

# APPENDIX 4E PRELIMINARY FINAL REPORT

1. Company details

Name of entity: I Synergy Group Limited

ABN: 51 613 927 361

Reporting period: For the year ended 31 December 2023 Previous period: For the year ended 31 December 2022

2. Results for announcement to the market

|   |      |        |    | AUD\$'000 |
|---|------|--------|----|-----------|
| Revenue from ordinary activities  | down | 32.05% | to | 1,043     |
| Loss from ordinary activities after tax attributable to the owners of I Synergy Group Limited | down | 87.60% | to | (961)     |
| Loss for the year attributable to the owners of I Synergy Group Limited                       | down | 87.60% | to | (961)     |

# Dividend

No dividend was recommended by the directors for the financial year.

During the financial year, the Group experienced a decline of 32.05% in revenue from AUD\$1.54 million to AUD\$1.04 million causing the Group experiencing a loss of AUD\$0.96 million during the financial year.

Net tangible liabilities

|   | Reporting<br>period<br>Cents | Pervious<br>period<br>Cents |
|---|------------------------------|-----------------------------|
| Net tangible liabilities per ordinary share | 0.01                         | 0.02                        |

4. Control gained over entities

Not applicable.

Loss control over entities

During the period ended 31 December 2023, the Group loss control of the following entities:

| Company                               | Country of Incorporation | Deregistered Date |
|---------------------------------------|--------------------------|-------------------|
| Cloutopia Pty Ltd                     | Australia                | 2 December 2023   |
| Distributed Ledger Technology Pty Ltd | Australia                | 2 December 2023   |
| Postech International Pty Ltd         | Australia                | 13 December 2023  |
| Kuliner Pty Ltd                       | Australia                | 13 December 2023  |
| Uniclub Pty Ltd                       | Australia                | 13 December 2023  |

6. Details of associates and joint venture entities

Not applicable.

7. Foreign entities to disclose which accounting standards are used in compiling the report

The financial statements of the Group have been prepared in accordance with Australian Accounting Standards issued by Australian Accounting Standards Board, which is also comply with International Financial Reporting Standards.

8. Audit status

The accounts are in the process of being audited.

If the accounts have not yet been audited and are likely to contain an independent audit report thatis to a modified opinion, emphasis of matter or other matter paragraph, a description of the likely modified opinion, emphasis of matter or other matter paragraph.

The Company does not expect any audit modification will arise, however, the audit opinion will likely containan Emphasis of Matter relating to material uncertainty related to going concern, as a consequence of the result of the financial year.

10. Attachments

The financial statements and notes forming part of the Preliminary Final Report of I Synergy Group Limited for the year ended 31 December 2023 is attached.

Date: 29 February 2024

11. Signed

Signed\_\_\_\_\_

Dato' Teo Chee Hong

Director



**Preliminary Financial Statements** 

For the Year Ended 31 December 2023

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

|  | Note         | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|--|--------------|-------------------|-------------------|
| Revenue  | 2            | 1,043             | 1,535             |
| Cost of sales  | -            | (1)               | (193)             |
| Gross profit   |              | 1,042             | 1,342             |
| Other income   |              | 93                | 112               |
| Selling and distribution expenses  |              | (3)               | (129)             |
| Administration expenses  |              | (2,070)           | (2,511)           |
| Impairment of goodwill   |              | -                 | (6,538)           |
| Finance cost   | <del>-</del> | (21)              | (2)               |
| Loss before taxation   | 3            | (959)             | (7,726)           |
| Income tax expense   | 4            | (1)               | (18)              |
| Loss net of tax, representing total comprehensive expense for the financial year | =            | (961)             | (7,744)           |
| Loss attributable to:  |              |                   |                   |
| Members of the parent entity   |              | (961)             | (7,743)           |
| Non-controlling interest   | _            |                   | (1)_              |
|  | =            | (961)             | (7,744)           |
| Total comprehensive income attributable to:                                      |              |                   |                   |
| Member of the parent entity  |              | (961)             | (7,746)           |
| Non-controlling interest   | _            | *                 | 2                 |
|  | =            | (961)             | (7,744)           |
|  |              | Cents             | Cents             |
| Basic loss per share   | 5            | (0.32)            | (3.05)            |
| Diluted loss per share   | 5            | (0.32)            | (3.05)            |

<sup>\*</sup>Amount less than AUD1,000

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2023

|                                 | Note         | 2023      | 2022      |
|---------------------------------|--------------|-----------|-----------|
|                                 |              | AUD\$'000 | AUD\$'000 |
| Assets                          |              |           |           |
| Current assets                  |              |           |           |
| Cash and cash equivalents       | 6            | 127       | 324       |
| Trade and other receivables     | 7            | -         | 72        |
| Other assets                    | 8            | 82        | 374       |
| Current tax receivables         | · ·          | 92        | 289       |
| ₹ Total current assets          | <del>-</del> | 301       | 1,059     |
| )) Total darront docoto         | <del>-</del> | 001       | 1,000     |
| Non-current assets              |              |           |           |
| □ Property, plant and equipment | 9            | 13        | 142       |
| Right-of-use assets             | 10           | 57        | 401       |
| Development cost                | 11           | 603       | 1,109     |
| ☐ Total non-current assets      | <del>-</del> | 673       | 1,652     |
|                                 | <del>-</del> |           |           |
| Total assets                    | -            | 974       | 2,711     |
|                                 |              |           |           |
| Liabilities                     |              |           |           |
| Current liabilities             |              |           |           |
| Trade payables                  | 12           | -         | 27        |
| Other liabilities               | 13           | 656       | 953       |
| Amount due to a Director        | 14           | 561       | -         |
| Lease liabilities               | 15           | 12        | 111       |
| Deferred revenue                | 16           | 852       | 1,080     |
| Total current liabilities       | -            | 2,081     | 2,171     |
|                                 |              |           |           |
| Non-current liabilities         |              |           |           |
| Lease liabilities               | 15           | 57        | 185       |
| Deferred revenue                | 16           | 1,255     | 1,966     |
| Total non-current liabilities   | -            | 1,312     | 2,151     |
| Total liabilities               | -            | 3,393     | 4,322     |
| Net liabilities                 | <u>-</u>     | (2,419)   | (1,611)   |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2023

|  | Note  | 2023<br>AUD\$'000<br>\$ | 2022<br>AUD\$'000<br>\$ |
|--|-------|-------------------------|-------------------------|
| Equity   |       |                         |                         |
| Issued capital   | 17    | 8,508                   | 8,328                   |
| Merger deficit   | 18(a) | (1,042)                 | (1,042)                 |
| Foreign currency translation reserve                       | 18(b) | (5)                     | 23                      |
| Option reserve   | 18(c) | 3,068                   | 3,068                   |
| Retained earnings  |       | (12,988)                | (12,027)                |
| Total equity attributable to equity holders of the Company |       | (2,459)                 | (1,650)                 |
| Non-controlling interest                                   | _     | 40_                     | 39                      |
| Total equity   | =     | (2,419)                 | (1,611)                 |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

| 2023  | Ordinary<br>shares<br>AUD\$'000 | Retained<br>earnings<br>AUD\$'000 | Foreign<br>currency<br>translation<br>AUD\$'000 | Merger<br>deficit<br>AUD\$'000 | Option<br>reserve<br>AUD\$'000 | Non-<br>controlling<br>interest<br>AUD\$'000 | Total<br>AUD\$'000 |
|---|---------------------------------|-----------------------------------|---|--------------------------------|--------------------------------|--|--------------------|
| Balance 1 January 2023  | 8,328                           | (12,027)                          | 23  | (1,042)                        | 3,068                          | 39   | (1,611)            |
| Loss attributable to members of the parent entity                             | -                               | (961)                             | -   | -                              | -                              | -  | (961)              |
| Total other comprehensive income for the year                                 | -                               | -                                 | (28)  | -                              | -                              | -  | (28)               |
| Shares issued during the year   | 180                             | -                                 | -   | -                              | -                              | -  | 180                |
| Foreign exchange translation reserve attributable to non-controlling interest | <u>-</u>                        |                                   |   |                                | <u>-</u> _                     | 1  | 1                  |
| Balance at 31 December 2023   | 8,508                           | (12,988)                          | (5)   | (1,042)                        | 3,068                          | 40   | (2,419)            |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

| 2022  | Ordinary<br>shares<br>AUD\$'000 | Retained<br>earnings<br>AUD\$'000 | Foreign<br>currency<br>translation<br>AUD\$'000 | Merger<br>deficit<br>AUD\$'000 | Option<br>reserve<br>AUD\$'000 | Non-<br>controlling<br>interest<br>AUD\$'000 | Total<br>AUD\$'000 |
|---|---------------------------------|-----------------------------------|---|--------------------------------|--------------------------------|--|--------------------|
| Balance 1 January 2022                              | 2,442                           | (4,284)                           | 164   | (1,042)                        | 142                            | 38   | (2,540)            |
| Loss attributable to members of the parent entity   | -                               | (7,743)                           | -   | -                              | -                              | -  | (7,743)            |
| Total other comprehensive income for the year       | -                               | -                                 | -   | -                              | -                              | (1)  | (1)                |
| Shares issued during the year                       | 5,886                           | -                                 | -   | -                              | -                              | -  | 5,886              |
| Foreign currency translation difference             | -                               | -                                 | (141)   | -                              | -                              | 2  | (139)              |
| Option reserve on recognition employee entitlements |                                 |                                   |   |                                | 2,926                          |  | 2,926              |
| Balance at 31 December 2022                         | 8,328                           | (12,027)                          | 23  | (1,042)                        | 3,068                          | 39   | (1,611)            |

# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

|  | Note | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|--|------|-------------------|-------------------|
| Cash flows from operating activities:                    |      |                   |                   |
| Receipts from customers                                  |      | 1,675             | 555               |
| Payments to suppliers and employees                      |      | (2,221)           | (6,854)           |
| Interest paid  |      | (21)              | (2)               |
| Income taxes refund/(paid)                               | -    | 195               | (85)              |
| Net cash used in operating activities                    | -    | (372)             | (6,386)           |
| Cash flows from investing activities:                    |      |                   |                   |
| Interest received  |      | *                 | 4                 |
| Purchase of property, plant and equipment                | -    | 7_                |                   |
| Net cash provided by investing activities                | -    | 7                 | 4                 |
| Cash flows from financing activities:                    |      |                   |                   |
| Proceeds from issuance of shares                         |      | 180               | 5,886             |
| Repayment of lease liabilities                           | -    | (12)              | (87)              |
| Net cash provided by financing activities                | -    | 168               | 5,799             |
| Net decrease in cash and cash equivalents held           |      | (197)             | (583)             |
| Cash and cash equivalents at beginning of financial year | -    | 324               | 907               |
| Cash and cash equivalents at end of financial year       | 6    | 127               | 324               |

<sup>\*</sup>Amount less than AUD1,000

For the year ended 31 December 2023

# **BASIS OF PREPARATION**

The preliminary financial report ("the Report") are prepared in compliance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board ("AASB"). The Report also comply with International Financial Reporting Standards.

It is recommended that the Report to be read in conjunction with the half year financial statements of I Synergy GroupLimited and its control entities ("Group") as at 31 December 2023 together with any public announcements made by I Synergy Group Limited during the financial year ended 31 December 2023, in accordance with the continuous disclosure obligations arising under the *Corporations Act 2001*.

The principal accounting policies adopted in the Report are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

# New or amended Accounting Standard s and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the AASB and are mandatory for the current reporting period. The adoption of the new or amended Accounting Standards and Interpretations (including the consequential amendments, if any) did not have any material impact on the Group's financial statements.

Any new or amended Accounting Standards and Interpretations that are not yet mandatory have not been early applied.

# **REVENUE**

Revenue from continuing operations

|   | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|---|-------------------|-------------------|
| - Training                              | -                 | 3                 |
| - VTRAK                                 | -                 | 45                |
| - Website and software development fees | -                 | 412               |
| - License right to access               | 1,031             | 1,075             |
| - Commission received                   | 11                | -                 |
| - Other revenue                         | 1                 |                   |
| Total revenue                           | 1,043             | 1,535             |

# 3. LOSS BEFORE TAXATION

The result for the year includes the following specific expenses:

|  | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|--|-------------------|-------------------|
| Impairment losses on trade receivables | -                 | (39)              |
| Amortisation of development cost       | 218               | 359               |
| Audit fees                             | 34                | 44                |
| Bad debts written-off                  | <del>-</del>      | 8                 |

# For the year ended 31 December 2023

# 3. LOSS BEFORE TAXATION (Continued)

The result for the year includes the following specific expenses:

|  | 2023      | 2022      |
|--|-----------|-----------|
|  | AUD\$'000 | AUD\$'000 |
| Deposit forfeited  | 8         | -         |
| Depreciation of property, plant and equipment            | 35        | 110       |
| Depreciation of right of use                             | 28        | 106       |
| Directors' remuneration:                                 |           |           |
| - Salaries, bonuses and allowances                       | 160       | 445       |
| - Defined contribution plan                              | 13        | -         |
| Property, plant and equipment written off                | 101       | 13        |
| Interest expense on financial liability not at FVTPL:    |           |           |
| - Lease liabilities                                      | 7         | 1         |
| - Others   | 13        | -         |
| Loss on disposal of property, plant and equipment        | 12        | *         |
| Loss on investment in subsidiary                         | 387       | -         |
| Rental of equipment                                      | 1         | 2         |
| Rental of premises                                       | 57        | 42        |
| Staff costs:   |           |           |
| - Salaries, bonuses, commission and allowances           | 259       | 666       |
| - Defined contribution plan                              | 20        | 85        |
| - Others   | 27        | 20        |
| Interest income on financial assets that are: - at FVTPL | *         | 13        |
| *Amount less than AUD1,000                               |           |           |

**INCOME TAX EXPENSE** 

|             | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|-------------|-------------------|-------------------|
| Current tax | 1                 | 18                |

A reconciliation of the income tax expense applicable to the loss before taxation at the statutory tax rate to the income tax expense at the effective tax rate of the Group is as follows:

|  | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|--|-------------------|-------------------|
| Loss before taxation   | (959)             | (7,726)           |
| Tax at the statutory tax rates Tax effect of: - Under provision of prior year income tax | (240)             | (1,931)           |
| Tax benefit on tax losses not recognized   | 241               | 1,931             |
| Income tax expense for the financial year  | 1                 | 18                |

For the Year Ended 31 December 2023

Total trade and other receivables

| 5. EARNINGS PER SHA | <u>.                                    </u> | EARNIN | IGS I | PER | SHARE |
|---------------------|--|--------|-------|-----|-------|
|---------------------|--|--------|-------|-----|-------|

Reconciliation of earnings to profit or loss from continuing operations.

|     |  | 2023                 | 0000              |
|-----|--|----------------------|-------------------|
|     |  | AUD\$'000            | 2022<br>AUD\$'000 |
|     | oss after taxation Profit attributable to non-controlling equity                               | (961)                | (7,743)           |
| Ir  | nterest in respect of continuing operations  | <del>_</del>         | 1                 |
| L   | oss after tax attributable to the owners of the parent   | (961)                | (7,744)           |
|     | Basic loss per share<br>Veighted average number of ordinary shares outstanding during the y    | ear used in calculat | ting basic EPS    |
|     |  | 2023<br>No.          | 2022<br>No.       |
|     | Veighted average number of ordinary shares outstanding during the sed in calculating basic EPS | 296,580,368          | 254,088,031       |
| В   | Basic and diluted loss per share   | Cents (0.32)         | Cents (3.05)      |
| C   | CASH AND CASH EQUIVALENTS  |                      |                   |
|     |  | 2023<br>AUD\$'000    | 2022<br>AUD\$'000 |
| C   | Cast and bank balances   | 127                  | 324               |
| _ Т | RADE AND OTHER RECEIVABLES   |                      |                   |
|     |  | 2023<br>AUD\$'000    | 2022<br>AUD\$'000 |
| Т   | rade receivables   | -                    | 404               |
|     | Allowances for expected credit losses  | <del>_</del>         | (391)             |
|     | otal trade receivables<br>SST/VAT recoverable  | -                    | 14<br>58          |
| G   | 33 I/VAT TECOVERABLE   |                      | 58                |

72

# For the Year Ended 31 December 2023

# 7. TRADE AND OTHER RECEIVABLES (Continued)

|   | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|---|-------------------|-------------------|
| Allowances for expected credit losses:                              |                   |                   |
| Balance at beginning of the year                                    | (391)             | (370)             |
| Reversal/(Additional) impairment loss recognised                    | 391               | (9)               |
| Foreign exchange translation differences                            |                   | (12)              |
| Balance at end of the year  |                   | (391)             |
| The Common property and the state of the common forces 20 to 60 (00 | 200- 20 t- 00) -  |                   |

The Group normal trade credit terms range from 30 to 60 (2022: 30 to 60) days.

# 8. OTHER ASSETS

|                    | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|--------------------|-------------------|-------------------|
| Other receivables  | 12                | 125               |
| Deposits           | 63                | 102               |
| Prepayments        | 7                 | 147               |
| Total other assets | 82                | 374               |

For the year ended 31 December 2023

# 9. PROPERTY, PLANT AND EQUIPMENT

# (a) Movements in carrying amounts of property, plant and equipment

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

|                                  | Furniture and<br>Fixtures<br>AUD\$'000 | Motor Vehicles AUD\$'000 | Office Equipment AUD\$'000 | Computer<br>Equipment<br>AUD\$'000 | Renovations AUD\$'000 | Total<br>AUD\$'000 |
|----------------------------------|--|--------------------------|----------------------------|------------------------------------|-----------------------|--------------------|
| Year ended 31 December 2023      |  |                          |                            |                                    |                       |                    |
| Balance at the beginning of year | 11                                     |                          | - 36                       | 28                                 | 67                    | 142                |
| Addition                         | _                                      |                          |                            | 7                                  | -                     | 7                  |
| Written-off                      | (9)                                    |                          | - (24)                     | (11)                               | (57)                  | (101)              |
| Depreciation expense             | (2)                                    |                          | - (12)                     | (11)                               | (10)                  | (35)               |
| Balance at the end of the year   |  |                          |                            | 13                                 | -                     | 13                 |

For the Year Ended 31 December 2023

- 9. PROPERTY, PLANT AND EQUIPMENT (Continued)
  - (a) Movements in carrying amounts of property, plant and equipment (Continued)

|                                  | Furniture and Fixtures AUD\$'000 | Motor Vehicles AUD\$'000 | Office Equipment AUD\$'000 | Computer<br>Equipment<br><b>AUD\$'000</b> | Renovations AUD\$'000 | Total<br>AUD\$'000 |
|----------------------------------|----------------------------------|--------------------------|----------------------------|---|-----------------------|--------------------|
| Year ended 31 December 2022      |                                  |                          |                            |   |                       |                    |
| Balance at the beginning of year | 15                               | 162                      | 21                         | 309                                       | 80                    | 587                |
| Addition                         | *                                | -                        | 2                          | 9   | 6                     | 17                 |
| Disposals                        | (1)                              | *                        | -                          | (188)                                     | (8)                   | (197)              |
| Depreciation expense             | (3)                              | (164)                    | (5)                        | (104)                                     | (11)                  | (287)              |
| Foreign exchange movements       | *                                | 2                        | 18                         | 2   | *                     | 22                 |
| Balance at the end of the year   | 11                               | -                        | 36                         | 28  | 67                    | 142                |

<sup>\*</sup>Amount less than AUD1,000

For the Year Ended 31 December 2023

# 9. PROPERTY, PLANT AND EQUIPMENT (Continued)

| (b) Summary of property, plant and equipment | 2023<br>AUD\$'000 | 2022<br>AUD\$'000 |
|--|-------------------|-------------------|
| Furniture, fixtures and fittings             |                   |                   |
| At cost                                      | -                 | 23                |
| Accumulated depreciation                     |                   | (12)              |
| Total furniture, fixture and fittings        | <del>-</del>      | 11                |
| Office equipments                            |                   |                   |
| At cost                                      | -                 | 72                |
| Accumulated depreciation                     |                   | (36)              |
| Total office equipments                      |                   | 36                |
| Computer equipment                           |                   |                   |
| At cost                                      | 31                | 215               |
| Accumulated depreciation                     | (18)              | (187)             |
| Total computer equipment                     | 13                | 28                |
| Renovation                                   |                   |                   |
| At cost                                      | -                 | 106               |
| Accumulated depreciation                     |                   | (39)              |
| Total renovation                             | <u>-</u>          | 67                |
| Total property, plant and equipment          | 13                | 142               |

# For the Year Ended 31 December 2023

# 10. RIGHT-OF-USE ASSETS

|    |  | Office<br>premises<br>AUD\$'000 | Motor<br>Vehicles<br>AUD\$'000 | Total<br>AUD\$'000 |
|----|--|---------------------------------|--------------------------------|--------------------|
|    | Year ended 31 December 2023  |                                 |                                |                    |
|    | Balance at beginning of year   | 294                             | 107                            | 401                |
|    | Depreciation charge  | (7)                             | (21)                           | (28)               |
|    | Derecognition due to lease termination                               | (287)                           | (29)                           | (316)              |
|    | Balance at end of year   | -                               | 57                             | 57                 |
|    | Year ended 31 December 2022  |                                 |                                |                    |
|    | Balance at beginning of year   | 46                              | 175                            | 221                |
|    | Additions to right-of-use assets                                     | 309                             | -                              | 309                |
|    | Depreciation charge  | (50)                            | (28)                           | (78)               |
|    | Derecognition due to lease termination  Foreign currency translation | (11)<br>-                       | (41)<br>1                      | (51)<br>1          |
|    | Balance at end of year   | 294                             | 107                            | 401                |
| 11 | . DEVELOPMENT COSTS  |                                 |                                |                    |
|    |  |                                 | 2023                           | 2022               |
|    |  |                                 | ALID \$'000                    | ALID \$'000        |

|  | 2023<br>AUD \$'000 | 2022<br>AUD \$'000 |
|--|--------------------|--------------------|
| Cost   |                    |                    |
| Balance at beginning of year                   | 1,579              | 377                |
| (Reversal)/Additions during the financial year | (238)              | 1,178              |
| Foreign currency translation differences       | <del></del>        | 24                 |
| Balance at end of year                         | 1,341              | 1,579              |
| Accumulated amortisation                       |                    |                    |
| Balance at beginning of year                   | 470                | 111                |
| Amortisation                                   | 268                | 359                |
| Balance at end of year                         | 738                | 470                |
| Carrying value at end of year                  | 603                | 1,109              |

The development costs are in respect of the software development of the affiliate marketing solutions and other relatedservices.

# For the Year Ended 31 December 2023

# 12. TRADE PAYABLES

| 12. | TRADE PAYABLES   |                    |                    |
|-----|--|--------------------|--------------------|
|     | Trade and other payables are unsecured, non-interest bearing and (2022: 30 to 60) days. The carrying value of trade and other pa approximation of fair value due to the short-term nature of the balance | yables is consider |                    |
| 13. | OTHER LIABILITIES  |                    |                    |
|     |  | 2023<br>AUD \$'000 | 2022<br>AUD \$'000 |
|     | Repayment of principal Derecognition due to lease termination  | 630<br>            | 865<br>88          |
|     | Total other liabilities  | 656                | 953                |

# 14. AMOUNT DUE TO A DIRECTOR

|     | Other payables includes the commission payable to affiliates amounting to approximately \$620,280 (2022: \$356,350). |                    |                    |  |
|-----|--|--------------------|--------------------|--|
| 14. | AMOUNT DUE TO A DIRECTOR   |                    |                    |  |
|     | The amount due to a Director is unsecured, has no fixed terms of reparannum.   | yment and bears in | terest at 6.50% po |  |
| 15. | LEASE LIABILITIES  |                    |                    |  |
|     |  | 2023<br>AUD \$'000 | 2022<br>AUD \$'000 |  |
|     | Balance at beginning of year Additions Repayment of principal  | 296                | 203<br>235         |  |
|     | Derecognition due to lease termination   | (12)<br>(215)      | (79)<br>(63)       |  |
|     | Balance at end of year   | 69                 | 296                |  |
|     | Analysed by:-  |                    |                    |  |
|     | Current liabilities  | 12                 | 111                |  |
|     | Non-current liabilities  | 57                 | 185                |  |
|     | Total lease liabilities  | 69                 | 296                |  |
|     |  |                    |                    |  |

# For the Year Ended 31 December 2023

# **15. LEASE LIABILITIES** (Continued)

The Group lease various office premises and motor vehicles of which the leasing activities are summarised below:-

Office premises

The Group has leased a number of properties that run between 1 year and 2 years, with an option to renew thelease after that date.

Motor vehicles

The Group has leased its motor vehicles under hire purchase arrangements. The lease are secured by the leased assets. The Group has an option to purchase theassets at the expiry of the lease period at an insignificant amount.

2023

2022

# 16. DEFERRED REVENUE

|  | AUD \$'000   | AUD \$'000     |
|--|--------------|----------------|
| License right to access: Current liabilities Non-current liabilities | 852<br>1,255 | 1,080<br>1,966 |
| Total deferred revenue   | 2,107        | 3,046          |

Deferred revenue represents the amount of transaction price received upfront and allocated to performance obligation respect of software platform licences that are unsatisfied as at the end of the reporting period.

The software platform license provides for the rights to access the Group's affiliate marketing system as it exists throughout the licensed period. Licences that provide access are performance obligations satisfied over a certain period(between 3 years to 10 years) and therefore, deferred revenue is recognised over that licensed period.

The significant changes in the deferred revenue balance during the financial period/year are summarised below:

|   | 2023<br>AUD \$'000 | 2022<br>AUD \$'000 |
|---|--------------------|--------------------|
| Deferred revenue balance at the beginning of the financial year | 1.080              | 1.117              |
| recognised as revenue   | 1,000              | 1,117              |

# For the Year Ended 31 December 2023

| Fo | r the Year Ended 31 December 2023   |                          |                                   |
|----|---|--------------------------|-----------------------------------|
| 16 | . <b>DEFERRED REVENUE</b> (Continued)   |                          |                                   |
|    | The following table shows revenue expected to be recognized that areunsatisfied (or partially satisfied) at the reporting   |                          | mance obligatior                  |
|    |   | 2023<br>AUD \$'000       | 2022<br>AUD \$'000                |
|    | Financial year ending 31 December 2023 Financial year ending 31 December 2024 Financial year ending 31 December 2025 Financial year ending 31 December 2026 Financial year ending 31 December 2027 Financial year ending 31 December 2028 | 852<br>805<br>326<br>106 | 1,080<br>893<br>602<br>342<br>111 |
|    | Financial year ending 31 December 2028  | 2,107                    | 3,046                             |

|           | Tillalidal year ending 31 December 2020  | 18                 | 18                 |
|-----------|--|--------------------|--------------------|
|           | -  | 2,107              | 3,046              |
| 17.       | ISSUED CAPITAL   |                    |                    |
|           |  | 2023<br>AUD \$'000 | 2022<br>AUD \$'000 |
|           | Ordinalry shares   | 8,508              | 8,328              |
|           |  | 2023<br>No.        | 2022<br>No.        |
| <u>as</u> | Ordinalry shares   |                    |                    |
|           | At the beginning of the reporting period   | 289,080,368        | 183,268,088        |
|           | Shares issued during the year  | 15,000,000         | 105,812,280        |
|           | At the end of the reporting period   | 304,080,368        | 289,080,368        |
|           | The holder of ordinary shares (except treasury shares) are entitled to declared by the Company and are entitled to one vote per ordinary shares have no par value. |                    |                    |
| 18.       | RESERVES   |                    |                    |
|           | (a) Merger deficit   |                    |                    |
|           | The merger deficit relates to the subsidiaries which were consoli accounting.  | idated under the m | erger method of    |

# Merger deficit

The merger deficit arose from the difference between the nominal value of shares issued for the acquisition of subsidiaries and the nominal value of shares acquired.

## Foreign exchange translation reserve (b)

Exchange differences arising on translation of the foreign controlled entities financial statements. The cumulativeamount is reclassified to profit or loss when the net investment is disposed of.

# For the Year Ended 31 December 2023

# Share option reserve

This option reserve represents the equity-settled option granted to employees, directors and shareholders. Thereserve is made up of the cumulative value over the vesting period commencing from the grant date of equity- settled option and is reduced by the expiry or exercise of the options.

18. RESERVES (Continued)

(c) Share option resers the shareholders. The from the grant dat

The Group provict payments, wherely performance right financial year was to participate by volume. The number of o The Group provides benefits to employees and directors of the Group in the form of share-based payments, whereby the employees and directors render services in exchange for share options and performance rights over shares. The total equity-settled share-based payment expense for the financial year was AUD\$138,000.

No person to whom the share option and performance rights has been granted above has any right to participateby virtue of the option in any share issue of the any other company.

The number of options exercisable as at the end of the reporting period was 112,906,209.

On 30 January 2024, the Group has entered into a Convertible Note Agreement with VGI Vmall Limited (ACN 640 492 324) to provide a funding facility up to AUD\$10,000,000.

The number of options exercisable as at the end of the reportation.

19. EVENTS OCCURING AFTER THE REPORTING DATE

On 30 January 2024, the Group has entered into a Convertible N (ACN 640 492 324) to provide a funding facility up to AUD\$10,000

The facility is subject to shareholder approval at an upcoming Ger 6 March 2024 commencing at 10.30am AWST.

20. AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

The financial report was authorised for issue on 29 February 2024 The facility is subject to shareholder approval at an upcoming General Meeting to be held on Wednesday,

The financial report was authorised for issue on 29 February 2024 by the board of directors.

# **Additional Information for Listed Public Companies**

# **31 December 2023**

# **ASX Additional Information**

## Substantial shareholders

The number of substantial shareholders and their associates are set out below:

|   | Holder Name              | % of Issued Capital ("IC") held |
|---|--------------------------|---------------------------------|
|   | DATO CHEE HONG TEO       | 37.14%                          |
| / | MR KEVIN FABIAN COUTINHO | 6.77%                           |

# Voting rights

**Ordinary Shares** 

On a show of hands, every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options

No voting rights.

# Distribution of fully paid ordinary shares security holders

| Holding Ranges                           | Holders | Total Units | % Issued Share Capital |
|--|---------|-------------|------------------------|
| above 0 up to and including 1,000        | 13      | 2,386       | 0.00%                  |
| above 1,000 up to and including 5,000    | 146     | 544,502     | 0.18%                  |
| above 5,000 up to and including 10,000   | 340     | 3,314,920   | 1.09%                  |
| above 10,000 up to and including 100,000 | 198     | 7,182,753   | 2.36%                  |
| above 100,000                            | 128     | 293,035,807 | 96.37%                 |
| Totals                                   | 825     | 304,080,368 | 100.00%                |

Based on the closing price of \$0.008 on 28 February 2024, there were 667 holders of less than a marketable parcel of ordinary shares, holding 8,553,342 shares amounting to 2.81% of issued capital of the Company.

# Twenty largest shareholders

| Position | Holder Name   | Holding     | % IC    |
|----------|---|-------------|---------|
| 1        | DATO CHEE HONG TEO  | 112,937,400 | 37.14%  |
| 2        | MR KEVIN FABIAN COUTINHO  | 20,578,027  | 6.77%   |
| 3        | HOO VOON HIM  | 15,000,000  | 4.93%   |
| 4        | BNP PARIBAS NOMINEES PTY LTD <ib au="" noms="" retailclient=""></ib>                        | 14,785,885  | 4.86%   |
| 5        | CHEW YEE LEY  | 13,046,192  | 4.29%   |
| 6        | NG KHENG HWEE   | 11,600,000  | 3.81%   |
| 7        | BNP PARIBAS NOMS PTY LTD  | 8,756,813   | 2.88%   |
| 8        | ONG SIEW PIK  | 8,490,910   | 2.79%   |
| 9        | LAU SU HWEE   | 6,500,000   | 2.14%   |
| 10       | MRS LEE WAH YEO   | 4,145,791   | 1.36%   |
| 11       | MR ROGER BLAKE & MRS ERICA LYNETTE BLAKE<br><the a="" c="" fund="" mandy="" super=""></the> | 4,000,000   | 1.32%   |
| 12       | TEO NYAM HUI  | 3,661,667   | 1.20%   |
| 13       | OFFA PTY LTD<br><the a="" c="" grayling=""></the>   | 3,327,247   | 1.09%   |
| 14       | NORMAN KA-MENG LIP & MAYA PRANOTO <manor a="" c="" ventures=""></manor>                     | 3,047,498   | 1.00%   |
| 15       | BEE LION PTY LTD  | 3,027,024   | 1.00%   |
| 16       | SWAN CAPITAL (WA) PTY LTD   | 2,527,345   | 0.83%   |
| 17       | CZ HOLDINGS PTY LTD<br><cz a="" c="" holdings="" sf=""></cz>                                | 2,400,000   | 0.79%   |
| 17       | MR LAU PING HUNG  | 2,400,000   | 0.79%   |
| 18       | KOSEDA PTY LTD<br><koseda a="" c=""></koseda>   | 2,205,103   | 0.73%   |
| 19       | MS HOULI DAI  | 2,050,817   | 0.67%   |
| 20       | FCCF HOLDINGS PTY LTD   | 2,010,479   | 0.66%   |
| _        | Total   | 246,498,198 | 81.06%  |
|          | Total issued capital - selected security class(es)  | 304,080,368 | 100.00% |

# Unissued equity securities

Options issued – a total of 106,716,209 options at various exercise prices and expiry dates are on issue as summarised below:

| Security Name                            | Total Holders | Total Holdings |
|--|---------------|----------------|
| UNLISTED OPTIONS @ \$0.30 EXP 23/07/2024 | 2             | 900,000        |
| UNLISTED OPTIONS @ \$0.05 EXP 15/03/2024 | 108           | 82,555,838     |
| UNLISTED ZEPO EXP 21/06/2026             | 2             | 2,070,000      |
| UNLISTED OPTIONS @ \$0.07 EXP 13/10/2024 | 28            | 12,047,514     |
| UNLISTED OPTIONS @ \$0.05 EXP 23/12/2024 | 13            | 9,142,857      |
| TOTAL                                    | 153           | 106,716,209    |

# Securities exchange

The Company is listed on the Australian Securities Exchange.