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## **TS WONDERS HOLDING LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1767)**

### **ANNOUNCEMENT OF THE ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024**

#### **FINANCIAL HIGHLIGHTS:**

#### **CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

	<b>2024</b>	<b>2023</b>	<b>% of change</b>
	<b>S\$</b>	<b>S\$</b>	
Revenue	<b>69,958,249</b>	70,117,966	-0.2
Profit before taxation	<b>7,914,040</b>	6,901,898	14.7
Profit for the year	<b>6,324,581</b>	5,455,152	15.9

#### **CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	<b>2024</b>	<b>2023</b>	<b>% of change</b>
	<b>S\$</b>	<b>S\$</b>	
Bank balances and cash	<b>36,927,862</b>	19,490,038	89.5
Net assets	<b>82,141,901</b>	73,205,907	12.2

#### **KEY FINANCIAL RATIOS**

	<b>2024</b>	<b>2023</b>
Gross profit margin	<b>28.2%</b>	28.2%
Profit before taxation margin	<b>11.3%</b>	9.8%
Profit margin for the year	<b>9.0%</b>	7.8%
Return on total assets	<b>6.8%</b>	6.5%
Return on equity	<b>7.7%</b>	7.5%
Current ratio (times)	<b>7.5</b>	6.6

## FINANCIAL INFORMATION

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of TS Wonders Holding Limited (the “**Company**”) hereby announces the audited annual results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2024 together with the comparative figures for the year ended 31 December 2023 and selected explanatory notes. All amounts set out in this announcement are presented in Singapore Dollars (“**S\$**”) unless otherwise indicated.

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the year ended 31 December 2024*

	<i>Note</i>	<b>2024</b> <i>S\$</i>	<b>2023</b> <i>S\$</i>
<b>Revenue</b>	<i>4</i>	<b>69,958,249</b>	70,117,966
Cost of sales		<b>(50,217,559)</b>	(50,351,818)
<b>Gross profit</b>		<b>19,740,690</b>	19,766,148
Other income	<i>5</i>	<b>972,273</b>	909,388
Other gains and losses	<i>6</i>	<b>829,714</b>	(440,582)
Selling and distribution expenses		<b>(3,959,414)</b>	(4,662,465)
Administrative expenses		<b>(9,601,159)</b>	(8,574,011)
Finance costs	<i>7</i>	<b>(68,064)</b>	(96,580)
<b>Profit before taxation</b>		<b>7,914,040</b>	6,901,898
Income tax expense	<i>8</i>	<b>(1,589,459)</b>	(1,446,746)
<b>Profit for the year</b>	<i>9</i>	<b>6,324,581</b>	5,455,152
<b>Other comprehensive income (expense)</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operation		<b>1,324,167</b>	(1,133,560)
<i>Item that will not be reclassified subsequently to profit or loss:</i>			
Revaluation of property, plant and equipment, net of tax		<b>1,685,514</b>	484,030
<b>Other comprehensive income (expense) for the year</b>		<b>3,009,681</b>	(649,530)
<b>Total profit and other comprehensive income for the year, net of tax</b>		<b>9,334,262</b>	4,805,622
<b>Basic earnings per share (S\$ cents)</b>	<i>11</i>	<b>0.63</b>	0.55
<b>Diluted earnings per share (S\$ cents)</b>	<i>11</i>	<b>0.63</b>	0.55

# **CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

*As at 31 December 2024*

	<i>Note</i>	<b>2024</b> <i>S\$</i>	<b>2023</b> <i>S\$</i>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		<b>30,707,933</b>	26,821,228
Right-of-use assets		<b>1,075,605</b>	1,151,487
Deposits		<b>23,718</b>	717,631
		<b>31,807,256</b>	28,690,346
<b>Current assets</b>			
Inventories		<b>10,647,441</b>	11,438,773
Trade receivables	12	<b>12,177,902</b>	11,557,873
Other receivables, deposits and prepayments		<b>1,536,240</b>	990,398
Derivative financial instruments		<b>17,636</b>	34,839
Financial asset at fair value through profit or loss		–	7,774,260
Financial asset at amortised cost		–	3,990,800
Bank balances and cash		<b>36,927,862</b>	19,490,038
		<b>61,307,081</b>	55,276,981
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	13	<b>6,253,499</b>	6,453,647
Derivative financial instruments		<b>60,079</b>	157,480
Lease liabilities		<b>208,409</b>	196,907
Income tax payable		<b>1,638,496</b>	1,532,741
		<b>8,160,483</b>	8,340,775
<b>Net current assets</b>		<b>53,146,598</b>	46,936,206
<b>Total assets less current liabilities</b>		<b>84,953,854</b>	75,626,552
<b>Non-current liabilities</b>			
Lease liabilities		<b>1,055,535</b>	1,126,109
Deferred tax liabilities		<b>1,756,418</b>	1,294,536
		<b>2,811,953</b>	2,420,645
<b>Net assets</b>		<b>82,141,901</b>	73,205,907
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital		<b>1,725,820</b>	1,725,820
Share premium		<b>13,487,471</b>	13,487,471
Other reserve		<b>(332,000)</b>	(332,000)
Merger reserve		<b>299,994</b>	299,994
Revaluation reserve		<b>15,991,259</b>	14,305,745
Translation reserve		<b>(2,722,399)</b>	(4,046,566)
Accumulated profits		<b>53,691,756</b>	47,765,443
		<b>82,141,901</b>	73,205,907

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*For the year ended 31 December 2024*

### 1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as combined and revised) of the Cayman Islands on 19 April 2018. The Company was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Hong Kong Companies Ordinance (the “Companies Ordinance”) on 23 May 2018 and the principal place of business in Hong Kong is Rooms 1901A, 1902 & 1902A, 19/F, New World Tower I, 16-18 Queen’s Road Central, Hong Kong. Its registered office and principal place of business are located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and 255 Pandan Loop, Singapore 128433, respectively. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 14 January 2019 (the “Listing Date”).

The Company is an investment holding company and its subsidiaries are principally engaged in the production, packaging and retailing of food products. Its parent and ultimate holding company is SWL Limited, a company incorporated in the British Virgin Islands with limited liability. Its ultimate controlling shareholders are Mdm. Han Yew Lang, Ms. Lim Seow Yen, Mr. Lim Fung Yee, Mr. Lim Fung Chor, Mr. Loo Soon Hock James and Ms. Ong Liow Wah who are family members.

The consolidated financial statements are presented in S\$, which is also the functional currency of the Company.

### 2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The annual results set out in the announcement do not constitute the Group’s financial statements for the year ended 31 December 2024 but are extracted from those financial statements.

The financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRS Accounting Standards”) which collective term includes all applicable individual IFRS, International Accounting Standards (“IAS”) and Interpretations issued by the International Accounting Standards Board (“IASB”). These financial statements also comply with the disclosure requirements of the Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).

### 3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS ACCOUNTING STANDARDS”)

#### **New and amended IFRS Accounting Standards that are effective for the current year**

In the current year, the Group has applied the amendments to IFRS Accounting Standards and Interpretations issued by the International Accounting Standards Board (“IASB”) that are effective for an annual period that begins on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements, except as disclosed below.

## *Amendments to IAS 1 Classification of Liabilities as Current or Non-current*

The Group has adopted the amendments to IAS 1, published in January 2020, for the first time in the current year.

The amendments affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of ‘settlement’ to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The application of the amendments has had no material impact on the Group’s financial positions and performance to the consolidated financial statements.

### **New and revised IFRS Accounting Standards in issue but not yet effective**

At the date of authorisation of these consolidated financial statements, the Group has not applied the following new and amendments to IFRS Accounting Standards that have been issued but are not yet effective:

Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> <sup>3</sup>
Amendments to IFRS 9 and IFRS 7	<i>Contracts Referencing Nature-dependent Electricity</i> <sup>3</sup>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>1</sup>
Amendments to IFRS Accounting Standards	<i>Annual Improvements to IFRS Accounting Standards – Volume 11</i> <sup>3</sup>
Amendments to IAS 21	<i>Lack of Exchangeability</i> <sup>2</sup>
IFRS 18	<i>Presentation and Disclosures in Financial Statements</i> <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2026.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2027.

The directors of the Company anticipate that the application of the new and amendments to IFRS Accounting Standards will have no material impact on the consolidated financial position and performance as well as disclosure in the period of their initial adoption, except as indicated below.

## ***IFRS 18 Presentation and Disclosures in Financial Statements***

IFRS 18 replaces IAS 1, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some IAS 1 paragraphs have been moved to IAS 8 and IFRS 7. Furthermore, the IASB has made minor amendments to IAS 7 and IAS 33 *Earnings per Share*.

IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements
- improve aggregation and disaggregation

An entity is required to apply IFRS 18 for annual reporting periods beginning on or after 1 January 2027, with earlier application permitted. The amendments to IAS 7 and IAS 33, as well as the revised IAS 8 and IFRS 7, become effective when an entity applies IFRS 18. IFRS 18 requires retrospective application with specific transition provisions.

The directors of the Company anticipate that the application of these amendments may have an impact on the Group's consolidated financial statements in future periods. The Group is in the process of assessing the detailed impact of IFRS 18 on the Group's consolidated financial statements.

## **4. REVENUE AND SEGMENT INFORMATION**

Revenue represents the fair value of amounts received and receivable from the sale of food products, which can largely be grouped under nuts and chips, which also represents the revenue from contracts with customers.

Information is reported to the executive Directors, which are also the Chief Operating Decision Makers (the "CODM") of the Group, for the purposes of resource allocation and assessment of segment performance focuses on the types of products sold and in respect of the "Nuts" and "Chips" operations.

Specifically, the Group's reportable segments under IFRS 8 are as follows:

- (i) Nuts;
- (ii) Chips; and
- (iii) Others.

Others mainly include items such as disposable towels which are normally sold together with the nuts and chips products to food and beverage companies.

## Segment revenue and results

The following is a breakdown of the Group's revenue and results by reportable segments:

	For the year ended 31 December			
	Revenue		Gross profit	
	2024	2023	2024	2023
	S\$	S\$	S\$	S\$
Nuts	47,382,053	45,972,369	12,806,951	12,039,839
Chips	20,058,560	22,027,219	6,302,422	7,183,114
Others	2,517,636	2,118,378	631,317	543,195
	<u>69,958,249</u>	<u>70,117,966</u>	<u>19,740,690</u>	<u>19,766,148</u>
Total	<u>69,958,249</u>	<u>70,117,966</u>	<u>19,740,690</u>	<u>19,766,148</u>

## Geographical information

The Group principally operates in Singapore and Malaysia, which are the place of domicile of respective group entities. Geographical segmental revenue is based on the geographical location of the end customers.

	For the year ended 31 December	
	2024	2023
	S\$	S\$
Singapore	42,677,732	42,721,738
Malaysia	21,237,718	20,491,958
The People's Republic of China (including Hong Kong and Macau)	3,274,757	3,670,934
Others*	2,768,042	3,233,336
	<u>69,958,249</u>	<u>70,117,966</u>
Total	<u>69,958,249</u>	<u>70,117,966</u>

\* This includes customers from Southeast Asia other than Singapore and Malaysia.

## 5. OTHER INCOME

	For the year ended 31 December	
	2024	2023
	S\$	S\$
Government grants <sup>1</sup>	63,322	91,509
Interest income on bank balances	877,726	746,845
Interest income on financial asset at amortised cost	9,200	64,200
Others	22,025	6,834
	<u>972,273</u>	<u>909,388</u>

<sup>1</sup> The government grants received during the year ended 31 December 2024 and 2023 mainly comprised the Wage Subsidy Program (“PSU”), the Progressive Wages Credit Scheme (“PWCS”) and CPF Transition Credit (“CTO”), all of them are compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs.

## 6. OTHER GAINS AND LOSSES

	For the year ended 31 December	
	2024	2023
	S\$	S\$
Gain on lease modification	3,217	3,506
Loss on disposal of property, plant and equipment	(905)	(340)
Foreign exchange gain/(loss), net	610,288	(512,122)
Fair value gain on financial asset at FVTPL	134,955	43,469
Fair value gain on derivative financial instruments	82,159	24,905
	<u>829,714</u>	<u>(440,582)</u>

## 7. FINANCE COSTS

	For the year ended 31 December	
	2024	2023
	S\$	S\$
Interest on bank loans	–	34,503
Interest on lease liabilities	68,064	62,077
	<u>68,064</u>	<u>96,580</u>



## 8. INCOME TAX EXPENSE

	For the year ended 31 December	
	2024	2023
	S\$	S\$
<b>Tax expense comprises:</b>		
Current income tax		
Current year	1,443,794	1,328,668
Over provision in prior year	(14,453)	(31,132)
	<u>1,429,341</u>	<u>1,297,536</u>
Withholding tax	912	1,748
Deferred tax		
Current year	200,488	197,345
Over provision in prior year	(28,662)	(39,756)
Effect of revaluation of assets for taxation purposes	(12,620)	(10,127)
	<u>159,206</u>	<u>147,462</u>
	<u><b>1,589,459</b></u>	<u><b>1,446,746</b></u>

The Group has no assessable profit before tax in Cayman Islands and Hong Kong other than subject to Singapore and Malaysia corporate income tax.

Singapore Corporate Income Tax is calculated at 17% of the estimated assessable profit, determined based on financial year end date of the group of companies. Singapore incorporated companies can enjoy 75% tax exemption on the first S\$10,000 of chargeable income and a further 50% tax exemption on the next S\$190,000 of chargeable income.

In Malaysia, the standard corporate tax rate is 24% for the year ended 31 December 2024 and 2023.

The income tax expense for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	For the year ended 31 December	
	2024	2023
	S\$	S\$
Profit before taxation	<u><b>7,914,040</b></u>	<u><b>6,901,898</b></u>
Tax at applicable tax rate of 17%	1,345,387	1,173,323
Effect of different tax rates of subsidiaries operating in other jurisdiction	224,200	204,226
Tax effect of expenses not deductible for tax purpose	235,075	237,703
Tax effect of income not taxable for tax purpose	(124,834)	(66,057)
Effect of tax concessions and partial tax exemptions	(39,747)	(17,425)
Over provision in prior year	(43,115)	(70,888)
Effect of revaluation of assets for taxation purposes	(12,620)	(10,127)
Withholding tax	912	1,748
Others	4,201	(5,757)
	<u><b>1,589,459</b></u>	<u><b>1,446,746</b></u>

## 9. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

	For the year ended 31 December	
	2024	2023
	S\$	S\$
Depreciation of property, plant and equipment	2,191,042	1,843,434
Annual audit fees:		
– Paid to auditors of the Company and Deloitte Network firms	227,732	225,963
Non-audit fees:		
– Paid to auditors of the Deloitte Network firms	4,971	25,038
– Paid to other auditors	7,500	4,500
Directors' remuneration	4,659,594	4,318,139
Other staff costs		
– Salaries and other benefits	8,021,215	7,480,049
– Contributions to Central Provident Fund and Employees' Provident Fund	598,332	570,430
Total staff costs	13,279,141	12,368,618
Inventories recognised as cost of sales	40,730,287	41,114,079

### Amount recognised in profit or loss relating to leases

*(Disclosure required by IFRS 16)*

	2024	2023
	S\$	S\$
Depreciation expense on right-of-use assets	216,892	197,757
Interest expense on lease liabilities	68,064	62,077
Expense relating to short-term leases	4,750	10,650

The total cash outflow for leases, including short-term leases, amount to S\$270,421 and S\$260,807 for the years ended 31 December 2024 and 31 December 2023, respectively.

## 10. DIVIDENDS

		For the year ended 31 December	
		2024	2023
		S\$	S\$
(i)	Dividends paid during the financial year are as follows:		
	Final dividend of 0.23 Hong Kong cents ("HK\$ cents") per Share for the financial year ended 31 December 2023	<u>398,268</u>	<u>–</u>
		2024	2023
(ii)	Dividends proposed before these financial statements were authorised and not included as liabilities in these financial statements are as follows*:		
	Final dividend of 0.23 HK\$ cents per Share for the financial year ended 31 December 2024 (2023: 0.23 HK\$ cents)	<u>HK\$2.3 million (equivalent to approximately S\$0.4 million)</u>	<u>HK\$2.3 million (equivalent to approximately S\$0.4 million)</u>
*	This dividend is subject to approval of the shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.		

## 11. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

		For the year ended 31 December	
		2024	2023
Earnings:			
	Profit for the year attributable to owners of the Company (S\$)	<u>6,324,581</u>	<u>5,455,152</u>
		2024	2023
Number of shares:			
	Weighted average number of ordinary shares in issue <sup>(Note)</sup>	<u>1,000,000,000</u>	<u>1,000,000,000</u>
	Basic earnings per share (S\$ cents)	<u>0.63</u>	<u>0.55</u>

*Note:*

No diluted earnings per share were presented as there were no potential ordinary shares in issue during the years ended 31 December 2024 and 31 December 2023.

## 12. TRADE RECEIVABLES

	As at 31 December	
	2024	2023
	S\$	S\$
Trade receivables	<b>12,177,902</b>	11,557,873

The Group grants credit terms to customers typically ranging from 7 to 60 days (2023: 7 to 60 days) from the invoice date for trade receivables and certain sales require payment in cash upon delivery. The following is an aged analysis of trade receivables presented based on the invoice date which approximated the revenue recognition date at the end of each reporting period:

	As at 31 December	
	2024	2023
	S\$	S\$
Within 30 days	<b>6,637,075</b>	6,315,158
31 days to 60 days	<b>4,676,156</b>	4,305,913
61 days to 90 days	<b>788,363</b>	889,146
91 days to 180 days	<b>59,561</b>	38,114
181 days to one year	<b>16,747</b>	9,542
	<b>12,177,902</b>	11,557,873

### 13. TRADE AND OTHER PAYABLES

	As at 31 December	
	2024	2023
	S\$	S\$
Trade payables	4,290,490	4,448,421
Accrued operating expenses	1,385,045	1,157,547
Other payables:		
– Advances from customers	114,853	105,115
– Deposits received	36,356	62,192
– Goods and services tax payables	207,440	187,605
– Others	219,315	492,767
	<u>1,963,009</u>	<u>2,005,226</u>
	<u>6,253,499</u>	<u>6,453,647</u>

The credit period on purchases from suppliers is between 7 to 60 days (2023: 7 to 60 days) or payable upon delivery.

The following is an aged analysis of trade payables presented based on the invoice date at the end of each reporting period:

	As at 31 December	
	2024	2023
	S\$	S\$
Within 30 days	3,700,285	3,493,592
31 days to 90 days	584,041	928,408
91 days to 180 days	6,164	26,421
	<u>4,290,490</u>	<u>4,448,421</u>

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group which is headquartered in Singapore is primarily focused on the production, packaging and sale of nuts and chips with track record of more than 50 years. The Group's core products include roasted nuts, baked nuts, potato chips and cassava chips. The Group's products have been sold and distributed to over 10 countries, including Singapore, Malaysia and the People's Republic of China (the "PRC"). The Group principally sells its products on a wholesale basis to (i) key account customers which include supermarkets, hotels, airlines and original equipment manufacturer (OEM) customers; and (ii) distributors.

The Group is committed to delivering high quality and safe food products and continuously meeting consumers' expectations and complying with legal requirements. It implements comprehensive and strict quality assurance procedures throughout all stages of the production, from the procurement of raw materials to the packaging and delivery of the finished products. In this regard, the Group has been accredited with various certifications in relation to quality management and food safety.

The Group's revenue decreased by approximately S\$160,000 or 0.2% from approximately S\$70.1 million for the year ended 31 December 2023 to approximately S\$70.0 million for the year ended 31 December 2024 mainly due to a decrease in sale of chips of S\$2.0 million which was partially offset by an increase in sale of nuts and other products of S\$1.4 million and S\$0.4 million, respectively.

### Products

The Group's revenue was primarily derived from the sale of nuts and chips. The following table sets forth a breakdown of the Group's revenue for the years ended 31 December 2024 and 31 December 2023:

	For the year ended 31 December			
	2024		2023	
	S\$	%	S\$	%
Nuts	47,382,053	67.7	45,972,369	65.6
Chips	20,058,560	28.7	22,027,219	31.4
Others <sup>(Note)</sup>	2,517,636	3.6	2,118,378	3.0
Total	<u>69,958,249</u>	<u>100.0</u>	<u>70,117,966</u>	<u>100.0</u>

*Note:* Others mainly refer to items such as disposable towels which were normally sold together with nuts and chips products to food and beverage companies.

The sale of nuts and chips products accounted for approximately 67.7% and 28.7% of revenue, respectively, for the year ended 31 December 2024. The proportion of revenue contributed by nuts increased from approximately 65.6% for the year ended 31 December 2023 to approximately 67.7% for the year ended 31 December 2024, while the proportion of revenue contributed by chips decreased from approximately 31.4% for the year ended 31 December 2023 to approximately 28.7% for the year ended 31 December 2024.

## Geographical location

The Group's products are sold and distributed to customers in over 10 countries. The table below sets forth the breakdown of revenue by geographical location of end customers for the years ended 31 December 2024 and 31 December 2023:

	For the year ended 31 December			
	2024		2023	
	S\$	%	S\$	%
Singapore	42,677,732	61.0	42,721,738	60.9
Malaysia	21,237,718	30.3	20,491,958	29.2
The PRC (including Hong Kong and Macau)	3,274,757	4.7	3,670,934	5.2
Others	2,768,042	4.0	3,233,336	4.7
Total	<u>69,958,249</u>	<u>100.0</u>	<u>70,117,966</u>	<u>100.0</u>

The Group's products were largely sold in Singapore and Malaysia which accounted for approximately 61.0% and 30.3% of total revenue, respectively, for the year ended 31 December 2024. The composition of sales to end customers remain fairly stable for the years ended 31 December 2024 and 31 December 2023 for Singapore, Malaysia, the PRC and other countries.

## Gross profit

The following table sets forth a breakdown of the Group's gross profit for the years ended 31 December 2024 and 31 December 2023:

	For the year ended 31 December					
	2024			2023		
	Revenue	Gross profit	Gross profit margin	Revenue	Gross profit	Gross profit margin
	S\$	S\$	%	S\$	S\$	%
Nuts	47,382,053	12,806,951	27.0	45,972,369	12,039,839	26.2
Chips	20,058,560	6,302,422	31.4	22,027,219	7,183,114	32.6
Others	2,517,636	631,317	25.1	2,118,378	543,195	25.6
Total/Overall	<u>69,958,249</u>	<u>19,740,690</u>	<u>28.2</u>	<u>70,117,966</u>	<u>19,766,148</u>	<u>28.2</u>

The pricing of the Group's nuts and chips products are generally based on prices comparable to competitors for similar products.

Overall, the Group's gross profit margin has remained constant at 28.2% for the years ended 31 December 2024 and 31 December 2023.

## **OUTLOOK AND STRATEGIES**

### **Economic performance in Singapore in the fourth quarter of 2024**

The Singapore economy grew by 5.0% on a year-on-year basis in the fourth quarter of 2024, moderating from the 5.7% growth in the third quarter of 2024. On a quarter-on-quarter seasonally-adjusted basis, the economy expanded by 0.5%, which was slower than the 3.0% expansion in the previous quarter.

(Source: The Ministry of Trade and Industry, Singapore)

### **Overall economic performance in Singapore in 2024**

For the whole of 2024, the Singapore economy expanded by 4.4%, which was faster than the 1.8% expansion in 2023.

(Source: The Ministry of Trade and Industry, Singapore)

### **Economic outlook for 2025**

The Ministry of Trade and Industry, Singapore forecasted a gross domestic product ("GDP") growth for 2025 of between 1.0% and 3.0%.

Since the Economic Survey of Singapore in November 2024, major economies have remained resilient, performing largely in line with expectations in the fourth quarter of 2024 amidst rising global economic uncertainty. Singapore's external demand outlook for 2025 has also remained broadly unchanged, with overall GDP growth in Singapore's key trading partners expected to ease from 2024's level.

Among the advanced economies, GDP growth in the US is projected to moderate in 2025, as private consumption growth is expected to taper over the course of the year in tandem with easing tightness in the labour market. Nonetheless, there is a large cone of uncertainty surrounding the outlook of the US economy, with its trajectory depending on the policies of the new US administration. By contrast, GDP growth in the Eurozone is likely to improve on the back of stronger consumption growth and a gradual recovery in investments as monetary policy becomes more accommodative.



In Asia, China's GDP growth is expected to moderate on account of a slowdown in merchandise exports and investment growth due to tariff hikes and industrial overcapacity respectively. Meanwhile, growth in the key Southeast Asian economies should remain steady, supported by improving domestic demand and a sustained recovery in tourism demand.

Taking into account the external and domestic economic environment, and barring the materialisation of downside risks, the Singapore economy is projected to expand by 1.0% to 3.0% in 2025.

(Source: The Ministry of Trade and Industry, Singapore)

## **Outlook for the Group and Strategies**

The Group noted that the global snack food market, which includes nuts and chips, will continue to grow at approximately 2.7% annually to 2027 driven by changes in dietary habits and demand for healthy and functional snacks.

During the year ended 31 December 2024, the Group's revenue decreased by approximately 0.2% while profit increased by 15.9%.

Overall, the Group expects that demand for snack products to remain strong, in particular those with less sugar, artificial sweeteners and flavourings, as health awareness is increasing among consumers.

In view of the foregoing, the Group will continue to adopt cautious and prudent approach in managing its business without compromising the quality of its products in line with its objectives to maintain sustainable growth in its business and create long-term shareholders' value.

## **FINANCIAL REVIEW**

### **Revenue**

The Group's revenue decreased by approximately S\$160,000 or 0.2% from approximately S\$70.1 million for the year ended 31 December 2023 to approximately S\$70.0 million for the year ended 31 December 2024 mainly due to a decrease in sale of chips of S\$2.0 million which was partially offset by an increase in sale of nuts and other products of S\$1.4 million and S\$0.4 million, respectively.

### **Cost of sales**

The Group's cost of sales decreased by approximately S\$134,000 or 0.3% from approximately S\$50.4 million for the year ended 31 December 2023 to approximately S\$50.2 million for the year ended 31 December 2024 mainly due to a decrease in cost of materials, consistent with a decrease in revenue, and a decrease in overheads partially offset by increase in production staff costs.

## **Gross profit**

The Group's total gross profit decreased by approximately S\$25,000 or 0.1% from approximately S\$19.77 million for the year ended 31 December 2023 to approximately S\$19.74 million for the year ended 31 December 2024. The Group's overall gross profit margin remained constant at 28.2% for the years ended 31 December 2023 and 31 December 2024.

## **Other income**

The Group's other income increased by approximately S\$63,000 or 6.9% from approximately S\$0.9 million for the year ended 31 December 2023 to approximately S\$1.0 million for the year ended 31 December 2024 mainly due to an increase in interest income on bank balances in 2024 with an increase in fixed deposit placements.

## **Other gains and losses**

The Group reported other gains of approximately S\$0.8 million for the year ended 31 December 2024, as compared to other losses of approximately S\$0.4 million for the year ended 31 December 2023. This was mainly due to foreign exchange gain of S\$0.6 million for the year ended 31 December 2024, as compared to foreign exchange loss of approximately S\$0.5 million for the year ended 31 December 2023.

## **Selling and distribution expenses**

Selling and distribution expenses decreased by approximately S\$0.7 million or 15.1% from approximately S\$4.7 million for the year ended 31 December 2023 to approximately S\$4.0 million for the year ended 31 December 2024 mainly due to decreased marketing expenditure and advertisement costs.

## **Administrative expenses**

Administrative expenses increased by approximately S\$1.0 million or 12.0% from approximately S\$8.6 million for the year ended 31 December 2023 to approximately S\$9.6 million for the year ended 31 December 2024 mainly due to an increase in repair and maintenance expenditure and an increase in staff cost for the year ended 31 December 2024.

## **Finance costs**

Finance costs decreased by approximately S\$29,000 or 29.5% from approximately S\$97,000 for the year ended 31 December 2023 to approximately S\$68,000 for the year ended 31 December 2024 mainly due to full repayment of bank loans during the year ended 31 December 2023.

## **Income tax expense**

Income tax expense increased by approximately S\$0.1 million or 9.9% from approximately S\$1.5 million for the year ended 31 December 2023 to approximately S\$1.6 million for the year ended 31 December 2024, in line with the higher profit before taxation.

## **Profit for the year**

Profit for the year increased by approximately S\$0.9 million or 15.9% from approximately S\$5.5 million for the year ended 31 December 2023 to approximately S\$6.3 million for the year ended 31 December 2024 mainly due to an increase in other income and other gains, a decrease in finance costs and selling and distribution expenses, partially offset by an increase in administrative expenses.

## **LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE**

The Group's source of funds comprises a combination of internally generated funds, bank and other borrowings and net proceeds from the share offer. As part of the Group's liquidity risk management, the Group monitors its working capital to ensure that its financial obligations can be met when due by (i) ensuring healthy bank balances and cash for payment of its short-term working capital needs; (ii) monitoring trade receivables and its aging monthly and following up closely to ensure prompt payment from customers; and (iii) monitoring bank and lease payments.

As at 31 December 2024 and 2023, the Group's current ratio, being current assets over current liabilities, was 7.5 times and 6.6 times, respectively.

## **CONTINGENT LIABILITIES**

As at 31 December 2024 and 31 December 2023, the Group provided performance guarantee to certain customers with balances amounted to approximately S\$0.4 million and approximately S\$0.5 million, respectively.

## **PLEDGE OF ASSETS**

The Group has pledged leasehold building to secure general banking facilities granted to the Group with carrying values of approximately S\$7.4 million and approximately S\$7.0 million as at 31 December 2024 and 31 December 2023, respectively.

## **CAPITAL EXPENDITURES AND COMMITMENTS**

During the year ended 31 December 2024, the Group had incurred capital expenditures of approximately S\$3.0 million as compared to approximately S\$3.1 million in the year ended 31 December 2023. The expenditures were mainly related to the purchase of property, plant and equipment to support the growth of the Group's business.

The Group has capital commitments of approximately S\$25,000 as at 31 December 2024 (2023: approximately S\$0.5 million).

## SIGNIFICANT INVESTMENTS

The Group did not hold any significant investments as at 31 December 2024 and 31 December 2023.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no material acquisitions and disposals of subsidiaries and associated companies for the year ended 31 December 2024.

## EVENTS AFTER THE END OF THE REPORTING PERIOD

There were no significant events after the year ended 31 December 2024 and up to the date of this announcement.

## USE OF PROCEEDS FROM LISTING

The Company's shares have been listed on the Stock Exchange since 14 January 2019, being the Listing Date, and the net proceeds from the share offer (after deducting listing expenses) amounted to approximately HK\$66.8 million (equivalent to approximately S\$11.7 million) (the "Net IPO Proceeds").

The following sets forth a summary of the utilisation of the Net IPO Proceeds as at 31 December 2024, and the expected timeline for utilisation of the unutilised Net IPO Proceeds:

Use of proceeds	Planned use	Actual use of	Unutilised	Expected timeline for utilisation of unutilised Net IPO Proceeds
	of Net IPO Proceeds (HK\$'million)	Net IPO Proceeds as at 31 December 2024 (HK\$'million)	Net IPO Proceeds as at 31 December 2024 (HK\$'million)	
Expansion of existing nuts and potato chips products (output capacity and product diversity)	47.0	47.0	–	by 31 December 2026
Expansion of workforce	7.6	1.9	5.7	
Working capital	12.2	12.2	–	
<b>Total</b>	<b>66.8</b>	<b>61.1</b>	<b>5.7</b>	

As at the date of this announcement, the unutilised Net IPO Proceeds were deposited with licensed banks in Singapore and Hong Kong.

## FOREIGN EXCHANGE EXPOSURE

As the Group sells a majority of its food products overseas in which these sales are principally denominated in US\$ and sources its main materials in which these purchases are principally denominated in US\$, Euro and AUD, the Group is exposed to foreign currency exchange fluctuations arising in the normal course of its business operations.

The Group generally hedges 30% of its expected monthly sales and purchases denominated in foreign currencies.

The Group has a committee in place, comprising its finance manager and its executive Directors. The committee meets regularly from time to time when necessary and is responsible for reviewing, researching and studying the future foreign exchange rates and the methods of hedging. In deciding whether to enter into any foreign currency hedging transactions, the committee will undertake a cautious approach and will consider factors including (i) the expected sales and purchases denominated in foreign currencies; (ii) the historical foreign exchange rates; and (iii) the perceived future foreign exchange rates. The finance manager keeps track of the Group's hedging activities and all hedging contracts have to be approved by the executive Directors. As sales and purchases will continue to be denominated in foreign currencies, the Group expects that it will continue to enter into hedging arrangements where necessary.

## FINAL DIVIDEND

The Board has recommended the payment of a final dividend of 0.23 Hong Kong cents per ordinary share for the year ended 31 December 2024 (the **"2024 Final Dividend"**), representing a total payment of approximately HK\$2.3 million (equivalent to approximately S\$0.4 million) (Dividend of 0.23 Hong Kong cents per ordinary share declared for the year ended 31 December 2023). The payment of the 2024 Final Dividend is subject to approval of the shareholders of the Company at the annual general meeting to be held.

## ANNUAL GENERAL MEETING

The annual general meeting of the Company (the **"AGM"**) will be held at 9:00 a.m. on 30 May 2025 at 255 Pandan Loop, Singapore 128433 and the notice of the AGM will be published and despatched in accordance with the requirements under the Company's articles of association and the Listing Rules in due course.

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the shareholders' rights to attend and vote at the AGM, the register of members of the Company will be closed from 27 May 2025 to 30 May 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, non-registered shareholders must lodge all completed transfer documents accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 26 May 2025.

## EMPLOYEES AND REMUNERATION POLICIES

The Group had 350 employees and 358 employees as at 31 December 2024 and 31 December 2023, respectively. The Group incurred staff costs of approximately S\$13.3 million and S\$12.4 million for the years ended 31 December 2024 and 31 December 2023, respectively. Remuneration is determined by reference to prevailing market terms and in accordance with the performance, qualification and experience of each individual employee. The Company has adopted a share option scheme (the “**Share Option Scheme**”) on 20 December 2018 to enable the Board to grant share options to eligible participants with an opportunity to have a personal stake in the Company with a view to achieve the following objectives: (i) motivate the eligible participants to optimise their performance efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain an ongoing business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

As at 31 December 2024, there was no outstanding share option granted under the Share Option Scheme.

## PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 December 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company.

## CORPORATE GOVERNANCE

The Company is committed to fulfilling its responsibilities to its shareholders and protecting and enhancing shareholders’ value through good corporate governance.

The Directors recognise that a good corporate governance is essential for the Company to achieve its objectives and drive improvement, as well as maintain legal and ethical standing in the eyes of shareholders, regulators and the general public.

The Company has adopted the Corporate Governance Code contained in Part 2 of Appendix C1 to the Listing Rules.

To the best of the knowledge of the Board, the Company has complied with the Corporate Governance Code for the year ended 31 December 2024.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as its own code of conduct governing the Directors’ securities transactions. All the Directors have confirmed, upon specific enquiries made by the Company, that they have complied with the Model Code during the year ended 31 December 2024.

## **DIRECTORS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND THE ASSOCIATED CORPORATIONS**

As at 31 December 2024, the interests or short positions of the Directors of the Company in the shares, underlying shares and debentures of the Company or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in Appendix C3 to the Listing Rules, were as follows:

### **Long position in the shares of SWL Limited, an associated corporation of the Company**

<b>Name of Directors</b>	<b>Capacity/nature of interest</b>	<b>Number of shares held</b>	<b>Percentage of shareholding</b>
Ms. Lim Seow Yen	Beneficial owner	490	24.5%
Mr. Lim Fung Yee	Beneficial owner	490	24.5%
Mr. Lim Fung Chor	Beneficial owner	490	24.5%

*Note:* SWL Limited held in aggregate 750,000,000 shares, representing 75% of the issued share capital of the Company. The issued share capital of SWL Limited is legally and beneficially owned as to 24.5% by Mdm. Han Yew Lang, 24.5% by Ms. Lim Seow Yen, 24.5% by Mr. Lim Fung Yee, 24.5% by Mr. Lim Fung Chor, 1.0% by Mr. Loo Soon Hock James and 1.0% by Ms. Ong Liow Wah.

Save as disclosed above, as at 31 December 2024, none of the Directors of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO), (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.



## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2024, so far as is known to the Directors, the following persons (other than a Director of the Company) and entities had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of shareholder	Capacity/nature of interest	Number of shares held	Percentage of shareholding
SWL Limited	Beneficial owner	750,000,000	75%

*Note:* The issued share capital of SWL Limited is legally and beneficially owned as to 24.5% by Mdm. Han Yew Lang, 24.5% by Ms. Lim Seow Yen, 24.5% by Mr. Lim Fung Yee, 24.5% by Mr. Lim Fung Chor, 1.0% by Mr. Loo Soon Hock James and 1.0% by Ms. Ong Liow Wah.

Save as disclosed above, as at 31 December 2024, so far as the Directors are aware, no other persons (other than a Director of the Company) or entities had any interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO.

## INTEREST OF DIRECTORS IN A COMPETING BUSINESS

During the year ended 31 December 2024, none of the Directors or their respective close associates had interests in businesses which compete or are likely to compete, either directly or indirectly, with the business of the Group pursuant to the Listing Rules.

## NON-COMPETITION UNDERTAKING

SWL Limited, Mdm. Han Yew Lang, Ms. Lim Seow Yen, Mr. Lim Fung Yee, Mr. Lim Fung Chor, Mr. Loo Soon Hock James and Ms. Ong Liow Wah (collectively, the “**Controlling Shareholders**”) entered into a deed of non-competition dated 20 December 2018 in favour of the Company and the subsidiaries (the “**Deed of Non-competition**”) regarding certain non-competition undertakings. Details of the Deed of Non-competition were disclosed in the section headed “Relationship with our Controlling Shareholders” in the Prospectus.

The Controlling Shareholders have confirmed compliance with and the enforcement of the terms of the Deed of Non-competition during the year ended 31 December 2024.

## REVIEW BY THE AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 20 December 2018 with written terms of reference in compliance with the Corporate Governance Code. The primary duties of the Audit Committee are to review the financial information of the Group, oversee the Group’s financial report system, risk management and internal control procedures, provide advice and comments to the Board, and monitor the independence and objectivity of the external auditor.



The Audit Committee consists of three members who are all independent non-executive Directors, namely, Mr. Chan Ka Yu, Mr. Lee Yan Fai and Mr. Chew Keat Yeow (Zhou Jieyao). Mr. Chan Ka Yu is the chairman of the Audit Committee. The Audit Committee has reviewed the audited consolidated financial statements for the year ended 31 December 2024. The Audit Committee was of the opinion that the preparation of such results complied with applicable accounting standards and requirements as well as the Listing Rules and relevant adequate disclosures have been made.

#### **SCOPE OF WORK OF DELOITTE & TOUCHE LLP**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2024 as set out in the preliminary announcement have been agreed by the Group's auditor, Deloitte & Touche LLP, to the amounts set out in the Group's audited consolidated financial statements for the year as approved by the Board of Directors on 28 March 2025. The work performed by Deloitte & Touche LLP in this respect did not constitute an assurance engagement in accordance with International Standards on Auditing, International Standards on Review Engagements or International Standards on Assurance Engagements issued by International Auditing and Assurance Standards and consequently no opinion or assurance conclusion has been expressed by Deloitte & Touche LLP on the preliminary announcement.

#### **PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT**

The annual results announcement of the Company is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company ([www.ts wonders.com.hk](http://www.ts wonders.com.hk)). The annual report of the Company for the year ended 31 December 2024 containing all the relevant information required by the Listing Rules will be despatched to the shareholders of the Company and published on the websites of the Stock Exchange and the Company in due course.

By order of the Board,  
**TS Wonders Holding Limited**  
**Lim Seow Yen**  
*Chairlady and Executive Director*

Hong Kong, 28 March 2025

*As at the date of this announcement, the Board comprises seven Directors, including four executive Directors, namely Ms. Lim Seow Yen, Mr. Lim Fung Yee, Mr. Lim Fung Chor and Mr. Lim Seng Chye (Lin Shengcai) and three independent non-executive Directors, namely Mr. Chan Ka Yu, Mr. Lee Yan Fai and Mr. Chew Keat Yeow (Zhou Jieyao).*