

ANNUAL REPORT

NUREN GROUP LIMITED

(ACN 673015597)
(Incorporated in Australia)

**REPORTS AND FINANCIAL STATEMENTS
FOR THE FINANCIAL PERIOD FROM
17 NOVEMBER 2023 (DATE OF INCORPORATION)
TO 31 MARCH 2024**

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GROUP FINANCIAL HIGHLIGHTS

	As at 31.3.2024
	AUD\$
Revenue	1,124,978
Profit Before Taxation	17,718,453
Profit After Taxation	12,408,888
Total Assets	23,967,646
Total Liabilities	7,034,387
Total Equity	16,933,259
Basic Earnings Per Share (Cents)	0.08

CORPORATE GOVERNANCE STATEMENT

This statement summarises the main corporate governance practices of Nuren Group Limited.

The Board of Directors is primarily responsible for creating, protecting and delivering long term shareholder value. This is achieved through the application of appropriate corporate governance policies and procedures relevant to the size of the Group and the scale of its operations. The Directors are committed to maintain a Board that is highly skilled, experienced and capable of fulfilling its obligations.

The Company currently has in place various corporate governance policies and charters, as described below and which are available in a dedicated corporate governance section of the Company's website.

Principle 1 – Lay Solid Foundation For Management And Oversight

1. Board and management functions

The roles and responsibilities of the Board and management are set out in the Board Charter, which will be available on the Company's website.

The Board of Directors is responsible for the overall management, strategic objectives and corporate governance of the Company. Hence, Board of Directors is responsible for the corporate governance of the Group and operates in accordance with the principles set out in the Board Charter.

The Board Charter also provides for the Company's statement of delegated authority to set out the Company's policy relevant to the delegation of authority to management to conduct the day-to-day management of the Company.

The Company recognises that the roles and functions of the Board must necessarily be flexible to deliver the Company's objectives.

2. Appointment of a director

The process of appointment is set out in the Board Charter. The Board will undertake appropriate review and assess the suitability of new Directors against fixed criteria before appointing a person, or putting forward to shareholders a candidate for election as a director. The Board will provide shareholders with all material information in the possession of the company to enable shareholders to make an informed decision on the appointment of directors.

3. Director's service agreements

The Company has a written formal letter of appointment or agreement with each director in setting out the terms of their appointment.

4. Company secretary

The Company secretary is appointed and removed by the Board and reports to, and is directly accountable to, the Board, through the Chair, on all matters to do with the proper functioning of the Board.

5. Diversity policy

The Board shall approve the Company's Diversity Policy and annual measurable objectives to encourage diversity across the Company.

CORPORATE GOVERNANCE STATEMENT (Continued)

Principle 1 - Lay Solid Foundations For Management And Oversight (Continued)

6. Performance evaluation

The Board shall develop and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors, and disclose, in relation to each reporting period, whether a performance evaluation was undertaken during that reporting period.

The Board shall monitor and evaluate the performance of the Managing Director and Senior Management in achieving the strategies and budgets set by the Board, and, where appropriate, may seek advice from the Remuneration Committee.

The Board shall approve non-executive director remuneration, Senior Management and Managing Director remuneration and any incentive or employee equity plans.

7. Occupational health and safety policy

The Company acknowledge that communities in the Company are the most important assets to the Company as such is committed to achieve a high level of occupational health and safety performance. In order to maintain in Occupational Health and Safety Policy standards within the organisation, the Company will develop and introduce programs and initiative such as provide a conducive workplace, fulfil all statutory health and safety requirements, identify health and safety hazard, educate and consults employees on safety issues.

Principle 2 - Structure The Board To Be Effective Add Value

1. Nomination committee and board skills matrix

Notwithstanding having established a Charter, due to the current size and scale of operations, the Company does not hold meetings of the Nomination Committee, instead the responsibilities are conferred on the Board. The Board views that it has an appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. The Board is satisfied it has sufficient skills and processes to address Board succession issues in the short-term, however is committed to holding meetings of the Committee once the scale of operations dictates.

2. Independence of directors

The Board defines an independent director as someone who does not have any relationships or interests that could materially influence or be reasonably perceived to materially influence their ability to exercise independent judgment on matters before the Board and to act in the best interests of the Company as a whole, as opposed to the interests of any particular security holder or other parties. This definition is in line with the ASX Corporate Governance Principles and Recommendations. The Board comprises one executive directors (Ms. Goh Shze Yinn) and two non-executive directors (Prof Dr Wong Kong Yew and Zhang Li Hua). Despite this relationship, the Board believes that Ms. Goh Shze Yinn is able and will make quality and independent judgments in the best interests of the Company on all relevant issues before the Board.

The Chair is a non-executive director and the roles of Chair and Chief Executive Officer are exercised by different individuals.

Directors are entitled to seek independent professional advice at the Company's expense to assist in their carrying out the functions and responsibilities as set out in the Board Charter or as regulated by applicable legislation, regulation or common law.

CORPORATE GOVERNANCE STATEMENT (Continued)

Principle 2 - Structure The Board To Add Value (Continued)

3. Director induction and development

Induction programs, training and continuing education arrangements are the subject of the terms and conditions of the appointment of members to the Board. The requirement for the Board to implement an appropriate induction and education process for new Board appointees and Senior Executives is set out in the Board Charter on the Company's website.

The process is designed to enable new Directors and Senior Executives to gain a better understanding of the Company's operations, financial, strategic and risk management position; the rights, duties and responsibilities of the directors; the roles and responsibilities of Senior Executives; and the role of Board committees (if any).

4. Statements of values

The Company has adopted Statements of Values to express the standards it expects from its Directors, Senior Executives and Employees to fulfil its purpose and meet its goals.

Principle 3 – Instil A Culture of Acting Lawfully, Ethically And Responsibility

1. Code of conduct

The Board has adopted a formal Code of Conduct to promote lawful, ethical and responsible decision-making by directors, management and employees. The Code promotes compliance with laws and regulation and avoidance of conflicts of interest, embraces the values of honesty, integrity, enterprise, excellence, accountability, justice, independence and fairly of stakeholder opportunity. The Code of Conduct will be available on the Company's website.

Policy for trading in Company's securities The Board has adopted a policy on trading in the Company's securities by directors, senior executives and employees which raises awareness of the law in relation to insider trading, specifies blackout periods and provides notification protocols. The trading policy will be available on the Company's website.

Principle 4 – Safeguard The Integrity Of Corporate Reports

1. Audit and risk committee

Despite having a charter, the company does not hold meetings of the Risk and Audit Committee because of the existing size and scope of activities; instead, the Board is given these tasks. The Board believes that it possesses the right mix of independence, diversity, competence, and experience to carry out its obligations and responsibilities in an efficient manner. The responsibility of the Committee is available in the Company's website.

The Board is certain that it has the necessary procedures and expertise to handle concerns related to board succession in the near future, but it is also committed to convening committee meetings as soon as the scale of operations dictates.

CORPORATE GOVERNANCE STATEMENT (Continued)

Principle 4 - Safeguard Integrity In Corporate Reporting (Continued)

2. Financial reporting, internal control and audit function

The Committee will assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's finance by monitoring, reviewing and directing amendment where necessary of the Company's financial statements to ensure compliance with the relevant Australian Accounting Standards and requirements of the NSX Listing Rules and the Corporations Act 2001. Furthermore, to ensure the adequacy of the Company's system for compliance with relevant laws, regulations, standards and codes.

The Board as a whole acts as the Audit Committee and performs the functions thereof including the making sure that the financial records of the Company have been properly maintained and that the Company's financial statements comply with accounting standards and present a true and fair view of the Company's financial condition and operational results. The financial statement is required annually.

3. Auditor attendance at AGM

The opportunity for shareholders to question a listed entity's external auditor at the AGM is an important safeguard for the integrity of the corporate reporting process. For companies incorporated in Australia, such opportunity is provided by sections 250PA, 250RA and 250T of the Corporations Act. The Company constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules, and applicable law. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company. The Company will however make a representative of the auditor available at its AGM to enable shareholders to ask questions relevant to the audit.

Principle 5 - Make Timely And Balanced Disclosure

1. Continuous disclosure policy

According to NSX Listing Rule 6, the Company shall disclose in a timely manner all information regarding the Company, which it is or become aware, that a reasonable person would expect, if generally available, to have a material effect on the price or value of any of the Company's securities or would influence a person to trade in the Company's securities. Furthermore, disclosure of information will be considered and approved by the Board where practical, however given the necessity to disclose promptly without delay, the Managing Director and Company Secretary are authorised to disclose information to NSX if in their opinion immediate disclosure is required, reasonable efforts have been made to obtain consent from other Directors and a copy of disclosed information is sent to the Board promptly after the announcement is made, to ensure that the Board has timely visibility of the nature and quality of the information being disclosed to the market and the frequency of such disclosures. However, disclosure of confidential information is not required. The Continuous Disclosure Policy can be found on the Company's website.

2. Delegation of authority policy

The policy is designed to provide maximum flexibility to management to efficiently deliver on the day-to-day operations of the Company within a well-defined framework that ensures an acceptable level of control is maintained over expenditure and decision making.

CORPORATE GOVERNANCE STATEMENT (Continued)

Principle 6 - Respect The Rights Of Security Holders

1. Communications policy

The Company is committed to communicating effectively with its shareholders and providing shareholders with timely access to balanced information concerning the Company. Company will communicate with its shareholders by market releases via the NSX, directly at meetings of shareholders and through the Company's website. Company may utilise technology facilities to conduct webcast meetings to communicate with shareholders as the company has a geographically diverse register. Besides, the Company will afford security holders who are not able to attend a shareholder's meetings and exercise their right to ask question, comment on the management of the Company ahead of the meeting. Furthermore, the Managing Director is primarily responsible for communications between the Company and media. However, employees, officer or director of the Company cannot communicate or disclose any information regarding the Company with the media without permission of the Board.

2. Investor relations

The Board is responsible for the communication strategy to promote effective communications with investors and to encourage effective participation at general meetings. The Company shall release a copy of presentation materials on the NSX Market Announcements Platform ahead of the presentation with the investor and analyst.

Principle 7 - Recognise And Manage Risk

1. Risk management policy

Risk Management policy is developed to balance risk and reward in the Company's activities and to facilitate outcomes in the best interest of all stakeholders. The Board has overall responsibility for the oversight of matters relating to risk, compliance and internal control will regularly review this Policy on at least an annually to ensure the Audit and Risk Committee is managing its material business risk effectively and that this Policy adequately deals with contemporary and emerging risks.

Pursuant to ASX Corporate Governance Principles and Recommendations 2019 (4th Edition), the Company aware that the Company may indirectly exposed to environmental sustainability risk and social risk which may affect the Company's operations. In order to avoid the risk, the Company will endeavour the risk by complying at all times with all applicable laws.

The Board is satisfied it has sufficient skills and processes to oversee the entity's risk management framework issues in the short term, including a standing agenda item at Board meetings to review risk register, however is committed to hold a meeting of the Committee once the scale of operations dictates.

The Company do not have an internal audit function and the processes the Company employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in the Company's Corporate Governance Statement.

CORPORATE GOVERNANCE STATEMENT (Continued)

Principle 8 - Remunerate Fairly And Responsibly

1. Remuneration committee

The Company does not hold meetings of the Remuneration Committee, instead the responsibilities are conferred on the Board due to the current size and scale of operations. The Board views that it has an appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board is satisfied it has sufficient skills and processes for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive address, including utilisation of an external independent remuneration consultant, however is committed to holding meetings of the Committee once the scale of operations dictates.

Participants in the Company's equity-based remuneration scheme is not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.

CORPORATE INFORMATION

Board of directors	: Goh Shze Yinn <i>(Executive, Non-independent Director)</i> Prof Dr Wong Kong Yew <i>(Non-executive, Non-independent Director)</i> Zhang Li Hua <i>(Non-executive, Independent Director)</i>
Company secretary	: James Stephen Barrie (Fernville Group)
Registered office	: Prime Company Compliance Level 9, 505 Little Collins Street Melbourne VIC 3000
Principal place of business	: Malaysia H-89-1, Jaya One 72A Jalan Prof Diraja Ungku Aziz 46200 Petaling Jaya, Selangor Malaysia Australia Level 9, 505 Little Collins Street Melbourne VIC 3000 Australia
Auditors	: Kingston & Knight Audit Pty Ltd PO Box 33151 Melbourne VIC 3004
Nominated advisors	: ACTP Sdn Bhd 39, Jalan Kenari 17C Bandar Puchong Jaya 47100 Puchong Selangor Malaysia
CDI/Share registry	: Automic Group Level 5, 126 Philip Street Sydney NSW 200

DIRECTOR'S REPORT

The directors of Nuren Group Limited present their annual report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Company') consisting of Nuren Group Limited (referred to hereafter as the 'Company' or 'Nuren Group Limited' and the entities it controlled at the end of, or during the financial period from 17 November 2023 (Date of incorporation) to 31 March 2024.

PRINCIPAL ACTIVITIES

The Company is principally engaged in e-commerce and media advertising.

There has been no significant change in the nature of this activity during the financial period.

The principal activity and other details of the Subsidiary is disclosed in Note 12 to the financial statements.

OUR BUSINESS MODEL AND OBJECTIVE

The Company proposes to generate future income by continuing as an information technology solutions provider and online media company, specializing in web design, e-commerce platforms, mobile app development, system integration, and other related services.

RESULTS

	2024 AUD\$
Profit for the financial period, net of tax	<u>12,408,888</u>
Attributable to: -	
Owners of the Company	12,408,888
Non-controlling interests	<u>-</u>
Profit for the financial period	<u>12,408,888</u>

DIVIDENDS

No dividends were paid or declared during the financial period and the directors do not recommend the payment of dividends for the financial period.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial period other than those disclosed in the financial statements.

DIRECTOR'S REPORT (Continued)

ISSUE OF SHARES AND DEBENTURES

At the date of incorporation, the following shares were issued by the company:

<u>Date</u>	<u>Class of shares</u>	<u>Number of shares</u>	<u>Term of issue</u>	<u>Purpose of issue</u>
14 November 2023	Ordinary	5,000	Cash	Subscriber shares
08 March 2024	Ordinary	147,915,000	Otherwise	Working capital

The new shares that were issued rank pari passu in all respects with the existing shares of the company.

There were no issuances of debentures by the company during the financial period from 17 November 2023 (Date of incorporation) to 31 March 2024.

SHARE OPTIONS

No options have been granted by the Company to any parties during the financial period to take up unissued shares of the Company.

FUTURE DEVELOPMENTS AND BUSINESS STRATEGIES

The Company will pursue its investment objectives for the long-term benefit of members. This will require the continued review of the investment strategy that is in place and may from time to time require some changes to that strategy.

ENVIRONMENT ISSUES

The Company's operations are not regulated by any significant environmental regulation under the law of the Australia or elsewhere.

DIRECTORS

The directors of the Company in office at any time during the financial period or since the end of the financial period are:

1. Goh Shze Yinn, Co-Founder & CEO (Executive, Non-independent Director)

Board member from 17 November 2023 to date

Qualification and Experience

Goh Shze Yinn is an accomplished professional with a diverse background in the technology and finance sectors. As the Co-Founder & Chief Executive Officer of her own venture, she has demonstrated exceptional leadership and entrepreneurial prowess. Prior to this, she served as a tech consultant in Accenture, where she honed her expertise in the industry. Additionally, her tenure as an investment banker in CIMB Investment & Tael Partners allowed her to manage a substantial \$600 million investment portfolio, specialising in the evaluation of technology sector deals.

Ms Goh's outstanding achievements have been recognised through prestigious accolades, including the MVCA Outstanding Women Entrepreneur of the year in 2018 and the INTI's Outstanding Alumni Award for Entrepreneur in 2016. Her remarkable journey and expertise make her a prominent figure in both the technology and business realms.

DIRECTOR'S REPORT (Continued)

DIRECTORS (Continued)

The directors of the Company in office at any time during the financial year or since the end of the financial year are:

2. Prof Dr Wong Kong Yew, Chairman (Non-executive, Non-independent Director)

Board member from 17 November 2023 to date

Qualification and Experience

Prof. Dr. Wong is the Group CEO at D'Mace Ltd (Australia), a Class 1 Director at EUDA Health Holdings Limited (NASDAQ, USA), and a Director at E-Plus Ltd. (NSX, AUS), and the Managing Director of D'Mace Holdings Ltd (Singapore).

With a Ph.D. from Strathclyde Business School, he has served as a lead consultant for high profile projects with ASEAN and UNWTO. Prior to that, he has held esteemed executives' position of CEO of public listed companies, and Vice President and Deanship of Universities. His career spans executive roles in public listed companies, universities, and advising governments in Malaysia, SEA nations, and China. In 2010, he successfully led the National Key Economic Area - Entry Point Project 10, earning recognition from the Prime Minister of Malaysia.

Prof. Dr. Wong, being granted a Distinguished Global Talent Visa in 2021, holds Permanent Residence status in Australia, acknowledging his exceptional contributions to the field of economics, especially in Australia. Prof. Dr. Wong is currently residing in Australia.

3. Zhang Li Hua, (Non-executive, Independent Director)

Board member from 17 November 2023 to date

Qualification and Experience

Ms Zhang has over 23 years of professional experience in investment banking and financial services in Australia specialising in cross border investment transactions and private equity investments. She is the Co-Founder and Chief Investment Officer of Wealth Spring International Group, a boutique financial service provider headquartered in Sydney Australia with offices in Shanghai and Hangzhou China.

Prior to establishing Wealth Spring International Group, Ms Zhang served several senior management roles for Australian financial organisations, such as Director of Babcock & Brown in China, CEO of Comm Finance (a 100% owned subsidiary of Commonwealth Bank of Australia) and GM of Macquarie Securitisation (Shanghai). Ms Zhang also serves as Board Director for Maxoniq (maxoniq.com), Tell me Baby Media Group (tellmebaby.com.au) and Wealth Spring international Group (wealthspring.com.au). Prior to migrating to Australia, Ms Zhang was an Economic lecturer in Ningbo University.

Ms Zhang is an independent Director because she is free from any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of her judgment. Ms Zhang is also currently residing in Australia.

DIRECTOR'S REPORT (Continued)

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors holding office at the end of the financial period in shares of the Company during the financial period are as follows: -

	Number of ordinary shares			
	At 17.11.2023 (Date of incorporation)	Acquired	(Disposed)	At 31.3.2024
<i>Direct Interests</i>				
Goh Shze Yinn	-	33,048,232	-	33,048,232

Other than disclosed above, none of the directors in office at the end of the financial period have any interest in the shares of the Company during the financial period.

DIRECTORS' BENEFITS

During and at the end of the financial period, no arrangements subsisted to which the Company is a party, with the object or objects of enabling directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Since the date of incorporation, no director has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the directors shown in the financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

DIRECTORS' REMUNERATIONS

During the financial period, the benefits received and receivable by the directors of the Group are as follows:

	2024 AUD\$
Salaries, commissions and allowances	125,719
Defined contribution plan	5,530
Social security contribution	340
Employment insurance	39
	131,628
	131,628

INDEMNITY AND INSURANCE OF OFFICERS OR AUDITORS

The Company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

The Company has not, during or since the end of the financial period, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial period, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

DIRECTOR'S REPORT (Continued)

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that:

- (a) all known bad debts have been written off and adequate allowance made for doubtful debts; and
- (b) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances:

- (a) that would render the amount written off for bad debts, or the amount of the allowance for doubtful debts, in the Group and in the Company inadequate to any substantial extent; or
- (b) that would render the value attributed to the current assets in the Group and in the Company financial statements misleading; or
- (c) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (d) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

- (a) any charge on the assets of the Group and of the Company that has arisen since the end of the financial period which secures the liabilities of any other person; or
- (b) any contingent liability in respect of the Group and of the Company that has arisen since the end of the financial period.

No contingent liability or other liability of the Group and of the Company has become enforceable or is likely to become enforceable within the period of twelve months after the financial year which, in the opinion of the directors, will or may substantially affect the ability of the Group and of the Company to meet its obligation as and when they fall due.

In the opinion of the directors, the financial performance of the Group and of the Company for the financial period from 17 November 2023 (Date of incorporation) to 31 March 2024 have not been substantially affected by any items, transaction or event of a material and unusual nature nor has any such item, transaction occurred in the interval between the end of that financial year and the date of this report.

EVENTS AFTER THE REPORTING DATE

The Company was admitted to the official list of the National Stock Exchange of Australia (NSX) on 2 August 2024 with the NSX trading code NRN. Official quotation of the securities commenced on 8 August 2024.

On 2 August 2024, the Company completed its Initial Public Offering (IPO). Pursuant to IPO, the Company raised AUD\$600,000 and allotted 3,000,000 shares.

Except for the above, no other 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.


DIRECTOR'S REPORT (Continued)

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' report.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors



Prof Dr Wong Kong Yew
Chairman

Dated: 25 November 2024

Auditor's Independence Declaration
under section 307C of the *Corporations Act 2001*

to the Directors of Nuren Group Limited

As the auditor for the audit of Nuren Group Limited for the financial year ended 31 March 2024, I declare that, to the best of my knowledge and belief, there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporation Act 2001* in relation to audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.



Shakeel Khan
Chartered Accountant

Registered Company Auditor
488822

Dated this 25th day of November 2024

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME**
FOR THE FINANCIAL PERIOD FROM 17 NOVEMBER 2023 (DATE OF INCORPORATION)
TO 31 MARCH 2024

	Note	2024 AUD\$
Continuing operations		
Revenue	5	1,124,978
Cost of sales		<u>(709,171)</u>
Gross profit		415,807
Other operating income	5	17,737,443
Administration expenses		(253,489)
Selling and marketing expenses		(118,901)
Other operating expenses		<u>(62,407)</u>
Profit before taxation	6	17,718,453
Income tax expense	7	<u>(5,309,565)</u>
Profit for the financial period, net of tax		12,408,888
<u>Other comprehensive income</u>		
Foreign currency translation differences		<u>(8,818)</u>
Total comprehensive income for the financial period		<u><u>12,400,070</u></u>
Net profit attributable to:		
Owners of the Company		12,408,888
Non-controlling interests		<u>-</u>
Profit for the financial period		<u><u>12,408,888</u></u>
Total comprehensive attributable to:		
Owners of the Company		12,400,070
Non-controlling interests		<u>-</u>
Total comprehensive income for the financial period		<u><u>12,400,070</u></u>
Earnings Per Share		
Basic earnings per share (cents)	8	0.08
Diluted earnings per share (cents)	8	<u><u>0.08</u></u>

The accompanying notes are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2024

	Note	2024 AUD\$
Assets		
Current assets		
Cash and cash equivalents	9	41,650
Inventories	10	1,525,264
Trade and other receivables	11	1,213,825
Prepayments		<u>13,355</u>
Total current assets		<u>2,794,094</u>
Non-current assets		
Property, plant and equipment	13	498,852
Intangible assets	14	<u>20,674,700</u>
Total non-current assets		<u>21,173,552</u>
Total assets		<u>23,967,646</u>
Liabilities		
Current liabilities		
Trade and other payables	15	881,431
Borrowings	16	<u>286,857</u>
Total current liabilities		<u>1,168,288</u>
Non-current liabilities		
Borrowings	16	556,534
Deferred tax liabilities	7	<u>5,309,565</u>
Total non-current liabilities		<u>5,866,099</u>
Total liabilities		<u>7,034,387</u>
Net assets		<u>16,933,259</u>
Equity		
Issued capital	17	4,533,189
Foreign currency translation reserve	18	(8,818)
Retained earnings		<u>12,408,888</u>
Total equity attributable to equity holders of the Company		<u>16,933,259</u>
Non-controlling interest		<u>-</u>
Total equity		<u>16,933,259</u>

The accompanying notes are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**FOR THE FINANCIAL PERIOD FROM 17 NOVEMBER 2023 (DATE OF INCORPORATION) TO 31 MARCH 2024**

	-----Attributable to owners of the Company-----			Sub-total AUD\$	Non- controlling interests AUD\$	Total equity AUD\$
	----Non-distributable---- Share capital AUD\$	Exchange translation reserve AUD\$	Distributable Retained earnings AUD\$			
As at 17 November 2023 (Date of incorporation)	1,000	-	-	1,000	-	1,000
Shares issued during the financial period	4,532,189	-	-	4,532,189	-	4,532,189
Profit for the financial period, net of tax	-	-	12,408,888	12,408,888	-	12,408,888
Other comprehensive income for the financial period	-	(8,818)	-	(8,818)	-	(8,818)
Total comprehensive income for the financial period	-	(8,818)	12,408,888	12,400,070	-	12,400,070
As at 31 March 2024	4,533,189	(8,818)	12,408,888	16,933,259	-	16,933,259

The accompanying notes are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL PERIOD FROM 17 NOVEMBER 2023 (DATE OF INCORPORATION)
TO 31 MARCH 2024

	Note	2024 AUD\$
Cash flows from operating activities		
Profit before taxation		17,718,453
<i>Adjustment for:</i>		
Amortisation of intangible assets		34,432
Depreciation of property, plant and equipment		1,841
Bargain purchase arising from acquisition of a subsidiary company		(17,735,218)
Interest income		(1,128)
Unrealised gain on foreign exchange		2,085
Operating profit before working capital changes		<u>20,465</u>
Increase in inventories		6,379
Increase in receivables		(3,966)
Increase in payables		145,926
Net cash generated from operating activities		<u>168,804</u>
Cash flows from investing activities		
Interest received		1,128
Addition of intangible assets		(35,859)
Net cash used in investing activities		<u>(34,731)</u>
Cash flows from financing activities		
Proceeds from issuance of share capital		1,000
Repayment of term loans		(91,512)
Net cash used in financing activities		<u>(90,512)</u>
Net increase in cash and cash equivalents		43,561
Effects of foreign exchange rates changes		(1,911)
Cash and cash equivalents brought forward		<u>-</u>
Cash and cash equivalents carried forward	9	<u>41,650</u>

The accompanying notes are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31 MARCH 2024

1. GENERAL INFORMATION

The consolidated financial report covers Nuren Group Limited (the Group) and its controlled entities (the Company). Nuren 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 effective on 6 August 2024.

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

2. 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, as well as in compliance with International Financial Reporting Standards issued by the International Accounting Standards Board. The Group is classified as a for-profit entity for financial reporting purposes under Australian Accounting Standards. The material accounting policies applied in the preparation of these financial statements are detailed below and have been consistently followed unless otherwise indicated. Except for cash flow information, the financial statements have been prepared on an accrual basis and are based on historical cost, modified, where applicable, by the fair value measurement of certain non-current assets, financial assets, and financial liabilities.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

3.1. Basis of consolidation

The consolidated financial statements include the financial position and performance of controlled entities from the date on which control is obtained until the date that control is lost.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group 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. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.1. Basis of consolidation (Continued)

Intragroup assets, liabilities, equity, income, expenses and cashflows relating to transactions between entities in the consolidated entity have been eliminated in full for the purpose of these financial statements. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

Appropriate adjustments have been made to a controlled entity's financial position, performance and cash flows where the accounting policies used by that entity were different from those adopted by the consolidated entity.

A list of controlled entities is contained in Note 12 to the financial statements.

Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. Under the acquisition method, the consideration transferred for acquisition of a subsidiary is the fair value of the assets transferred, liabilities incurred and the equity interests issued by the Group at the acquisition date. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss when incurred.

In a business combination achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

Non-controlling Interests

Non-controlling interests in the acquiree may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition. The choice of measurement basis is made on a transaction-by-transaction basis.

3.2. Goodwill

Goodwill is carried at cost less accumulated impairment losses, if any. The carrying value of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. The impairment value of goodwill is recognized immediately in profit or loss. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Under the acquisition method, any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interests recognised and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities at the date of acquisition is recorded as goodwill.

Where the latter amount exceeds the former, after reassessment, the excess represents a bargain purchase gain and is recognised in profit or loss immediately.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.3. Functional and foreign currency transactions and balances

3.3.1. Functional and Presentation Currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates, which is the functional currency.

For the purposes of the Financial Statements, the presentation currency used is Australian Dollars.

3.3.2. Foreign currency transactions and balances

Transactions in foreign currencies are converted into the respective functional currencies on initial recognition, using the exchange rates at the transaction dates. Monetary assets and liabilities at the end of the reporting period are translated at the exchange rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.

3.3.3. Foreign operations

Assets and liabilities of foreign operations (including any goodwill and fair value adjustments arising on acquisition) are translated to the Group's presentation currency at the exchange rates at the end of the reporting period. Income, expenses and other comprehensive income of foreign operations are translated at exchange rates at the dates of the transactions. All exchange differences arising from translation are taken directly to other comprehensive income and accumulated in equity; attributed to the owners of the Company and non-controlling interests, as appropriate.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign subsidiary, or a partial disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that foreign operation attributable to the owners of the Company are reclassified to profit or loss as part of the gain or loss on disposal. The portion that related to non-controlling interests is derecognised but is not reclassified to profit or loss.

In the consolidated financial statements, when settlement of an intragroup loan is neither planned nor likely to occur in the foreseeable future, the exchange differences arising from translating such monetary item are considered to form part of a net investment in the foreign operation and are recognised in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.4. Financial instruments

Financial instruments are recognised in the consolidated statement of financial position when the Group has become a party to the contractual provisions of the instruments.

Financial instruments are classified as financial assets, financial liabilities or equity instruments in accordance with the substance of the contractual arrangement and their definitions in AASB 132. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as an expense or income.

Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

A financial instrument is recognised initially at its fair value (other than trade receivables without significant financing component which are measured at transaction price as defined in AASB 15 – Revenue from Contracts with Customers at inception). Transaction costs that are directly attributable to the acquisition or issue of the financial instrument (other than a financial instrument at fair value through profit or loss) are added to/deducted from the fair value on initial recognition, as appropriate. Transaction costs on the financial instrument at fair value through profit or loss are recognised immediately in profit or loss.

Financial instruments recognised in the consolidated statement of financial position are disclosed in the individual policy statement associated with each item.

3.4.1. Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value (through profit or loss, or other comprehensive income), depending on the classification of the financial assets.

Debt instruments

i. Amortised cost

The financial asset is held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. When the asset has subsequently become credit-impaired, the interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.4. Financial instruments (Continued)

3.4.1. Financial assets (Continued)

Debt instruments (Continued)

i. Amortised cost (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), excluding expected credit losses, through the expected life of the financial asset or a shorter period (where appropriate).

ii. Fair value through profit or loss ("FVTPL")

All other financial assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at FVTPL.

The Group reclassifies debt instruments when and only when its business model for managing those assets change.

Equity Instruments

All equity investments are subsequently measured at fair value with gains and losses recognised in profit or loss except where the Group has elected to present the subsequent changes in fair value in other comprehensive income and accumulated in the fair value reserve at initial recognition.

The designation at fair value through other comprehensive income is not permitted if the equity investment is either held for trading or is designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise.

Dividend income from this category of financial assets is recognised in profit or loss when the Group's right to receive payment is established unless the dividends clearly represent a recovery of part of the cost of the equity investments.

3.4.2. Financial liabilities

i. Financial liabilities at FVTPL

FVTPL category comprises financial liabilities that are either held for trading or are designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. The changes in fair value of these financial liabilities are recognised in profit or loss.

ii. Other financial liabilities

Other financial liabilities are subsequently measured at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.4. Financial instruments (Continued)

3.4.2 Financial liabilities (Continued)

ii. Other financial liabilities (Continued)

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), through the expected life of the financial liability or a shorter period (where appropriate).

3.4.3. Equity instruments

Equity instruments classified as equity are measured at cost and are not remeasured subsequently.

i. Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds. Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

ii. Repurchase of Share Capital

When the Company's own shares recognised as equity are bought back, the amount of the consideration paid, including all costs directly attributable, are recognised as a deduction from equity. Own shares purchased that are not subsequently cancelled are classified as treasury shares and are presented as a deduction from total equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of treasury shares.

3.4.4. Derecognition

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the carrying amount of the asset and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of a debt instrument classified as FVOCI, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified from equity to profit or loss. In contrast, there is no subsequent reclassification of the fair value reserve to profit or loss following the derecognition of an equity investment.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.5. Investments in subsidiaries

Investments in subsidiaries were revalued and are at fair value in the statement of financial position of the Company and are reviewed for impairment at the end of the reporting period if events or changes in circumstances indicate that the carrying values may not be recoverable. The cost of the investments includes transaction costs. On the disposal of the investments in subsidiaries, the difference between the net disposal proceeds and the carrying amount of the investments is recognised in profit or loss.

3.6. 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. 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. The property, plant and equipment is disclosed in Note 13 to the financial statements.

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 asset are shown below:

Class of fixed asset	Depreciation rate
Computers	10%
Furniture and fittings	20%
Office equipment	20%

The depreciation method, useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period to ensure that the amounts, method and periods of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the equipment. Any changes are accounted for as a change in estimate.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

An item of equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising from derecognition of the asset, being the difference between the net disposal proceeds and the carrying amount, is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.7. Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period. The intangible assets is disclosed in Note 14 to the financial statements.

3.5.1. Trademarks and domains

Trademarks are recognised at cost of acquisition. Trademarks have 10 years useful lives and are carried at cost less any accumulated amortisation and any impairment losses.

3.5.2. Super application (“SuperApp”)

SuperApp are recognised at cost of acquisition. The SuperApp is a mobile and web application that combines multiple services offered into one platform. Research expenditure on the SuperApp is recognised as an expense when it is incurred. Expenditure incurred on SuperApp is capitalised as development costs when the Group and the Company can demonstrate the technical feasibility of completing the asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the assets will generate future economic benefits, the availability of resources to complete the SuperApp and the ability to measure reliably the expenditure during the development. Development costs which do not meet these criteria are recognised in profit or loss as incurred.

Capitalised development costs for SuperApp comprise direct attributable costs incurred for development. Capitalised development costs, considered to have finite useful lives, are stated at cost less accumulated amortisation and any accumulated impairment losses. Development costs are amortised using the straight-line basis over its estimated useful lives of 5 years.

3.8. Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, bank balances, demand deposits and short-term, highly liquid investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value with original maturity periods of three months or less.

3.9. Inventories

Inventories are stated at the lower of cost and net realisable value as per AASB 102.

Cost of trading goods is determined on the first in, first out basis.

Net realisable value represents the estimated selling price less the estimated cost to completion and the estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.10. Impairment

(a) Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost.

The expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The Group always recognises lifetime expected credit losses for trade receivables and contract assets using the simplified approach. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience and are adjusted for forward-looking information (including time value of money where appropriate).

For all other financial instruments, the Group recognises lifetime expected credit losses when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12 month expected credit losses.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at fair value through other comprehensive income, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

(b) Impairment of non-financial assets

The carrying values of assets, other than those to which AASB 136 - Impairment of Assets does not apply, are reviewed at the end of each reporting period for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. When the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount and an impairment loss shall be recognised. The recoverable amount of an asset is the higher of the asset's fair value less costs to sell and its value in use, which is measured by reference to discounted future cash flows using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. 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.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.10. Impairment (Continued)

(b) Impairment of non-financial assets (Continued)

An impairment loss is recognised in profit or loss. When there is a change in the estimates used to determine the recoverable amount, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised.

Reversal indicators are considered in subsequent periods for all assets which have suffered an impairment loss, except for goodwill. The reversal is recognised in profit or loss immediately.

3.11. Income taxes

3.11.1. Current tax

Current tax assets and liabilities are expected amount of income tax recoverable or payable to the taxation authorities. Current taxes are measured using tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period and are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss (either in other comprehensive income or directly in equity).

3.11.2. Deferred tax

Deferred tax is recognised using the liability method for all temporary differences other than those that arise from goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the related tax benefits will be realised.

Current and deferred tax is recognised in correlation to the underlying transactions either in profit or loss, other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill or negative goodwill.

Current tax assets and liabilities or deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxable entity (or on different tax entities but they intend to settle current tax assets and liabilities on a net basis) and the same taxation authority.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.12. Employee benefits

3.12.1. Short-term benefits

Wages, salaries, paid annual leave and bonuses are measured on an undiscounted basis and are recognised in profit or loss and included in the development costs, where appropriate, in the period in which the associated services are rendered by employees of the Group.

3.12.2. Defined contribution plans

The Group's contributions to defined contribution plans are recognised in profit or loss and included in the development costs, where appropriate, in the period to which they relate. Once the contributions have been paid, the Group has no further liability in respect of the defined contribution plans.

3.12.3. Share-based Payment Transactions

The Group operates an equity-settled share-based compensation plan, under which the Group receives services from employees as consideration for equity instruments of the Company (known as 'share options').

At grant date, the fair value of the share options is recognised as an expense on a straight-line method over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding credit to employee share option reserve in equity. The amount recognised as an expense is adjusted to reflect the actual number of the share options that are expected to vest. Service and non-market performance conditions attached to the transaction are not taken into account in determining the fair value.

In the Company's separate financial statements, the grant of the share options to the subsidiaries' employees is not recognised as an expense. Instead, the fair value of the share options measured at the grant date is accounted for as an increase to the investment in subsidiary undertaking with a corresponding credit to the employee share option reserve.

Upon expiry of the share option, the employee share option reserve is transferred to retained profits.

When the share options are exercised, the employee share option reserve is transferred to share capital or share premium if new ordinary shares are issued.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.13. Related party

A party is related to an entity (referred to as the 'reporting entity') if:

- (a) A person or a closer member of that person's family is related to a reporting entity if that person:
 - i. has control or joint control over the reporting entity;
 - ii. has significant influence over the reporting entity; or
 - iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the reporting entity.

- (b) An entity is related to a reporting entity if any of the following conditions apply:
 - i. The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group which the other entity is a member).
 - iii. Both entities are joint ventures of the third party.
 - iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - v. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
 - vi. The entity is controlled or jointly controlled by a person identified in (a) above.
 - vii. A person identified in (a)(i) above has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - viii. The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the reporting entity either directly or indirectly, including any director (whether executive or otherwise) of that entity.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.14. Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation. The unwinding of the discount is recognised as interest expense in profit or loss.

3.15. Fair value measurements

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 a valuation technique. The measurement assumes that the transaction takes place either in the principal market or in the absence of a principal market, in the most advantageous market. For non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, the fair value measurements are analysed into level 1 to level 3 as follows:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liability 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.

The transfer of fair value between levels is determined as of the date of the event or change in circumstances that caused the transfer.

3.16. Revenue and other income

Revenue from contracts with customers is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Group and the Company expect to be entitled in exchange for those goods. The Group and the Company have generally concluded that it is the principal in its revenue arrangements because it typically controls the goods before transferring them to the customer.

The performance obligations to recognise revenue are as follows:

3.16.1 Media and advertising fee

The Group and the Company are engaged by their customers to manage media and advertising campaign on their behalf. Media and advertising revenue entails multiple performance obligations in which the Group and the Company would be required to fulfill and such revenue are recognised over time. Under the term of the contract, the Group's and the Company's performance does not create an asset with an alternative use to the Group and the Company and the Group and the Company have an enforceable right to payment for performance completed to date.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

3.16. Revenue and other income (Continued)

3.16.2. Sales of goods

Revenue from the sale of goods includes the sale of maternity, baby and kids' products through the Group's and the Company's electronic commerce platforms ("E-commerce sales"). Revenue from the sale of these products is recognised at a point in time when the control of the goods is transferred to the customer, which generally coincides with the acceptance of goods by the customer.

3.16.3 Interest income

Interest income is recognised on an accrual basis using the effective interest rate method.

3.16.4 Management fee

Revenue is recognised when services are rendered.

3.17. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the company by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share

Diluted earnings per share adjusts the basic earnings per share to take into account the after tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

3.18. Share capital

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 any tax effect.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Key estimates - impairment of goodwill

In accordance with AASB 136 Impairment of Assets, the Group is required to estimate the recoverable amount of goodwill at each reporting period.

Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate and using a terminal value to incorporate expectations of growth thereafter.

In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including management's expectations of:

- (i) growth in EBITDA, calculated as adjusted operating profit before depreciation and amortisation;
- (ii) timing and quantum of future capital expenditure;
- (iii) long-term growth rates; and
- (iv) the selection of discount rates to reflect the risks involved.

The Group prepares and approves formal five year management plans for its operations, which are used in the value in use calculations.

Changing the assumptions selected by management, in particular the discount rate and growth rate assumptions used in the cash flow projections, could significantly affect the Group's impairment evaluation and hence results.

Key estimates - fair value of financial instruments

The Group has certain financial assets and liabilities which are measured at fair value. Where fair value has not able to be determined based on quoted price, a valuation model has been used. The inputs to these models are observable, where possible, however these techniques involve significant estimates and therefore fair value of the instruments could be affected by changes in these assumptions and inputs.

Key estimates - revenue recognition

When determining the nature, timing and amount of revenue to be recognised, the following critical estimates and judgements were applied and are considered to be those that have the most significant effect on revenue recognition.

Timing of satisfaction of Performance Obligation

The timing of revenue recognition will be subject to significant judgement, especially when the entity receives non-refundable upfront fees. Not all the indicators for transfer of control need to be present for an entity to conclude that it has transferred control to its customer. Significant judgment is required to determine if control has been transferred. For any licensing arrangements an entity needs to exercise significant judgement when determining whether the licence is a separate performance obligation within the contract and the appropriate timing of revenue recognition from such licences.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

Timing of satisfaction of Performance Obligation (Continued)

Assessment of performance obligations must be made at contract inception. Significant judgement is required when assessing the 'distinct' criteria for a promised good/service, especially in relation to determining whether then good/service is 'distinct within the context of the contract'. The Group carefully assesses whether there are any implied promises in the contract as implied promises can lead to revenue deferral until the implied promise to transfer the good/service is met. Only those activities performed by the Group that result in the transfer of a good or service to a customer can give rise to a separate performance obligation. In some circumstances a careful analysis of activities is required to determine whether a separate performance obligation exists or whether the activity is part of delivering a performance obligation.

Receivables

The receivables at reporting date have been reviewed to determine whether there is any objective evidence that any of the receivables are impaired. An impairment provision is included for any receivable where the entire balance is not considered collectible. The impairment provision is based on the best information at the reporting date.

Lease Terms

Some leases contain extension options exercisable by the Group before the end of the non-cancellable contract period. In determining the lease term, management considers all facts and circumstances including the past practice and any cost that will be incurred to change the asset if an option to extend is not taken. An extension option is only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

5. REVENUE AND OTHER INCOME

5.1. Revenue from continuing operations

	17.11.2023 (Date of incorporation) to 31.3.2024 AUD\$
Revenue recognised overtime	
- Transaction, media and advertising sales	<u>1,124,978</u>
Timing of revenue recognition	
- Point in time	<u>1,124,978</u>
Total revenue	<u><u>1,124,978</u></u>

5.2. Other income

	17.11.2023 (Date of incorporation) to 31.3.2024 AUD\$
- Gain on foreign exchange	1,097
- Gain in bargain purchase	17,735,218
- Interest income	<u>1,128</u>
Total other income	<u><u>17,737,443</u></u>

6. PROFIT BEFORE TAXATION

The result for the period includes the following specific expenses:

	17.11.2023 (Date of incorporation) to 31.3.2024 AUD\$
Amortisation of intangible assets	34,432
Audit fee of subsidiary	4,249
Audit fee of Nuren Group Limited	19,800
Depreciation of property, plant and equipment	1,841
Unrealised loss on foreign exchange	2,085
Directors' remuneration:	
- Salaries, bonuses and allowances	<u>131,628</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)
AS AT 31 MARCH 2024

6. PROFIT BEFORE TAXATION (Continued)

17.11.2023
(Date of
incorporation)
to 31.3.2024
AUD\$

Staff costs:

- Salaries, bonuses, commissions and allowances	(15,784)
- Defined contribution plan	4,703
- Others	6,279
	<u>6,279</u>

7. INCOME TAX EXPENSE

(a) The major components of tax expenses/(income) comprise:

17.11.2023
(Date of
incorporation)
to 31.3.2024
AUD\$

Current tax credit:

- Current period	-
- Movement in deferred tax	5,309,565
	<u>5,309,565</u>
	<u>5,309,565</u>

(b) Reconciliation of income tax:

17.11.2023
(Date of
incorporation)
to 31.3.2024
AUD\$

Profit before taxation	<u>17,718,453</u>
Tax at statutory tax rate at 25%	4,429,613
Tax effect of:	
- Non-deductible expenses	(4,429,613)
- Movement in deferred tax	5,309,565
	<u>5,309,565</u>
Income tax credit for the financial period	<u>5,309,565</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

7. INCOME TAX EXPENSE (Continued)

(c) Deferred tax	2024 AUD\$
Deferred tax assets	
- Accrued expense	4,950
Total deferred tax assets	<u>4,950</u>
Deferred tax liabilities	
- Fair value adjustments (per acquisition)	(5,314,515)
Total deferred tax liabilities	<u>(5,314,515)</u>
Net deferred tax assets/(liabilities)	<u><u>(5,309,565)</u></u>

Accounting policy for income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Accounting policy for current tax

Current tax assets and liabilities are measured at amounts expected to be recovered from or paid to the taxation authorities. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Accounting policy for deferred tax

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

8. EARNINGS PER SHARE

The earnings per share is calculated based on the consolidated earnings attributable to owners of the Company divided by the weighted average number of shares on issue of 147,920,000 during the financial period.

The following table reflect the profit and share data used in the computation of diluted earnings per share from continuing operations for the financial period from 17 November 2023 (Date of incorporation) to 31 March 2024:

NOTES TO THE FINANCIAL STATEMENTS (Continued)
AS AT 31 MARCH 2024

8. EARNINGS PER SHARE (Continued)

	17.11.2023 (Date of incorporation) to 31.3.2024 AUDS
Weighted average number of ordinary shares for the purpose of calculating dilute earnings per share	147,920,000
Profit for the purpose of calculating basic and diluted earnings per share	12,408,888
Basic earnings per share	<u>0.08</u>

9. CASH AND CASH EQUIVALENTS

	2024 AUDS
Cash at bank - Enlinea Sdn. Bhd.	41,550
Cash at bank and in hand	<u>100</u>
Total cash and cash equivalents	<u>41,650</u>

10. INVENTORIES

	2024 AUDS
Trading goods - Acquisition of a subsidiary company	<u>1,525,264</u>

11. TRADE AND OTHER RECEIVABLES

	2024 AUDS
Trade receivables brought forward by subsidiary	616,837
Other receivables brought forward by subsidiary	<u>596,988</u>
Total trade and other receivables	<u>1,213,825</u>

Trade receivables are unsecured, non-interest bearing and are normally settled within 30 to 60 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

12. INTERESTS IN CONTROLLED ENTITIES

Details of the subsidiary is as follows:

Name of Entities	Principal place of business/Country of incorporation	Percentage owned (%) 2024	Principal activities
Enlinea Sdn Bhd (Reg. No. 20201007097 (980617-A))	Malaysia	100	The Company is principally engaged in sales of mother-baby products and other parenting services via e-commerce platform as well as provision of marketing and advertising related services.

* The percentage of ownership interest held is equivalent to the percentage of voting rights for all subsidiaries.

The non-controlling interest at the end of the reporting period comprises the following:

	Effective equity interests	
	2024 %	2024 AUDS
Enlinea Sdn Bhd	100	21,882,457

The fair value assessment of property, plant, and equipment, intangible assets, and inventories led to a gain on bargain purchase, which has been recognised in the profit or loss. The impact of this acquisition on the Group's financial position as of the acquisition date is as follows:

	2024 AUDS
Cash and cash equivalents	41,551
Inventories	72,923
Trade and other receivables	1,458,367
Prepayments	13,355
Property, plant and equipment	26,562
Intangible assets	605,083
Trade and other payables	(750,051)
Borrowings	(843,391)
Net assets acquired	624,398
Fair value gain on property, plant and equipment	474,131
Fair value gain on intangible assets	19,331,587
Fair value gain on inventories	1,452,341
Gain on bargain purchase	(17,735,218)
Net cost of acquisition	4,147,239

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

13. PROPERTY, PLANT AND EQUIPMENT

Group	Computer AUD\$	Furniture and fittings AUD\$	Office equipment AUD\$	Total AUD\$
Cost				
At 17 November 2023 (Date of incorporation)	-	-	-	-
Acquisition of a subsidiary company	367,510	19,053	234,350	620,913
At 31 March 2024	367,510	19,053	234,350	620,913
Accumulated depreciation				
At 17 November 2023 (Date of incorporation)	-	-	-	-
Acquisition of a subsidiary company	78,453	15,309	26,458	120,220
Addition	1,186	16	639	1,841
At 31 March 2024	79,639	15,325	27,097	122,061
Net book value	287,871	3,728	207,253	498,852

14. INTANGIBLE ASSETS

	Trademarks AUD\$	Domains AUD\$	SuperApp AUD\$	Total AUD\$
Cost				
At 17 November 2023 (Date of incorporation)	-	-	-	-
Acquisition of a subsidiary company	2,019,449	3,071,253	15,804,279	20,894,981
Addition	35,859	-	-	35,859
At 31 March 2024	2,055,308	3,071,253	15,804,279	20,930,840
Accumulated depreciation				
At 17 November 2023 (Date of incorporation)	-	-	-	-
Acquisition of a subsidiary company	68,205	61,460	92,043	221,708
Addition	6,949	9,364	18,119	34,432
At 31 March 2024	75,154	70,824	110,162	256,140
Net book value	1,980,154	3,000,429	15,694,117	20,674,700

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

15. TRADE AND OTHER PAYABLES

	2024
	AUD\$
Trade payables	105,644
Other payables and accruals	<u>775,787</u>
	<u><u>881,431</u></u>

Trade and other payables are unsecured, non-interest bearing and are normally settled within 30 to 60 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

16. BORROWINGS

	2024
	AUD\$
Non-current liabilities	
Secured:	
Term loans brought forward by subsidiary	
Total amount payable	843,391
Amount due within 1 year included under current liabilities	<u>(286,857)</u>
	<u><u>556,534</u></u>
Current liabilities	
Secured:	
Term loans brought forward by subsidiary	<u><u>286,857</u></u>

The borrowings of the Group are secured by way of:

- (i) Joint and several guarantee by the directors of the Group;
- (ii) Debenture creating a first rank fixed and floating charge over the assets of the Group;
- (iii) Memorandum of charge over the Group's operating current accounts.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
AS AT 31 MARCH 2024

17. SHARE CAPITAL

	2024	2024
	No. of	Monetary
	shares	value
		AUD\$
Issued and fully paid		
<i>Ordinary shares</i>		
As at 17 November 2023 (Date of incorporation)	5,000	1,000
Shares issued during the financial period	<u>147,915,000</u>	<u>4,532,189</u>
At end of the financial period	<u><u>147,920,000</u></u>	<u><u>4,533,189</u></u>

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. 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.

18. FOREIGN CURRENCY TRANSLATION RESERVE

Exchange differences arising on translation of the foreign controlled entities financial statements is recognised in other comprehensive income statement. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

	2024
	AUD\$
Foreign currency translation reserve	
Balance at the beginning of the financial period	-
Movement	<u>(8,818)</u>
Balance at the end of the financial period	<u><u>(8,818)</u></u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

19. KEY MANAGEMENT PERSONNEL COMPENSATION

The remuneration of key management personnel during the financial period was as follows:

	2024
	AUD\$
Short-term employee benefits	
- Salaries, bonuses and allowances	<u>131,628</u>

20. RELATED PARTY DISCLOSURES

Identification of related parties

Parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control.

In addition to the information detailed elsewhere in the financial statements, the Group have related party relationships with its directors, key management personal and entities within the same group of Companies.

21. AUDITORS' REMUNERATION

During the financial period, the following fees were paid or payables for services provided by Kingston & Knight Audit, the auditor of the Company and its network firms:

	2024
	AUD\$
Remuneration of the auditor Kingston & Knight Audit, for:	
- Audit of financial report	<u>19,800</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

22. PARENT ENTITY

The following information has been extracted from the books and records of the parent, Nuren Group Limited and has been prepared in accordance with the Australian Accounting Standards and interpretations.

The financial information for the parent entity, Nuren Group Limited has been prepared on the same basis as the financial statements except as disclosed below.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost in the financial statements of the parent entity.

	2024 AUD\$
Statement of financial position	
Assets	
Current assets	
Bank equivalents	100
Total current assets	<u>100</u>
Non-current assets	
Deferred tax asset	4,950
Intangible assets	384,950
Investment in subsidiaries	21,882,457
Total non-current assets	<u>22,272,357</u>
Total assets	<u>22,272,457</u>
Liabilities	
Current liabilities	
Other payable and accruals	131,380
Amount due to subsidiaries	67,443
Total current liabilities	<u>198,823</u>
Non-current liabilities	-
Total liabilities	<u>198,823</u>
Net assets	<u>22,073,634</u>
Equity	
Issued capital	4,533,189
Retained earnings	17,540,445
Total equity	<u>22,073,634</u>
Statement of Profit or Loss and Other Comprehensive Income	
Total profit for the financial period	<u>17,540,445</u>
Total comprehensive income for the financial period	<u>17,540,445</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

22. PARENT ENTITY (Continued)

Contingent liabilities

The parent entity did not have any contingent liabilities as at 31 March 2024.

Contractual commitments

The parent entity did not have any commitments as at 31 March 2024.

Material Accounting Policies

The accounting policies of the parent entity are consistent with those of the consolidated entities as disclosed throughout the report.

23. FINANCIAL RISK MANAGEMENT

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 described below:

Specific risks

1. Liquidity risk
2. Credit risk
3. Market risk - currency risk, interest rate risk and price risk

Financial instruments used

The principal categories of financial instrument used by the Group are:

- a. Trade receivables
- b. Cash at bank
- c. Trade and other payables
- d. Lease liabilities

Objectives, policies and processes

The Board of Directors have overall responsibility for the establishment of the Group's financial risk management framework. This includes the development of policies covering specific areas such as foreign exchange risk, interest rate risk, liquidity risk, credit risk and the use of derivatives.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

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:

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

24. FINANCIAL RISK MANAGEMENT (Continued)

Objectives, policies and processes (Continued)

24.1. Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities as and when they fall due. The Group maintains cash and marketable securities to meet its liquidity requirements for up to 30-day periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash-outflows due in day-to-day business.

Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day period are identified monthly.

At the reporting date, these reports indicate that the Group expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances and will not need to draw down any of the financing facilities.

Financial guarantee liabilities are treated as payable on demand since the Group has no control over the timing of any potential settlement of the liabilities.

The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward. The amounts disclosed in the table are the undiscounted contracted cash flows and therefore the balances in the table may not equal the balances in the statement of financial position due to the effect of discounting.

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 and borrowing repayments.

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on the contractual undiscounted cash flows (including interest payments computed using contractual rates at the end of the reporting period).

	Within 1 years AUD\$	1 to 5 years AUD\$	Total contractual cash flows AUD\$	Carrying amount AUD\$
2024				
Trade and other payables	881,431	-	881,431	881,431
Borrowings	286,857	556,534	843,391	843,391
	<u>1,168,288</u>	<u>556,534</u>	<u>1,724,822</u>	<u>1,724,822</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

24. FINANCIAL RISK MANAGEMENT (Continued)

24.2. Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including quoted investments, cash and bank balances and derivatives), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

i. Credit risk concentration profile

The Group does not have any major concentration of credit risk related to any individual customer or counterparty.

In addition, the Group also determines the concentration of credit risk by monitoring the geographical region of its trade receivables on an ongoing basis. The credit risk concentration profile of trade receivables at the end of the reporting period is as follows:

	2024 AUD\$
Other assets	13,355

ii. Exposure to credit risk

At the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position of the Group and of the Notes to the Financial Statements.

Company after deducting any allowance for impairment losses (where applicable).

iii. Assessment of impairment losses

At each reporting date, the Group assesses whether any of financial assets at amortised cost and debt investments at fair value through profit or loss are credit impaired. The gross carrying amounts of those financial assets are written off when there is no reasonable expectation of recovery (i.e. the debtor does not have assets or sources of income to generate sufficient cash flows to repay the debt) despite they are still subject to enforcement activities.

Cash and Bank Balances

The Group considers these banks and financial institutions have low credit risks. Therefore, the Group is of the view that the loss allowance is immaterial and hence, it is not provided for.

24.3 Market risk

The Group is not exposed to any significant market risk at 31 March 2024.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

AS AT 31 MARCH 2024

24. FINANCIAL RISK MANAGEMENT (Continued)

24.4. Capital risk management

The Group manages its capital to ensure that entities within the Group will be able to maintain an optimal capital structure so as to support their businesses and maximise shareholders' value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning capital to shareholders or issuing new shares.

The Group manages its capital based on debt-to-equity ratio that complies with debt covenants and regulatory, if any. The debt-to-equity ratio is calculated as net debt divided by total equity. The Group includes within net debt, loans and borrowings from financial institutions less cash and cash equivalents. Capital includes equity attributable to the owners of the parent and non-controlling interest. The debt-to-equity ratio of the Group at the end of the reporting period is not presented as its cash and cash equivalents exceeded the total external borrowings.

24.5 Fair value information

At the end of the reporting period, there was no financial instrument carried at fair values in the consolidated statement of financial position.

The fair values of the financial assets and financial liabilities of the Group that maturing within the next 12 months approximated their carrying amounts due to the relatively short-term maturity of the financial instruments or repayable on demand terms.

The Group measures its short-term investments classified at Fair Value through Profit or Loss financial assets at fair values, determined by reference to statements provided by the respective financial institutions, with which the investments were entered into.

25. Operating Segments

25.1. Business segment

The Group operates predominantly in one business segment (affiliate marketing solutions). Accordingly, the information by business segment is not presented.

25.2. Geographical information

Revenue is based on the country in which the customers are located.

Non-current assets are determined according to the country where these assets are located. The amounts of non-current assets do not include financial instruments (but including deferred tax assets).

	Revenue	Non-current
	2024	assets
	AUD\$	2024
		AUD\$
Malaysia	1,124,978	982,883

NOTES TO THE FINANCIAL STATEMENTS (Continued)
AS AT 31 MARCH 2024

26. Capital commitments

There were no capital commitments as at 31 March 2024.

27. Contingencies

The Company has made an agreement indemnifying all the Directors and Officers of the Company against losses or liabilities incurred by each Director or Officer in their capacity as Directors or Officers of the Company to the extent permitted by the Corporations Act 2001. The indemnification specifically excludes willful acts of negligence. Except for the above in the Directors, the Company did not have any contingencies at 31 March 2024.

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Nuren Group Limited, the directors of the Company declare that:

1. the financial statements and notes of Nuren Group Limited for the financial period from 17 November 2023 (Date of incorporation) to 31 March 2024 are in accordance with the *Corporations Act 2001*, including:
 - a. complying with Australian Accounting Standards, which, as stated in basis of preparation Note 2. to the financial statements constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
 - b. giving a true and fair view of the financial position as at 31 March 2024 and performance of the consolidated group for the financial period then ended;
2. the Chief Executive Officer and Chief Finance Officer have given the declarations required by Section 295A that:
 - a. the financial records of the Company for the financial period have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;
 - b. the financial statements and notes for the financial period comply with the Australian Accounting Standards; and
 - c. the financial statements and notes for the financial period give a true and fair view.
3. 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; and
4. this declaration has been made after receiving the declaration required to be made by the directors in accordance with section 295A of the *Corporations Act 2001* for the financial period from 17 November 2023 (Date of incorporation) to 31 March 2024.

This declaration is made on behalf of the directors, and in accordance with a resolution of the Board of Directors made pursuant to section 295(5)(a) of the *Corporations Act 2001*.



.....
 Prof Dr Wong Kong Yew
 Chairman
 Dated: 25 November 2024

**INDEPENDENT AUDITOR'S REPORT
TO THE DIRECTORS OF NUREN GROUP LIMITED**

Report on the Audit of the Financial Report

Opinion

We have audited the accompanying financial report of Nuren Group Limited (the Group), which comprises the consolidated statement of financial position as at 31 March 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the period then ended, notes to financial statements comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

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

- (a) giving a true and fair view of the group's financial position as at 31 March 2024 and of its financial performance for the period ended on that date; and
- (b) 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 & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Group, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Responsibilities of the Directors and those charged with governance for the Financial Report

The Directors of the Group are responsible for the preparation of the financial report that gives a true and fair view and have determined that the basis of preparation described in Note 2 to the financial statements is appropriate to meet the requirements of Australian Accounting Standards and the *Corporations Act 2001*. The Directors' responsibilities also include such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors of the Group are responsible for assessing the Group's ability 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 cease operations, or have no realistic alternative but to do so.

Auditor's Responsibility 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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

KINGSTON & KNIGHT

A U D I T

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Shakeel Khan
Chartered Accountant

Registered Company Auditor
488822

Dated this 25th day of November 2024

STOCK EXCHANGE INFORMATION

NSX ADDITIONAL INFORMATION

Additional information required by the NSX Listing Rules not disclosed elsewhere in this Annual Report is set out below.

SHAREHOLDINGS

The issue capital of the Company as at 26 July 2024 is 154,500,000 ordinary fully paid shares. All ordinary shares carry one vote per share.

TOP 20 SHAREHOLDERS AS AT 26 JULY 2024

Position	Holder Name	Holding	% Issued Share Capital
1	MISS GOH SHZE YINN	33,048,232	21.39%
2	PIXELWAVE VENTURES PLT	30,123,711	19.50%
3	SI HOLDINGS LIMITED	23,408,000	15.15%
4	PGKL PARTNERS PLT	19,850,124	12.85%
5	MALAYSIA DEBT VENTURES BERHAD	8,022,895	5.19%
6	MR CHONG YEW PHANG	7,546,000	4.88%
6	MISS CHONG YEW YEN	7,546,000	4.88%
7	MISS HO CHEW LING	5,513,923	3.57%
8	N CAPITAL PARTNERS SDN BHD	3,475,876	2.25%
8	MR FONG KAH KUEN	3,475,876	2.25%
9	ARRIS CONSULTING SDN BHD	3,080,000	1.99%
10	500 TUKTUKS LP	1,622,583	1.05%
11	MR TAN BAN EU	1,611,540	1.04%
11	MR TAN BAN KEAT	1,611,540	1.04%
12	MR LOY KUANG HAOW	960,000	0.62%
13	MR TAN JIN TAT	202,832	0.13%
14	MS SIAH YIE JUAN	200,000	0.13%
14	MR KER SHIH YONG	200,000	0.13%
15	MR WONG JUN XIAN	175,000	0.11%
15	MR LIM JIN QI	175,000	0.11%
16	MR KEE SAIK MENG	150,442	0.10%
17	MR ONG PANG YAP	144,193	0.09%
18	MR LOW HUN NGEE	143,466	0.09%
19	MR BAKSHISH SINGH	100,000	0.06%
19	MR STEVEN CHUAH KAH HOOI	100,000	0.06%
19	MR PHILIP HII WAN WON	100,000	0.06%
19	MS CHIN KUEN MING	100,000	0.06%
19	MS LI CHOO	100,000	0.06%
19	MR HONG CHIN SHEONG	100,000	0.06%
19	MS EUGENE MOK JO-LYN	100,000	0.06%
19	MR CHONG SIONG KEAT	100,000	0.06%
20	MR OOI CHIN AIK	97,559	0.06%
	Total	153,184,792	99.15%
	Total issued capital - selected security class(es)	154,500,000	100.00%

Holding Ranges	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	0	0	0.00%
above 1,000 up to and including 5,000	0	0	0.00%
above 5,000 up to and including 10,000	30	297,210	0.19%
above 10,000 up to and including 100,000	32	1,915,557	1.24%
above 100,000	23	152,287,233	98.57%
Total	85	154,500,000	100.00%