023: 10%) change in respective functional currencies against foreign currencies. The sensitivity analysis assumes an instantaneous 10% (2023: 10%) change in the foreign currency exchange rates as at the end of the reporting period, with all other variables held constant. The results of the model are also constrained by the fact that only monetary items, which are denominated in USD is included in the analysis.

	Increase/(decrease)	
	2024	2023
	\$	\$
USD		
Strengthens against SGD	(41,968)	(793,611)
Weakens against SGD	41,968	793,611
	<u>41,968</u>	<u>793,611</u>

No sensitivity analysis has been prepared for the other currencies as the effect of currency risk is not significant.

23. CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES

The following table summarises the carrying amounts of financial assets and financial liabilities recorded as at the end of the reporting period by FRS 109 categories.

	2024	2023
	\$	\$
<i>Financial assets at amortised cost</i>		
Trade and other receivables	4,509,645	10,950,798
Contract assets	42,323	68,787
Cash and cash equivalents	1,749,364	178,605
	<u>6,301,332</u>	<u>11,198,190</u>
<i>Financial liabilities at amortised cost</i>		
Trade and other payables	1,767,609	13,654,459
	<u>1,767,609</u>	<u>13,654,459</u>

24. FAIR VALUE OF ASSETS AND LIABILITIES

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The carrying amounts of financial assets and liabilities are reasonable approximation of fair values due to their short-term nature.

Notes to the Financial Statements – 31 March 2024

24. FAIR VALUE OF ASSETS AND LIABILITIES (continued)

The Company does not anticipate that the carrying amounts recorded as at the end of the reporting period would be significantly different from the values that would eventually be received or settled.

It is not practicable to determine, with sufficient reliability without incurring excessive costs, the fair value of amounts payable from related parties and directors due to the absence of agreed repayment terms between the parties involved.

As at the end of the reporting period, the Company does not have any other financial instruments carried at fair value.

25. CAPITAL MANAGEMENT

The primary objective of the Company'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 Company manages its working capital structure and makes adjustment to it, in light of changes in economic conditions. To maintain or adjust the working capital structure, the Company may adjust the dividend payment to its shareholder, return capital to its shareholder or issue new shares. No changes were made in the objectives, policies or processes during the year/period ended 31 March 2024 and 2023.

The Company manages capital by regularly monitoring its current and expected liquidity requirements. The Company is not subject to either externally-imposed capital requirements.

26. COMPARATIVE FIGURES

The financial statements for the period ended 31 March 2023 cover the financial period from 1 January 2022 to 31 March 2023. The financial statements for the year ended 31 March 2024 cover the twelve months ended 31 March 2024. As such, the statement of comprehensive income, statement of changes in equity, statement of cash flows and the related notes for the current year and previous financial period are not comparable.

27. AUTHORISATION OF FINANCIAL STATEMENTS

The financial statements for the year ended 31 March 2024 were authorised for issue in accordance with a directors' resolution which was dated on the same date as the directors' statement.