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

INTERIM FINANCIAL STATEMENTS FOR THE PERIOD 1 JANUARY 2018 TO 30 JUNE 2018 (In Australian Dollar)

(Incorporated in Cayman Islands)

INTERIM FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF CIRCLE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Cayman Islands)

We have reviewed the accompanying statements of financial position of Circle International Holdings Limited (the Company) and its subsidiaries, (the Group), as at 30 June 2018, and the statements of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Group and of the Company for the financial period 1 January 2018 to 30 June 2018, and a summary of significant accounting policies and other explanatory information, as set out on pages 3 to 20.

Management is responsible for the preparation and fair presentation of this interim financial information in accordance with International Accounting Standard, IAS 34: Interim Financial Reporting. Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

(Forward)

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information does not give a true and fair view of the financial position of the Group and of the Company as at 30 June 2018, and of the financial performance and cash flows of the Group and of the Company for the financial period 1 January 2018 to 30 June 2018 in accordance with International Accounting Standard, IAS 34: Interim Financial Reporting.

Other Matter

This report is made solely to the directors of the Company, as a body, in accordance with NSX Listing Rules 6.10 of Section IIA and for no other purpose. We do not assume responsibility to any other person for the contents of this report.

ROBERT MENGKWAI & LOO PLT (LLP 0014479-LCA)

Chartered Accountants (AAL 0070)

Robertyhu 9 hs PUT

Petaling Jaya, 11 October 2018

(Incorporated in Cayman Islands)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE PERIOD 1 JANUARY 2018 TO 30 JUNE 2018

(With comparatives for the year ended 31 December 2017)

		The G 30.06.2018	Group 31.12.2017	The Co 30.06.2018	mpany 31.12.2017
	Note	(6 months) AUD	(12 months) AUD	(6 months) AUD	(12 months) AUD
Revenue Cost of sales	-	2,285,037 (1,157,460)	4,068,174 (1,705,422)	-	
Gross profit Other income Administrative expenses Other operating expenses Finance costs		1,127,577 1,023 (70,595) (730,122) (6,701)	2,362,752 14,722 (342,635) (667,101) (13,837)	(38,908) (154,240)	(22.619) (377,138)
Profit/(Loss) before tax Tax expense	5	321,182 (125,550)	1,353,901 (311,213)	(193,148)	(399,757)
Profit/(Loss) for the year/period		195,632	1,042,688	(193,148)	(399,757)
Other comprehensive income, net of tax Items that may be reclassified subsequently to profit or loss Foreign currency translation					
differences	-	114,258	(104,126)	(23,168)	7,057
Other comprehensive (loss)/income, net of tax	_	114,258	(104,126)	(23,168)	7,057
Total comprehensive income/(loss)	=	309,890	938,562	(216,316)	(392,700)
Earnings per share - Basic and fully diluted (cents)	7 _	0.11	6.95		

The accompanying notes form an integral part of the Financial Statements.

(Incorporated in Cayman Islands)

STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2018

		The C	Group	The Co.	mpany
	Note	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
ASSETS					
Non Current Assets Property, plant and equipment Intangible asset Investment in subsidiaries Other investment	8 9 10	421,738 3,230,515 5,053	367,122 3,238,023 5,053	57,656,091	57,656,091
Total Non Current Assets	,	3,657,306	3,610,198	57,656,091	57,656,091
Current Assets Inventories Trade and other receivables Fixed deposits with licensed bank Cash and bank balances	11 12	4,038,465 35,626 41,327	839,722 4,042,396 32,590 434,949	135	138
Total Current Assets		4,115,418	5,349,657	135	138
TOTAL ASSETS		7,772,724	8,959,855	57,656,226	57,656,229
EQUITY AND LIABILITIES					
Equity Share capital Reserves	13 14	57,656,229 (54,911,836)	57,656,229 (55,221,726)	57,656,229 (609,016)	57,656,229 (392,700)
Total Equity		2,744,393	2,434,503	_57,047,213	57,263,529
Non Current Liabilities Term loan Trade and other payables Deferred tax liabilities	15 16	255,345 896,521 211	247,306 943,149 	367,854	104,227
Total Non Current Liabilities	-	1,152,077	1,190,455	367,854	104,227

(Forward)

	The Group		The Company		
	Note	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
Current Liabilities					
Trade and other payables	16	3,199,397	4,711,169	241,159	288,473
Term loan	15	11,400	10,753	-	-
Bank overdraft		66,050	60,971	-	-
Tax payable		599,407	552,004		
Total Current Liabilities		3,876,254	5,334,897	241,159	288,473
TOTAL EQUITY AND					
LIABILITIES		7,772,724	8,959,855	57,656,226	57,656,229

CIRCLE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Cayman Islands)

STATEMENTS OF CHANGES IN EQUITY FOR THE PERIOD 1 JANUARY 2018 TO 30 JUNE 2018 (With comparatives for the year ended 31 December 2017)

The Group	Share Capital AUD	Merger Reserve AUD	Foreign currency Translation Reserve AUD	Retained Earnings AUD	Total AUD
As of 1 January 2017 Transactions with owners: Acquisition of subsidiaries in business	138	1		1	138
combination under common control Total transactions with owners	57,656,901	(57,388,344) (57,388,344)	1 1	1,228,056	1,495,803
Profit for the year	1	1	1	1,042,688	1,042,688
Outer comprehensive income, net of tax	1	1	(104,126)	1	(104,126)
As of 31 December 2017/1 January 2018	57,656,229	(57,388,344)	(104,126)	2,270,744	2,434,503
Profit for the period	1	1	1	195,632	195,632
net of tax	1	1	114,258	1	114,258
Total comprehensive income	I	1	114,258	195,632	309,890
Balance as of 30 June 2018	57,656,229	(57,388,344)	10,132	2,466,376	2,744,393

Company No: OI - 318051

The Company	Share Capital AUD	Foreign currency Translation Reserve AUD	Accumulated Losses AUD	Total AUD	
Balance as of 1 January 2017 Issue of shares	138 57,656,091	1 1	ι ι	138 57,656,091	
Loss for the year Other comprehensive income,	I	ı	(399,757)	(399,757)	
net of tax	1	7,057	ī	7,057	
Total comprehensive income/(loss)	1	7,057	(399,757)	(392,700)	
Balance as of 31 December 2017/ 1 January 2018	57,656,229	7,057	(399,757)	57,263,529	
Loss for the period Other comprehensive loss	1	1	(193,148)	(193,148)	
net of tax	ı	(23,168)	1	(23,168)	
Total comprehensive loss	1	(23,168)	(193,148)	(216,316)	
Balance as of 30 June 2018	57,656,229	(16,111)	(592,905)	57,047,213	

The accompanying Notes form an integral part of the Financial Statements.

(Incorporated in Cayman Islands)

STATEMENTS OF CASH FLOWS FOR THE PERIOD 1 JANUARY 2018 TO 30 JUNE 2018

(With comparatives for the year ended 31 December 2017)

The Group	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD
CASH FLOWS (USED IN)/FROM OPERATING ACTIVITIES		
Receipts from customers Payments to suppliers and employees	515,476	1,471,126
Interest paid	(658,168) (6,816)	(1,193,181) (12,292)
Interest received	1,040	1,370
Income tax paid	(113,288)	(11,147)
Net Cash (Used In)/From Operating Activities	(261,756)	255,876
CASH FLOWS USED IN INVESTING ACTIVITIES		
Payment for acquisition of property, plant and equipment	(38,663)	-
Cash acquired as a result of business combination Payment of development costs for intangible asset	-	331,219 (545,955)
and the second s		(3+3,933)
Net Cash Used In Investing Activities	(38,663)	(214,736)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of term loan facilities Drawdown of overdraft facilities	(5,706)	(9,381)
Advances (to)/from related parties	(212,953)	5,182 347,893
Advances from directors	99,956	547,095
Not Coal (Head In)/E		
Net Cash (Used In)/From Financing Activities	(118,703)	343,694
NET INCREASE IN CASH AND CASH EQUIVALENTS	(419,122)	384,834
	(41),122)	304,034
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	22.457	(22 (21)
ON CASH AND CASH EQUIVALENTS	23,457	(32,601)
CASH AND CASH EQUIVALENTS AT		
BEGINNING OF YEAR	406,568	54,335
CASH AND CASH EQUIVALENTS AT		
END OF YEAR (NOTE 17)	10,903	406,568

The Company	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD
CASH FLOWS FROM OPERATING ACTIVITIES Receipts from customers Payments to suppliers and employees	<u>-</u>	
Net Cash From Operating Activities		
NET INCREASE IN CASH AND CASH EQUIVALENTS	-	-
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(3)	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR/DATE OF INCORPORATION	138	138
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD (NOTE 17)	135	138

CIRCLE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Cayman Islands)

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company is incorporated in Cayman Islands, under the Companies Law.

The principal activity of the Company is investment holding.

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

The Company was incorporated on 12 December 2016 for the sole purpose of acquiring Circle Corporation International Limited, a Company incorporated in Hong Kong, Circle Corporation Mediatech Sdn Bhd and Inno Mind Works Sdn Bhd, both companies incorporated in Malaysia. The merger with its subsidiaries was completed on 30 November 2017, and the Company was listed on the National Stock Exchange of Australia (NSX) on 7 December 2017.

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

The financial statements of the Group and of the Company have been authorised by the Board of Directors for issuance on 11 October 2018.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Group and of the Company are prepared in compliance with IAS 34: Interim Financial Reporting.

The financial statements have been prepared in accordance with the same accounting policies adopted in the 2017 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2018 annual financial statements. Details of any changes in accounting policies are set out in Note 3.

The preparation of financial statements in conformity of IAS 34: Interim Financial Reporting requires the Directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

3. CHANGES IN ACCOUNTING POLICIES

IASB has issued a number of IFRSs and amendments to IASs that are first effective for the current period of the Group and of the Company. Of these, the following developments are relevant to the Group's and the Company's financial statements:

IFRS 9 Financial Instruments
IFRS 15 Revenue from Contracts with Customers

The Group has performed an assessment on the impact of the adoption of IFRS 9 and IFRS 15 respectively and concluded that no material financial impact exists, and therefore no adjustment to the opening balance of equity at 1 January 2018 was recognised.

None of these developments has had a material effect on how the Group's result and financial position for the current and prior periods have been prepared or presented in the financial statements.

The Group and the Company has not applied in advance the following accounting standards and/or interpretations (including the consequential amendments, if any) that have been issued by IASB:

IFRSs and/or IC Interpretations (Including the	
Consequential Amendments)	Effective Date
IFRS 16 Leases	1 January 2019
IFRS 17 Insurance Contracts	1 January 2021
IC Interpretation 23 Uncertainty Over Income Tax	
Treatments	1 January 2019
Amendments to IFRS 9: Prepayment Features with	
Negative Compensation	1 January 2019
Amendments to IAS 19: Plan Amendment, Curtailment or	
Settlement	1 January 2019
Amendments to IAS 128: Long-term Interests in	
Associates and Joint Ventures	1 January 2019
Amendments to References to the Conceptual Framework	
in IFRS Standards	1 January 2020
Annual improvements to IFRS Standards 2015 – 2017	
Cycles	1 January 2019
•	1.5

The Group and the Company have commenced assessments of impact of the new accounting standards and interpretations (including the consequential amendments) but is not yet in a position to state whether they would significantly impact on the results of operations and financial position of the Group and of the Company.

4. **SEGMENT INFORMATION**

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

5. **PROFIT/(LOSS) BEFORE TAX**

Profit/(Loss) before tax is arrived at:

	The Group		The Company		
	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD	
After charging:					
Audit fee	12,069	15,914	6,594	6,000	
Depreciation of property, plant					
and equipment	169,359	12,083	-	-	
Remuneration of key					
management personnel	63,323	122,250		-	
Loss on foreign					
exchange	2,195	2,129	-	-	
Rental of premise	11,489	6,673	-	-	
Rental of office equipment	631	1,260	-	-	
Rental of billboard	577	20,176	-	-	
Staff costs	138,670	124,604	-	-	
Term loan interest	6,701	13,837	-	-	
After crediting:					
Interest income	(1,023)	(1,318)			

Staff costs and remuneration of key management personnel:

	The C	Group	The Company		
	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD	
Staff costs:					
Salaries, allowances and					
bonus	121,316	113,158	_	_ ,	
EPF contribution	15,515	10,184	-	-	
SOCSO contribution	1,839	1,262	- '		
	138,670	124,604	-	_	

	The Group		The Company	
	30.06.2018	31.12.2017	30.06.2018	31.12.2017
	(6 months)	(12 months)	(6 months)	(12 months)
	AUD	AUD	AUD	AUD
Remuneration of key management personnel:				
Director's remuneration/fee	63,323	122,250	-	-
Directors' EPF contribution Directors' SOCSO	-		-	-
contribution				
	63,323	122,250	_	-

6. TAX EXPENSE

	The C	The Group		The Company	
	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD	
Tax expense	125,550	311,213			

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

	The Group		The Company	
	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD
Profit/(Loss) before tax	321,182	1,353,901	(193,148)	(399,757)
Tax at statutory tax rate	121,919	292,792	-	-
Tax effects of: Non-deductible expenses	3,631	18,421		
Income tax expense for the financial period/year	125,550	311,213		

7. EARNINGS PER SHARE

(a) Basic earnings per share

The basic earnings per share is calculated by dividing the Group's profit for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year. The weighted average number of ordinary shares in issue is calculated as follows:

	The Group		
	30.06.2018 (6 months) AUD	31.12.2017 (12 months) AUD	
Profit for the year, attributable to the owners of the Company (AUD)	195,632	1,042,688	
Number of ordinary shares at beginning of the period/ year Effect of shares issued pursuant to:	180,000,400	400	
- business combination		15,000,000	
Weighted-average number of ordinary shares at 30 June/31 December	180,000,400	15,000,400	
Basic earnings per share (cents)	0.11	6.95	

(b) Diluted earnings per share

Diluted earnings per ordinary share equals basic earnings per ordinary share.

8. **PROPERTY, PLANT AND EQUIPMENT**

Acquisitions

During the 6 months ended 30 June 2018, the Group acquired items of plant and machinery with a cost of AUD38,663.

9. **INTANGIBLE ASSET**

The e-commerce system is being amortised over its useful lives of 10 years commencing 1 January 2018.

10. INVESTMENT IN SUBSIDIARIES

	The Company		
	2018 AUD	2017 AUD	
Unquoted shares at cost	57,656,091	57,656,091	

Details of the subsidiaries are as follows:

Name of company	Country of incorporation		ve equity est (%) 2017	Principal activities
Circle Corporation International Limited ^	Hong Kong	100	100	Advertising, branding, e-media services and creative marketing solution
Circle Corp Mediatech Sdn. Bhd. ^	Malaysia	100	100	Advertising, publication, entertainment, events, business circle mobile app and related services
Inno Mind Works Sdn. Bhd.	Malaysia	100	100	Event organiser, advertisement and media industries

[^] Financial statements reviewed by another firms of accountants.

11. INVENTORIES

	The Group		The Company	
	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
Unused advertising air-time		839,722		
Inventories recognised as expenses	839,722	303,234		

The Group's inventories relate to unused advertising air-time.

12. TRADE AND OTHER RECEIVABLES

	The Group		The Company	
	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
Trade receivables	3,929,257	2,197,455	_	_
Other receivables	44,148	31,272	-	_
Deposits	21,269	7,529	_	=
Prepaid expenses Amount owing from related	3,576	6,941	-	-
party	40,215	1,799,199		
	4,038,465	4,042,396		-

	The Group		The Company	
	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
Receivables not yet due	1,511,171	1,484,999	-	-
Past due for:				
1-3 months	117,781	436,739	_	-
3-6 months	1,065,744	-	-	-
6 - 9 months	822,040	-	-	-
9-12 months	_	19,664		-
12 months and above	412,521	256,053		
	3,929,257	2,197,455		

Amount owing from related party is unsecured, interest free and with no fixed terms of repayment.

13. SHARE CAPITAL

Share capital is represented by:

	30.6.2018 (6 months) AUD	31.12.2017 (12 months) AUD
Issued and fully paid: Ordinary shares		
As of 1 January Issued during the period/ year	57,656,229	138 _ 57,656,091
As of 30 June/31 December	57,656,229	57,656,229

In 2017, the Company issued 180,000,000 shares for the acquisition of its subsidiaries.

14. RESERVES

	The Group		The Company	
	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
Retained earnings/ (Accumulated losses) Exchange translation reserve Merger reserve	2,466,376 10,132 (57,388,344)	2,270,744 (104,126) (57,388,344)	(592,905) (16,111)	(399,757) 7,057
	(54,911,836)	(55,221,726)	(609,016)	(392,700)

Exchange translation reserve

The foreign currency translation reserve arises from the translation of the financial statements from its functional currency in United States Dollar (USD), Hong Kong Dollar (HKD) and Malaysian Ringgit (RM) to presentation currency in Australian Dollar (AUD).

Merger reserve

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

15. TERM LOAN

	The Group		The Company	
	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
Payable within 12 months	11,410	10,753	- -	-
Payable after 12 months	255,335	247,306		
	266,745	258,059		

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

16. TRADE AND OTHER PAYABLES

	The Group		The Company	
	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
Non-current				
Amount owing to directors	124,675	149,421	-	-
Amount owing to related party	771,846	793,728	367,854	104,227
Current				
Trade payables	1,589,489	3,760,604	-	-
Other payables	1,103,599	522,262	164,897	242,281
Accrued expenses	104,363	161,704	_	23,340
Amount owing to directors	401,946	266,599	-	_
Amount owing to subsidiaries			76,262	22,852
	4,095,918	5,654,318	609,013	392,700

⁽i) Amount owing to directors, related party and subsidiaries are unsecured, interest free and payable upon demand in cash and cash equivalents.

⁽ii) The related party is a company in which certain directors of the Company have financial interest.

17. CASH AND CASH EQUIVALENTS

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

	The Group		The Company	
	31.12.2018 AUD	31.12.2017 AUD	31.12.2018 AUD	31.12.2017 AUD
Fixed deposits with licensed				
bank	35,626	32,590	-	_
Cash and bank balances	41,327	434,949	135	138
Bank overdraft	(66,050)	(60,971)		
	10,903	406,568	135	138

18. CLASSIFICATION AND FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Classification of Financial Instruments

	The Group		The Company	
	30.06.2018 AUD	31.12.2017 AUD	30.06.2018 AUD	31.12.2017 AUD
Financial assets:				
Investment Trade and other receivables Fixed deposits with licensed	5,053 4,034,889	5,053 4,035,455	-	-
bank	35,626	32,590	-	_
Cash and bank balances	41,327	434,949	135	138
	4,116,895	4,508,047	135	138
Financial liabilities:				
Trade and other payables Term loan Bank overdraft	4,095,918 266,745 66,050	5,654,318 258,059 60,971	609,013	392,700
	4,428,713	5,973,348	609,013	392,700

Methods and Assumptions Used To Estimate Fair Value

The fair values of the financial assets and liabilities approximately their carrying amounts. The fair values are included in Level 2 of their fair value hierarchy.

19. **COMPARATIVE FIGURES**

The comparatives for the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows as well as comparatives in the notes to the financial statements relating to the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows are for the year ended 31 December 2017 and are not comparable to that for the financial period 1 January 2018 to 30th June 2018. The Group was formed on 30 November 2017.

(Incorporated in Cayman Islands)

STATEMENT BY DIRECTORS

The directors of **CIRCLE INTERNATIONAL HOLDINGS LIMITED**, state that, in their opinion, the accompanying financial statements are drawn up in accordance with IAS 34: Interim Financial Reporting so as give a true and fair view of the financial position of the Group and of the Company as at 30 June 2018 and of the financial performance and cash flows of the Group and of the Company for the period 1 January 2018 to 30 June 2018.

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

DATO' TAN HO

Puchong,

11 October 2018