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ARES ASIA LIMITED

安域亞洲有限公司

 $(Incorporated\ in\ Bermuda\ with\ limited\ liability)$

(Stock Code: 645)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2024

The board (the "Board") of directors (the "Directors") of Ares Asia Limited (the "Company") announces the audited annual results of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for the year ended 31 March 2024 together with comparative figures for the corresponding period in 2023 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 March 2024

	Note	2024 US\$'000	2023 US\$'000
Revenue	3	70,382	52,594
Cost of sales		(70,051)	(51,529)
Gross profit		331	1,065
Other income, net Selling expenses Administrative expenses	4	5 (109) (1,484)	45 (136) (1,731)
Loss from operations		(1,257)	(757)
Finance costs	<i>5(a)</i>	(8)	(18)
Loss before taxation	5	(1,265)	(775)
Income tax	6		(54)
Loss and total comprehensive loss for the year attributable to owners of the Company		(1,265)	(829)
Logg por choro		US	US
Loss per share Basic and diluted	7	(0.25 cents)	(0.16 cents)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2024

	Note	2024 US\$'000	2023 US\$'000
Non-current assets			
Property, plant and equipment		32	19
		32	19
Current assets			
Trade and other receivables	8	1,533	11,455
Cash and bank balances	Ŭ	6,258	7,695
		7,791	19,150
Current liabilities			
Trade and other payables	9	672	10,551
Income tax payable		54	54
Lease liabilities		139	290
		865	10,895
Net current assets		6,926	8,255
Total assets less current liabilities		6,958	8,274
Non annual liabilities			
Non-current liabilities Lease liabilities		_	51
Not aganta		(050	9 222
Net assets		<u>6,958</u>	8,223
Capital and reserves			
Share capital		662	662
Reserves		6,296	7,561
Total equity		6,958	8,223

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Ares Asia Limited (the "Company", together with its subsidiaries are collectively referred to as the "Group") was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). In the opinion of the directors, the ultimate holding company of the Company is Reignwood International Holdings Company Limited, a company incorporated in the British Virgin Islands with limited liability. The address of the registered office and principal place of business of the Company is located at level 96, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

These consolidated financial statements are presented in United States dollars ("US\$") and rounded to the nearest thousand ("000"), unless otherwise stated.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange.

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on 1 April 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and Insurance Contracts

February 2022 Amendments to HKFRS 17)

Amendments to HKAS 8 Definition of Accounting Estimates

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from

a Single Transaction

Amendments to HKAS 12 International Tax Reform-Pillar Two model Rules

Amendments to HKAS 1 and HKFRS Disclosure of Accounting Policies

Practice Statement 2

The application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in the consolidated financial statements.

Amendments to HKFRSs in issue but not yet effective

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

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its
	Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and
	related amendments to Hong Kong Interpretation 5
	$(2020)^2$
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of all amendments to HKFRSs will have no material impact on the consolidated financial statements of the Group in the foreseeable future.

3. REVENUE AND SEGMENT REPORTING

(a) Revenue

The Group is principally engaged in the coal and other commodities trading business. All of the revenue for the years ended 31 March 2024 and 2023 is recognised in accordance with HKFRS 15. Revenue from contracts with customers, which is also the Group's turnover, mainly represents the sales value of coal in the ordinary course of businesses which are recognised at a point in time. The revenue from contracts with customers within HKFRS 15 is based on fixed price.

Revenue from customers contributing over 10% of the Group's revenue are as follows:

Coal trading	Year ended 31 March	
	2024	2023
	US\$'000	US\$'000
Customer 1	12,396	16,068
Customer 2	N/A	12,504
Customer 3	11,813	11,627
Customer 4	20,811	N/A
Customer 5	9,736	N/A
Customer 6	7,994	N/A

No revenue was generated from Customer 2 and Customers 4 to 6 for the years ended 31 March 2024 and 2023 respectively.

² Effective for annual periods beginning on or after 1 January 2024.

Effective for annual periods beginning on or after 1 January 2025.

(b) Segment reporting

The Group has a single reportable segment which is "coal and other commodities trading". The information reported to the Group's management for the purpose of resource allocation and performance assessment presents the operating results of the Group as a whole since the Group's resources are integrated and no discrete operating segment is available. Accordingly, the operating segment information for this sole reportable segment is equivalent to the consolidated figures.

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment ("Non-current assets"). The geographical location of customers is based on the location at which the goods are delivered. The geographical location of the Non-current assets is based on the physical location of the asset.

	Revenue f	rom		
	external customers		Non-current assets	
	2024	2023	2024	2023
	US\$'000	US\$'000	US\$'000	US\$'000
Mainland China	49,571	39,181	_	_
Pakistan	_	12,504	_	_
India	_	909	_	_
Hong Kong	-	_	30	16
Singapore	-	_	2	3
Vietnam	20,811			
	70,382	52,594	32	19

4. OTHER INCOME, NET

	2024	2023
	US\$'000	US\$'000
Interest received from bank deposit	2	2
Government subsidies (Note)	1	33
Net foreign exchange gain	2	10
	5	45

Note: The government subsidies were granted from the Government of the Singapore under the Employment Support Scheme for the years ended 31 March 2024 and 2023 respectively.

5. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	2024 US\$'000	2023 US\$'000
(a) Finance costs		
Interest on lease liabilities	8	18
	8	18
(b) Staff costs		
Salaries and other benefits	581	529
Contributions to defined contribution retirement plan	24	27
	<u>605</u>	556
(c) Other items		
Cost of inventories	69,742	51,529
Depreciation of property, plant and equipment	7	4
Auditors' remuneration		
Annual audit	142	138
- Non-annual audit	23	23

6. INCOME TAX

Hong Kong Profits Tax, if any, is calculated at 16.5% (2023: 16.5%) on the assessable profits for the year. No provision for Hong Kong Profits Tax had been made for the years ended 31 March 2024 and 2023 as the Group's operations in Hong Kong incurred a loss for Hong Kong Profits Tax purpose.

The income tax provision in respect of operations in Singapore is calculated at the applicable tax rates on the estimated assessable profits for the year based on existing legislation, interpretations and practices in respect thereof.

7. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary shareholders of the Company of US\$1,265,000 (2023: US\$829,000) and the weighted average of 513,175,401 ordinary shares (2023: 513,175,401 ordinary shares) in issue during the year.

(b) Diluted loss per share

The calculation of diluted loss per share is the same as basic loss per share for the years ended 31 March 2024 and 2023 as there were no dilutive potential ordinary shares during these years.

8. TRADE AND OTHER RECEIVABLES

	2024	2023
	US\$'000	US\$'000
Trade and bills receivables (Note)		9,853
Other receivables and deposits	351	350
Prepayments		
Prepayments for supply contracts		
– Prepayment A	11,064	11,064
– Prepayment B	_	1,250
– Prepayment C	1,180	-
Other prepayments		2
	12,246	12,316
Less: Impairment of Prepayment A	(11,064)	(11,064)
	1,182	1,252
Total trade and other receivables	1,533	11,455

Note:

Included in "Trade and other receivables" are trade and bills receivables with the following ageing analysis, based on the invoice date (or date of revenue recognition, if earlier), as of the end of the reporting period:

	2024	2023
	US\$'000	US\$'000
Within 1 month		9,853

The credit terms offered to customers of coal and other commodities trading business are negotiated on a case- by-case basis which ranges from 7 to 30 days.

As at 31 March 2023, included in trade and bills receivables are US\$4,133,000 (2024: Nil) of bills receivables which represented irrevocable letters of credit issued by banks, where the sales have been completed and presented the required shipping documents to the banks but pending the bank to settle the receivables before the due dates based on the credit terms given to the customers as stated in the sales agreement. No bills receivables have been discounted to bank with full recourse as at 31 March 2024 and 2023.

9. TRADE AND OTHER PAYABLES

	2024 US\$'000	2023 US\$'000
Trade payables Other payables and accrued expenses	672	9,830 721
	<u>672</u>	10,551

The trade and other payables are expected to be settled within one year or are repayable on demand.

At end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

	2024 US\$'000	2023 US\$'000
Within 1 month		9,830

FINAL DIVIDEND

The Directors do not recommend the payment of any dividend for the year ended 31 March 2024 (2023: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL HIGHLIGHTS

The Group continued to mainly operate its coal and other commodities trading business which encompasses supply chain management and risk management services during the year ended 31 March 2024. The customers of the Group are primarily state-owned and privately owned Chinese or Singaporean companies (or their offshore subsidiaries) whose businesses include trading or sales of commodities, including coal, and import and export operations. As a result of the Group supplying to trading customers, the ultimate consumer of the supplies is generally unknown to the Group.

The Group's revenue for the year ended 31 March 2024, which was generated from its coal and other commodities trading business, increased to US\$70.4 million (2023: US\$52.6 million). The Group's gross profit from its coal and other commodities trading business was US\$0.3 million for the year ended 31 March 2024 (2023: US\$1.1 million).

It is the Company's policy not to carry any coal inventory. Accordingly, the Group utilises its knowledge of the specifications and quality of the commodity, its contacts both on the demand and supply sides of the market and its assessment of price/price trends to seek to meet its customers' needs by sourcing the supplies of the required quantity, specification and delivery period at the best available price from the Group's suppliers, which include coal mine owners, operators or their agents.

Loss before taxation for the year ended 31 March 2024 was US\$1.2 million, representing US\$0.3 million of profit from the coal trading business, and US\$1.5 million of corporate overhead expenses. In comparison, loss before taxation for the year ended 31 March 2023 was US\$0.8 million, representing US\$1.1 million of profit from the coal trading business and US\$1.9 million of corporate overhead expenses.

REVIEW OF OPERATIONS

During the year ended 31 March 2024, the performance of the coal and other commodities trading business has recorded with revenue of approximately US\$70.4 million, representing an increase of 33.8% or approximately US\$17.8 million, as compared with approximately US\$52.6 million for the year ended 31 March 2023. The increase in revenue was mainly a result of global coal market experienced a significant increase in demand. This surge was primarily driven by strong economic growth in Asian countries, especially China and Indonesia. The Group mainly sold coals originated from Indonesia and Philippines, to Mainland China and Vietnam with a total volume of approximately 0.91 million metric tonnes ("MT") as compared to approximately 0.67 million MT in previous year.

The gross profit of the Group amounted to approximately US\$0.3 million for the year ended 31 March 2024. The lower gross profit as compared to approximately US\$1.1 million in the previous year was mainly a result of increase in cost of sales and inflation in term of cost of labor, materials, and other inputs necessary for production that driven the cost of coal increased, which in turn squeezed profit margins.

Selling and administrative expenses primarily consisted of employee benefits costs as well as corporate expenses which amounted to approximately US\$1.6 million for the year ended 31 March 2024 (2023: US\$1.8 million). The fluctuation in balance as compared to 31 March 2023 was mainly due to the decrease of legal and professional fees by approximately US\$0.3 million that was mainly because we incurred less lawyer and consultation fees in the year after we completed the resumption of trading of the shares of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") during the year ended 31 March 2023.

Finance costs of US\$8,000 incurred during the year ended 31 March 2024 (2023: US\$20,000) arose from the lease liabilities. The decrease in finance costs by approximately US\$20,000 was mainly attributable to the decrease in discounted bills during the year ended 31 March 2024.

The Group recorded loss before taxation of US\$1.2 million for the year ended 31 March 2024 which has increased as compared to loss before taxation of US\$0.8 million for the year ended 31 March 2023. This was mainly because of the decrease in gross profit during the year as a result of the foregoing reasons.

LIQUIDITY AND FINANCIAL RESOURCES

The Directors continue their conservative positioning in managing the Group's working capital.

As at 31 March 2024, cash and bank balances for the Group amounted to approximately US\$6.3 million as compared to US\$7.7 million as at 31 March 2023. The balances slightly decreased during the year.

As at 31 March 2024, the Group's debt to equity ratio, being total debt to total equity, was approximately 12% (2023: 132%).

The Group implements tight control on its credit and collection policies. As stipulated in the sale and purchase agreements for the coal and other commodities trading business, irrevocable letters of credit, up to a tenor of 180 days (2023: 180 days) after the receipt of required documents by nominated banks, are usually required not later than 14 days prior to the expected date of vessels' arrival at loading port. So far, the Group has not experienced any bad debts from its coal and other commodities trading business.

During the years ended 31 March 2024 and 2023, the Group's banking facilities were temporarily suspended by the banks mainly due to the previous suspension of trading of the shares of the Company on the Stock Exchange and the Group currently relied on its internally generated cash flows and the existing trade facilities to finance its day to day operations. There is no present plan for material capital expenditures and the Directors believe that the Group has adequate liquidity to meet its current and future working capital requirements.

MATERIAL ACQUISITION, DISPOSAL AND SIGNIFICANT INVESTMENT

The Group did not have any material acquisition and disposal of subsidiaries, associates and joint ventures, or any significant investment during the years ended 31 March 2024 and 2023.

RISK OF CURRENCY FLUCTUATIONS

The Group's assets and liabilities as well as the income and expenses derived from the operation are mainly denominated in Hong Kong Dollars, Singapore Dollars and United States Dollars (i.e. functional currency of the Company and its subsidiaries).

There is no significant exposure to the fluctuation of foreign exchange rates, but the Group is closely monitoring the financial market and would consider appropriate measures if required. Currently, the Group has no hedging arrangement for foreign currencies and has not entered into any financial derivatives arrangement.

CHARGE OVER THE GROUP'S ASSETS

As at 31 March 2024, there was no charge over the assets of the Group (2023: Nil).

CONTINGENT LIABILITIES

As at 31 March 2024, the Group had no significant contingent liabilities (2023: Nil).

CAPITAL COMMITMENTS

As at 31 March 2024, the Group had no capital commitments (2023: Nil).

PROSPECT

Looking ahead, the Group expects to continue to face challenges in the future business environment with many uncertainties in the global and local business environment, including economic volatility, war and conflict, demand and supply dynamic or expansion and strengthen of renewable energy sources. Any further deterioration in the global economy will also increase uncertainties for the Group and adversely affect the Group's business and its short term performance, despite its efforts to manage such risks. These factors may lead to reduced orders, put pressure on its profit margin and payment terms and its performance. The Group will closely monitor the impact of the macro issues on its performance, and will carefully plan and develop strategies to manage these factors to provide the best possible results to shareholders in the medium to long-term. The Group did not have any future plans for material investments or capital assets as at the date of this announcement.

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2024, the Group had a total of 6 full-time (2023: 7) employees in Hong Kong and Singapore. The Group's emolument policy is to pay salaries and wages that are competitive in the industry in a way that will be motivational, fair and equitable, and that are commensurate to individual's performance and the Group's overall performance. Apart from salaries, the Group also provides other fringe benefits to employees, which include provident fund schemes, discretionary bonuses on performance basis and medical insurance.

The remuneration committee under the Board reviews the Group's emolument policy, having regards to the Group's operating results, individual performance and comparable market standards.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the annual general meeting of the Company (the "AGM"), the register of members of the Company will be closed from Friday, 20 September 2024 to Wednesday, 25 September 2024 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of the shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 19 September 2024.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares) during the year ended 31 March 2024.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange as the code of conduct regarding securities transactions by Directors and by relevant employees of the Group. All Directors, who held office as the Director during the year ended 31 March 2024, confirmed that following specific enquiries made by the Company, they complied with the Model Code and its code of conduct regarding the Directors' securities transactions during the year ended 31 March 2024.

CORPORATE GOVERNANCE

The Company complied with the code provisions as set out in Part 2 of the Corporate Governance Code (the "CG Code") contained in Appendix C1 of the Listing Rules during the year ended 31 March 2024 except for the following deviations:

a) Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. LAI Yi-Chun (also known as Robert LAI) is currently the chairman of the Board (the "Chairman") and the chief executive officer of the Company (the "CEO"). The Board considers that the

structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high calibre individuals and meets regularly to discuss issues affecting the operations of the Company. The Board believes that the structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. LAI Yi-Chun (also known as Robert LAI) and believes that his holding of the positions of the Chairman and the CEO is beneficial to the business development of the Group. The Board will nevertheless regularly review the effectiveness of the structure to ensure that the structure is appropriate in view of the Group's prevailing circumstances.

- b) Under the code provision C.1.8 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against its directors. Due to the suspension of trading of the shares of the Company (the "Shares") on the Stock Exchange from 2 July 2021 to 27 February 2023, the Company was unable to extend the insurance cover which was expired in February 2022. The Company subsequently procured directors & officers insurance in respect of potential legal actions against its directors and officers effective from 6 April 2023 after resumption of trading in the Shares.
- c) Under the code provision F.2.2 of the CG Code, the chairman of the board, the chairmen of the audit, remuneration, nomination committees and the external auditor should attend the annual general meeting. Mr. CHANG Jesse, the former independent non-executive Director and chairman of the remuneration committee of the Company, retired as the independent non-executive Director of the Company with effect from the conclusion of the annual general meeting of the Company held on 15 September 2023 (the "2023 AGM") and did not attend the 2023 AGM due to business engagement.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has reviewed with the management and the external auditor of the Company on the accounting principles and practices adopted by the Group and discussed the internal control of the Group with an engaged external professional consultant and financial reporting matters, including the review of the audited consolidated financial statements of the Group for the year ended 31 March 2024 with no disagreement by the Audit Committee.

SCOPE OF WORK OF MOORE CPA LIMITED

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

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This annual results announcement is published on the websites of the Company at www.aresasialtd.com and www.irasia.com/listco/hk/aresasia and the Stock Exchange at www.hkexnews.hk. The annual report of the Company for the year ended 31 March 2024 containing all the information required by the Listing Rules will be despatched to the shareholders of the Company and published on the websites of the Company and the Stock Exchange in due course.

By Order of the Board

ARES ASIA LIMITED

LAI Yi-Chun

(also known as Robert LAI)

Chairman

Hong Kong, 26 June 2024

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. LAI Yi-Chun (also known as Mr. Robert LAI) (Chairman) and Mr. LUO Xiao; one non-executive Director, namely Ms. RUAYRUNGRUANG Woraphanit; and three independent non-executive Directors, namely Mr. YEUNG Kin Bond, Sydney, Mr. LIU Ji and Mr. QUAN Ruixue.