

Rofina Group Limited and Controlled Entities

ACN 635 120 517

Annual Financial Report

For the Year Ended 31 May 2024



Rofina Group Limited and Controlled Entities

ACN 635 120 517

CORPORATE DIRECTORY

Directors

Boon Chin Soo – Executive Chairman

Wei Yin Soo – Executive Director

Jacky Tran Cheung – Non-Executive Director

Su Hian Tan – Non-Executive Director

Company Secretary

Chen Chik Ong

Registered Office

Minerva Corporate Pty Ltd

Level 8, 99 St Georges Terrace

Perth, WA 6000

Principal Place of Business

Pine Valley Business Centre

22 & 22A, Lebuhr Rambai 11

11060 Paya Terubong, Penang, Malaysia

Website

<https://www.rofinagroup.com>

Share Registry

Boardroom Pty Ltd

Level 8, 210 George Street

Sydney, NSW 2000

Auditors

Moore Australia Audit (WA)

Level 15, Exchange Tower

2 The Esplanade

Perth WA 6000

Stock Exchange listing

Rofina Group Limited shares are listed on the National Stock Exchange of Australia (NSX), code: 218

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Chairman's Statement
31 May 2024

Ladies and Gentlemen,

I am pleased to present the 2024 Annual Report for Rofina Group Limited (Rofina) and its controlled entities (the Group).

Rofina is one of the largest specialty retailers of luggage, bags, winter apparel and travel accessories in Malaysia and constantly strives to provide customers with a wide range of products at affordable prices and with good after sales service.

The Group's strategy is to be one of the market leaders in the luggage, bags, winter wear and travel accessories industry and to gain international recognition by carrying a wide range of quality products through the sale and distribution of the innovative designs of its own brand names and distributorships of products of other third-party brand owners.

The Group currently has 15 retail stores, with a presence in three department stores across Malaysia, as well as its online platform.

The Group's immediate aim is to become a one stop-travel chain for customers' travel needs. Therefore, the Group's plan is to continue to expand and upgrade its own products and source for better material, products and brands to introduce to the market. The Group intends to actively cultivate internal growth within the organisation and enhance the professionalism of its frontline salespeople further to serve our customers and all our stakeholders better.

The Group is building its brands Rofina, Cosas United and Ragdoll and is emerging as a strong contender in each market it enters, with the objective to achieve sustainable growth to benefit all stakeholders.

The Group continues to explore for other opportunities which can complement its core business.

With the pandemic well and thoroughly behind us now, we are confident that we will be able to grow strongly from herein and work towards building a strong balance sheet and be in a position to reward our shareholders in the near future.

On behalf of the Board, I would like to thank our store and management team members, our customers, our suppliers, our shareholders and all our other stakeholders for their support throughout the year.

Thank you.



BOON CHIN SOO
CHAIRMAN

Dated this 30 August 2024

Rofina Group Limited and its Controlled Entities

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Directors' Report

31 May 2024

The Board of directors (Board) of Rofina Group Limited (Rofina/Company) presents the Annual Financial Report on the Company and its controlled entities (Rofina Group/Group) for the year ended 31 May 2024.

DIRECTORS

The names and details of the Company's directors in office during the financial year and until the date of this report are as follows. Where applicable, all current and former directorships held in listed public companies over the past three years have been detailed below.

Boon Chin Soo, Executive Chairman

Boon Chin Soo, who is the Executive Chairman and founder of Rofina began his career in 1975, and has more than 40 years of experience in manufacturing and retailing. He provides leadership to the Board and oversees the Group's research and development team in developing new collections and design of the Group's own brands such as Rofina, Cosas United and Ragdoll. He is key to establishing strategic and mutually beneficial partnerships and strategic alliances and relationships with customers, suppliers and organisation leaders to effectively support key business initiatives of the Group.

Wei Yin Soo, Executive Director, Chief Executive Officer

Wei Yin Soo has a Diploma in Business Administration - INTI International College Penang. Much of the Group's success in obtaining a strong foothold in Peninsular Malaysia is due to the implementation of Mr. Soo's marketing strategies, which have boosted the Cosas United brand to become a well-known brand in Malaysia. Mr. Soo is responsible for managing the operations and resources of the Group.

Jacky Tran Cheung, Non-Executive and Independent Director

Jacky Tran Cheung holds a Bachelor of Commerce from the University of New South Wales, a Masters in Operations Management from the University of Technology Sydney, and a Diploma in Financial Planning from Traineeship Management Australia. He is a director of Capital Link Pty Ltd, and of Banc Group Pty Ltd. Mr. Cheung is a Justice of the Peace and a director of a financial advisory and property development company. He has worked with some of the largest financial institutions in Australia including NAB, Commonwealth Bank and Westpac.

Chor Keat Ewe, Non-Executive and Independent Director (resigned on 29 December 2023)

Chor Keat Ewe has a Bachelor of Commerce (Accounting and Finance) from Deakin University. Mr. Ewe has been a member of the Malaysia Institute of Accountants for over 10 years. He began his career at Aljeffridean Chartered Accountants, and since then has progressed to Deloitte Malaysia. He is presently Partner in Sincere Commercial Service, an accounting firm in Penang.

Su Hian Tan, Non-Executive and Independent Director

Ms. Tan works with ABBA Group in Sydney in business broking, mergers and acquisitions and was a Business Development Consultant for Ability Options, a Sydney not-for-profit organisation. She was the CEO for Hokay Fitness & Ice Sports Group of Companies in Beijing. She is a proven multi-lingual business development and change management professional with over 20 years of international experience working in the health, wellness, sports and recreation industries.

COMPANY SECRETARY

Chen Chik Ong

Mr Chen Chik (Nicholas) Ong was a Principal Adviser at the ASX and brings 15 years' experience in IPO, listing rules compliance and corporate governance. He has overseen the admission of over 100 companies to the official list of the ASX and NSX. Nicholas is a member of the Governance Institute of Australia and holds a Bachelor of Commerce and a Master of Business Administration from the University of Western Australia.

Directors' Report
31 May 2024

MEETINGS OF DIRECTORS

The number of directors' meetings and number of meetings attended by each director during the financial year are set out in the table below:

Director	Meetings eligible to attend	Meetings attended
Boon Chin Soo	2	2
Wei Yin Soo	2	2
Jacky Tran Cheung	2	2
Chor Keat Ewe ¹	1	1
Su Hian Tan	2	2

1 - resigned on 29 December 2023

There were no meetings held by the Nomination and Remuneration Committee during the year.

Due to the resignation of Non-executive director, Mr Ewe, the Audit and Risk Committee was disbanded and taken over by the Full Board of Directors. No meetings of the Audit and Risk Committee were held during the year.

PRINCIPAL ACTIVITY

The Group markets and sells its own and other quality brands of travel goods and accessories through various sales channels including retail, business to business, e-commerce and wholesale, principally in Australia and Malaysia.

OPERATING AND FINANCIAL REVIEW

The consolidated profit after income tax for the year ended 31 May 2024 was \$874,774 (2023: \$955,031). Profit before interest, tax, depreciation, amortisation, fixed assets written off and impairments was \$1,605,497 (2023: \$1,618,781).

The Group continues to enjoy an increase in sales from tourism in Malaysia and abroad. Revenue for the year was \$5,431,818, compared to \$4,878,252 in the prior year, an increase of 11%. Gross profit margin was 59% (2023: 59%).

As at 31 May 2024, the net current liabilities of the Group were \$2,290,379 (2023: \$3,711,426). Net cash inflow from operating activities during the year was \$619,400 (2023: cash inflow of \$1,036,694). The decrease in cash flow from operating activities is primarily due to the payment of outstanding loans and increase in employee benefit and general and administrative expenses.

Despite an increase in cost pressure in general due to a higher inflationary environment, the Group is optimistic that business will continue to strive in the next couple of years with plenty of growth opportunities.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the year, the Group disposed its wholly owned subsidiary, Cays Media Group Sdn Bhd to focus on its core business activities.

In the directors' opinion, apart from the above, there have been no other significant changes in the state of affairs of the Group during the financial year.

Directors' Report
31 May 2024

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF STRATEGIES AND BUSINESS OPERATIONS

The growth plans of the Group can be summarised as follows:

Grow e-commerce platform sales and enhance customer service

The Group continues to grow its e-commerce platform through online communication, strategic advertisement and promotion via social media platforms and new channels such as TikTok and YouTube or other trending applications to promote brand awareness which can target specific groups of consumers in view of increasing the Group's e-commerce platform sales. The Group has a team dedicated to the development, implementation and to analyse its e-commerce platform strategy.

In tandem with growing the e-commerce platform sales, the Group is focusing on enhancing its customer service by improving the average response time to any queries online customers may have. The Group believes that by reducing the time taken to provide clarification, customers are less likely to get distracted and navigate away from the site. The Group intends for its market share in East Malaysia and Australia to grow organically through online platforms.

Growth and upgrade of own brand products

Although the Group currently has approximately 2,400 own brand products which it manufactures and sells, the Group is looking to continuously enhance its research and development to expand and upgrade its product design, range and quality. The Group will also focus on growing and developing its range of handbags, backpacks and luggage designs for domestic travel. In addition to regular customer satisfaction surveys carried out by the Group to understand the needs and wants of customers, the Group actively attends various international fashion events in order to interact with fashion designers to keep abreast with latest trends.

Expanding the range of third-party products

In addition to the Group's own brand products, the Group is continuously identifying and evaluating new suppliers and potential brands to expand the Group's product range. The Group is currently in discussion with several brands and is optimistic that arrangements will be entered into for the sale and distribution of products in Malaysia and Australia.

Additional comments on results of operations of the Group are included under the Operating and Financial Review section on page 3.

Directors' Interests

As at the date of this report, the following shareholdings are:

	Number of Ordinary Shares
Boon Chin Soo	36,422,168
Wei Yin Soo	8,068,868
Jacky Tran Cheung	0
Su Hian Tan	0

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

No matters or circumstances have arisen since the end of the financial period which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

DIVIDENDS PAID OR RECOMMENDED

The directors have not recommended a dividend for the year ended 31 May 2024 at the date of this report.

SHARE OPTIONS

There are no unissued ordinary shares of Rofina Group Limited under options. No shares were issued, options granted by Rofina Group or any controlled entity and no options were exercised by any holder during the year ended 31 May 2024 or since that date.

ENVIRONMENTAL REGULATIONS

The Group's operations are not subject to any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

Rofina Group Limited and its Controlled Entities

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Directors' Report

31 May 2024

INDEMNIFICATIONS AND INSURANCE OF OFFICERS AND AUDITORS

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer of Rofina Group Limited. No insurance or indemnification was taken on behalf of or for the auditors.

NON-AUDIT SERVICES

No non-audit services were provided by the Group auditor's Moore Australia Audit (WA) and network firms.

PROCEEDINGS ON BEHALF OF GROUP

During the year, a landlord filed a civil suit against a subsidiary of the Company for rent arrears and late interest payment relating to a rented premise granted to that subsidiary totaling A\$146,070. A mutual settlement agreement was reached in Court for A\$129,438 to be paid over six instalments from August to December 2023. The subsidiary fully settled the said judgement sum on 31 December 2023.

Apart from the above, no person has brought proceedings against or on behalf of the Group or to intervene in any significant proceedings to which any such entity is a party for the purpose of taking responsibility for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

RISK MANAGEMENT

The Group takes a proactive approach to risk management. Management, through the Chief Executive Officer, is responsible for designing, implementing and reporting on the adequacy of the Group's risk management and internal control system. Management reports to the Board on the Group's key risks and the extent to which it believes these risks are being managed. This is performed informally on a six-monthly basis or more frequently as required by the Board. The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control.

The Group has identified the key risks which the Group believes to be inherent in the business and industry in which the Group operates. These include: financing adequacy of capital and liquidity risk; operational risk; environmental risk; reputation risk; legal, compliance and regulatory risk; market risk including the state of the global travel and tourism industry; pandemic risk; intellectual property risk; and, occupational health and safety risk. These risk areas are provided here to assist investors to understand better the nature of the risks faced by our Group and the industry in which we operate. This is not necessarily an exhaustive list.

The Board receives regular reports addressing the management of the key risks associated with the Group's business. The Board has the right to appoint external professional advisers to carry out investigations into control mechanisms and report their findings and recommendations in relation to control improvements, processes and procedures to the Board.

Directors' Report
31 May 2024

CORPORATE GOVERNANCE

The primary responsibility of the Board is to represent and advance shareholders' interests and to protect the interests of all stakeholders. To fulfil this role, the Board is responsible for the overall corporate governance of the Rofina Group Limited including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

Rofina Group is committed to good corporate governance, which promotes the long-term interests of shareholders, strengthens Board and management accountability and helps build public trust. The Board is elected by the shareholders to oversee their interest in the long-term health and the overall success of the business and its financial strength. The Board serves as the ultimate decision-making body of the Group, except for those matters reserved to or shared with the shareholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Group.

The Board has assessed the Group's current practice against principles of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 4th edition (Guidelines). In compliance with the "if no why not" reporting regime, where the Group's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Group has adopted instead of those in the recommendation.

This statement was adopted by the board on 30 August 2024.

Recommendation	Complies?	Group compliance approach and activities
Principle 1 – Lay solid foundations for management and oversight An entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> the respective roles and responsibilities of its board and management; and those matters expressly reserved to the board and those delegated to management. 	Yes	The Company has adopted a formal charter (Board Charter) clearly setting out the respective roles and responsibilities of the Board, the Chair, and Company Secretary. Responsibilities reserved to the Board include: <ul style="list-style-type: none"> providing leadership and setting the strategic objectives of the Company; appointing the chair; appointing and when necessary replacing the CEO; approving the appointment and when necessary replacement of other senior executives of the Company; overseeing management's implementation of the Company's strategic objectives and its performance generally; through the chair, overseeing the role of the Company Secretary; approving operating budgets and major capital expenditure; overseeing the integrity of the Group's accounting and corporate reporting systems, including the external audit; overseeing the Group's process for making timely and balanced disclosure of all material information concerning it that a reasonable person would expect to have a material effect on the price or value of Company's securities; ensuring that the Group has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate; approving the Group's remuneration framework; and monitoring the effectiveness of the Group's governance practices. A copy of the Board Charter is available on the Group's website ir.rofinagroup.com .
Recommendation 1.2 A listed entity should: <ul style="list-style-type: none"> undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and 	Yes	The Group has undertaken insolvency searches in relation to the Directors of the Company. All information relevant to a decision to elect or re-elect a Director will be provided to Shareholders in any notice of meeting pursuant to which a resolution to elect or re-elect a Director will be voted upon.

Rofina Group Limited and its Controlled Entities

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Directors' Report

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Recommendation	Complies?	Group compliance approach and activities
<ul style="list-style-type: none"> provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 		In addition, the Group has established a Nomination and Remuneration Committee to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise and the results of appropriate checks.
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The Group's Board Charter requires that the terms and conditions of appointment of a Director be confirmed in a formal letter of appointment or a service contract. Specifically:</p> <ul style="list-style-type: none"> each non-executive Director has executed appointment letters with the Company setting out the terms and conditions of their appointment; and each executive Director and senior executive of the Group has executed employment letters with Rofina Marketing, setting out the terms and conditions of their employment.
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The Company Secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.</p> <p>The Group has adopted a formal Board Charter setting out the Company Secretary's responsibilities. Under the Board Charter, the Company Secretary is responsible for:</p> <ul style="list-style-type: none"> advising the Board and its committees on governance matters; monitoring that Board and committee policy and procedures are followed; coordinating the timely completion and dispatch of Board and committee papers; ensuring the business at Board and committee meetings is accurately captured in the minutes; and helping to organise and facilitate the induction and professional development of Directors and the Company Secretary.
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a diversity policy; through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and disclose in relation to each reporting period: <ol style="list-style-type: none"> the measurable objectives set for that period to achieve gender diversity; the entity's progress towards achieving those objectives; and either: <ol style="list-style-type: none"> the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in that Act. 	No	<p>The Group has adopted a diversity policy (Diversity Policy) which promotes diversity and inclusion regardless of employees' experiences, perspectives, professional skills, gender, gender identity, age, disabilities, sexual orientation, ethnicity, marital status, religious beliefs, socioeconomic backgrounds and cultural backgrounds.</p> <p>The Board considers that since the Group has only recently adopted the Diversity Policy it has not set measurable objectives or disclosed these as at today's date. The Group intends to disclose the measurable objectives for achieving diversity and the Group's progress in achieving these objectives.</p> <p>The Diversity Policy entrusts the Board with the responsibility for designing and overseeing the implementation of the Diversity Policy.</p> <p>Under the Diversity Policy, the Board is:</p> <ul style="list-style-type: none"> required to develop initiatives that will promote and achieve diversity goals; responsible for reviewing this Diversity Policy and will assess the status of diversity within the Group and the effectiveness of this policy in achieving the measurable objectives which have been set to achieve diversity; responsible for assessing the need for specific and measurable gender diversity targets periodically, and if required, setting those targets; and responsible for assessing the effectiveness of the Group's diversity objectives each year.

Directors' Report
31 May 2024

Recommendation	Complies?	Group compliance approach and activities
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and disclose, for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<p>Under the Board Charter, each Director's performance is assessed when standing for re-election. Before each AGM, the Chair of the Board assesses the performance of any Director standing for re-election and the Board will determine their recommendation to Shareholders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chairman) will conduct the review of the Chairman.</p> <p>In addition, the Nomination and Remuneration Committee is responsible for the development and implementation of a process for evaluating the performance and professional development needs of the Board.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and disclose for each reporting period, whether a performance evaluation was undertaken in accordance with that process during or in respect of that period. 	Yes	<p>Under the Board Charter, senior executives' performance will be considered by the independent directors in a meeting separate to the Board meetings. The Chairman is responsible for ensuring independent Director meetings take place on a regular basis.</p>
<p>Principle 2 – Structure the board to be effective and add value</p> <p>The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.</p>		
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> have a nomination committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. 	Yes	<p>The Board has appointed a dedicated Nomination and Remuneration Committee, which will have authority and power to exercise the roles and responsibilities granted to it under a nomination and remuneration committee charter (Nomination and Remuneration Committee Charter), and any other resolutions of the Board from time to time.</p> <p>The committee is comprised of four Directors a majority of whom are independent and non-executive Directors.</p> <p>The chairperson is one of the independent, non-executive Directors.</p> <p>At Listing the members of the Nomination and Remuneration Committee are:</p> <ul style="list-style-type: none"> Chair: Jacky Tran Cheung; Member: Chor Keat Ewe (resigned on 29 December 2023); Member: Su Hian Tan; Member: Boon Chin Soo; and Member: Wei Yin Soo. <p>The Nomination and Remuneration Committee Charter is available on the Group's website ir.rofinagroup.com.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	No	<p>The Group has established charter rules for the Nomination and Remuneration Committee as a guide for Board deliberations. Together, the directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to the Group and its business.</p> <p>The Board intends to formalise a skills matrix.</p>
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p>	Yes	<p>The Board considers Jacky Tran Cheung (appointed in September 2019) to be an independent director.</p>

Directors' Report
31 May 2024

Recommendation	Complies?	Group compliance approach and activities
<ul style="list-style-type: none"> the names of the directors considered by the board to be independent directors; if a director has an interest, position or relationship of the type described in Box 2.3 of the ASX CG Principles but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and the length of service of each director. 		<p>The Board also considers Chor Keat Ewe (appointed in September 2019 and resigned on 29 December 2023) to be an independent director.</p> <p>The Board also considers Su Hian Tan (appointed in July 2019) to be an independent director.</p> <p>The Board notes the following Directors are deemed not independent:</p> <p>Boon Chin Soo (appointed in July 2019) – Boon Chin Soo is the Executive Chairman and substantial shareholder of the Company.</p> <p>Wei Yin Soo (appointed in July 2019) – Wei Yin Soo is the chief executive officer of the Group and substantial shareholder of the Company.</p> <p>The Board will regularly assess the independence of each director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board. Each independent director is required to provide the Board with all relevant information for this purpose. The outcome of the assessment will be reflected in the corporate governance section of the annual report.</p> <p>If the Board determines that a director's independent status has changed, that determination will be disclosed to the market.</p> <p>All directors' interests, position, relationships, and length of service have been disclosed in its Prospectus dated 1 July 2020 and will be disclosed in its annual report.</p>
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	Yes	<p>The Company currently has five directors, of which three are independent non-executive Directors.</p>
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the Chief Executive Officer of the entity.</p>	No	<p>The Chairman, Boon Chin Soo is an Executive Director.</p> <p>The Group's chief executive officer, Wei Yin Soo, is not the same individual as the Chairman.</p> <p>The Board believes the non-independence of the Chairman does not impede oversight of the chief executive officer by the Chairman.</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducing new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skill and knowledge needed to perform their role as directors effectively.</p>	Yes	<p>Under the Board Charter, the directors are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.</p> <p>The Company Secretary is responsible to organise and facilitate the induction and professional development of directors.</p>
<p>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</p> <p>A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</p>		
<p>Recommendation 3.1</p> <p>A listed entity should articulate and disclose its values.</p>	Yes	<p>The Group's Statement of Values is contained in the code of conduct (Code of Conduct).</p> <p>The Code of Conduct is available on the Group's website ir.rofinagroup.com.</p>
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> have and disclose a code of conduct for its directors, senior executives and employees; and ensure that the board or a committee of the board is informed of any material breaches of that code. 	Yes	<p>The Board has adopted a code of conduct (Code of Conduct) which sets out the values, commitments, ethical standards and policies of the Group and outlines the standards of conduct expected of the Group's business and people, taking into account the Group's legal and other obligations to its stakeholders.</p> <p>The Code of Conduct applies to all directors, as well as all officers, employees, contractors, consultants, other persons that act on behalf of the Group, and associates of the Group.</p>

Directors' Report
31 May 2024

Recommendation	Complies?	Group compliance approach and activities
		<p>The Code of Conduct covers; the Group's core values and commitments; conflicts of interest; opportunities, benefits and ownership of work; anti-bribery and gifts; dealings with politicians and government officials; confidentiality; privacy; fair dealing; discrimination, bullying, harassment and vilification; health and safety; protection and use of the Group's assets and property; compliance with laws and regulations; responsibility to Shareholders and the financial community; insider trading; and whistleblower protection.</p> <p>The Code of Conduct is available on the Group's website ir.rofinagroup.com.</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose a whistleblower policy; and • ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	Yes	<p>The Whistleblower Policy. This policy encourages employees to raise any concerns and report instances of illegal, unacceptable, or undesirable conduct within the Group.</p> <p>The policy deals with (among other things):</p> <ul style="list-style-type: none"> • how employees can make reports about any of the above behaviours anonymously and/or confidentially, securely, and outside of business hours; • the procedures following disclosure by an employee; • how investigations will be conducted by the Group; • reporting of the outcome of the investigation; and • communications to whistleblowers. <p>The Whistleblower Policy is available on the Group's website www.rofinagroup.com.</p>
<p>Recommendation 3.4</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> • have and disclose an anti-bribery and corruption policy; and • ensure that the board or a committee of the board is informed of any material breaches of that policy. 	Yes	<p>The Group has adopted an Anti-Bribery and Corruption Policy.</p> <p>This policy outlines the Group's stance in relation to bribes, corruption, and other improper payments or benefits received or given by the Group and its personnel and the damage to the Group's reputation and good standing in the community.</p> <p>The Anti-Bribery and Corruption Policy is available on the Group's website ir.rofinagroup.com.</p>
<p>Principle 4 – Safeguard integrity in corporate reports</p> <p>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</p>		
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> • have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or • if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the 	No	<p>Due to the resignation of non-executive director, Mr Chor Keat Ewe, the Audit and Risk Committee was disbanded and the responsibility of overseeing the integrity of the Group's internal and external financial reporting systems and financial statements as well as appointment and removal of auditor were assumed by the Full Board.</p> <p>The Group intends to set up the Audit and Risk Committee at the relevant time when the Company grows to a sufficient size that requires such a setup.</p>

Rofina Group Limited and its Controlled Entities

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Directors' Report

31 May 2024

Recommendation	Complies?	Group compliance approach and activities
appointment and removal of the external auditor and the rotation of the audit engagement partner.		
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	Yes	<p>The Board has implemented a process to receive written assurances from its Chief Financial Officer and Chief Executive Officer that the declarations that will be provided under Section 295A of the Corporations Act are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting.</p> <p>The Board will seek these assurances prior to approving the annual financial statements for all half year and full year results that follow.</p>
<p>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	Yes	<p>In addition to reviewing regulatory filings and decisions as they relate to the Group's financial statements, the Audit and Risk Committee will review any reports that are to be released to the market that are not audited or reviewed by an external auditor. In doing so, the Audit and Risk Committee will also disclose its process for verifying the integrity of any such report.</p> <p>Additionally, the Group has adopted a formal Disclosure and Communication Policy, where there is an express requirement that the external auditor will attend the AGM and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.</p>
<p>Principle 5 – Make timely and balanced disclosure</p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p>		
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	Yes	<p>Consistent with the Board's commitment to improving its disclosure policy, the Board has adopted a Disclosure and Communication Policy, which sets out the Group's commitment to the objective of promoting investor confidence and the rights of Shareholders by: complying with the continuous disclosure obligations imposed by law; ensuring that company announcements are presented in an accurate, clear, objective and balanced way; ensuring that all Shareholders have equal and timely access to material information concerning the Group; and communicating effectively with Shareholders and making it easy for them to participate in general meetings.</p> <p>The Disclosure and Communication Policy is available on the Group's website ir.rofinagroup.com.</p>
<p>Recommendation 5.2</p> <p>A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.</p>	Yes	<p>The Group has adopted a Disclosure and Communication Policy which specifically requires that all material market announcements be provided to the Board promptly after release to the market.</p>
<p>Recommendation 5.3</p> <p>A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the NSX Market Announcements Platform ahead of the presentation.</p>	Yes	<p>The Group has adopted a Disclosure and Communication Policy which specifically requires that all substantive investor or analyst presentations be released to the market prior to the relevant presentation.</p>

Directors' Report
31 May 2024

Recommendation	Complies?	Group compliance approach and activities
Principle 6 – Respect the rights of security holders A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Group recognises the rights of its shareholders and other interested stakeholders to have easy access to balanced, understandable and timely information concerning the operations of the Group. Information concerning the Group and its governance practices is available on its website ir.rofinagroup.com .
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	No	Prior to listing, the Group has not finalised this. Post listing, the Group intends to ensure that all shareholders are well informed of all major developments affecting the Company and that the full participation of shareholders at the AGM is facilitated. In addition, the Group communicates with its shareholders by making timely market announcements, posting relevant information on its website, inviting shareholders to make direct inquiries to the Group and through the use of general meetings.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Board encourages participation of shareholders at the AGM or any other shareholder meetings to ensure a high level of accountability and identification with the Group's strategy and goals. Upon the dispatch of any notice of meeting to shareholders, the Company Secretary will send out materials with that notice stating that shareholders are encouraged to participate at the meeting.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	No	The Company's Constitution provides the Company with the ability to decide any resolution, save for procedural resolutions, on a poll. Further, a poll may also be demanded by Shareholders. Where possible, the Company will endeavour to decide all resolutions on a poll. The Company considers that these requirements adequately protect the interests of shareholders.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company's shareholders may elect to receive information from the Company and its registry electronically. Otherwise, the Company and its registry will communicate by post with shareholders who have not elected to receive information electronically.
Principle 7 – Recognise and manage risk A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.		
Recommendation 7.1 The board of a listed entity should: <ul style="list-style-type: none"> have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; disclose: <ul style="list-style-type: none"> (i) the charter of the committee; (ii) the members of the committee; and (iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 	No	The Board has disbanded the Audit and Risk Committee since the resignation of Non-Executive Director, Mr Ewe who was the Chair of this sub-committee. The full Board is now responsible for, among other things, appointing the Group's external auditors and overseeing the integrity of the Group's financial reporting systems and financial statements. The Board is aware not all directors are non-executive and independent directors.

Directors' Report
31 May 2024

Recommendation	Complies?	Group compliance approach and activities
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and disclose, in relation to each reporting period, whether such a review has taken place. 	No	<p>Under the Board Charter, the Board will ensure that the Group has in place an appropriate risk management framework and will set the risk appetite within which the Board expects management to operate.</p> <p>Further, the Full Board of Directors will, among other things, regularly review and update the risk profile and ensure that the Group has an effective risk management system.</p> <p>As part of this process, the Board will review, at least annually, the Group's risk management framework in order to satisfy itself that it continues to be sound.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> if it has an internal audit function, how the function is structured and what role it performs; or if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 	No	<p>The Group has an external auditor and the Audit and Risk Committee will monitor and evaluate material or systemic issues.</p> <p>Does not presently comply as the Board believes it and the Audit and Risk Committee have adequate oversight of the existing operations.</p> <p>The Group intends to formalise the appointment of an internal audit function in line with its Audit and Risk Committee Charter.</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Group has disclosed all material risks facing the Group and how it intends to manage those risks in the Risk Management section of this Directors' Report.</p>
<p>Principle 8 – Remunerate fairly and responsibly</p> <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</p>		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> have a remuneration committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; disclose: <ul style="list-style-type: none"> (i) the charter of the committee; (ii) the members of the committee; and (iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 	Yes	<p>The Group has established a Nomination and Remuneration Committee. The committee is responsible for developing, reviewing and making recommendations on: the remuneration structure for directors; the remuneration packages to be awarded to senior executives; equity-based remuneration plans for senior executives and other employees; and superannuation arrangements for executive Directors, senior executives and other employees.</p> <p>As noted above, at listing the members of the Nomination and Remuneration Committee are:</p> <ul style="list-style-type: none"> Chair: Jacky Tran Cheung; Member: Su Hian Tan; Member: Boon Chin Soo; and Member: Wei Yin Soo. <p>The Group intends to disclose, at the relevant time, the number of times the committee has met, and the attendance at those meetings, at the end of each reporting period.</p> <p>The Group has adopted a Nomination and Remuneration Committee Charter which is available on the Group's website at rofinagroup.com.</p>

Directors' Report
31 May 2024

Recommendation	Complies?	Group compliance approach and activities
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes	<p>Each director and senior executive have entered into a separate agreement with either the Company or Rofina Marketing, respectively. The remuneration of directors and senior executives is to be reviewed annually. As noted above, a Nomination and Remuneration Committee Charter is in place and this committee is responsible for reviewing remuneration. The Nomination and Remuneration Committee is responsible for establishing a process for remuneration reviews and amending that process as it sees fit.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> • have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and • disclose that policy or a summary of it. 	Yes	<p>The Group's Securities Trading Policy is a code that is designed to minimise the potential for insider trading.</p> <p>The Securities Trading Policy is available on the Group's website www.rofinagroup.com.</p>
Additional recommendations that apply only in certain cases		
<p>Recommendation 9.1</p> <p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>	Yes	<p>All members of the board speak English. The Chairman has a conversational/ intermediate level of English. For more complex documentations and discussions, the Board will engage the services of a translator, if required.</p>
<p>Recommendation 9.2</p> <p>A listed entity established outside of Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	Yes	<p>As the Group will have shareholders across Australia and Malaysia, the Group will ensure that meetings of security holders are held at a reasonable time and as per the Disclosure and Communication policy, the Group will consider using appropriate technology for encouraging shareholder participation.</p>
<p>Recommendation 9.3</p> <p>A listed entity established outside of Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	<p>Under the Disclosure and Communication Policy, the Company will ensure that the external auditor attends the Group's AGM.</p>

The full content of the Group's Corporate Governance policies and charters will shortly be available on the Group's website (<https://rofinagroup.com/corporate-governance>).

Rofina Group Limited and its Controlled Entities

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Directors' Report

31 May 2024

REMUNERATION REPORT (audited)

This report outlines the remuneration arrangements in place for directors and key management personnel of the Group for Financial Year 2024. The remuneration report is set out under the following main headings:

- A. Principles, policies and practices used to determine the nature and amount of remuneration;
- B. Details of remuneration;
- C. Shareholdings and share-based compensation; and
- D. Other information.

These disclosures have been audited, as required by section 308(3C) of the Corporations Act 2001.

A . Principles used to determine the nature and amount of remuneration

The performance of the Group depends on the quality of its directors, executives and other key management personnel.

To prosper, the Group must attract, motivate and retain highly skilled Directors, Executives and other key management personnel. To this end, the Group embodies the following principles in its remuneration framework:

- provide competitive rewards to attract high caliber executives;
- link executive rewards to shareholder value;
- ensure that a significant portion of executive remuneration is 'at risk', and therefore dependent on meeting pre-determined performance benchmarks; and
- establish appropriate performance hurdles in relation to variable executive remuneration.

The Board of Directors assesses the appropriateness of the nature and amount of remuneration of directors and senior managers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and executive team. Currently the Board has determined that directors and senior managers will be remunerated at fixed rates per month to enable the Group to have control of its costs and cash flows.

In addition, the Group has established a Nomination and Remuneration Committee to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise and the results of appropriate checks. The Nomination and Remuneration Committee is responsible for the development and implementation of a process for evaluating the performance and professional development needs of the Board.

The directors will introduce remuneration policies which seeks to align director and executive objectives with those of shareholders by recognising the criticality of funds being utilised to achieve business development objectives.

The Nomination and Remuneration Committee comprises: Boon Chin Soo (Executive Director), Wei Yin Soo (Executive Director), Jacky Tran Cheung (Non-Executive Chair) and Su Hian Tan (Non-Executive Director).

The Group designs its remuneration policies to align with shareholder and business objectives. The reward framework is designed to enhance shareholders' interest by using short-term component structure with fixed remuneration and attracting and retaining quality executives and directors. Directors are currently rewarded based on the following framework.

Name	Fixed Remuneration: Cash based %	Non-salary Incentives %	Shares and Options %	Total %
Executive Chairman:				
Boon Chin Soo	100	-	-	100
Executive Director:				
Wei Yin Soo	100	-	-	100
Non-Executive Directors:				
Jacky Tran Cheung	100	-	-	100
Chor Keat Ewe	100	-	-	100
Su Hian Tan	100	-	-	100

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Directors' Report

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Non-executive directors' remuneration

Non-executive director's remuneration is paid at market rates approved by shareholders for their commitment and responsibilities. Fees paid to non-executive directors are not linked to performance of the Group. Independent external advice is sought when required. Remuneration may include incentive bonuses and/or options which may be subjected to shareholder approval.

Executive remuneration

The board determines the executive remuneration based on their qualification, experience and contribution to the Group. The remuneration amount is regularly compared in the external market by surveying industry and during recruitment activities. The Board may use external remuneration consultants if required to provide independent advice.

Performance-based remuneration

The remuneration is linked to short-term based performance. As the Group expands in the future, remuneration practice and policies will be reassessed to realign with the business objectives and may offer specific long-term incentives based on key performances affecting the Group's financial results.

Relationship between remuneration policy and Group performance

The maximum amount of remuneration of directors' fees is subject to the approval of shareholders at the Annual General Meeting and is not directly related to the performance of the Group.

B. Details of Remuneration

The remuneration of the directors and other key management personnel of the Group are set out below. Key management personnel for the year ended 31 May 2024 and 2023 include the company's executive and non-executive directors and other senior management of the Group.

Details of the nature and amount of remuneration of key management personnel are as stated below:

2024	Salary / Fees	Bonus	Super Contribution	Shares and options	Total
Directors	\$	\$	\$	\$	\$
Boon Chin Soo	94,500	-	11,575	-	106,075
Wei Yin Soo ¹	77,275	-	9,264	-	86,539
Jacky Tran Cheung	7,200	-	-	-	7,200
Chor Keat Ewe ²	1,800	-	-	-	1,800
Su Hian Tan	7,200	-	-	-	7,200
Other key management personnel					
Yeng Fong Wong	80,910	-	10,075	-	90,985
Yi Yun Soo	39,822	3,793	5,600	-	49,215
	308,707	3,793	36,514	-	349,014

¹ – Paid through subsidiary

² – Resigned on 29 December 2023

2023	Salary / Fees	Bonus	Super Contribution	Shares and options	Total
Directors	\$	\$	\$	\$	\$
Boon Chin Soo	71,390	-	9,493	-	80,883
Wei Yin Soo ¹	74,287	-	6,831	-	81,118
Jacky Tran Cheung	7,200	-	-	-	7,200
Chor Keat Ewe	7,200	-	-	-	7,200
Su Hian Tan	7,200	-	-	-	7,200
Other key management personnel					
Yeng Fong Wong	64,433	-	8,698	-	73,131
Yi Yun Soo	24,018	-	4,155	-	28,173
	255,728	-	29,177	-	284,905

¹ – Paid through subsidiary

Directors' Report
31 May 2024

Overall company performance

The above remuneration has been awarded with consideration of the impact on shareholder wealth. The table below sets out the key indicators of shareholder wealth over the last five years.

	31 May 2024	31 May 2023	31 May 2022	31 May 2021	31 Aug 2020*
Company Performance	\$	\$	\$	\$	\$
Total Revenue	5,431,818	5,553,806	2,127,320	3,507,421	9,596,353
Net Profit / (loss)	874,774	955,031	(270,247)	(3,221,994)	(2,305,269)
Share Price (\$)	0.17	0.17	0.17	0.17	0.15

* - The Company's shares were officially listed on the National Stock Exchange (NSX) on 31 August 2020.

C. Shareholdings and share based remuneration

Key management personnel shares in the company held during the financial year ending 31 May 2024 and 2023 are set out below:

2024 Ordinary shares in units	Balance at the start of the year	Received as part of remuneration	Additions/ (Disposals)	Balance at the end of the year
Boon Chin Soo	36,422,168	-	-	36,422,168
Wei Yin Soo	8,068,868	-	-	8,068,868
Jacky Tran Cheung	-	-	-	-
Chor Keat Ewe ¹	-	-	-	-
Su Hian Tan	-	-	-	-
Yeng Fong Wong	14,568,867	-	3,640,000	18,208,867
Yi Yun Soo	13,784,433	-	-	13,784,433
	72,844,336	-	3,640,000	76,484,336

¹ resigned on 29 December 2023

2023 Ordinary shares in units	Balance at the start of the year	Received as part of remuneration	Additions/ (Disposals)	Balance at the end of the year
Boon Chin Soo	36,422,168	-	-	36,422,168
Wei Yin Soo	14,568,868	-	(6,500,000)*	8,068,868
Jacky Tran Cheung	-	-	-	-
Chor Keat Ewe	-	-	-	-
Su Hian Tan	-	-	-	-
Yeng Fong Wong	14,568,867	-	-	14,568,867
Yi Yun Soo	7,284,433	-	6,500,000	13,784,433
	72,844,336	-	-	72,844,336

* off-market transfer

D. Other information

There were no loans made to Key Management Personnel and their Related Parties during the year ended 31 May 2024.

Directors' Report
31 May 2024

Other Transactions with Key Management Personnel and their Related Parties

31 May 2024
\$

a) Payables to related parties

Loans from Key Management Personnel	613,024
Advances	111,240
	<u>724,264</u>

b) Receivables from related parties

Trade receivables	<u>1,299</u>
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c) Related party transactions [Income/(Expense)]

With a Company in which the Directors have a substantial financial interest

Purchases	(62,945)
Duty, port and container charges	(304)
Insurance	(3)
Ocean freight charges	(14)
Transport, handling and permits charges	(160)
Advertising expenses	(42,771)
	<u>(106,197)</u>

With sole proprietorships belonging to persons connected to the Directors

Sales	7,688
Repair of bags	(9,704)
	<u>(2,016)</u>

End of remuneration report

Rofina Group Limited and its Controlled Entities

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Directors' Report

31 May 2024

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration for the year ended 31 May 2024 has been received and a copy can be found at page 20.

This director's report, incorporating the remuneration report, is made in accordance with a resolution of the Board of Directors.

A handwritten signature in black ink, appearing to read 'B. C. Soo', with a stylized flourish at the end.

Boon Chin Soo
Chairman
Malaysia

Dated this 30 August 2024

Auditor's Independence Declaration
Under Section 307C of the Corporations Act 2001**To the directors of Rofina Group Limited**

I declare that, to the best of my knowledge and belief, during the year ended 31 May 2024, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit, and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.



Wen-Shien Chai
Partner – Audit and Assurance
[Moore Australia Audit \(WA\)](#)
Perth



Moore Australia Audit (WA)
Chartered Accountants

30th day of August 2024.

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 31 May 2024

		2024	2023
	Note	\$	\$
Continuing Operations			
Revenue	3	5,431,818	4,878,252
Cost of sales		(2,201,201)	(2,017,560)
Gross profit		3,230,617	2,860,692
Other income	3	86,934	155,399
General and administration		(398,605)	(308,119)
Occupancy		(246,250)	(207,534)
Depreciation and amortisation	8, 9, 10	(543,947)	(446,994)
Employee benefit expenses		(982,247)	(806,284)
Professional fees		(84,952)	(75,373)
Finance cost		(190,539)	(142,318)
Fixed assets written off		-	(56,168)
Profit before income tax from continuing operations		871,011	973,301
Income tax expense	4	-	(10,933)
Net Profit from continuing operations		871,011	962,368
Net Profit / (loss) from discontinued operations (net of tax)		3,763	(7,337)
Net Profit for the year		874,774	955,031
Other comprehensive income			
<i>Items that may or will be reclassified to profit and loss</i>			
Exchange difference on translating foreign operations, net of tax		138,639	(186,162)
De-recognition of foreign currency translation reserve on disposal of subsidiary		83	33
Total other comprehensive income		138,722	(186,129)
Total comprehensive income		1,013,496	768,902
Profit attributable to owners of the Company		874,774	955,031
Total comprehensive income attributable to owners of the Company		1,013,496	768,902
Earnings per share			
<i>From continuing operations</i>			
Basic & diluted earnings per share	5	0.006	0.006
<i>From discontinued operations</i>			
Basic & diluted earnings per share	5	0.000	0.000
<i>From continued and discontinued operations</i>			
Basic & diluted earnings per share	5	0.006	0.006

Consolidated Statement of Financial Position
As at 31 May 2024

		2024	2023
	Note	\$	\$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		71,995	228,019
Trade and other receivables	6	269,439	734,274
Inventories		781,494	559,739
TOTAL CURRENT ASSETS		1,122,928	1,522,032
NON-CURRENT ASSETS			
Property, plant & equipment	8	776,621	883,738
Right-of-use assets	9	724,022	935,476
Investment property	10	335,559	359,619
TOTAL NON-CURRENT ASSETS		1,836,202	2,178,833
TOTAL ASSETS		2,959,130	3,700,865
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	11	1,735,744	2,869,626
Borrowings	12	1,288,674	1,935,832
Lease liabilities	9	388,890	415,455
Current tax liabilities		-	12,545
TOTAL CURRENT LIABILITIES		3,413,308	5,233,458
NON-CURRENT LIABILITIES			
Borrowings	12	717,188	485,417
Lease liabilities	9	369,598	536,450
TOTAL NON-CURRENT LIABILITIES		1,086,786	1,021,867
TOTAL LIABILITIES		4,500,094	6,255,325
NET ASSETS		(1,540,964)	(2,554,460)
EQUITY			
Issued capital	14	2,267,393	2,267,393
Accumulated Losses		(3,692,302)	(4,567,076)
Foreign Currency Translation Reserve		(116,055)	(254,777)
TOTAL EQUITY		(1,540,964)	(2,554,460)

Consolidated Statement of Changes in Equity
For the year ended 31 May 2024

2024	Issued Capital	Accumulated Losses	Foreign Currency Translation Reserve	Total
	\$	\$	\$	\$
Balance at 1 June 2023	2,267,393	(4,567,076)	(254,777)	(2,554,460)
Profit for the year	-	874,774	-	874,774
Other comprehensive income for the year	-	-	138,722	138,722
Balance at 31 May 2024	2,267,393	(3,692,302)	(116,055)	(1,540,964)

2023				
Balance at 1 June 2022	2,267,393	(5,522,107)	(68,648)	(3,323,362)
Profit for the year	-	955,031	-	955,031
Other comprehensive income for the year	-	-	(186,129)	(186,129)
Balance at 31 May 2023	2,267,393	(4,567,076)	(254,777)	(2,554,460)

Consolidated Statement of Cashflows
For the year ended 31 May 2024

		2024	2023
	Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		5,990,234	5,144,306
Payments to suppliers and employees		(5,180,295)	(4,096,680)
Interest and other finance costs		(190,539)	-
Income tax paid		-	(10,932)
Net cash flows from operating activities	20	619,400	1,036,694
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant & equipment		(31,385)	(154,312)
Proceeds from disposal of assets held for sale		-	364,405
Proceeds from disposal of subsidiary		100	-
Net cash flows (used in) / from investing activities		(31,285)	210,093
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of bank borrowings and other loans		(415,387)	(432,160)
Principal payment of lease liabilities	9	(436,745)	(190,490)
Net cash flows used in financing activities		(852,132)	(622,650)
(Decrease) / increase in cash and cash equivalents		(264,017)	624,137
Cash and cash equivalents at beginning of year		(79,650)	(479,048)
Effect of foreign currency translation		77,329	(224,739)
Cash and cash equivalents at end of year		(266,338)	(79,650)
<i>Reconciliation to consolidated statement of financial position:</i>			
Cash and cash equivalents		71,995	228,019
Bank overdrafts	12	(338,333)	(307,669)
		(266,338)	(79,650)

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

General Information

The consolidated financial report covers Rofina Group Limited (the Company) and its controlled entities (the Group). Rofina Group Limited is a for-profit company limited by shares, incorporated and domiciled in Australia and its shares are traded on the National Stock Exchange in Australia.

The separate financial statements of the Parent Entity, Rofina Group Limited, have not been presented within this financial report as permitted by the *Corporations Act 2001*.

The financial statements were authorised for issue on 30 August 2024 by the Board of Directors of the Company.

1. Basis of Preparation

These general purpose consolidated financial statements have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and in compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policy information adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Material Accounting Policy Information

a) Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of Rofina Group Limited (Parent) and all of the subsidiaries. Subsidiaries are entities the Parent controls. The Parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 16.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

b) Revenue and other income

Revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Group expects to receive in exchange for those goods or services. The Group determines that the transfer of control of promised goods and services generally coincides with the transfer of risks and rewards of ownership. Accordingly, revenue from the sale of goods and services is recognised at a point in time when the significant risks and rewards of ownership have been transferred to the customer upon delivery.

Interest income is recognised using the effective interest method.

Rental income is recognised on a straight-line basis over the lease term.

c) Income tax

The income tax expense (income) for the year comprises current income tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income for the current period. Current tax assets are measured at the amounts expected to be recovered from the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur.

d) Cash and Cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Bank overdrafts form part of cash equivalents for the purpose of the consolidated statement of cash flows and are reported within borrowings in current liabilities on the consolidated statement of financial position.

e) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions to the instrument. For financial assets, this is the date that the Group commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

Trade receivables are initially measured at the transaction price if the trade receivables do not contain a significant financing component or if the practical expedient was applied as specified in AASB 15.63.

Classification and subsequent measurement

Financial liabilities

Financial instruments are subsequently measured at amortised cost.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest expense in profit or loss over the relevant period. The effective interest rate is the internal rate of return of the financial asset or liability. That is, it is the rate that exactly discounts the estimated future cash flows through the expected life of the instrument to the net carrying amount at initial recognition.

A financial liability cannot be reclassified.

Financial assets

Financial assets are subsequently measured at amortised cost on the basis of two primary criteria:

- the contractual cash flow characteristics of the financial asset; and
- the business model for managing the financial assets.

A financial asset that meets the following conditions is subsequently measured at amortised cost:

- the financial asset is managed solely to collect contractual cash flows; and
- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates.

Derecognition

Derecognition refers to the removal of a previously recognised financial asset or financial liability from the statement of financial position.

Derecognition of financial liabilities

A liability is derecognised when it is extinguished (ie when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability is treated as an extinguishment of the existing liability and recognition of a new financial liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Derecognition of financial assets

A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

All of the following criteria need to be satisfied for derecognition of financial asset:

- the right to receive cash flows from the asset has expired or been transferred;
- all risk and rewards of ownership of the asset have been substantially transferred; and
- the Group no longer controls the asset (ie the Group has no practical ability to make a unilateral decision to sell the asset to a third party).

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Impairment

The Group recognises a loss allowance for expected credit losses (ECL) on financial assets that are measured at amortised cost.

Expected credit losses are the probability-weighted estimate of credit losses over the expected life of a financial instrument. A credit loss is the difference between all contractual cash flows that are due and all cash flows expected to be received, all discounted at the original effective interest rate of the financial instrument.

The Group uses the simplified approach to impairment, as applicable under AASB 9: *Financial Instruments*.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

Simplified approach

The simplified approach does not require tracking of changes in credit risk at every reporting period, but instead requires the recognition of lifetime expected credit loss at all times. This approach is applicable to:

- trade receivables that result from transactions within the scope of AASB 15: *Revenue from Contracts with Customers* and which do not contain a significant financing component; and
- lease receivables.

In measuring the expected credit loss, a provision matrix for trade receivables was used taking into consideration various data to get to an expected credit loss (ie diversity of customer base, appropriate groupings of historical loss experience, etc).

Recognition of expected credit losses in the consolidated financial statements

At each reporting date, the Group recognises the movement in the loss allowance as an impairment gain or loss in the consolidated statement of profit or loss and other comprehensive income.

The carrying amount of financial assets measured at amortised cost includes the loss allowance relating to that asset.

f) Inventories

Inventories are measured at the lower of cost (determined principally on the first-in, first-out basis) and net realisable value. The cost consists of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.

g) Property, plant and equipment

Property, plant and equipment is measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment losses. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised. A formal assessment of recoverable amount is made when impairment indicators are present (refer to note 1(l) for details of impairment).

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised leased assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the Consolidated Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired term of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Commercial shoplots	2%
Cargo lift	10%
Computer and software	10-33%
Electrical installation and renovation	10-33%
Furniture, fittings and office equipment	10-33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise. Gains shall not be classified as revenue.

h) Investment property

An investment property is held either to earn rental income or for capital appreciation or for both. The Group uses the cost model to measure its investment property after initial recognition. Accordingly, the investment property is stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase price and any directly attributable costs incurred to bring the property to its present location and condition intended for use as an investment property.

The Group's investment property is depreciated on a straight-line basis over its remaining useful life of 50 years. An investment property is derecognised on its disposal or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising from derecognition of such property is recognised in profit or loss.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

Transfers are made to or from investment property only when there is a change in use. When an entity uses the cost model, transfers between investment property and owner-occupied property do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

i) Leases

The Group as lessor

The Group leases retail and commercial space to third parties. These are deemed to be operating leases.

Rental income received from operating leases is recognised on a straight-line basis over the term of the specific lease.

Initial direct costs incurred in entering into an operating lease (for example legal cost, cost to setup) are included in the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

When a contract is determined to include lease and non-lease components, the Group applies AASB 15 to allocate the consideration under the contract to each component.

The Group as lessee

At inception of a contract, the Group assesses if the contract contains or is a lease. If there is a lease present, a right-of-use asset and a corresponding lease liability is recognised by the Group where the Group is a lessee. However all contracts that are classified as short-term leases (lease with remaining lease term of 12 months or less) and leases of low value assets are recognised as an operating expense on a straight-line basis over the term of the lease.

Initially the lease liability is measured at the present value of the lease payments still to be paid at commencement date. The lease payments are discounted at the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate.

Lease payments included in the measurement of the lease liability are as follows:

- fixed lease payments less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options;
- lease payments under extension options if lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The right-of-use assets comprise the initial measurement of the corresponding lease liability as mentioned above, any lease payments made at or before the commencement date as well as any initial direct costs. The subsequent measurement of the right-of-use assets is at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the lease term or useful life of the underlying assets, whichever is shortest.

j) Employee Benefits

Short-term employee benefits

1. Short term employee benefits

Wages, salaries, social security contributions and bonuses are recognised as an expense in the financial year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when absences occur. The expected cost of accumulating compensated absences is measured as an additional amount expected to be paid as a result of the unused entitlement that has accumulated at the end of the reporting period.

2. Defined contribution plan

As required by law, companies in Malaysia make contributions to the national pension scheme, the Employees Provident Fund ("EPF"). Such contributions are recognised as an expense as incurred. Once the contributions have been paid, the Group has no further payment obligations.

k) Foreign currency Transactions and Balances

Functional and presentation currency

The functional currency of each of the Group's entities is the currency of the primary economic environment in which that entity operates. The Group's functional currency is Malaysian Ringgit (MYR). The consolidated financial statements are presented in Australian dollars.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss. Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

Group companies

The financial results and position of foreign operations, whose functional currency is different from the Group's presentation currency, are translated as follows:

- assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
- income and expenses are translated at exchange rates on the date of transaction; and
- all resulting exchange differences are recognised in other comprehensive income

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the consolidated statement of financial position. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed of.

l) Impairment of assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

m) Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.

n) Discontinued Operations

A discontinued operation is a component of the Group that is distinguishable by reference to a line of business, that is held for sale, has been disposed of or discontinued, or is a subsidiary acquired exclusively with view to sale. When an operation is classified as discontinued, the comparative statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative period.

o) New and amended accounting policies adopted by the Group

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates

The Group adopted AASB 2021-2 which amends AASB 7, AASB 101, AASB 108 and AASB 134 to require disclosure of "material accounting policy information" rather than significant accounting policies in an entity's financial statements. It also updates AASB Practice Statement 2 to provide guidance on the application of the concept of materiality to accounting policy disclosures.

The adoption of the amendment did not have a material impact on the consolidated financial statements.

AASB 2021-5: Amendments to Australian Accounting Standards – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction

The Group adopted AASB 2021-5: *Amendments to Australian Accounting Standards – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction* for the financial year ending 31 May 2024.

The adoption of the amendment did not have a material impact on the consolidated financial statements.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

AASB 2022-7: Editorial Corrections to Australian Accounting Standards and Repeal of Superseded and Redundant Standards

AASB 2022-7 makes editorial corrections to various Australian Accounting Standards and AASB Practice Statement 2. It also formally repeals the superseded and redundant Australian Accounting Standards set out in Schedules 1 and 2 of this standard.

The adoption of the amendment did not have a material impact on the consolidated financial statements.

p) New and amended accounting policies not yet adopted by the Group

AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current

The amendment amends AASB 101 to clarify whether a liability should be presented as current or non-current.

The Group plans on adopting the amendment for the reporting period ending 31 May 2025 along with the adoption of AASB 2023-6. The impact of initial application is not yet known.

AASB 2021-7c: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections

AASB 2021-7c defers the application of AASB 2014-10 *Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* so that the amendments are required to be applied for annual reporting periods beginning on or after 1 January 2025 instead of 1 January 2018.

The Group plans on adopting the amendments for the reporting periods ending 31 May 2026. The impact of initial application is not yet known.

AASB 2022-6: Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants

AASB 2022-6 amends AASB 101: *Presentation of Financial Statements* to improve the information an entity provides in its financial statements about liabilities arising from loan arrangements for which the entity's right to defer settlement of those liabilities for at least 12 months after the reporting period is subject to the entity complying with conditions specified in the loan arrangement. It also amends an example in Practice Statement 2 regarding assessing whether information about covenants is material for disclosure. The Group plans on adopting the amendment for the reporting period ending 31 May 2025. The impact of initial application is not yet known.

2. Critical Accounting Estimates and Judgements

The directors make estimates and judgements during the preparation of these consolidated financial statements regarding assumptions about current and future events affecting transactions and balances. These estimates and judgements are based on the best information available at the time of preparing the consolidated financial statements, however as additional information is known then the actual results may differ from the estimates. The significant estimates and judgements made have been described below.

a) Going concern

At 31 May 2024, the Group had consolidated cash and cash equivalents of \$71,995, net current liabilities of \$2,290,380 and the Group had total liabilities of \$4,500,094, of which \$3,413,308 is repayable within one year.

There is a material uncertainty in relation to the Group's ability to realise its assets and settle its liabilities at the amounts stated in the financial information. Notwithstanding this, the Directors consider the Group will be able to meet its obligations as and when they fall due based on the following plans and actions, which the Directors consider reasonable;

- At 31 May 2024, the key management personnel of the Company had advanced \$613,024 to the Group on an unsecured, interest free basis and with no specific terms of repayment, and undertook to provide additional funding to support and maintain the cash flow needs of the Group;
- The Group's operations are scalable and the option to reduce expenses should this be necessary. The Group will closely monitor the performance of each retail store and if the economic situation deteriorates, the Group will close underperforming stores and take measures to consolidate certain stores located in the same capital state in Malaysia upon expiry of their respective tenancies;
- As disclosed in Note 10, the Group has the ability to sell its investment property, which has an estimated fair value of \$538,000 to help fund its operations if required;
- The Group has three overdraft facilities with a total unutilised amount as at 31 May 2024 of \$285,357 to fund any shortfall where required;
- The Group will continue to implement a sales strategy that focuses on core business which has effectively boosted sales since re-opening of the Malaysian borders for the last two consecutive years; and
- The Group continues to make timely repayment of loan instalments owed to its major bankers and trade creditors as part of managing the Group's cash flow and ongoing liquidity. The Group is focused on repaying its trade payables and borrowings in the near future.

Accordingly, these financial statements have been prepared on a going concern basis. No adjustments have been made to the financial information relating to the recoverability or classification of the recorded asset amounts and classification of liabilities that maybe necessary should the Group not continue as a going concern.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

b) Assessment of potential impairment of inventories, property plant & equipment and investment property

Reviews are made periodically by management on inventories to identify excess inventories, obsolescence and decline in net realisable value below cost. These reviews involve judgements and estimation uncertainty in forming expectation about future sales and demands. Any changes in these accounting estimates will result in revisions to the inventory value.

Property, plant & equipment and investment property which is held at cost principally comprises buildings, store fixtures and fittings, computer equipment and motor vehicles. These are tested for impairment annually or when conditions dictate. Based on the Directors' review of the market value of similar properties in the same location, the Group's investment property has a market value which exceeds its cost. Therefore, the Group's property, plant & equipment and investment property are not impaired.

c) Assessment of Impairment of receivables

The Group recognises loss allowance for expected credit losses on receivables based on an assessment of credit risk. Such assessment involved judgements and estimation uncertainty in analysing information about past events, current conditions and forecasts of future economic conditions. Any changes in these accounting estimates will affect the carrying amounts of receivable. See details at note 6.

d) Lease term and Option to Extend under AASB 16

The lease term is defined as the non-cancellable period of a lease together with both periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option; and also periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option. The decision on whether or not the options to extend are reasonably going to be exercised is a key management judgement. Management determines the likelihood to exercise on a lease-by-lease basis looking at various factors such as which assets are strategic and which are key to future strategy of the Group. See details at note 9.

3. Revenue and other income

	2024	2023
	\$	\$
Revenue from contracts with customers		
Sale of goods	5,431,818	4,878,252
Disaggregated revenue		
The Group has disaggregated revenue into various categories in the following table. The revenue is disaggregated by geographical region, major product lines and timing of revenue recognition.		
Geographical region		
Malaysia	5,431,818	4,878,252
Major product lines		
Luggage	4,348,494	4,356,197
Winter apparel	597,194	278,359
Backpack	252,889	183,773
Bag	79,305	7,711
Accessories	153,936	52,212
	5,431,818	4,878,252
Timing of revenue recognition		
At a point in time	5,431,818	4,878,252
Other income		
Other revenue	25,878	9,886
Profit on disposal of assets held for sale	-	19,177
Rental income	61,056	126,336
	86,934	155,399

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

4. Tax expense

2024
\$

2023
\$

The major components of tax expense comprise:

Current tax expense

Real property gain tax	-	10,933
Income tax expense	-	10,933

Reconciliation of income tax to accounting loss:

Profit / (Loss) before income tax	871,011	973,301
Tax (benefit) at statutory rate 27.5% (Australia)	(27,260)	(33,470)
Tax expense / (benefit) at statutory rate 24.0% (Malaysia)	270,339	396,925
Utilisation of carry forward tax losses	(243,079)	(363,455)
tax under provided in prior year	-	10,933
Income tax expense	-	10,933

Rofina Marketing (M) Sdn Bhd has unrecognised available tax losses of \$4,944,132 (2023: \$6,351,778) and Parent company has unrecognised available tax losses of \$714,506 (2023: \$531,974) as at 31 May 2024. These tax losses have not been recognised as it is uncertain that future taxable profit will be available against which unused tax losses can be utilised. There are no temporary differences between the carrying amount and tax base of the Group's assets and liabilities. Therefore, deferred tax assets and deferred tax liabilities were not recognised.

5. Earnings per share

2024
\$

2023
\$

Weighted average number of shares used in

Basic and Diluted earnings per share calculation	157,000,068	157,000,068
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Profit/(Loss) for the year used in earnings per share

From continuing operations	871,011	962,368
From discontinued operations	3,763	(7,337)
From continuing and discontinued operations	874,774	955,031

Basic & diluted earnings per share

Basic & diluted earnings per share from continuing operations	0.006	0.006
Basic & diluted earnings per share from discontinued operations	0.000	0.000
Basic & diluted earnings per share from continuing and discontinued operations	0.006	0.006

6. Trade and other receivables

2024
\$

2023
\$

Trade receivables	91,904	552,570
Allowance for expected credit losses	-	(25,756)
Other receivables, deposits and prepayments	177,535	207,460
	269,439	734,274

The trade receivables are non-interest bearing and are generally on 30 to 90 days (2023: 30 to 90 days) credit terms. They are recognised at their original invoice amounts which represent their fair value on initial recognition.

The amount is unsecured, non-interest bearing and is repayable upon demand.

The Group applied the simplified approach to providing for expected credit losses prescribed by AABS 9, which permits the use of the lifetime expected loss provision for all trade receivables. It also incorporates forward-looking information. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The allowance for expected credit losses is as follows:

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

	Current	> 30 days past due	> 60 days past due	> 90 days past due	Total
2024	\$	\$	\$	\$	\$
Expected loss rate	0%	0%	0%	0%	
Gross carrying amount	35,412	27,641	27,097	1,754	91,904
Allowance for expected credit losses	-	-	-	-	-
	35,412	27,641	27,097	1,754	91,904
	Current	> 30 days past due	> 60 days past due	> 90 days past due	Total
2023	\$	\$	\$	\$	\$
Expected loss rate	0%	0%	0%	13%	
Gross carrying amount	200,659	111,864	41,944	198,103	552,570
Allowance for expected credit losses	-	-	-	(25,756)	(25,756)
	200,659	111,864	41,944	172,347	526,814

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

7. Discontinued Operations

On 1 December 2023, the Group sold its subsidiary, Cays Media Group Sdn Bhd, to Wei Yin Soo (Chief Executive Officer of Rofina Group Limited), thereby discontinued its operations in the media platform business segment.

The financial performance of the discontinued operations to the date of sale, which is included in profit/(loss) from discontinued operations per the consolidated statement of profit or loss and other comprehensive income, is as follows:

	2024 \$	2023 \$
Results of discontinued operations		
Revenue	754,765	520,155
Gain on sale of discontinued operation	134,583	-
Expenses	(885,585)	(513,910)
Profit before income tax	3,763	6,245
Income tax expense	-	(13,582)
Profit/(loss) from discontinued operations	3,763	(7,337)

Cash flows from discontinued operations:

Net cash inflow/(outflow) from operating activities	166,207	222,744
Net cash inflow/(outflow) from investing activities	(16,004)	(24,953)
Net cash inflow/(outflow) from financing activities	-	-
Net increase/(decrease) in cash generated by the discontinued division	150,203	197,791

Gain/(Loss) on sale of discontinued operations:	2024 \$
Consideration received	100
Total consideration	100
Cash	215,884
Trade receivables	161,677
Other assets	34,934
Property, plant and equipment	24,324
Trade and other payables	(539,460)
Current tax liabilities	(32,042)
Net assets disposed	(134,683)
Gain on sale of discontinued operations	134,583

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

8. Property, plant & equipment

	Buildings	Plant and equipment	Furniture, fixtures and fittings	Computer equipment	Total
2024	\$	\$	\$	\$	\$
At cost	653,904	367,065	617,131	213,296	1,851,396
Accumulated depreciation	(101,355)	(255,232)	(554,816)	(163,372)	(1,074,775)
	552,549	111,833	62,315	49,924	776,621

2023					
At cost	682,588	367,224	657,566	217,634	1,925,012
Accumulated depreciation	(92,149)	(242,970)	(548,921)	(157,234)	(1,041,274)
	590,439	124,254	108,645	60,400	883,738

	Buildings	Plant and equipment	Furniture, fixtures and fittings	Computer equipment	Total
Movements	\$	\$	\$	\$	\$
Balance at 1 June 2023	590,439	124,254	108,645	60,400	883,738
Additions	-	15,272	-	16,114	31,386
Write-offs (net)	-	-	-	-	-
Depreciation expense	(12,914)	(22,190)	(29,125)	(13,737)	(77,966)
FX movement	(24,976)	(5,504)	(17,205)	(12,852)	(60,537)
Balance at 31 May 2024	552,549	111,832	62,315	49,925	776,621

Movements	\$	\$	\$	\$	\$
Balance at 1 June 2022	650,480	71,108	118,219	62,317	902,124
Additions	-	73,259	22,970	14,822	111,051
Write-offs (net)	-	(24,312)	(29,838)	(2,498)	(56,648)
Depreciation expense	(13,536)	(35,416)	(50,395)	(17,183)	(116,530)
FX movement	(46,505)	39,615	47,689	2,942	43,741
Balance at 31 May 2023	590,439	124,254	108,645	60,400	883,738

Security:

The commercial shoplot (buildings) with a carrying value of \$552,549 (31 May 2023: \$590,439), has been pledged as security for banking facilities granted to the Group as disclosed in Note 12.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

9. Right-of-use assets and Lease liabilities

The Group leases retail outlets from third parties for a period ranging from 2 to 3 years (2023: 2 to 3 years), with an option to renew the lease after that date.

	2024 \$	2023 \$
Right-of-use assets		
At cost	1,263,802	1,150,874
Accumulated depreciation	(539,780)	(215,398)
Balance at the end of the year	724,022	935,476
Movement in carrying amounts:		
Balance at the start of the year	935,476	137,892
Depreciation expense	(457,146)	(322,962)
Additions	336,727	1,181,363
FX movement	(35,620)	4,076
Derecognition on early termination of leases	(55,415)	(64,893)
Balance at the end of the year	724,022	935,476
Lease liabilities		
Future lease payments	801,703	1,011,782
Discounted at incremental borrowing rate	(43,215)	(59,877)
Balance at the end of the year	758,488	951,905
	2024 \$	2023 \$
<i>Represented by:</i>		
Current	388,890	415,455
Non-current	369,598	536,450
	758,488	951,905
AASB 16 related amounts recognised in profit and loss		
Depreciation charge related to right-of-use assets	457,146	322,962
Interest expense on lease liabilities	44,543	22,852
Variable lease payment expense	39,906	207,534
Total cash outflows for leases	436,745	190,490

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

10. Investment property	2024	2023
	\$	\$
At cost	416,092	434,344
Accumulated depreciation	(80,533)	(74,725)
Balance at the end of the year	335,559	359,619
At cost		
Balance at the beginning of the year	434,344	413,821
FX movement	(18,252)	20,523
Balance at the end of the year	416,092	434,344
Accumulated depreciation		
Balance at beginning of the year	(74,725)	(62,295)
Depreciation	(8,835)	(9,262)
FX movement	3,027	(3,168)
Balance at the end of the year	(80,533)	(74,725)
Carrying amount		
Balance at the end of the year	335,559	359,619

The investment property is pledged as security for banking facilities granted to the Group and has an expected fair value of \$538,000 (approximately). The fair value was based on the Directors' best estimate without the involvement of independent valuers based on the comparison of the Group's investment property with similar properties that were listed for sale within the same locality or other comparable localities and adjusted for differences in key attributes such as property sizes. The most significant input into this estimate is price per square foot of comparable properties.

Amount recognised in profit or loss:	2024	2023
	\$	\$
Rental income	-	3,313
Direct operating expenses		
- Income generating	-	86
- Non-income generating	9,207	9,650
11. Trade and other payables	2024	2023
CURRENT	\$	\$
Trade payables	1,231,317	1,939,461
Other payables and accruals	504,427	930,165
	1,735,744	2,869,626

In the 2023 Annual Financial Report, loans from Key Management Personnel of \$90,021 were incorrectly classified as Other payables and accruals. This has been corrected by amending the comparative figures.

Financial liabilities at amortised cost	2024	2023
	\$	\$
Trade and other payables	1,735,744	2,869,626
	1,735,744	2,869,626

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

12. Borrowings

	2024 \$	2023 \$
CURRENT		
Bank borrowings and term loans	337,317	915,146
Bank overdrafts	338,333	307,669
Loans from Key Management Personnel *	613,024	713,017
	1,288,674	1,935,832
NON-CURRENT		
Bank borrowings and term loans	717,188	485,417
	717,188	485,417
<i>Analysis of bank borrowings and term loans:</i>		
Secured	916,127	1,174,112
Unsecured	138,378	226,451
	1,054,505	1,400,563

The borrowings are secured by way of a facility agreement, Credit Guarantee Corporation Malaysia Berhad guarantee under portfolio guarantee, pledge of the Group's properties (note 8 and 10), corporate guarantee of the immediate holding company and joint and several guarantee of the Directors of the Company and persons connected to the Directors. The effective interest rates of loans and borrowings as at 31 May 2024 ranged from 1% - 11.85% (2023: 3.4% - 18%) per annum. All bank borrowings and term loans are within 5 years.

Several borrowings have covenants attached to them. There was no breach of loan covenants during the current financial year.

Bank overdrafts are secured and generally short-term in nature or repayable on demand and their carrying amounts approximate to the remaining contractual undiscounted cash flows.

The loan from Key Management Personnel are unsecured, non-interest bearing and repayable on demand.

* - Includes Director of Subsidiary.

In the 2023 Annual Financial Report, loans from Key Management Personnel of \$90,021 were incorrectly classified as Other payables and accruals. Furthermore, there was an error in the split between the current and non-current portion of bank borrowings and term loans. This has been corrected by amending the comparative figures.

13. Financial risk management

	2024 \$	2023 \$
Financial assets		
Cash and cash equivalents	71,995	228,019
Trade and other receivables	269,439	734,274
	341,434	962,293
Financial liabilities		
Trade and other payables	1,735,744	2,893,014
Borrowings	2,005,862	2,397,861
Lease liabilities	758,488	951,905
	4,500,094	6,242,780

The Group is exposed to a variety of financial risks through its use of financial instruments. The Group's overall risk management plan seeks to minimise potential adverse effects due to the unpredictability of financial markets. The most significant financial risks to which the Group is exposed to are liquidity, credit and foreign currency risks. The Group's financial instruments consist of cash at bank, receivables, payables, borrowings and lease liabilities. The carrying amounts for each are as shown in the consolidated statement of financial position.

The Board of Directors has responsibility for the establishment of the Group's financial risk management framework. This includes the development of policies covering areas such as foreign exchange risk, interest rate risk, liquidity risk and credit risk. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

The day-to-day risk management is carried out by the Group's finance function under policies and objectives which have been approved by the Board of Directors. The Chief Financial Officer has been delegated the authority for designing and implementing processes which follow the objectives and policies. This includes monitoring the levels of exposure to interest rate and foreign exchange rate risk and assessment of market forecasts for interest rate and foreign exchange movements. The Board of Directors receives monthly reports which provide details of the effectiveness of the processes and policies in place. Mitigation strategies for specific risks faced are described below:

Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

Credit risk is managed through the maintenance of procedures (such as the utilisation of systems for the approval, granting and renewal of credit limits, regular monitoring of exposures against such limits and monitoring of the financial stability of significant customers and counterparties), ensuring to the extent possible that customers and counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment. Depending on the division within the Group, credit terms are generally 14 to 30 days from the invoice date.

Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating, or in entities that the FOC has otherwise assessed as being financially sound. Where the Group is unable to ascertain a satisfactory credit risk profile in relation to a customer or counterparty, the risk may be further managed through title retention clauses over goods or obtaining security by way of personal or commercial guarantees over assets of sufficient value which can be claimed against in the event of any default.

Significant increase in credit risk for financial instruments

The Group evaluates and compares the risk of a default on a financial instrument at the reporting date with the risk of a default on the financial instrument at the date of initial recognition. To support the evaluation process, the Group takes into consideration both quantitative and qualitative information that is reasonable and justifiable, including past experience and prospective information that is publicly available. Prospective information taken into consideration includes the future volatility of the industries in which the Group's debtors are in, obtained from industry expert reports, financial news report, governmental bodies, as well as taking into consideration multiple external sources of current and future economic information to which the Group's core operations may relate.

Credit risk exposures

The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period excluding the value of any collateral or other security held, is equivalent to the carrying amount (net of any provisions) as presented in the consolidated statement of financial position.

The Group has no significant concentrations of credit risk with any single counterparty or group of counterparties. However, on a geographical basis, the Group has significant credit risk exposures to Malaysia given the substantial operations in that region. Details with respect to credit risk of trade and other receivables are provided in Note 6.

Trade and other receivables that are neither past due nor impaired are considered to be of high credit quality. Aggregates of such amounts are detailed in Note 6.

Credit risk related to balances with banks and other financial institutions is managed by the FOC in accordance with approved board policy. Such policy requires that surplus funds are only invested with counterparties with a Standard & Poor's rating of at least AA-.

Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due. The Group is exposed to liquidity risk through its use of financial instruments. The principal categories of financial instruments used by the Group are cash, receivables, trade and other payables, loans and lease liabilities.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

The table below summarises the maturity profile of the Group's financial assets and liabilities and based on contractual undiscounted payments.

	Due in 1 year		Due in 1 to 5 years		Due in more than 5 years		Total	
Financial liabilities -Due for payment	2024	2023	2024	2023	2024	2023	2024	2023
Trade and other payables (i)	1,735,744	2,869,626	-	-	-	-	1,735,744	2,869,626
Loans from Key Management Personnel	613,024	713,017	-	-	-	-	613,024	713,017
Bank overdrafts	338,333	307,669	-	-	-	-	338,333	307,669
Bank borrowings and terms loans	391,956	389,846	550,782	855,747	273,669	394,663	1,216,407	1,640,257
Lease liabilities	419,526	452,433	382,177	559,349	-	-	801,703	1,011,782
Total expected outflows	3,498,583	4,732,591	932,959	1,415,096	273,669	394,663	4,705,211	6,542,351

	Due in 1 year		Due in 1 to 5 years		Due in more than 5 years		Total	
Financial assets – Cash flows realisable	2024	2023	2024	2023	2024	2023	2024	2023
Cash and cash equivalents	71,995	228,019	-	-	-	-	71,995	228,019
Trade and other receivables	269,439	734,274	-	-	-	-	269,439	734,274
Total anticipated inflows	341,434	962,293	-	-	-	-	341,434	962,293
Net (outflow)/inflow on financial instruments	(3,157,149)	(3,770,298)	(932,959)	(1,415,096)	(273,669)	(394,664)	(4,363,777)	(5,580,058)

(i) Trade and other payables of \$1,735,744 (2023: \$2,869,626) are in accordance with trading terms agreed with suppliers. They include agreed extended trading terms from the major creditors, which are not related parties.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group has transactional currency exposures arising from purchases and intercompany advances that are denominated in currencies other than the functional currency of the Group, primarily US Dollar ("USD"), Euro ("EUR") and Renminbi ("RMB"). Foreign currencies denominated assets and liabilities together with expected cash flows from highly probable purchases give rise to foreign exchange exposures.

Foreign exchange exposures in transactional currency other than functional currency of the Group are kept to an acceptable level. The Group's exposure to foreign currency risk, based on carrying amounts as at the end of the reporting period is as follows:

	Denominated in			
	USD	EUR	RMB	Total
	AUD	AUD	AUD	AUD
2024				
Receivables	4,517	-	-	4,517
Payables	(956,258)	(104,852)	(110,277)	(1,171,387)
Net exposure	(951,741)	(104,852)	(110,277)	(1,166,870)
2023				
Receivables	21,833	-	-	21,833
Payables	(949,759)	(130,064)	(115,149)	(1,194,972)
Net exposure	(927,926)	(130,064)	(115,149)	(1,173,139)

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

Interest rate risk

Interest rate risk is the risk that the fair value of the future cash flows of the Group's future instruments will fluctuate because of change in market interest rates. The Group's exposure to interest rate risk arises mainly from interest-bearing financial liabilities.

Exposure in interest rate risk

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amount as at the end of the reporting period is as follows:

	2024	2023
Fixed rate instruments:		
Financial liabilities	138,379	226,451
Floating rate instruments:		
Financial liabilities	1,254,459	1,481,782

Interest rate risk sensitivity analysis

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial instrument at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

The following table details the sensitivity analysis on the floating rate instruments to a reasonably possible change in the interest rates as of the end of the reporting period, with all other variables held constant:

	2024	2023
Effect on profit or loss for the financial year:		
Increase by 25 (2023:25) basis points	(2,384)	(2,661)
Decrease by 25 (2023:25) basis points	2,384	2,661

14. Issued Capital

	2024	2023
	\$	\$
157,500,068 (2023: 157,500,068) Ordinary shares	2,267,393	2,267,393
	2,267,393	2,267,393

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options which vest immediately are recognised as a deduction from equity, net of tax. The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Group may look to raise capital when an opportunity to invest in a business is seen as value adding.

15. Related Parties

The Group's main related parties are key management personnel including close family members of key management personnel and entities that are controlled or significantly influenced by those key management personnel or their close family members. Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. The following transactions occurred with related parties:

	31 May 2024 \$	31 May 2023 \$
a) Payables to related parties		
Loans from Key Management Personnel	613,024	713,017
Advances	111,240	150,348
Trade Payables	-	72,394
	724,264	935,759
b) Receivables from related parties		
Trade receivables	1,299	2,609

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

c) Key management personnel remuneration

Short-term employee benefits	312,500	255,728
Post-employment benefits	36,514	29,177
	349,014	284,905

d) Related party transactions [Income/(Expense)]

With a Company in which the Directors have a substantial financial interest:

Purchases	(62,945)	(223,544)
Duty, port and container charges	(304)	(1,059)
Insurance	(3)	(12)
Ocean freight charges	(14)	(239)
Transport, handling and permits charges	(160)	(135)
Advertising expenses	(42,771)	-
	(106,197)	(224,989)

With sole proprietorships belonging to persons connected to the Directors:

Sales	7,688	9,656
Repair of bags	(9,704)	(13,127)
Purchase of property, plant and equipment	-	(16,564)
	(2,016)	(20,035)

16. Interest in Subsidiaries

The subsidiaries listed below have share capital consisting solely of ordinary shares which are held directly by the Group. The proportion of ownership interests held equals the voting rights held by the Group. Each subsidiary's principal place of business is also its country of incorporation.

Name of Subsidiary	Principal Place of Business	Ownership Interest Held by the Group	
		2024	2023
		%	%
Rofina Global Pty Ltd	Australia	100	100
Rofina Marketing (M) Sdn Bhd	Malaysia	100	100
Rofina Holdings Sdn Bhd	Malaysia	100	100
Cays Media Group Sdn Bhd*	Malaysia	-	100

* Refer to note 7 for further information about discontinued operations

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

17. Segment information

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Group is managed primarily on the basis of product category and service offerings as the diversification of the Group's operations inherently has notably different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis. Accordingly, management has identified the Group as having two reportable segments, being the luggage retail business principally in Malaysia and social media marketing business.

Revenue by segment and reconciliation to net profit:

	Retail	Media Platform*	Unallocated	Total
31 May 2024				
Revenue	5,431,818	-	-	5,431,818
Cost of sales	(2,201,201)	-	-	(2,201,201)
Other income	86,934	-	-	86,934
General and administration (including occupancy, employee benefit expenses and professional fees)	(1,712,054)	-	-	(1,712,054)
Depreciation and amortisation	(543,947)	-	-	(543,947)
Finance cost	(190,539)	-	-	(190,539)
Net profit before tax from continuing operations				874,774
Net profit before tax from discontinued operations				3,763
Segment assets	2,949,493	-	9,637	2,959,130
Segment liabilities	(4,158,609)	-	(341,485)	(4,500,094)
Net assets	(1,209,116)	-	(331,848)	(1,540,964)

* Represents discontinued operations

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

17. Segment information (continued)

Revenue by segment and reconciliation to net profit:

	Retail	Media Platform	Unallocated	Total
31 May 2023				
Revenue	4,878,252	516,836	-	5,395,088
Cost of sales	(2,017,559)	(37,498)	-	(2,055,057)
Other income	155,399	3,319	-	158,718
General and administration (including occupancy, employee benefit expenses and professional fees)	(1,275,602)	(449,115)	(121,709)	(1,846,426)
Depreciation and amortisation	(446,994)	(1,759)	-	(448,753)
Finance cost	(142,318)	-	-	(142,318)
Impairment loss	-	(25,538)	-	(25,538)
Fixed assets written off	(56,168)	-	-	(56,168)
Net profit before tax	1,095,010	6,245	(121,709)	979,546
Segment assets	3,006,818	690,531	3,516	3,700,865
Segment liabilities	(5,459,634)	(694,456)	(101,235)	(6,255,325)
Net assets	(2,452,816)	(3,925)	(97,719)	(2,554,460)

2024 **2023**

Assets by geographical region

Malaysia	2,949,493	3,697,349
Australia	9,637	3,516
Total assets	2,959,130	3,700,865

18. Auditor's remuneration

The following remuneration was received or is receivable by the auditor of the Group, Moore Australia Audit (WA) in respect of:

	2024	2023
	\$	\$
Audit and half year review of the financial statements of the Group (excluding GST)	39,000	38,000
	39,000	38,000

19. Contingencies and commitments

As at 31 May 2024 and 2023, the Group did not have any contingencies and commitments.

Notes to the Consolidated Financial Statements
For the year ended 31 May 2024

20. Cash flow information

(a) Reconciliation of Cash Flows from operating activities with Profit after income tax	2024	2023
	\$	\$
Profit after income tax	874,774	955,031
Depreciation and amortisation	545,887	448,754
Property, plant and equipment written off	-	56,168
Profit on disposal of assets held for sale	-	(19,177)
Bad debt written off	6,648	-
Deposit forfeited	21,986	-
Impairment	28,910	25,538
Lease finance costs	44,543	22,852
Others	-	19,005
 Increase/(decrease) in tax liabilities	 (12,545)	 13,753
(Increase) / decrease in trade and other receivables	464,835	(409,500)
(Increase) / decrease in inventory	(221,756)	(311,749)
Increase /(decrease) in trade and other payables	(1,133,882)	236,019
Net cash flows generated by operating activities	619,400	1,036,694

21. Events after balance sheet date

No matters or circumstances have arisen since the end of the financial period which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

22. Parent entity information

	2024	2023
	\$	\$
Current assets	470,138	637,156
Non-current assets	817,393	817,393
TOTAL ASSETS	1,287,531	1,454,549
Current liabilities	83,589	101,235
TOTAL LIABILITIES	83,589	101,235
Issued capital	2,267,393	2,267,393
Accumulated losses	(1,063,451)	(914,079)
TOTAL EQUITY	1,203,942	1,353,314
Loss for the year	(149,372)	(149,372)
Total comprehensive income for the year	(149,372)	(149,372)

Contractual Commitments

As at 31 May 2024, the parent entity did not have any contractual commitments for the acquisition of property, plant and equipment (2023: nil)

Guarantees and Contingent Liabilities

As at 31 May 2024, the parent entity did not have any guarantees or contingent liabilities (2023: nil).

23. Company Details

The registered office of the Company is:

Minerva Corporate Pty Ltd
Level 8, 99 St Georges
Terrace
Perth, WA 6000

The principal place of business is:

Pine Valley Business Centre
22 & 22A, Lebuhr Rambai 11
11060 Paya Terubong, Penang, Malaysia

Rofina Group Limited and its Controlled Entities
ACN 635 120 517

Consolidated Entity Disclosure Statement
31 May 2024

Entity Name	Entity Type	Country of incorporation	% of share capital held	Australian Tax residency status	Foreign Countries tax residency
Rofina Group Limited	Body Corporate	Australia	N/A	Australian	N/A
Rofina Global Pty Ltd	Body Corporate	Australia	100	Australian	N/A
Rofina Marketing (M) Sdn Bhd	Body Corporate	Malaysia	100	Foreign	Malaysia
Rofina Holdings Sdn Bhd	Body Corporate	Malaysia	100	Foreign	Malaysia

Rofina Group Limited and its Controlled Entities

ACN 635 120 517

Directors' Declaration

31 May 2024

The directors of the Company declare that:

- a. The consolidated financial statements and notes for the year ended 31 May 2024 are in accordance with the *Corporations Act 2001* and:
 - i. comply with Australian Accounting Standards, which, as stated in note 1 to the consolidated financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
 - ii. give a true and fair view of the financial position as at 31 May 2024 and of the performance for the year ended on that date of the Group;
- b. In the directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.
- c. The directors have been given the declarations required by s295A of the *Corporations Act 2001*.
- d. The remuneration disclosures contained in the Remuneration Report comply with s300A of the *Corporations Act 2001*.
- e. The consolidated entity disclosure statement as at 31 May 2024 is true and correct.

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



BOON CHIN SOO
CHAIRMAN

Dated this 30 August 2024

Independent Audit Report

To the members of Rofina Group Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Rofina Group Limited (the Company) and its subsidiaries (the "Group"), which comprises the consolidated statement of financial position as at 31 May 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Group's financial position as at 31 May 2024 and of its financial performance for the year then ended; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the "Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2(a) in the financial report, which indicates that notwithstanding the Group generated a net profit of \$874,774 during the year ended 31 May 2024, as of that date, the Group had net current liabilities of \$2,290,380, thereby indicating the existence of a material uncertainty exists which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the matter was addressed in our audit
Carrying Value of Inventory	
Refer to Consolidated Statement of Financial Position	
<p>Inventory management is a key business process for the Group and inventory is a significant asset on the consolidated statement of financial position. As at 31 May 2024, the Group recognised \$781,495 in inventory.</p> <p>Inventory is held within stores, in transit to those locations or with third parties on consignment.</p> <p>Inventory is valued at the lower of cost and net realisable value. The carrying amount of inventory is calculated after deducting an impairment allowance, which is applied where the Group believes there is a risk the cost incurred in buying and bringing the inventory to its present condition and location will not be sufficiently realised through sales. This allowance is based on identified slow moving, obsolete or damaged inventory items and is reviewed and updated by the Group throughout the financial year and also at year end. There was no impairment allowance recognised in the current financial year.</p> <p>We consider this a key audit matter due to the:</p> <ul style="list-style-type: none"> • Financial significance of the inventory balance in the consolidated statement of financial position; • Judgement required to determine and allocate costs to be included in the carrying value of inventory; and • Estimates and judgements required to calculate the impairment allowance. 	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Assessed the application of inventory costing methodology to ensure consistency with Australian Accounting Standards; • Examined the type of supply chain costs capitalised in the cost of inventory; • Attended stock counts at selected stores and re-performed a sample stock count of inventory items from floor to sheet and sheet to floor; • Obtained confirmations from a sample of third parties regarding the existence and quantities of inventory held at their respective locations; • Inspected the sales price and margin of a sample inventory items sold after balance date to ensure inventory was recorded appropriately at the lower of cost and net realisable value; and • Examined and evaluated the methodology used to calculate the inventory impairment allowance; • Assessed the reasonableness of inventory impairment allowance by considering gross margins, condition, turnover and ageing.
Carrying Value of Property, Plant and Equipment and Investment Property	
Refer to Note 8 Property, Plant and Equipment and Note 10 Investment Property	
<p>As at 31 May 2024, the Group recognised property, plant and equipment and investment properties with a carrying value of \$776,621 and \$335,559 respectively. These assets are stated at cost less accumulated depreciation and impairment losses.</p> <p>We consider this a key audit matter due to the:</p> <ul style="list-style-type: none"> • Significant size of these balances in the consolidated statement of financial position; • Estimates and judgements required to calculate the useful lives (depreciation rates); and 	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Reviewed depreciation policy for the various asset classes and assessed the reasonableness of rates used; • Performed depreciation recalculations based on our sampling approach; • Performed substantive testing on a sample of asset additions and disposals; • Evaluated the reasonableness of management's impairment assessment for investment property by comparing the carrying amount to the market value

Key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> Estimates and judgements required for impairment assessment, especially in terms of determining the recoverable amount of assets. 	<p>(recoverable amount) of similar properties listed for sale; and</p> <ul style="list-style-type: none"> Evaluated the reasonableness of management's impairment assessment for property, plant and equipment by reviewing both internal and external sources of information to ensure no indicators of impairment.
Carrying Value of Right-of-Use Assets and Lease Liabilities	
Refer to Note 9 Right-of-Use Assets and Lease Liabilities	
<p>As at 31 May 2024, the Group had nine operating leases and recorded right-of-use assets and lease liabilities of \$724,022 and \$758,488 respectively. We noted six of these leases were either new, extended or modified during the year.</p> <p>We consider this a key audit matter due to the:</p> <ul style="list-style-type: none"> Judgement involved in determining the lease terms (including whether renewal options should be included or excluded), for new, expired and modified leases; and Estimates and judgements involved in determining an appropriate incremental borrowing rate to be applied in the calculation of right-of-use assets and lease liabilities. 	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> Understood the Group's processes and controls related to the identification of operating leases to be capitalised in accordance with AASB 16 <i>Leases</i>; Assessed the completeness of leases included in the determination of the right-of-use assets and lease liabilities; Evaluated the estimates and judgements applied by management in determining the key assumptions, including the probability of exercising the lease options; Assessed the reasonableness of incremental borrowing rates against market rates; Recalculated the expected right-of-use assets and lease liabilities to ensure accuracy; and Assessed the accuracy and completeness of note disclosures in accordance with AASB 16 <i>Leases</i>.
Classification of Borrowings	
Refer to Note 12 Borrowings	
<p>As at 31 May 2024, the Group has significant bank borrowings of \$1,054,506 to assist with meeting its working capital requirements. The borrowings are secured against certain property, plant & equipment, and investment property. Several borrowings have covenants attached to them.</p> <p>We consider this a key audit matter due to the:</p> <ul style="list-style-type: none"> Going concern risk associated with breaching loan covenants; and Disclosure risk associated with incorrect classification of borrowings between current and non-current liabilities. 	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> Obtained bank confirmations of the year end loan balances; Reviewed loan covenants and ensured there was no breach during the financial year; Reviewed specific terms of the bank facility documents to ensure borrowings are appropriately classified as current and non-current liabilities in the consolidated statement of financial position; and Reviewed the relevant disclosures included in the financial report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 May 2024 but does not include the financial report and our auditor's report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and will request that it is corrected. If it is not corrected, we will seek to have the matter appropriately brought to the attention of users for whom our report is prepared.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and
- c) for such internal control as the directors determine is necessary to enable the preparation of:
 - i. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
 - ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located on the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report as included in the directors' report for the year ended 31 May 2024.

In our opinion, the Remuneration Report of Rofina Group Limited, for the year ended 31 May 2024 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



Wen-Shien Chai
Partner – Audit and Assurance
Moore Australia Audit (WA)



Moore Australia Audit (WA)
Chartered Accountants

Signed at Perth this 30th day of August 2024.

Rofina Group Limited and its Controlled Entities
ACN 635 120 517

Additional Information for Listed Public Companies
31 May 2024

NSX Additional Information

Additional information required by the NSX Listing Rules and not disclosed elsewhere in this report is set out below. This information is effective as at 20 August 2024.

Substantial shareholders

The number of shares held either directly or indirectly by substantial shareholders listed in the holding company's register on 20 August 2024 was:

Shareholders	%
Boon Chin Soo	23.13
Yeng Fong Wong	11.56
Yi Yun Soo	8.75
Wei Yin Soo	5.12

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. On a poll, every member who is present in person or by proxy or attorney, or being a corporation, by its authorised representative, shall have one vote for every share of which he is the holder. There are no other classes of equity securities.

Distribution of holders of quoted ordinary share as at 20 August 2024

Size of holding (Range)	Holders	Units	Percentage
1,000 – 5,000	11	40,000	0.03%
5,001 - 10,000	1	7,000	0.00%
10,001 – 100,000	20	1,035,066	0.66%
100,001 and over	63	156,418,002	99.31%
	95	157,500,068	100%

Twenty Largest Shareholders as at 20 August 2024

	Ordinary shares	
	Number held	% of Issued shares
Boon Chin Soo	36,422,168	23.13%
Yeng Fong Wong	18,208,867	11.56%
Yi Yun Soo	13,784,867	8.75%
Wei Yin Soo	8,068,868	5.12%
Choon Heng Ong	7,000,000	4.44%
Ms Tean Beng Lim	7,000,000	4.44%
Chun Wah Lee	7,000,000	4.44%
Bee Leh Tan	5,360,000	3.40%
Hui Oon Yeoh	3,297,000	2.09%
Kah Wei Lee	2,900,000	1.84%
Soon Peng Lim	2,400,000	1.52%
Boon Leng Wooi	2,116,000	1.34%
Wai Fong Foong	2,027,000	1.29%
Lian Qiang Zheng	2,000,000	1.27%
Mrs Hui Oon Yeoh	2,000,000	1.27%
Mrs Bee Leh Tan	2,000,000	1.27%
Huck Leng Lim	1,645,000	1.04%
Say Chai Chua	1,645,000	1.04%
Say Hand Chua	1,645,000	1.04%
Chen Yi Wang	1,600,000	1.02%
Cun Liang Wang	1,600,000	1.02%
Ting Ting Wang	1,600,000	1.02%
Xue Zhen Du	1,600,000	1.02%
Total top twenty shareholders	132,919,336	84.39%
Total Shares on issue	157,500,068	100.00%

Securities exchange

The Group is listed on the National Stock Exchange of Australia.