

Xamble Group Limited
Appendix 4D
Half-year report

1. Company details

Name of entity:	Xamble Group Limited
ARBN:	605927464
Current reporting period:	For the half-year ended 30 June 2024 (H1 FY2024)
Previous reporting period:	For the half-year ended 30 June 2023 (H1 FY2023)

2. Results for announcement to the market

			A\$
Revenue from ordinary activities	up	2% to	5,198,958
Loss from ordinary activities after tax attributable to the owners of Xamble Group Limited	down	32% to	(692,300)
Loss for the half-year attributable to the owners of Xamble Group Limited	down	32% to	(692,300)

Dividends

There were no dividends paid, recommended or declared by Xamble Group Limited during the current reporting period.

Comments

The Group recorded a modest increase in overall revenue for the half-year ended 30 June 2024 ("H1 CY2024"), reaching A\$5.20 million, a 2% growth compared to A\$5.11 million for the half-year ended 30 June 2023 ("H1 CY2023").

The loss before tax for the Group amounted to A\$0.66 million in H1 CY2024 (H1 CY2023: loss before tax of A\$1.02 million). The Group's underlying business EBITDA¹ remains profitable at A\$0.17 million in H1 CY2024 (H1 CY2023: A\$0.31 million).

This information should be read in conjunction with the Interim Financial Statements for the half year-ended 30 June 2024 of Xamble Group Limited, which have been reviewed but not audited by RSM SG Assurance LLP. The Independent Auditor's Report on Review of Interim Financial Information provided by RSM SG Assurance LLP is included in the consolidated financial statements for the half year-ended 30 June 2024 of Xamble Group Limited.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets ("NTA") per ordinary share	<u>1.23</u>	<u>1.49</u>

4. Dividends

There were no dividends paid, recommended or declared during the current and previous reporting period.

¹ Underlying business EBITDA ("Earnings Before Interest, Tax, Depreciation and Amortisation") adjusted for extraordinary items relating to forex movements, options expenses as well as investments to extend the current technology stack and corporate (HQ and ASX) expenses.

5. Details of associates and joint venture entities

Name of associate / joint venture	Reporting entity's percentage holding		Contribution to profit/(loss) (where material)	
	Reporting period %	Previous period %	Reporting period A\$	Previous period A\$
Nuffnang Philippines Inc	40.00%	40.00%	N.M.	N.M.
<i>Group's aggregate share of associates and joint venture entities' loss (where material)</i>				
Loss from ordinary activities before income tax			N/A	N/A

N.M. – Not material to the group.

As of the date of this report, Nuffnang Philippines Inc. is still in the process of striking off.

6. Details of entities over which control has been gained or lost during the period

Nil

7. Audit qualification or review

Details of review dispute or qualification:

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Financial Statements.

8. Attachments

Details of attachments:

The Interim Financial Statements of Xamble Group Limited for the half-year ended 30 June 2024 are attached.

9. Signed



Ganesh Kumar Bangah
Executive Chairman

Date: 29 August 2024

XAMBLE GROUP LIMITED

(Incorporated in Singapore. Registration Number: 200612086W)

and its subsidiaries

ARBN 605927464

Interim Financial Statements

for the six months ended 30 June 2024

Xamble Group Limited
Directors' Report
30 June 2024

The directors of the company are pleased to present their report together with the financial statements of the consolidated entity (referred to hereafter as the "group") consisting of Xamble Group Limited (referred to hereafter as the "company" or "parent entity") and its controlled entities for the six-month reporting period ended 30 June 2024.

Directors

The directors of the company in office during the reporting period and at the date of this report are:

Ganesh Kumar Bangah
Georg Johann Chmiel
Robert William Sultan
Joanne Khoo Su Nee
Darren John Cooper (Resigned on 31 May 2024)

Principal activities

During the period, the principal continuing activities of the consolidated entity consisted of:

- Enabling advertisers to engage social media influencers to promote their products and services;
- Specialising in social media strategy and campaign management for advertisers;
- Specialising in the manufacture and construction of advertising devices through any media; and
- Live commerce enabler aiming to provide merchants and their customers with a seamless and automated livestream shopping experience.

Review of operations (in A\$)

The Group recorded a modest increase in overall revenue for H1 CY2024, reaching A\$5.20 million, a 2% growth compared to A\$5.11 million in H1 CY2023. The Group's influencer arm, Nuffnang (enterprise segment), and live commerce arm, Xamble Live Commerce (SME segment), have shown strong performance, with the enterprise segment growing by 12% (H1 CY2024: A\$2.92 million; H1 CY2023: A\$2.60 million) and the SME segment experiencing a significant 253% increase (H1 CY2024: A\$0.38 million; H1 CY2023: A\$0.11 million).

On the other hand, the Group's agencies segment, comprising Sashimi and Plata & Punta, saw a decline in performance of 21%, with revenue decreasing to A\$1.90 million in H1 CY2024 (H1 CY2023: A\$2.40 million), indicating challenges in the market. However, the agencies will focus on enhancing operational efficiency and capturing higher-value market sectors.

The Group's underlying business EBITDA¹ remains profitable at A\$0.17 million (H1 CY2023: A\$0.31 million).

As announced on 6 May 2024, Xamble Technologies Sdn Bhd, a subsidiary of the Company, was awarded a Malaysia Digital Acceleration Grant (MDAG) totaling MYR3.59 million (A\$1.24 million²) where a portion of the grant of MYR0.36 million (A\$0.12 million²) was received in H1 CY2024.

Nuffnang Malaysia secured multiple awards at the "d Awards 2024", enhancing its influencer marketing leadership. Meanwhile, the Xamble Creators ("XC") platform grew to 1,369 registered influencers as of 30 June 2024 and introduced innovative features like the 'XC Score', a new feature that combines a creator's estimated absolute reach, engagement rate, and professionalism data which helps brands and sourcing teams in selecting the most suitable creators for their campaigns. Additionally, the 'Basic Creator Discovery' feature was added to the dashboard, allowing users to filter creators by social platforms, engagement rates, number of followers and categories. XC also launched the 'Basic Campaign Workflow and Task Automation' feature, allowing brands and campaign managers to vet deliverables and give feedback directly in the dashboard, streamlining and simplifying the campaign management process.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the reporting period.

¹ Underlying business EBITDA ("Earnings Before Interest, Tax, Depreciation and Amortisation") adjusted for extraordinary items relating to forex movements, options expenses as well as investments to extend the current technology stack and corporate (HQ and ASX) expenses.

² Assumes exchange rate of 1 AUD = 2.90 MYR.

Xamble Group Limited
Directors' report
30 June 2024

This report is made in accordance with a resolution of Board of Directors.

On behalf of the Board of Directors



Ganesh Kumar Bangah
Director

29 August 2024



Joanne Khoo Su Nee
Director

For personal use only

Xamble Group Limited
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30 June 2024

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General information

The financial statements cover Xamble Group Limited as a consolidated entity consisting of Xamble Group Limited and the entities it controlled at the end of, or during, the half-year. There is no change of functional currency and the report is presented in Australian Dollars.

Xamble Group Limited is a listed public company limited by shares, incorporated and domiciled in Singapore. Its registered office and principal place of business are:

Registered office

600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

Principal place of business

Level 9, Menara HLX
3 Jalan Kia Peng
50450 Kuala Lumpur
Malaysia

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 29 August 2024.

Xamble Group Limited
Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the half-year ended 30 June 2024

	Note	<u>Group</u>	
		<u>30 Jun 2024</u>	<u>30 Jun 2023</u>
		A\$	A\$
Revenue	3	5,198,958	5,108,801
Cost of sales		<u>(2,972,189)</u>	<u>(2,910,069)</u>
Gross profit		2,226,769	2,198,732
Interest income		34,007	27,725
Other income and gains	4	213,034	195,387
Administrative and operating expenses	5	(3,133,431)	(3,268,516)
Other losses	4	(697)	(166,421)
Finance costs		<u>(3,530)</u>	<u>(3,923)</u>
Loss before income tax		(663,848)	(1,017,016)
Income tax expense		<u>(20,146)</u>	<u>(12,154)</u>
Loss, net of tax		<u>(683,994)</u>	<u>(1,029,170)</u>
Other comprehensive profit			
Items that will not reclassified to profit or loss:			
Fair value changes on equity instruments at FVTOCI, net of tax		(24,206)	(73,934)
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations, net of tax		<u>48,667</u>	<u>254,473</u>
Other comprehensive profit, net of tax		<u>24,461</u>	<u>180,539</u>
Total comprehensive loss		<u>(659,533)</u>	<u>(848,631)</u>
Loss for the period attributable to:			
Owners of the parent		(692,300)	(1,023,256)
Non-controlling interests		<u>8,306</u>	<u>(5,914)</u>
Loss, net of tax		<u>(683,994)</u>	<u>(1,029,170)</u>
Total comprehensive loss for the period attributable to:			
Owners of the parent		(631,191)	(842,717)
Non-controlling interests		<u>(28,342)</u>	<u>(5,914)</u>
Total comprehensive loss		<u>(659,533)</u>	<u>(848,631)</u>
Loss per share			
		<u>Cents</u>	<u>Cents</u>
Basic and diluted	15	<u>(0.24)</u>	<u>(0.36)</u>

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Xamble Group Limited
Consolidated Statement of Financial Position
As at 30 June 2024

	Note	<u>30 Jun 2024</u>	<u>Group</u> <u>31 Dec 2023</u>	<u>1 Jan 2023</u>
		A\$	A\$	A\$
ASSETS				
Non-current assets				
Plant and equipment		413,072	487,274	556,000
Intangible assets		383,539	334,840	211,169
Investment in associate		115,960	115,960	115,960
Financial asset at FVTOCI	7	–	24,206	107,304
Deferred tax assets		21,105	21,024	43,136
Total non-current assets		<u>933,676</u>	<u>983,304</u>	<u>1,033,569</u>
Current assets				
Income tax recoverable		326,069	277,697	168,281
Trade and other receivables		2,345,546	1,899,396	2,210,842
Other non-financial assets		128,617	463,226	162,714
Cash and cash equivalents	8	<u>2,234,292</u>	<u>3,110,357</u>	<u>4,731,235</u>
Total current assets		<u>5,034,524</u>	<u>5,750,676</u>	<u>7,273,072</u>
Total assets		<u>5,968,200</u>	<u>6,733,980</u>	<u>8,306,641</u>
EQUITY AND LIABILITIES				
Equity				
Share capital	9	14,457,259	14,440,087	13,940,037
Accumulated losses		(14,214,891)	(13,522,591)	(13,019,114)
Capital reserve		105,047	72,041	32,212
Share option reserve	11	1,874,759	1,879,533	3,127,862
Fair value reserve	12	(572,777)	(548,571)	(465,473)
Foreign currency translation reserves		1,655,160	1,569,845	1,320,530
Equity attributable to owners of the parent		<u>3,304,557</u>	<u>3,890,344</u>	<u>4,936,054</u>
Non-controlling interests		<u>579,022</u>	<u>654,548</u>	<u>596,648</u>
Total equity		<u>3,883,579</u>	<u>4,544,892</u>	<u>5,532,702</u>
Non-current liabilities				
Lease liabilities		<u>26,582</u>	<u>132,295</u>	<u>300,141</u>
Total non-current liabilities		<u>26,582</u>	<u>132,295</u>	<u>300,141</u>
Current liabilities				
Income tax payable		6,948	9,949	106
Trade and other payables		1,671,722	1,710,795	1,749,173
Lease liabilities		159,571	117,485	129,043
Other liabilities		–	–	549,489
Other non-financial liabilities		219,798	218,564	45,987
Total current liabilities		<u>2,058,039</u>	<u>2,056,793</u>	<u>2,473,798</u>
Total liabilities		<u>2,084,621</u>	<u>2,189,088</u>	<u>2,773,939</u>
Total equity and liabilities		<u>5,968,200</u>	<u>6,733,980</u>	<u>8,306,641</u>

The above statement of financial position should be read in conjunction with the accompanying notes

Xamble Group Limited
Consolidated Statement of Changes in Equity
For the half-year ended 30 June 2024

Group:	Total equity	Attributable to parent	Share capital	Accumulated losses	Capital reserves	Share option reserves	Fair value reserves	Foreign currency translation reserves	Non-controlling interests
	<u>A\$</u>	<u>sub-total</u>	<u>A\$</u>	<u>A\$</u>	<u>A\$</u>	<u>A\$</u>	<u>A\$</u>	<u>A\$</u>	<u>A\$</u>
Current year:									
Balance at 1 January 2024	4,544,892	3,890,344	14,440,087	(13,522,591)	72,041	1,879,533	(548,571)	1,569,845	654,548
Movements in equity:									
Total comprehensive loss for the year	(659,533)	(631,191)	–	(692,300)	–	–	(24,206)	85,315	(28,342)
Issue of share capital (Note 9)	17,172	17,172	17,172						
Transfer to capital reserve (Note 11a)	–	–	–	–	33,006	(33,006)	–	–	–
Share-options expense (Note 11)	28,232	28,232	–	–	–	28,232	–	–	–
Dividends paid to non-controlling interests	(47,184)	–	–	–	–	–	–	–	(47,184)
Balance at 30 June 2024	3,883,579	3,304,557	14,457,259	(14,214,891)	105,047	1,874,759	(572,777)	1,655,160	579,022

The above statement of changes in equity should be read in conjunction with the accompanying notes

Xamble Group Limited
Consolidated Statement of Changes in Equity
For the half-year ended 30 June 2024

Group:	Total equity	Attributable to parent	Share capital	Accumulated losses	Capital reserves	Share option reserves	Fair value reserves	Foreign currency translation reserves	Non-controlling interests
	A\$	sub-total	A\$	losses	A\$	A\$	A\$	A\$	A\$
		A\$	A\$	A\$	A\$	A\$	A\$	A\$	A\$
Previous year:									
Balance at 1 January 2023	5,532,702	4,936,054	13,940,037	(13,019,114)	32,212	3,127,862	(465,473)	1,320,530	596,648
Movements in equity:									
Total comprehensive loss for the year	(1,752,749)	(1,758,636)	–	(1,924,853)	–	–	(83,098)	249,315	5,887
Issue of share capital	500,050	500,050	500,050	–	–	–	–	–	–
Expiry of share options (Note 11)	–	–	–	1,421,376	–	(1,421,376)	–	–	–
Share-options expense (Note 11)	291,169	291,169	–	–	–	291,169	–	–	–
Forfeited share options (Note 11)	(78,293)	(78,293)	–	–	–	(78,293)	–	–	–
Transfer to capital reserve (Note 11a)	–	–	–	–	39,829	(39,829)	–	–	–
Acquisition of additional interest in a subsidiary	78,622	–	–	–	–	–	–	–	78,622
Dividends paid to non-controlling interests	(26,609)	–	–	–	–	–	–	–	(26,609)
Balance at 31 December 2023	4,544,892	3,890,344	14,440,087	(13,522,591)	72,041	1,879,533	(548,571)	1,569,845	654,548

The above statement of changes in equity should be read in conjunction with the accompanying notes

Xamble Group Limited
Consolidated Statement of Cash Flows
For the half-year ended 30 June 2024

	Group	
	<u>30 Jun 2024</u>	<u>30 Jun 2023</u>
	A\$	A\$
<u>Cash flows from operating activities</u>		
Loss before income tax	(663,848)	(1,017,016)
Adjustments for:		
Interest income	(34,007)	(27,725)
Finance costs	3,530	3,923
Amortisation of intangible assets	39,553	15,706
Depreciation of right-of-use assets	45,356	41,938
Depreciation of plant and equipment	53,170	54,152
Share option expense	28,232	140,579
Write back of contingent liability	(32,804)	–
Fair value gain on other financial liability	–	(140,290)
Loss / (gain) on disposal of plant and equipment	697	(32,183)
Foreign exchange adjustment unrealised losses	75,535	48,610
Operating cash flows before changes in working capital	(484,586)	(912,306)
Trade and other receivables	(446,150)	(86,290)
Other non-financial assets	334,609	(8,717)
Trade and other payables	(39,073)	(45,341)
Other non-financial liabilities	34,038	204,576
Net cash flows used in operations	(601,162)	(848,078)
Income taxes paid	(71,600)	(77,279)
Net cash used in operating activities	<u>(672,762)</u>	<u>(925,357)</u>
<u>Cash flows from investing activities</u>		
Purchase of plant and equipment	(25,858)	(59,567)
Purchase of intangible assets	(91,769)	–
Additional contribution from non-controlling interests in subsidiary	–	38,642
Interest received	34,007	27,725
Net cash (used in) from investing activities	<u>(83,620)</u>	<u>6,800</u>
<u>Cash flows from financing activities</u>		
Dividends paid to non-controlling interests	(47,184)	(25,997)
Finance costs	(3,530)	(3,923)
Lease liabilities – principal portion paid	(63,627)	(12,106)
Net cash used in financing activities	<u>(114,341)</u>	<u>(42,026)</u>
Net decrease in cash and cash equivalents	(870,723)	(960,583)
Cash and cash equivalents at the beginning of reporting period	3,110,357	4,796,950
Effects of currency translation on cash and cash equivalents	(5,342)	–
Cash and cash equivalents, at the end of reporting period (Note 8)	<u><u>2,234,292</u></u>	<u><u>3,836,367</u></u>

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Material accounting policy information

The consolidated financial statements for the interim half-year reporting period ended 30 June 2024 have been prepared in accordance with Singapore Financial Reporting Standard ("FRS") 34, Interim Financial Reporting.

These financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with any public announcements made by the company during the interim reporting period.

The principal accounting policies adopted are consistent with those of disclosed in the audited financial statements for the reporting year ended 31 December 2023, except for change in presentation currency in accordance with IAS 8 Accounting Policies and IAS 21 The Effects of Changes in Foreign Exchange Rates which allows for an entity to present its financial statements in any currency, so long as it is translated in accordance with IAS 21. The change in presentation currency from Singapore Dollars to Australian Dollars was announced on 4 March 2024 and was carried out for the purpose of giving investors and other stakeholders a clearer understanding of Xamble's performance over time. There is no change of functional currency and the report is presented in Australian Dollars.

Changes and adoption of financial reporting standards

For the current reporting period the consolidated entity has adopted all of the new or revised Singapore Financial Reporting Standards that are mandatory for the current reporting period. The new or revised standards applicable to the group are as follows:

<u>FRS No.</u>	<u>Title</u>
FRS 1	Presentation of Financial Statements- amendment relating to Classification of Liabilities as Current or Non-current
FRS 1	Disclosure of Accounting Policies - Amendments to FRS 1 and FRS Practice Statement 2 Making Materiality Judgements
FRS 8	Definition of Accounting Estimates - Amendments to the Conceptual Framework for Financial Reporting

Note 2. Segment Reporting

For management purposes, the group is organised into the following major strategic operating segments that offer different products and services: (1) Enterprise, (2)Agencies, (3)SME. Such a structural organisation is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. They are managed separately because each business requires different strategies.

The principal segments and type of products and services are as follows:

(1) Enterprise	Enables advertisers to engage social media influencers to promote their products and services.
(2) Agencies	Digital marketing agency specializing in social media strategy and campaign management for advertisers, as well as performance marketing agency focusing on the manufacture and construction of advertising devices across various media.
(3) Small and Medium-sized Enterprises ("SME")	Live commerce enabler aiming to provide merchants and their customers with a seamless and automated livestream shopping experience.

Segment revenues are allocated based on the country in which the customer is located. The group has a large number of customers to which it provides both products and services. The group does not rely on any single customer to a significant portion of revenues. Segment results consist of costs directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Inter-segment sales are measured on the basis that the entity actually used to price the transfers. Internal transfer pricing policies of the group are as far as practicable based on market prices. The accounting policies of the operating segments are the same as those described in the significant accounting policies.

Xamble Group Limited
Directors' declaration
30 June 2024

Note 2. Segment Reporting (cont'd)

The following tables illustrate the information about revenue by business units and countries.

Business Units

	Group	
	<u>30 Jun 2024</u>	<u>30 Jun 2023</u>
	A\$	A\$
Enterprise	2,918,723	2,601,568
Agencies	1,901,515	2,399,839
SME	378,720	107,394
Total	<u>5,198,958</u>	<u>5,108,801</u>

Country

	Group	
	<u>30 Jun 2024</u>	<u>30 Jun 2023</u>
	A\$	A\$
Malaysia	4,483,173	4,569,730
Taiwan	715,785	536,748
Singapore	–	2,323
Total	<u>5,198,958</u>	<u>5,108,801</u>

Note 3. Revenue

	Group	
	<u>30 Jun 2024</u>	<u>30 Jun 2023</u>
	A\$	A\$
Rendering of services	<u>5,198,958</u>	<u>5,108,801</u>

Note 4. Other income and gains and (other losses)

	Group	
	<u>30 Jun 2024</u>	<u>30 Jun 2023</u>
	A\$	A\$
Foreign exchange adjustment gain / (loss)	48,050	(158,055)
Allowance for impairment on trade receivable – loss	–	(8,366)
(Loss) / gain on disposal of plant and equipment	(697)	32,183
Government grants	125,552	11,836
Write back of contingent liability	32,804	–
Fair value gain on other financial liability at FVTPL	–	140,290
Other income	6,628	11,078
Net	<u>212,337</u>	<u>28,966</u>
Presented in profit or loss as:		
Other income and gains	213,034	195,387
Other losses	(697)	(166,421)
	<u>212,337</u>	<u>28,966</u>

Xamble Group Limited
Directors' declaration
30 June 2024

Note 5. Administrative and operating expenses

The material components and other selected components include the following:

	Group	
	30 Jun 2024	30 Jun 2023
	A\$	A\$
Advertising expenses	30,410	36,811
Amortisation expense	39,553	15,706
Depreciation expense	98,526	96,090
Salaries and other short-term employee benefits	2,396,586	2,521,479
Subscription fees	58,838	69,211
Professional fees	101,260	176,615
	<u>101,260</u>	<u>176,615</u>

Note 6. Employee benefit expense

	Group	
	30 Jun 2024	30 Jun 2023
	A\$	A\$
Salaries and wages	2,100,005	2,103,084
Contributions to defined contribution plan	199,135	198,422
Share options expense relating to employees	28,232	140,579
Other benefits	69,214	79,394
Total employee benefits expense	<u>2,396,586</u>	<u>2,521,479</u>

Note 7. Financial asset at FVTOCI

	Group		
	30 Jun 2024	31 Dec 2023	1 Jan 2023
	A\$	A\$	A\$
Unquoted investment at FVTOCI			
Unquoted equity shares in a corporation	–	24,206	107,304
Balance at end of the period/year	<u>–</u>	<u>24,206</u>	<u>107,304</u>
Movements during the year			
Fair value at beginning of the period/year	24,206	107,304	107,304
Loss recognised in other comprehensive income	<u>(24,206)</u>	<u>(83,098)</u>	<u>–</u>
Fair value at end of the period/year	<u>–</u>	<u>24,206</u>	<u>107,304</u>

On 26 May 2021, the group acquired a 5% shareholding interest in Innovatic Commerce Solution Sdn Bhd for a consideration of RM1,551,872 (A\$511,342). The group has no significant influence and the unquoted equity shares are measured at fair value through other comprehensive income ("FVTOCI"). A fair value loss of A\$24,206 (2023: loss of A\$83,098) was recorded in other comprehensive income during the period ended 30 June 2024 (See Note 12).

Note 8. Cash and cash equivalents

	Group		
	30 Jun 2024	31 Dec 2023	1 Jan 2023
	A\$	A\$	A\$
Not restricted in use	2,234,292	3,110,357	4,731,235
Cash at end of the period/year	<u>2,234,292</u>	<u>3,110,357</u>	<u>4,731,235</u>

The interest earning balances are not material.

Note 8. Cash and cash equivalents (cont'd)

Reconciliation of liabilities arising from financing activities:

The group does not have any external borrowings except for finance leases that are not material.

Note 9. Share capital

	<u>Number of shares issued</u>	<u>Share capital A\$</u>
<u>Group and company</u>		
<u>Ordinary shares of no par value</u>		
Balance at 1 January 2023	283,011,666	13,940,037
Issuance of shares as part of share swap arrangement ^(a)	1,144,580	97,240
Proceeds from issuance of shares at A\$0.035	<u>11,428,571</u>	<u>402,810</u>
Balance at 31 December 2023 and 1 January 2024	295,584,817	14,440,087
Issuance of shares as part of share swap arrangement ^(a)	<u>572,290</u>	<u>17,172</u>
Balance at 30 June 2024	<u>296,157,107</u>	<u>14,457,259</u>

^(a) The issuance of shares of 1,144,580 and 572,290 was in respect of consideration of acquisition of additional shares in Plata and Punta Sdn. Bhd. and represents a non-cash transaction.

Note 10. Dividends

There were no dividends paid during the six month reporting period ended 30 June 2024 (2023: A\$Nil).

Note 11. Share option reserve

	<u>Group</u>	
	<u>30 Jun 2024</u>	<u>31 Dec 2023</u>
	<u>A\$</u>	<u>A\$</u>
As at 1 January 2024 and 1 January 2023	1,879,533	3,127,862
Expiry of share options – transferred to accumulated losses	–	(1,421,376)
Share options expense	28,232	291,169
Transfer to capital reserve	(33,006)	(39,829)
Forfeited share options	–	(78,293)
As at 30 June 2024 and 31 December 2023 – included in share option reserve	<u>1,874,759</u>	<u>1,879,533</u>
The expense is allocated in the profit or loss as follows:		
Administrative expenses	<u>28,232</u>	<u>212,876</u>

Note 11. Share option reserve (cont'd)

The outstanding number of options at the end of the half year was:

Exercise price outstanding	Grant date	Exercise period	Number of options	
			<u>30 Jun 2024</u>	<u>31 Dec 2023</u>
AUD 0.0145	27 May 2021	From 1 January 2023 to 1 January 2024	9,500,000	10,112,499
AUD 0.045	10 November 2023	From 10 November 2023 to 10 November 2028	2,000,000	2,000,000

During the reporting period on 18 March 2024, 550,000 options were exercised by non-executive directors of the company. These were settled by way of a transfer of shares from the majority shareholder of the company. Accordingly, the company did not receive any cash consideration and did not issue any new shares.

The estimate of the grant date fair value of each option issued was based on the Black-Scholes option pricing model (Level 2). In order to approximate the expectations that would be reflected in a current market or negotiated exchange price for these options, this model took into account several factors and assumptions.

The following assumptions were used:

	<u>2023</u>
Range of share price	A\$0.075
Range of exercise price	A\$0.045
Risk-free annual interest rates	3.95%
Volatility expected	171%
Expected option term of years	<u>5</u>

Subsequently on 31 July 2024, a further 4,916,667 share options which were granted on 27 May 2021 lapsed because the conditions have not been, or have become incapable of being, satisfied.

Note 11a. Capital reserve

The capital reserve represents the accumulation of the value of employee services received by the company, in respect of share options granted and exercised to date.

Note 12. Fair value reserve

	<u>Group</u>	
	<u>30 Jun 2024</u>	<u>31 Dec 2023</u>
	A\$	A\$
As at 1 January 2024 and 1 January 2023	(548,571)	(465,473)
Fair value loss on financial asset at FVTOCI (Note 7)	(24,206)	(83,098)
As at 30 June 2024 and 31 December 2023	<u>(572,777)</u>	<u>(548,571)</u>

Xamble Group Limited
Directors' declaration
30 June 2024

Note 13: Fair value measurement

Fair value hierarchy

The following tables detail the group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Consolidated - 30 June 2024	Level 1 A\$	Level 2 A\$	Level 3 A\$	Total A\$
Assets				
Ordinary shares at fair value through other comprehensive income (Note 7) #A	-	-	-	-
Total assets	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

#A. For fair value recurrent measurements categorised within Level 3 of the fair value hierarchy, a description of the valuation techniques and the significant other observable inputs used in the fair value measurement are as follows:

Level 3:

Unquoted equity shares through FVTOCI:

E-commerce industry, Malaysia

Fair Value: A\$Nil (2023: A\$25,281)

Valuation technique: Market comparable companies

There were no transfers between levels during the reporting period.

Note 14. Loss per share

The following table illustrates the numerators and denominators used to calculate basic and diluted (loss)/earnings per share of no par value:

	30 Jun 2024 A\$	Group 30 Jun 2023 A\$
A. Numerator: loss attributable to equity:		
Continuing operations:		
Total basic and diluted loss attributable to owners of the parent	<u>(692,300)</u>	<u>(1,023,256)</u>
B. Denominator: weighted average number of equity shares		
Basic and diluted	<u>284,393,410</u>	<u>281,561,481</u>
	<u>Cents</u>	<u>Cents</u>
Basic and diluted	<u>(0.24)</u>	<u>(0.36)</u>

The weighted average number of equity shares refers to shares in circulation during the reporting period.

The basic loss per share ratio is based on the weighted average number of ordinary shares outstanding during each reporting year. There is no material difference between the basic and diluted weighted average number of shares.

Note 15. Others

During the period, the group added A\$91,769 of intangible assets arising out of development costs incurred in Xamble Creators Sdn Bhd. There were no other material additions or disposals to intangible assets or plant and equipment. At 30 June 2024, there were no material capital commitments.

Note 16. Events after the end of the reporting period

Subsequent to the end of the reporting period, Nuffnang (Beijing) Consulting Co., Ltd has been struck off on 18 July 2024.

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Xamble Group Limited
Directors' declaration
30 June 2024

The Directors declare that:

- (a) in the directors' opinion, the attached consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows, and notes thereto are drawn up so as to give a true and fair view of the state of affairs of the group as at 30 June 2024 and of the results and cash flows of the group and changes in equity of the group for the reporting six-month period then ended; and
- (b) in the directors' opinion, 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.

Signed in accordance with a resolution of Board of Directors.

On behalf of the Board of Directors



Ganesh Kumar Bangah
Director

29 August 2024



Joanne Khoo Su Nee
Director

**Independent Auditor's Report on Review of Interim Financial Information
to the Members of
XAMBLE GROUP LIMITED** (Registration No: 200612086W)

Report on the Financial Statements

We have reviewed the accompanying condensed interim consolidated financial information of Xamble Group Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the six months period then ended, and material accounting policy information and other explanatory notes as set out on pages 4 to 15.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of this interim financial information in accordance with Singapore Financial Reporting Standard 34 Interim Financial Reporting, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner's Responsibility

Our responsibility is to express a conclusion on this interim financial information based on our review. We conducted our review in accordance with Singapore Standard on Review Engagements (SSRE) 2400 (Revised), *Engagements to Review Historical Financial Statements*. SSRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the accompanying condensed interim consolidated financial information are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

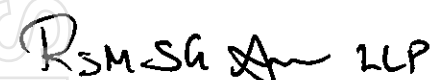
A review of financial statements in accordance with SSRE 2400 (Revised) is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with Singapore Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

**Independent Auditor's Report on Review of Interim Financial Information
to the Members of
XAMBLE GROUP LIMITED (Registration No: 200612086W)**

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim consolidated financial information does not give a true and fair view of the financial position of the entity as at 30 June 2024, and of its financial performance and its cash flows for the six month period then ended in accordance with Singapore Financial Reporting Standard 34 Interim Financial Reporting.

 RSM SG Assurance LLP

RSM SG Assurance LLP
Public Accountants and
Chartered Accountants
Singapore

29 August 2024
Partner in charge: Naveen Sasidaran