TOMO HOLDINGS LIMITED
萬馬控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6928)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2024

FINANCIAL HIGHLIGHTS

In S$ ('000)	**For the year ended 31 December 2024**	2023	**Change**
Revenue	**2,831**	9,071	-68.8%
Gross profit	**933**	420	122.1%
Gross profit margin	**32.9%**	4.6%	615.2%
Loss for the year	**(2,630)**	(10,582)	-75.1%

In S$ ('000)	**As at 31 December 2024**	2023	**Change**
Cash and cash equivalents	**4,929**	8,317	-40.7%
Total assets	**11,210**	14,638	-23.4%
Total liabilities	**592**	1,389	-57.4%
Total equity	**10,619**	13,249	-19.9%

The original announcement is prepared in the English language. This announcement is translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail and it is available on TOMO Holdings Limited's (the "Company", together with its subsidiaries, the "Group") website at www.tomogroupltd.com.

ANNUAL RESULTS

The board (the "Board") of directors (the "Directors") of the Company is pleased to announce the consolidated results of the Group for the financial year ended 31 December 2024 (the "Current Year") together with the comparative figures for the financial year ended 31 December 2023 (the "Corresponding Year") as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

		2024	2023
	Notes	***S$***	*S$*
Revenue	4	**2,830,774**	9,071,257
Cost of sales		**(1,898,241)**	(8,650,862)
Gross profit		**932,533**	420,395
Other income, gains and losses, net		**731,259**	603,326
Selling and distribution expenses		**(481,713)**	(505,099)
Administrative expenses		**(3,863,560)**	(4,621,752)
Impairment of investments in associates		**–**	(6,421,491)
Finance income		**52,802**	117,618
Finance cost on lease liabilities		**(1,351)**	(3,188)
Loss before tax	5	**(2,630,030)**	(10,410,191)
Income tax expense	6	**–**	(172,000)
Loss for the year		**(2,630,030)**	(10,582,191)
Loss and total comprehensive expense for the year attributable to owners of the Company		**(2,630,030)**	(10,582,191)
Loss per share attributable to owners of the Company			
Basic and diluted *(Singapore cents)*	8	**(0.58)**	(2.35)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

	Notes	**2024** **S$**	2023 S$
NON-CURRENT ASSETS			
Investment properties		**4,100,000**	3,740,000
Property, plant and equipment		**789,775**	882,168
Intangible assets		**434,483**	461,652
Right-of-use assets		**6,362**	44,529
Investments in associates		**–**	–
Deferred tax assets		**–**	–
		5,330,620	5,128,349
CURRENT ASSETS			
Inventories		**227,211**	284,821
Trade and other receivables	9	**723,928**	907,279
Cash and cash equivalents		**4,928,607**	8,317,344
		5,879,746	9,509,444
CURRENT LIABILITIES			
Trade and other payables	10	**550,351**	1,068,115
Contract liabilities		**–**	244,322
Lease liabilities		**6,797**	39,676
Tax liabilities		**374**	374
Provision for warranty cost	11	**34,272**	29,907
		591,794	1,382,394
NET CURRENT ASSETS		**5,287,952**	8,127,050
TOTAL ASSETS LESS CURRENT LIABILITIES		**10,618,572**	13,255,399
NON-CURRENT LIABILITY			
Lease liabilities		**–**	6,797
NET ASSETS		**10,618,572**	13,248,602

	Notes	**2024**	2023
		S$	*S$*
CAPITAL AND RESERVES			
Share capital	12	**793,357**	793,357
Reserves		**9,825,215**	12,455,245
TOTAL EQUITY		**10,618,572**	13,248,602

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. GENERAL INFORMATION

TOMO Holdings Limited ("the Company") was incorporated in the Cayman Islands on 16 January 2017 as an exempted company with limited liability under Companies Act (as revised) of the Cayman Islands and its shares are listed on the Stock Exchange of Hong Kong Limited (the "Stoch Exchange"). The directors of the Company consider that ultimate beneficial owner and immediate holding of the Company are Mr. Lu Yongde and Billion Legend Company Limited, respectively.

The Company is an investment holding company. The Company and its subsidiaries (the "Group") are principally engaged in the (i) sales and installation of passenger vehicle leather upholstery and electronic accessories; and (ii) sales of electronic accessories, automotive parts and motor vehicle.

The consolidated financial statements are presented in Singapore dollars ("$"), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to IFRSs issued by the International Accounting Standards Board ("IASB") for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to IFRS 16	*Lease Liability in a Sale and Leaseback*
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current*
Amendments to IAS 1	*Non-current Liabilities with Covenants*
Amendments to IAS 7 and IFRS 7	*Supplier Finance Arrangements*

The directors of the Company consider that the application of the new and amendments to IFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

New and amendments to IFRSs issued but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

Amendments to IFRS 9 and IFRS 7	*Amendments to the Classification and Measurement of Financial Instruments*[3]
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[1]
Amendments to IFRS Accounting Standards	*Annual Improvements to IFRS Accounting Standards – Volume 11*[3]
Amendments to IAS 21	*Lack of Exchangeability*[2]
IFRS 18	*Presentation and Disclosure in Financial Statements*[4]

1 Effective for annual periods beginning on or after a date to be determined.
2 Effective for annual periods beginning on or after 1 January 2025.
3 Effective for annual periods beginning on or after 1 January 2026.
4 Effective for annual periods beginning on or after 1 January 2027.

Except for the new and amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 *Presentation and Disclosure in Financial Statements* ("IFRS 18"), which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 Presentation of Financial Statements ("IAS 1"). This new IFRSs, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* and IFRS 7 *Statement of Cash Flows* ("IFRS 7"). Minor amendments to IAS 7 and IAS 33 *Earnings per Share* are also made.

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of IFRS 18 is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements but has no impact on the Group's financial positions and performance. The Group is in the process of assessing the detailed impact of IFRS 18 on the Group's consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below, except for investment properties and financial instruments that are measured at fair values.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

4. SEGMENT INFORMATION

The chief operating decision-maker (i.e. "CODM") has been identified as the executive directors of the Company's board of directors. The executive directors review the performance of the Group's operations mainly from a business operation perspective.

The Group is organised into three main business segments, namely:

(i) Passenger vehicle leather upholstery segment: The passenger vehicle leather upholstery segment mainly represents the business of supplying and installing passenger vehicle leather upholstery to passenger vehicle distributors and dealers.

(ii) Passenger vehicle electronic accessories segment: The passenger vehicle electronic accessories segment mainly represents the business of supplying and installing passenger vehicle electronic accessories to passenger vehicle distributors and dealers. and

(iii) Automotive parts and motor vehicle segment: The Automotive Parts and Motor Vehicle segment mainly represents the business of supplying automotive parts and motor vehicle to passenger vehicle distributors and dealers. Those passenger vehicle distributors and dealers are mainly located in Singapore and Hong Kong.

Segment performance is evaluated based on reportable segment results, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that interest income, interest expenses, inter-segment transactions as well as head office and corporate expenses are excluded from such measurement.

The amounts provided to the management with respect to total assets are measured in a manner consistent with that of the financial statements. Management monitors the assets attributable to each segment for the purposes of monitoring segment performance and for allocating resources between segments. All assets are allocated to reportable segments other than cash and cash equivalents, intangible asset, investment properties, financial assets at fair value through profit or loss and investment in associates which are classified as unallocated assets. Property, plant and equipment and right-of use assets are allocated as allocated and unallocated assets based on the usage of these assets by segment.

The amounts provided to management with respect total liabilities are measured in a manner consistent with that of the financial statements. All liabilities are allocated to the reportable segments based on the operations of the segments other than other payables and accruals, provision, current income tax liabilities and deferred tax liability which are classified as unallocated liabilities. Lease liabilities is allocated proportionately in both allocated and unallocated liabilities based on the liabilities incurred by segment.

(a) Segment revenue, results, assets and liabilities

Segment revenue and results

	Passenger vehicle leather upholstery		Passenger vehicle electronic accessories		Automotive parts and motor vehicles		Total	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023
	$	$	**$**	$	**$**	$	**$**	$
Revenue								
Sales and installation of goods	**515,357**	515,021	**2,071,094**	1,577,178	**–**	–	**2,586,451**	2,092,199
Sales of goods	**–**	–	**–**	8,933	**244,323**	6,970,125	**244,323**	6,979,058
Total segment revenue	**515,357**	515,021	**2,071,094**	1,586,111	**244,323**	6,970,125	**2,830,774**	9,071,257
Segment loss	**(564,166)**	(250,484)	**(2,267,639)**	(771,295)	**(13,068)**	(3,388,143)	**(2,844,873)**	(4,409,922)
Write-off of other receivables	**–**	–	**–**	–	**(116,120)**	–	**(116,120)**	–
Depreciation of property, plant and equipment	**(20,762)**	(2,297)	**(23,738)**	(7,073)	**–**	(31,072)	**(44,500)**	(40,442)
Depreciation of right-of-use assets	**(30,534)**	(30,534)	**–**	–	**–**	–	**(30,534)**	(30,534)
Unallocated income and expense:								
Amortisation of intangible assets							**(27,169)**	(14,408)
Depreciation of property, plant and equipment							**(83,901)**	(96,461)
Depreciation of right-of-use assets							**(7,633)**	(7,633)
Fair value gain on investment properties							**360,000**	440,000
Rental income from investment properties							**164,700**	170,700
Impairment of investments in associates							**–**	(6,421,491)
Loss before tax							**(2,630,030)**	(10,410,191)

Segment assets and liabilities

	Passenger vehicle leather upholstery		Passenger vehicle electronic accessories		Automotive parts and motor vehicles		Total	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023
	$	*$*	***$***	*$*	***$***	*$*	***$***	*$*
Segment assets	**188,886**	127,957	**676,882**	462,602	**40,870**	312,960	**906,638**	903,519
Unallocated assets:								
Cash and cash equivalents							**4,928,607**	8,317,344
Other receivables							**105,931**	393,165
Investment properties							**4,100,000**	3,740,000
Property, plant and equipment							**733,435**	813,207
Intangible assets							**434,483**	461,652
Right-of-use assets							**1,272**	8,906
Total assets							**11,210,366**	14,637,793
Segment liabilities	**63,146**	107,995	**8,419**	9,626	**11,050**	244,322	**82,615**	361,943
Unallocated liabilities:								
Other payables and accruals							**507,446**	1,017,580
Tax liabilities							**374**	374
Lease liabilities							**1,359**	9,294
Total liabilities							**591,794**	1,389,191

(b) Geographical information

An analysis of revenue from external customers by geographical area is set out below:

	2024	2023
	$	*$*
Hong Kong	**–**	672,725
Singapore	**2,830,774**	8,398,532
	2,830,774	9,071,257

An analysis of the non-current assets of the Group which were all located in Singapore is set out below:

	2024	2023
	$	*$*
Investment properties	**4,100,000**	3,740,000
Property, plant and equipment	**789,775**	882,168
Intangible assets	**434,483**	461,652
Right-of-use assets	**6,362**	44,529
	5,330,620	5,128,349

(c) Information about major customers

Revenue is derived from 2 (2023: 2) external customers who individually contributed 10% or more of the Group's revenue and are attributable to the segments as detailed below:

	Attributable segments	2024	2023
		$	$
Customer 1	Passenger Vehicle Leather Upholstery and Passenger Vehicle Electronic Accessories	**1,631,800**	1,691,214
Customer 2	Automotive Parts and Motor Vehicle	**439,496**	6,306,770
		2,071,296	7,997,984

5. LOSS BEFORE TAX

Loss before tax has been arrived at after charging:

	2024	2023
	$	$
Employee benefits expenses (including directors' emoluments)		
Wages, salaries and allowances	**3,473,651**	3,782,306
Discretionary bonuses	**272,587**	598,624
Retirement benefit costs – defined contribution plans	**157,130**	68,093
Others employee expenses	**58,311**	163,134
	3,961,679	4,612,157
Cost of sales	**1,898,241**	8,650,862
Including write-off of inventories	***46,848***	*31,435*
Others		
Amortisation of intangible assets	**27,169**	14,408
Depreciation of property, plant and equipment	**128,401**	136,903
Depreciation of right-of-use assets	**38,167**	38,167
Write-off of other receivables	**116,120**	–
Auditor's remuneration	**102,926**	68,000
Provision for warranty cost	**30,546**	79,361

6. INCOME TAX EXPENSE

The amount of income tax expense charged to profit or loss represents:

	2024	2023
	$	*$*
Current income tax		
– Charge for the year	**–**	–
– Over-provision in prior years	**–**	–
	–	–
Deferred tax	**–**	172,000
Income tax expense	**–**	172,000

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act (as revised) of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

Singapore profits tax has been provided at the rate of 17% on the estimated assessable profits for the financial year (2023: 17%).

Hong Kong profits tax has been provided at the rate of 16.5% (2023: 16.5%) on the estimated assessable profits arising in Hong Kong during the year except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax regime. The first HK$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

No provision for taxation in Singapore and Hong Kong have been made as there were no assessable profits incurred by the Group for both years.

Income tax expense for the year is reconciled to loss before tax per consolidated statement of profit or loss and other comprehensive income as follows:

	2024	2023
	$	*$*
Loss before tax	**(2,630,030)**	(10,410,191)
Tax calculated at domestic tax rate	**(447,105)**	(1,769,732)
Tax effect of:		
– Expenses not deductible for tax purposes	**176,504**	1,404,590
– Non-taxable income	**(61,200)**	(94,253)
– Tax losses not recognised	**328,662**	625,921
– Others	**3,139**	5,474
Income tax expense	**–**	172,000

7. DIVIDENDS

No dividends were paid, declared or proposed for the years ended 31 December 2024 and 31 December 2023, nor has any dividend been proposed since the end of the reporting periods.

8. LOSS PER SHARE

	2024	2023
Loss attributable to equity holders of the Company *(S$)*	**2,630,030**	10,582,191
Weighted average number of ordinary shares in issue	**450,000,000**	450,000,000
Basic and diluted loss per share *(Singapore cents)*	**0.58**	2.35

The calculation of the basic loss per share is based on the loss for the year attributable to equity holders of the Company and the weighted average number of ordinary shares in issue.

Diluted loss per share is same as basic loss per share due to the absence of dilutive potential ordinary shares during the years ended 31 December 2024 and 31 December 2023.

9. TRADE AND OTHER RECEIVABLES

	2024 *$*	2023 *$*
Trade receivables	**448,686**	257,360
Unbilled revenue	**135,723**	207,646
	584,409	465,006
Deposits, prepayment and other receivables:		
– Rental and other deposits	**6,269**	6,269
– Advance payment to suppliers	**–**	262,890
– Prepayment of operating expenses	**376**	1,563
– Other receivables	**132,874**	171,551
	139,519	442,273
	723,928	907,279

The ageing analysis of the trade receivables based on invoice date is as follows:

	2024 *$*	2023 *$*
Unbilled revenue	**135,723**	207,646
1 to 30 days	**225,971**	11,069
31 to 60 days	**183,622**	1,220
61 to 90 days	**20,394**	626
Over 90 days	**18,699**	244,445
	584,409	465,006

Except for an amount of $18,699 trade receivables which aged over 90 days for which expected credit loss was assessed individually, the Group applies the IFRS 9 *Financial Instruments* simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. No material loss allowance was recognised as at 31 December 2024 and 31 December 2023.

10. TRADE AND OTHER PAYABLES

	2024	2023
	$	*$*
Trade payables	**32,229**	158,179
Other payables and accruals		
– Accrued operating expenses	**150,277**	246,659
– Accrued bonus	**258,750**	598,624
– Goods and services tax payables	**47,975**	29,806
– Others	**61,120**	34,847
	518,122	909,936
	550,351	1,068,115

The ageing analysis of the trade payables based on invoice date is as follows:

	2024	2023
	$	*$*
1 to 30 days	**32,229**	158,179

11. PROVISION FOR WARRANTY COST

The movements in provision for warranty cost during the year is as follows:

	2024	2023
	$	*$*
At 1 January	**29,907**	28,969
Provision utilised	**(26,181)**	(78,423)
Provision for warranty cost	**30,546**	79,361
At 31 December	**34,272**	29,907

The warranty provision represents management's best estimate of the Group's obligations to repair or replace faulty products under the Group's standard warranty term and period, mainly for a period of maximum of 36 months based on management's prior experience.

12. SHARE CAPITAL

The share capital of the Group as at 31 December 2024 and 31 December 2023 represented the share capital of the Company.

	Number of ordinary shares	Par value	Share capital
		HK$	*HK$*
Ordinary of HK$0.01 each			
Authorised share capital			
As at 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	10,000,000,000	0.01	100,000,000

	Number of ordinary shares	Share capital
		$
Issued and fully paid		
As at 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	450,000,000	793,357

BUSINESS REVIEW

The Group is principally engaged in the (i) sales and installation of passenger vehicle leather upholstery and electronic accessories; and (ii) sales of electronic accessories, automotive parts and motor vehicle. The shares of the Company were listed on GEM of The Stock Exchange of Hong Kong Limited ("HKEx") on 13 July 2017 (the "Listing Date") and were transferred to be listed on the Main Board of the HKEx on 23 December 2019.

The Group has experienced challenging business operation conditions due to the Sino-U.S.A. trade war, and the global economic environment is expected to become more complicated and severe. Both business and consumer sentiment have remained persistently weak during the year ended 31 December 2024, thus, the Group's performance was significantly impacted. The certificate of entitlement (the "COE") quota for 2024 is higher than that of 2023. As a result, the COE prices in 2024 have reduced from the peak in 2023, which was close to a 10-year high. Consequently, the sales and demand for newly registered cars in Singapore have slightly increased in 2024. However, economic uncertainty is still posing challenges for the Group's operations in the foreseeable future.

In the Current Year, the Group's revenue decreased by approximately 68.8%, the gross profit increased by approximately 122.1% and reported a loss of approximately S$2,630,000. There was a loss of approximately S$10,582,000 in the Corresponding Year. It was mainly due to the sharp decline in the sales of automotive parts and motor vehicles segment with lower margin, coupled with the increase in sales of both leather upholstery segment and electronic accessories segment with higher margin in the Current Year. The decline in motor vehicle sales is primarily attributed to the reduced demand for internal combustion engine vehicles ("ICE") compared to electric vehicles ("EV") from China. In the Current Year, the overall performance of car resellers and parallel importers in Singapore has been negatively impacted by the increasing demand for EV from China. Brands like Honda and Toyota, which were once popular in the ICE segment of the parallel import market, have experienced a significant drop in demand in Singapore, as consumers increasingly prefer the higher technology and specifications offered by EV.

FUTURE AND OUTLOOK

Given the uncertain global economy, the Group anticipates ongoing challenges that may impact its business and financial performance in the future.

To address these challenges, the Group's management will continue to implement appropriate business strategies. This includes exercising effective cost control measures, upholding quality service to customers, and maintaining good relationships with key suppliers. These strategies aim to strengthen the Group's market position as the leading supplier in Singapore.

Considering the industry outlook, the Group recognizes the importance of resilience and adaptability. It will closely monitor market trends and consumer preferences to identify emerging opportunities. By staying proactive and responsive to changes, the Group aims to navigate the evolving business landscape and maintain its competitiveness.

Overall, the Group remains committed to its strategic objectives, focusing on enhancing operational efficiency, delivering exceptional customer service, and sustaining strong partnerships. By doing so, it aims to mitigate risks, capitalize on opportunities, and achieve long-term success in the industry.

FINANCIAL REVIEW

In S$ ('000)	**For the year ended 31 December 2024**	2023	**Change**
Revenue	**2,831**	9,071	-68.8%
Gross profit	**933**	420	122.1%
Gross profit margin	**32.9%**	4.6%	615.2%
Loss for the year	**(2,630)**	(10,582)	-75.1%

Revenue

The total revenue of the Group for the Current Year was approximately S$2,831,000 as compared to approximately S$9,071,000 for the Corresponding Year, representing a decrease of approximately 68.8%. Such decrease was attributable to the decrease in the sales of automotive parts and motor vehicles of approximately 96.5%. The decline in motor vehicle sales is primarily attributed to the reduced demand for ICE compared to EV from China.

Gross profit

The Group's gross profit increased from approximately S$420,000 for the Corresponding Year to approximately S$933,000 for the Current Year, representing an increase of approximately 122.1% in the Current Year. This increase in gross profit was mainly attributed to the increase in the Group's gross profit margin by approximately 615.2%, from 4.6% in the Corresponding Year to 32.9% in the Current Year. Such increase was mainly due to the change in the product mix, attributable to (i) the Group's increment in sales and installation of leather upholstery and electronic accessories which entailed higher profit margin; and (ii) the decrease in sales of automotive parts and motor vehicles which entailed lower profit margin.

Other income, gains and losses, net

Other income, gains and losses, net of the Group increased by approximately S$128,000 from approximately S$603,000 for the Corresponding Year to approximately S$731,000 for the Current Year. Other income, gains and losses, net mainly represent foreign exchange changes resulting from the settlement of foreign currency transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies and fair value gain on investment properties. The increase in fair value gain on investment due to overall growth in rental income and market demand for properties in Singapore.

Selling and distribution expenses

Selling and distribution expenses decreased by approximately S$23,000 from approximately S$505,000 for the Corresponding Year to approximately S$482,000 for the Current Year. The decrease of the costs was mainly attributable to the decrease in travelling expenses.

Administrative expenses

Administrative expenses decreased by approximately S$758,000 from approximately S$4,622,000 for the Corresponding Year to S$3,864,000 for the Current Year. The decrease of administrative expenses was mainly due to the decrease in employee benefit costs, legal and professional fees and travelling expenses.

Loss for the year

The loss of the Group was approximately S$2,630,000 for the Current Year, as compared to the loss of approximately S$10,582,000 for the Corresponding year.

The decrease in net loss was mainly attributable to the following reasons:

(i) the decrease in employee benefits costs from approximately S$4.6 million in the Corresponding Year to around S$4.0 million in the Current Year, due to the decrease in the directors' fee and year end bonus to the management in the Current Year;

(ii) the recognition of the impairment of investments in associates of approximately S$6.4 million in the Corresponding Year in relation to the acquisition of 49% equity interest in Ocean Dragon Group Limited (together with its subsidiary, the "Target Group") in 2022. Based on the assessment of the Board, the Board considers that the Group is unlikely to recover any value from the Target Group as the Company could not access to its substances, hence the investments in the Target Group were fully impaired in 2023. For details, please refer to the announcements of the Company dated 24 April 2023, 12 May 2023 and 7 June 2023; and

(iii) the increase in gross profit from approximately S$420,000 for the Corresponding Year to approximately S$933,000 for the Current Year.

PRINCIPAL RISKS AND UNCERTAINTIES AND RISK MANAGEMENT

The Group is subject to a number of risks in the Group's business and the Group believes that risk management is important to the Group's success. Key business risks include, among others, the decrease or loss of business with our largest customer, maintaining of our reputation and customer services, stable supply of technicians and foreign workers for our services, reliance on suppliers for the PV leather upholstery, electronic accessories, automotive parts and motor vehicles, and single market business strategy. Our revenue substantially derived from sales to our largest customer and any decrease or loss of business with any Singapore subsidiaries of the largest customer and failure to maintain reputation and customer services could materially and adversely affect our business, financial conditions and results of operations. We also highly rely on a single market in developing our business and our business may be materially affected by the limitation on COE availability.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The capital of the Group comprises ordinary shares only.

As at 31 December 2024, the Group had net current assets of approximately S$5,288,000 (2023: approximately S$8,127,000) including cash and cash equivalents of approximately S$4,929,000 (2023: approximately S$8,317,000). The current ratio, being the ratio of current assets to current liabilities, was approximately 9.9 times as at 31 December 2024 (2023: 6.9 times). The increase in the current ratio was mainly due to lower balances of trade and other payables and the decrease of lease liabilities as at 31 December 2024 compared to 31 December 2023.

The Group's operations were financed principally by revenues generated from business operations and available cash and bank balances. The Group did not have any debt as at 31 December 2024 (2023: NIL). There was no borrowing cost incurred during the Current Year (2023: NIL), hence no gearing ratio of the Group was presented.

EMPLOYEE INFORMATION

As at 31 December 2024, the Group had 45 employees (2023: 46), comprising of 2 executive Directors (2023: 2), 1 non-executive Director (2023: 4), 3 independent non-executive Directors (2023: 3), 12 administrative employees (2023: 12) and 27 technicians (2023: 25).

Our employees are remunerated according to their job scope and responsibilities. For our technicians in passenger vehicle leather upholstery and accessories business, we offer incentives in addition to their salary. We offer bonuses for all employees, provided their performance is satisfactory. We also believe in promoting internally as this promotes employee satisfaction and enables us to improve service quality to our customers and enjoy a low employee turnover rate. We review the performance of our employees on a regular basis for salary and promotion appraisals.

Total staff costs, including directors' emolument, amounted to approximately S$3,962,000 for the year ended 31 December 2024 (2023: approximately S$4,612,000).

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

There was no material acquisition or disposal of subsidiaries and affiliated companies during the Current Year.

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2024, leasehold properties with carrying values totalling approximately S$332,000 (2023: S$375,000) were pledged to secure the Group's unutilized banking facilities.

FOREIGN EXCHANGE EXPOSURE

The turnover and business costs of the Group were principally denominated in Singapore dollars. The Group has exposure to foreign exchange risk as a result of purchases that are denominated in currencies other than Singapore Dollar ("S$") and recognised assets and liabilities denominated in currencies other than S$. The foreign currencies giving rise to this risk are primarily the Hong Kong Dollar ("HK$") and the United States Dollar ("US$"). As at 31 December 2024, if the foreign currencies had weakened or strengthened by 10% against the S$ with all other variables held constant, post-tax loss for the Current Year would have been S$315,000 (2023: S$347,000) lower/higher, as a result of foreign exchange losses/gains on translation of HK$ denominated cash and bank balances (2023: foreign exchange losses/gains on translation of HK$ denominated cash and bank balances).

We currently do not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

During the Current Year, there was no significant investments (including any investment in an investee company) with a value of 5% or more of the Group's total assets held by the Group.

CONTINGENT LIABILITIES

No material contingent liabilities had come to the attention of the Directors in the Current Year.

DIVIDEND

The Board does not recommend the payment of a final dividend for the Current Year (2023: Nil).

EVENT AFTER THE REPORTING PERIOD

Up to the date of this announcement, there was no other significant event relevant to the business or financial performance of the Group came to the attention of the Directors after the Current Year.

SHARE OPTION SCHEME

A share option scheme (the "Share Option Scheme") has been adopted by passing of written resolutions by the then shareholders of the Company and was effective on 23 June 2017. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years from the date of its adoption. No share options have been granted under the Share Option Scheme since its effective date and up to the date of this announcement.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules. Having made specific enquiries of all the Directors, each of them has confirmed that he/she had complied with the required standard of dealings throughout the period from the Listing Date to the date of this announcement. No incident of non- compliance was noted by the Company during the Current Year.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

The listed securities of the Company were listed on GEM on 13 July 2017 and were transferred to be listed on the Main Board of the Stock Exchange on 23 December 2019. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (or sale of treasury shares) after Listing and up to the date of this announcement. As at 31 December 2024, the Company did not hold any treasury shares (as defined under the Listing Rules).

COMPLIANCE WITH THE CORPORATE GOVERNANCE

Save as disclosed herein, the Company has complied with all the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Part 2 of Appendix C1 to the Listing Rules throughout the year ended 31 December 2024. During the year ended 31 December 2024, the Company had not complied with Code C.2.1. According to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Following the removal of Ms. Ma Xiaoqiu as executive Director on 19 March 2024, Ms. Ma Xiaoqiu has ceased to be the chairlady of the Board with effect from the same date. The Company had not appointed any individual to take up the post of the Chairman and role and functions of Chairman have been performed by Mr. Tsang Chun Ho Anthony, an executive Director until the appointment of Mr. Lu Yongde as the Chairman on 22 July 2024. Up to the date of this announcement, the Company has not appointed a chief executive officer and role and functions of chief executive officer have been performed by Mr. Tsang Chun Ho Anthony, an executive Director. The Board believes that this arrangement enables the Company to make and implement decisions promptly, given that (i) any decision to be made by the Board requires approval by at least a majority of the Directors and as the Board comprises three independent non-executive Directors out of six Directors, the Company believe there is sufficient check and balance in the Board; (ii) all the Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that they act for the benefit and in the best interests of the Company and Shareholders and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of our Board which comprises experienced and high calibre individuals who meet regularly to discuss issues affecting the operations of the Company, and thus achieve the Company's objectives effectively and efficiently in response to the changing environment. The Board will continuously assess whether any changes are necessary.

COMPLIANCE WITH THE LISTING RULES

On 19 March 2024, Ms. Ma Xiaoqiu, Ms. Liu Xinyi, Ms. Chen Jun, Ms. Lyu Qiujia were removed as Directors. Following such removal, the Company has a single gender board which does not meet the requirement under Rule 13.92 of the Listing Rules. Following the removal of Mr. Jin Lailin as Director on 19 March 2024, the Company has (i) two independent non-executive Directors, which results in the number of independent non-executive directors falling below the minimum number required under Rule 3.10(1) of the Listing Rules and one third of the Board as required under Rule 3.10A of Listing Rules; and (ii) two members of the Audit Committee, which results in the number of the Audit Committee falling below the minimum number required under Rule 3.21 of the Listing Rules.

The Company has on 6 June 2024 appointed Ms. Li Jiayao as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Following such appointment, the Company has re-complied with the requirements of Rule 3.10(1), Rule 3.10A, Rule 3.21 and Rule 13.92 of the Listing Rules.

ANNUAL GENERAL MEETING

The annual general meeting of the Company (the "AGM") will be held on Friday, 13 June 2025. A notice convening the AGM will be issued and published in due course.

CLOSURE OF REGISTER OF MEMBERS

For ascertaining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025, both dates inclusive. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 9 June 2025.

EXTRACT FROM INDEPENDENT AUDITOR'S REPORT PREPARED BY THE INDEPENDENT AUDITOR

The following's an extract of the independent auditor's report on the Group's financial statements for the year ended 31 December 2024:

QUALIFIED OPINION

We have audited the consolidated financial statements of TOMO Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, except for the possible effects of the matter described in the *Basis for Qualified Opinion section* of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (the "IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR QUALIFIED OPINION

Insufficient accounting records relating to Ocean Dragon Group and its subsidiary (the "Ocean Dragon Group") as of and for the years ended 31 December 2023 and 31 December 2024

As disclosed in note 19 to the consolidated financial statements, as at 31 December 2023 and 31 December 2024, the Group had a 49% equity interest in Ocean Dragon Group with the investment cost of $6,421,491 which is mainly engaged in the provision of electric charging solutions and was accounted for as associates under the equity method since its acquisition. Due to lack of sufficient books and records of the Ocean Dragon Group to account for the share of results and also to assess the impairment of its investments in Ocean Dragon Group and the Company's concerns over the genuineness of the acquisition of the Ocean Dragon Group in prior years, the Group recognised a loss of $6,421,491 to fully write down the Group's investments in the Ocean Dragon Group which was recorded separately in an item in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2023.

Given the above circumstances on scope limitation, the predecessor independent auditor in its report dated 28 March 2024 stated that they were unable to obtain sufficient appropriate audit evidence in respect of the financial information of Ocean Dragon Group as a set of complete and accurate books and records were not available to them for audit purpose. As a result, they were unable to carry out necessary audit procedures to determine whether the impairment of investments in Ocean Dragon Group of $6,421,491 and share of nil result of associates for the year ended 31 December 2023, the Group's investments in Ocean Dragon Group at nil as at 31 December 2023 and the related disclosures notes in relation to the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements as of and for the year ended 31 December 2023. There were no other satisfactory audit procedures that they could perform to determine whether any adjustments were necessary or might have a consequential effect of the Group's consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, and related disclosures thereof for the year ended 31 December 2023.

In view of such circumstances, nether the directors of the Company nor us were able to access sufficient books and records of the Ocean Dragon Group and the financial information which are available and were retained by the Company were not found to be of a sufficient level for the purposes of audit and thus, we were unable to obtain sufficient appropriate audit evidence to determine whether the share of nil result of associates for the year ended 31 December 2024 and the Group's investments in Ocean Dragon Group at nil as at 31 December 2024 were fairly stated and properly reflected, and the related disclosures notes thereof, and also nil impairment loss on the Group's investments in Ocean Dragon Group was properly charged or credited to the profit or loss for the year ended 31 December 2024 respectively, have been accurately recorded and properly accounted for which were included in the consolidated financial statements of the Company as of and for the year ended 31 December 2024 and as of 1 January 2024. There were no other satisfactory audit procedures that we could perform to determine whether any adjustments were necessary or might have a consequential effect of the Group's consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, and related disclosures thereof for the year ended 31 December 2024.

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have 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 qualified opinion.

AUDIT COMMITTEE

The Audit Committee of the Company (the "Audit Committee") has been established with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code as set out in Appendix C1 to the Listing Rules. The Audit Committee currently comprises three independent non-executive Directors and is chaired by Mr. Cheng Wai Hei. The other members of the Audit Committee are Mr. Lam Chi Wing and Ms. Li Jiayao. The primary duty of the Audit Committee is to, *inter alia*, review and supervise the Company's financial reporting process, the internal control systems of the Group and the monitoring of continuing connected transactions. All members of the Audit Committee are appointed by the Board.

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2024 and is of the opinion that such consolidated financial statements complied with the applicable accounting standards, the requirements under the Listing Rules and other applicable legal requirements, and that adequate disclosures has been made.

The figures in respect of the Group's consolidated statement of comprehensive income, consolidated balance sheet and the related notes thereto for the year ended 31 December 2024 as set out in this preliminary announcement have been agreed by the Group's auditor, SFAI (HK) CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by SFAI (HK) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by SFAI (HK) CPA Limited on this preliminary announcement.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This results announcement is available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.tomogroupltd.com, respectively. The annual report of the Company for the year ended 31 December 2024 containing the information required by the Listing Rules and the applicable laws will be dispatched to the shareholders of the Company in due course.

By Order of the Board of
TOMO Holdings Limited
Lu Yongde
Chairman and Executive Director

Hong Kong, 28 March 2025

As at the date of this announcement, the Board comprises:

Executive Directors:	Mr. Lu Yongde Mr. Tsang Chun Ho Anthony
Non-executive Director:	Mr. Choi Tan Yee
Independent non-executive Directors:	Mr. Cheng Wai Hei Mr. Lam Chi Wing Ms. Li Jiayao