

COMBINE WILL INTERNATIONAL HOLDINGS LIMITED

聯志國際控股有限公司

(Incorporated in the Cayman Islands on 8 October 2007)

(Company Registration Number: MC-196613)

MATERIAL VARIANCES BETWEEN UNAUDITED FINANCIAL STATEMENTS AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The board of directors (the “**Board**”) of Combine Will International Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s unaudited full year financial statements and dividend announcement for the financial year ended 31 December 2023 dated 29 February 2024 (the “**Unaudited Financial Statements**”) released via SGXNet.

Unless otherwise defined or the context otherwise requires, all terms used herein shall have the same meanings as defined in the Unaudited Financial Statements.

Pursuant to Rule 704(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Board wishes to announce and clarify certain material variances to the Unaudited Financial Statements following the finalisation of the audit and issuance of the auditor’s report dated 9 April 2024 by the Company’s joint external auditors, Messrs RSM SG Assurance LLP (which was known as RSM Chio Lim LLP before 1 March 2024) and Messrs RSM Hong Kong (the “**Independent Auditors’ Report**”, and the related audited financial statements are referred to herein as the “**Audited Financial Statements**”). The details and explanations of the material variances are set out in Appendix A as annexed hereto.

With regard to the Audited Financial Statements and this announcement, shareholders of the Company (the “**Shareholders**”) are advised to read both in conjunction with the Independent Auditors’ Report released by the Company in the announcement dated 9 April 2024.

Shareholders are advised to exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

The Board confirms that to the best of its knowledge, all material disclosures, facts and information have been provided and announced and are not aware of any facts, information or disclosures, the omission of which would make any statement in this announcement or disclosures misleading.

On behalf of the Board

Chiu Hau Shun Simon
Chief Executive Officer

9 April 2024

Appendix A

COMBINE WILL INTERNATIONAL HOLDINGS LIMITED STATEMENTS OF FINANCIAL POSITION AT 31 DECEMBER 2023

	Group			
	<u>2023</u> <u>(Unaudited)</u> HK\$'000	<u>2023</u> <u>(Audited)</u> HK\$'000	Variance	Note
ASSETS				
Non-current assets				
Property, plant and equipment	454,673	454,673	-	
Right-of-use assets	69,433	69,433	-	
Financial assets at FVTOCI	189	189	-	
Goodwill	1,927	1,927	-	
Deposit paid for an acquisition of leasehold land	<u>35,266</u>	<u>35,266</u>	-	
Total non-current assets	<u>561,488</u>	<u>561,488</u>	-	
Current assets				
Contract assets	258,356	258,356	-	
Inventories	85,341	85,341	-	
Trade and bills receivables	150,114	150,114	-	
Prepayments, deposits and other receivables	127,022	127,022	-	
Financial assets at fair value through profit or loss ("FVTPL")	122,319	122,319	-	
Bank and cash balances	<u>126,394</u>	<u>126,394</u>	-	
Total current assets	<u>869,546</u>	<u>869,546</u>	-	
Total assets	<u>1,431,034</u>	<u>1,431,034</u>	-	
LIABILITIES AND EQUITY				
Non-current liabilities				
Borrowings	9,000	9,000	-	
Lease liabilities	34,506	34,506	-	
Redemption liability	<u>7,809</u>	<u>-</u>	(7,809)	1
Total non-current liabilities	<u>51,315</u>	<u>43,506</u>	(7,809)	
Current liabilities				
Current tax liabilities	12,020	12,020	-	
Deferred consideration payable	-	7,809	7,809	1
Trade and bills payables	195,566	195,566	-	
Accruals and other payables	129,472	129,472	-	
Lease liabilities	21,307	21,307	-	
Borrowings	<u>275,191</u>	<u>275,191</u>	-	
Total current liabilities	<u>633,556</u>	<u>641,365</u>	7,809	
Total liabilities	<u>684,871</u>	<u>684,871</u>	-	
Equity attributable to owners of the Company				
Share capital	242,456	242,456	-	
Reserves	<u>500,229</u>	<u>500,229</u>	-	
	742,685	742,685	-	
Non-controlling interests	<u>3,478</u>	<u>3,478</u>	-	

Total equity	<u>746,163</u>	<u>746,163</u>	-
Total liabilities and equity	<u>1,431,034</u>	<u>1,431,034</u>	-

Notes

1. There is a reclassification of the "Redemption liability" from non-current liabilities to current liabilities in the statement of financial position. This is because the call and put options are exercisable at any time within three years since the date of agreement. The redemption liability is now renamed as "Deferred consideration payable".

For the background of call and put options, please refer to note 4(e) and note 34 of the Audited Financial Statements.