(Company No. OI - 318051) (Incorporated in Cayman Islands)

UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2021

(In Australian Dollar)

FINANCIAL STATEMENTS

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Company No: OI - 318051

CIRCLE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Cayman Islands)

<u>UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD</u> <u>ENDED 30 JUNE 2021</u>

UNAUDITED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Group		Con	npany
		30.06.2021	31.12.2020	30.06.2021	31.12.2020
		(6 months)	(12 months)	(6 months)	(12 months)
		Unaudited	Audited	Unaudited	Audited
	Note	AUD	AUD	AUD	AUD
Revenue		-	444,577	-	-
Cost of sales	-	(8,294)	(384,276)		
Gross profit		(8,294)	60,301	-	-
Other income		12	56,346	-	-
Administrative expenses		(70,604)	(269,318)	(67,611)	(119,223)
Other operating expenses		(3,741)	(435,670)	(3,464)	(70,673)
Finance costs	· -	(2,428)	(35,503)	72	
Loss before tax	5	(85,055)	(623,844)	(71,075)	(189,896)
Income tax expense	6	(5,023)			
Loss for the year		(90,078)	(623,844)	(71,075)	(189,896)
Other comprehensive expenses					
Items that will be reclassified					
subsequently to profit or loss					
Foreign currency translation					
differences		4,093	221,858	(13,185)	48,579
Total comprehensive expenses	¥.	,,,,,,		(,)	,
for the financial year		(85,985)	(401,986)	(84,260)	(141,317)
101 the managem year		(03,703)	(401,700)	(04,200)	(141,517)
Loss after taxation					
Attributable to:		(00.079)	((22 944)	(71.075)	(190,906)
		(90,078)	(623,844)	(71,075)	(189,896)
Owners of the Company					
Total comprehensive expenses					
for the financial year					
Attributable to:					
Owners of the Company		(95.095)	(401.086)	(84.260)	(141 217)
Owners of the Company	1	(85,985)	(401,986)	(84,260)	(141,317)
Loss per share					
Basic and fully diluted (cents)	7	(0.05)	(0.35)		
Duble and runy unated (cents)	,	(0.03)	(0.55)		

(Incorporated in Cayman Islands)

<u>UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD</u> ENDED 30 JUNE 2021

UNAUDITED STATEMENTS OF FINANCIAL POSITION

		Group		Company		
	Note	30.06.2021 (6 months) Unaudited AUD	31.12.2020 (12 months) Audited AUD	30.06.2021 (6 months) Unaudited AUD	31.12.2020 (12 months) Audited AUD	
ASSETS						
Non Current Assets						
Investment in subsidiaries	9	-	3	3	3	
Other investment			5,178			
Total Non Current Assets		-	5,178	3	3	
Current Assets						
Trade and other receivables	10	6,038	40,406	431	(-)	
Current tax assets		3,008	3,444	-	-	
Cash and bank balances	,	24,353	15,478			
Total Current Assets		33,399	59,328	431		
TOTAL ASSETS	8.	33,399	64,506	434	3	
EQUITY AND LIABILITIES Equity						
Share capital	11	57,656,229	57,656,229	57,656,229	57,656,229	
Reserves	12	(60,312,045)	(60,226,060)	(58,215,744)	(58,131,483)	
Total Equity		(2,655,816)	(2,569,831)	(559,515)	(475,254)	
Non-Current Liabilities		_				
Trade and other payables	14		55,675			
Total Non-Current Liabilities			55,675			
Current Liabilities						
Trade and other payables	14	2,318,496	2,203,561	559,949	475,257	
Term loans	13	58,088	68,686	-1		
Bank overdraft	15	29	29	=	-	
Current tax liabilities		312,602	306,386			
Total Current Liabilities	8.	2,689,215	2,578,662	559,949	475,257	
TOTAL LIABILITIES	11.	2,689,215	2,634,337	559,949	475,257	
TOTAL EQUITY AND LIABILI	TIES	33,399	64,506	434	3	

(Incorporated in Cayman Islands)

<u>UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD</u> <u>ENDED 30 JUNE 2021</u>

UNAUDITED STATEMENTS OF CHANGES IN EQUITY

	Share capital	Merger reserve	Foreign currency translation reserve	Accumulated losses	Total
Group	AUD	AUD	AUD	AUD	AUD
At 1 January 2020	57,656,229	(57,388,344)	(102,251)	(2,333,479)	(2,167,845)
Loss after taxation	-	-	-	(623,844)	(623,844)
Other comprehensive income for the financial year - foreign currency translation differences	-	-	221,858	-	221,858
Total comprehensive expenses for the financial year At 31 December 2020 /	- 57 656 220	(57 200 244)	221,858	(623,844)	(401,986)
1 January 2021	57,656,229	(57,388,344)	119,607	(2,957,323)	(2,569,831)
Loss after taxation	-	-		(90,078)	(90,078)
Other comprehensive income for the financial year - foreign currency translation differences	-	-	4,093	(e	4,093
Total comprehensive expenses for the financial year	-	-	4,093	(90,078)	(85,985)
At 30 June 2021	57,656,229	(57,388,344)	123,700	(3,047,401)	(2,655,816)
	Share capital	Foreign currency translation reserve	Accumulated losses	Total	
Company		currency		Total AUD	
Company At 1 January 2020	capital	currency translation reserve	losses		
	capital AUD	currency translation reserve AUD	losses AUD	AUD	
At 1 January 2020	capital AUD	currency translation reserve AUD	losses AUD (57,974,650)	AUD (333,937)	
At 1 January 2020 Loss after taxation Other comprehensive income for the financial year - foreign currency translation differences Total comprehensive expenses for the financial year	capital AUD	currency translation reserve AUD (15,516)	losses AUD (57,974,650)	AUD (333,937) (189,896)	
At 1 January 2020 Loss after taxation Other comprehensive income for the financial year - foreign currency translation differences Total comprehensive expenses for the	capital AUD	currency translation reserve AUD (15,516)	losses AUD (57,974,650) (189,896)	AUD (333,937) (189,896) 48,579	
At 1 January 2020 Loss after taxation Other comprehensive income for the financial year - foreign currency translation differences Total comprehensive expenses for the financial year At 31 December 2020 /	capital AUD 57,656,229	currency translation reserve AUD (15,516) - 48,579	losses AUD (57,974,650) (189,896)	(333,937) (189,896) 48,579 (141,317)	
At 1 January 2020 Loss after taxation Other comprehensive income for the financial year - foreign currency translation differences Total comprehensive expenses for the financial year At 31 December 2020 / 1 January 2021 Loss after taxation Other comprehensive income for the financial year - foreign currency translation differences	capital AUD 57,656,229	currency translation reserve AUD (15,516) - 48,579	losses AUD (57,974,650) (189,896) - (189,896) (58,164,546)	AUD (333,937) (189,896) 48,579 (141,317) (475,254)	
At 1 January 2020 Loss after taxation Other comprehensive income for the financial year - foreign currency translation differences Total comprehensive expenses for the financial year At 31 December 2020 / 1 January 2021 Loss after taxation Other comprehensive income for the financial year - foreign currency	capital AUD 57,656,229	currency translation reserve AUD (15,516) - 48,579 48,579 33,063	losses AUD (57,974,650) (189,896) - (189,896) (58,164,546)	AUD (333,937) (189,896) 48,579 (141,317) (475,254) (71,075)	

(Incorporated in Cayman Islands)

<u>UNAUDITED INTERIM FINANCIAL STATEMENTS FOR THE PERIOD</u> <u>ENDED 30 JUNE 2021</u>

UNAUDITED STATEMENTS OF CASH FLOWS

	Note	Gr 30.06.2021 (6 months) Unaudited AUD	31.12.2020 (12 months) Audited AUD	Con 30.06.2021 (6 months) Unaudited AUD	31.12.2020 (12 months) Audited AUD
Cash flows from operating activities					
Loss before taxation		(85,055)	(623,844)	(71,075)	(189,896)
Adjustment for:					
Interest expenses		2,428	35,503	-	-
Depreciation of property, plant and equipment		-	4,250	-	-
Impairment loss of trade and other receivables		_	418,900	-	47,372
Gain on disposal of property, plant and equipment		-	(36,315)	-	-
Unrealised loss on foreign exchange		-	-	-	22,706
Property, plant and equipment written off		-	11,923	-	-
Operating profit before working capital changes		(82,627)	(189,583)	(71,075)	(119,818)
Movements in working capital:					
Decrease/(increase) in receivables		34,368	19,515	(458)	11,216
Decrease in amount due to directors		-	-	-	-
Increase in payables		73,116	138,294	71,533	108,602
Cash used in operations		24,857	(31,774)	-	_
Income tax paid		(5,023)	(166)		
Net cash used in operation activities		19,834	(31,940)		
Cash flows from investing activities					
Interest received		12	-	-	-
Investment redemption		5,166	-	-	-
Proceeds from disposal of property, plant and		3.6			
equipment		-	396,167	_	_
Net cash used in investing activities		5,178	396,167		
Cash flows from financing activities					
Interest paid		(2,428)	(35,503)	-	-
Repayment of term loans		(13,549)	(259,843)	-	-
Net cash used in financing activities		(15,977)	(295,346)		
Net increase in cash and cash equivalents		9,035	68,881	-	-
Cash and cash equivalents at beginning of financial		15,449	(57,634)	-	=
Effects of exchange rate changes on cash and cash					
equivalents		(160)	4,202	-	-
Cash and cash equivalents at end of financial	15	24,324	15,449		

(Incorporated in Cayman Islands)

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company is incorporated in the Cayman Islands, under the Companies Law. The principal activity of the Company is investment holding.

The Company's registered office and principal place of business are located at P.O. Box 10008, Willow House, Cricket Square, Grand Cayman KY1-1001, Cayman Islands.

Each of the entities within the Group prepares their financial statements based on the currency of the primary economic environment in which the entity operates (the functional currency). The Company's functional currency is United States Dollars (USD), while the presentation currency of the Group and the Company are Australian Dollars (AUD).

The Board of Directors has authorised the financial statements of the Group and the Company for issuance on

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Group and the Company have been prepared in compliance with International Financial Reporting Standards.

3. ADOPTION OF NEW IFRS AND AMENDMENTS TO IFRS

New IFRSs adopted during the financial year.

The Group and the Company adopted the following Standards of the IFRS Framework that were issued by the International Accounting Standards Board ('IASB') during the financial year.

Title	Effective Date
IFRS 17 Insurance Contracts	1 January 2023
Amendments to IAS 1: Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to IAS 1: Disclosure of Accounting Policies	1 January 2023
Amendments to IAS 8: Definition of Accounting Estimates	1 January 2023
Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a	1 January 2023
Single Transaction	
Amendments to IAS 16: Property, Plant and Equipment – Proceeds before Intended	1 January 2022
Use	
Amendments to IAS 37: Onerous Contracts – Costs of Fulfilling a Contract	1 January 2022
Amendments to IFRS 3: Reference to the Conceptual Framework	1 January 2022
Amendments to IFRS 9, IFRS 139 and IFRS 7, IFRS 4 and IFRS 16: Interest Rate	1 January 2021
Benchmark Reform – Phase 2	2.50
Amendments to IFRS 10 and IAS 128: Sale or Contribution of Assets between an	Deferred
Investor and its Associate or Joint Venture	8

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Title	Effective Date
Amendments to IFRS 16: Covid-19-Related Rent Concessions	1 June 2020
Amendments to IFRS 16: Covid-19-Related Rent Concessions beyond 30 June 2021	1 April 2021
Amendments to IFRS 17: Insurance Contracts	1 January 2023
Amendments to IFRS 17: Initial Application of IFRS 17 and IFRS 9 – Comparative Information	1 January 2023
Annual Improvements to IFRS Standards 2018 – 2020 Cycle	1 January 2022

4. SEGMENT INFORMATION

The Group operates as a single operating segment and internal management reporting systems present financial information as a single segment. The segment derives its revenue and incurs expenses through media, advertising and marketing activities.

5. LOSS BEFORE TAX

Loss before tax is arrived at:

	Group		Company	
	30.06.2021 31.12.2020		30.06.2021	31.12.2020
	(6 months)	(12 months)	(6 months)	(12 months)
	Unaudited	Audited	Unaudited	Audited
	AUD	AUD	AUD	AUD
Loss before taxation is stated				
after charging				
Auditors' remuneration	14,443	22,514	13,017	11,521
Depreciation of property, plant				
and equipment	-	4,250	-	-
Impairment loss on trade and				
other receivables	-	418,900	-	47,372
Interest expenses:				
- bank overdraft interest	-	968	-	-
- term loan interest	-	1,705	-	-
- others	2,428	32,830		
Property, plant and equipment				
written off	-	11,923	-	-
Rental of office equipment	-	597	-	595
Rental of premises	-	6,191	-	-
Staff costs	-	113,647	-	-
Loss on foreign exchange	29	597	29	23,301
After crediting:				
Gain on disposal of property,				
plant and equipment	-	36,315	-	-
Other income	12	12,843	-	-
Revesal of impairment loss on				
trade receivables		7,188		

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Staff costs and remuneration of key management personnel

Group		
30.06.2021	31.12.2020	
(6 months)	(12 months)	
AUD	AUD	
	41,226	
.=	69,775	
-	2,072	
	574	
	113,647	
	30.06.2021 (6 months)	

6. INCOME TAX EXPENSE

	Gr	oup	Company		
	30.06.2021 31.12.2020		30.06.2021	31.12.2020	
	(6 months)	(12 months)	(6 months)	(12 months)	
	Unaudited	Audited	Unaudited	Audited	
	AUD	AUD	AUD	AUD	
Real property gain tax	5,023		_		

The numerical reconciliation between the tax expenses and the product of accounting profit multiplied by the applicable tax rate are as follows:

	Gro	oup	Company		
	30.06.2021 31.12.2020		30.06.2021	31.12.2020	
	(6 months)	(12 months)	(6 months)	(12 months)	
	AUD	AUD	AUD	AUD	
Loss before tax	(85,055)	(623,844)	(71,075)	(189,896)	
Tax at statutory tax rate	(20,413)	(149,723)	(17,058)	(45,575)	
Tax effects of:					
Non-deductible expenses	20,413	98,723	17,058	45,575	
Real property gain tax	5,023				
Deferred tax asset not					
recognised		51,000			
	5,023		-		

(Incorporated in Cayman Islands)

7. LOSS PER SHARE

a. Basic loss per share

Basic loss per ordinary share for the financial year is calculated by dividing the loss after tax attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year:

	Group		
	30.06.2021	31.12.2020	
	(6 months)	(12 months)	
	Unaudited	Audited	
	AUD	AUD	
Loss after tax attributable to the owners of			
the Company (AUD)	(90,078)	(623,844)	
Number of ordinary shares at beginning of			
the period/year	180,000,400	180,000,400	
Weighted-average number of ordinary shares			
at 30 June/31 December	180,000,400	180,000,400	
Loss per share (cents)	(0.05)	(0.35)	

b. Diluted loss per share

The Company has not issued any dilutive potential ordinary shares and hence, the diluted loss per share is equal to the basic loss per share.

8. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2021, the Group has not acquired/disposed of items of plant and machinery.

9. INVESTMENT IN SUBSIDIARIES

	Company		
	30.06.2021	31.12.2020	
	(6 months) Unaudited	(12 months) Audited	
	AUD	AUD	
Unquoted shares, at cost	57,656,091	57,656,091	
Less: Impairment loss	(57,656,088)	(57,656,088)	
	3	3	

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Investment in subsidiaries

Details of the subsidiaries are as follows:

Name of company	Country of incorporation	Effective equity interest (%)		Principal activities	
2.00	-	30.06.2021	31.12.2020		
Circle Corporation International Limited	Hong Kong	100	100	Advertising, branding, e-media services and creative marketing solution.	
Circle Corp Mediatech Sdn. Bhd	Malaysia	100	100	Advertising, publication, entertainment, events, business circle mobile app and related services.	
Inno Mind Works Sdn. Bhd.	Malaysia	100	100	Event organiser, advertisement and media industries.	

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10. TRADE AND OTHER RECEIVABLES

	Gro	oup	Company		
	30.06.2021	31.12.2020	30.06.2021	31.12.2020	
	(6 months)	(12 months)	(6 months)	(12 months)	
	Unaudited	Audited	Unaudited	Audited	
	AUD	AUD	AUD	AUD	
Trade receivables					
- net of impairment	-	33,621	~	_	
Other receivables					
- net of impairment	6,038	6,785	431	-	
Deposit and prepayment					
	6,038	40,406	431		
	A2.				
Trade receivables	1: -	42,217	-	-	
Less: Impairment losses			<u> </u>		
At 1 January	-	(6,946)	-	-	
Additional during the year	-	(9,125)	-	-	
Reversal during the year	1-	7,188	-	-	
Translation reserve	-	287	-	-	
		(9.506)			
At 31 December		(8,596)			
At 31 December		33,021		· · · · · · · · · · · · · · · · · · ·	
Other receivables	6,038	429,753	431		
Less: Impairment losses	0,038	429,733	431		
At 1 January		(55,473)			
Additional during the year		(409,775)			
Translation reserve		42,280]	
Translation reserve		42,200			
		(422,968)			
At 31 December	6,038	6,785	431		

The Group's normal trade credit terms range from 30 to 120 days (2020: 30 to 120 days). Other credit items are assessed and approved on a case-by-case basis.

11. SHARE CAPITAL

Share capital is represented by:

	30.06.2021 (6 months) Unaudited AUD	31.12.2020 (12 months) Audited AUD
Issued and fully paid:		
Ordinary shares	57,656,229	57,656,229
	57,656,229	57,656,229

The holders of ordinary shares are entitled to receive dividends and when declared by the Company and are entitled to one vote per ordinary share at meetings of the Company.

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12. RESERVES

	Group		Company	
	30.06.2021	31.12.2020	30.06.2021	31.12.2020
	(6 months) (12 months)		(6 months)	(12 months)
	Unaudited	Audited	Unaudited	Audited
	AUD	AUD	AUD	AUD
Accumulated losses	3,047,401	2,957,323	58,235,621	58,164,546
Foreign exchange				
translation reserve	(123,700)	(119,607)	(19,877)	(33,063)
Merger reserve	57,388,344	57,388,344		
	60,312,045	60,226,060	58,215,744	58,131,483

Exchange translation reserve

The foreign exchange translation reserve arose from the translation of the financial statements of the Company and its foreign subsidiaries whose functional currencies are different from the Group's presentation currency.

Merger reserve

The merger reserve arose as a result of the deficit of the consideration paid over the share capital and reserves of the subsidiaries.

13. TERM LOAN

	Gre	oup	Company		
	30.06.2021	31.12.2020	30.06.2021	31.12.2020	
	(6 months)	(12 months)	(6 months)	(12 months)	
	Unaudited	Audited	Unaudited	Audited	
	AUD	AUD	AUD	AUD	
Payable within 12					
months	58,088	68,686			
	58,088	68,686			

The term loans, which are under the name of a director, are repayable over 84 months to 360 months commencing August 2015 and November 2015 with an effective interest rate of 4.75% to 4.85%. The term loans are secured by a legal charge over the freehold building of the Group.

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14. TRADE AND OTHER PAYABLES

Gr	oup	Company		
30.06.2021 (6 months)	31.12.2020 (12 months)	30.06.2021 (6 months)	31.12.2020 (12 months)	
Unaudited	Audited	Unaudited	Audited	
AUD	AUD	AUD	AUD	
54,052	55,675	-	_	
530,385	539,264	ş-); –	
1,241,933	1,197,054	278,425	200,458	
492,126	467,243	-	.=	
<u> </u>		281,524	274,799	
2,318,496	2,259,236	559,949	475,257	
	30.06.2021 (6 months) Unaudited AUD 54,052 530,385 1,241,933 492,126	(6 months) Unaudited AUD 54,052 530,385 539,264 1,241,933 1,197,054 492,126 467,243	30.06.2021 (6 months) (12 months) Unaudited AUD	

Amount owing to directors of a subsidiary and amount owing to subsidiaries are non-trade in nature, unsecured, interest-free and payable upon demand in cash and cash equivalents.

15. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the statement of cash flows comprise the following amounts:

	Group		Company	
	30.06.2021	31.12.2020	30.06.2021	31.12.2020
	(6 months)	(12 months)	(6 months)	(12 months)
	Unaudited	Audited	Unaudited	Audited
	AUD	AUD	AUD	AUD
Cash and bank				
balances	24,353	15,478	-	-
Bank overdraft	(29)	(29)		
	24,324	15,449		

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16. CLASSIFICATION AND FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT

Classification of Financial Instruments

	Gre	oup	Company		
	30.06.2021 (6 months) Unaudited AUD	31.12.2020 (12 months) Audited AUD	30.06.2021 (6 months) Unaudited AUD	31.12.2020 (12 months) Audited AUD	
Financial assets:					
Investment	·-	5,178	-	-	
Trade and other					
receivables	6,038	40,406	431	-	
Cash and bank balances	24,353	15,478	<u> </u>		
	30,391	61,062	431		
Financial liabilities:					
Trade and other payables	2,318,496	2,259,236	559,949	475,257	
Term loan	58,088	68,686	-	-	
Bank overdraft	29	29			
	2,376,613	2,327,951	559,949	475,257	

Methods and assumptions used to estimate the fair value

The fair value of the financial assets and liabilities is approximately their carrying amounts.

17. The above interim financial statement is unaudited.

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STATEMENT BY DIRECTORS

The directors of **CIRCLE INTERNATIONAL HOLDINGS LIMITED** stated that, in their opinion, the accompanying financial statements are drawn up in accordance with International Financial Reporting Standards to give a true and fair view of the financial position of the Group and the Company as at 30 June 2021 and the financial performance and cash flows of the Group and the Company for the period 1 January 2021 to 30 June 2021.

Signed on behalf of the Board in accordance with a resolution of the Directors,

M

HEE CHEE KEONG

Date: 10 March 2022

JEROME AUGUSTUS BATEMAN