# **RTO Limited**

## **Interim Financial Result**

For the 6 months ended 30 September 2024

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## **CHAIRMAN'S REPORT**

### RTO LIMITED

#### For the six months ended 30 September 2024

28 November 2024

Dear Shareholder,

#### Activities during the period 1 April 2024 to 30 September 2024

During the period commencing 1 April 2024 and ending 30 September:

- the Company did not undertake any business activities.
- The Board was actively engaged in seeking to identify a potential business to acquire as part of a reverse Takeover transaction (RTO).

#### Change of Director

• Mr Michael Chai resigned as a director of the Company with effect from 22 April 2024. As a consequence, his alternate director Steve Chua also ceased to hold office on 22 April 2024.

#### Change of Name and Ticker Code

• The Company changed the name of the Company to "RTO Limited" and the Company's ticker code from "BGI" to "RTO".

#### Restructure of Secured Bonds

- At 31 March 2024, the Company's major shareholder, Blackwell Global Group Limited ("Shareholder") held Secured Bonds issued by the Company for the sum of \$550,000. At the request of the independent directors:
  - the Shareholder agreed to forgive the repayment of \$200,000 of those Secured Bonds with effect on 24 April 2024.
  - The Shareholder agreed to forgive the repayment of a further \$100,000 of the Secured Bonds with effect from 26 August 2024.
  - The Shareholder capitalised the remaining balance of \$250,000 of the Secured Bonds into 62,500,000 new ordinary fully paid shares.
- The liability of the Company under the Secured Bonds has now been extinguished in full.
- The funds realised through the forgiveness of the liability under the Secured Bonds, together with the additional free cash held by the Company, will be deployed by the Board towards:
  - the payment of the Company's ongoing compliance and administrative costs.
  - investigating a reverse takeover transaction. Any reverse takeover transaction will have the effect of diluting down the Shareholder's shareholding interest, and Mr Chai's personal shareholding interest in the Company significantly.

#### Consolidation

• On 30 August 2024, the Company completed a share consolidation whereby each 73.6259 shares on issue were consolidated into one ordinary share in the Company. This consolidation resulted in the total number of shares on issue in the Company being reduced to 10,000,026.

## **CHAIRMAN'S REPORT**

### RTO LIMITED

#### For the six months ended 30 September 2024

#### **Going Forward**

The Board continues to actively looking to identify a suitable business opportunity to invest in and/or acquire through a reverse takeover transaction (RTO). Discussions have been had with several potential acquisition targets to date, but none of those discussions have developed into a tangible transaction to date.

#### What is an RTO?

An RTO is a transaction structured such that the Company would acquire 100% of the business assets, or the shares in the company that owns the business assets, in consideration for the payment of cash and/or the issue of new shares in the Company, to the vendors, to fund the acquisition.

The new business acquired would then effectively become a subsidiary of the Company (the listed company), trading on the NZX Main Board. The stakeholders in the business acquired, would ultimately become shareholders in the Company as part of the RTO, and would have representation at the Board level as appropriate.

In conjunction with the RTO process, the Company would seek to raise additional growth capital to assist in funding the future growth of the business.

#### Investment Criteria

The Board is focusing on business opportunities that satisfy one or more of the following investment criteria:

- The business has excellent personnel and management.
- The business operates in an attractive and positive business sector.
- The business has a robust business model.
- The business has solid historical earnings, or alternatively has a sound business platform from which to implement its business plan and generate strong earnings in the future.
- The business owns proprietary intellectual property.
- The business has potential to grow organically, via acquisition, or through the further investment in capital plant.
- The business has the potential to scale internationally.
- The business would benefit from being able to raise additional capital on the market.

The Board continues to investigate all credible investment opportunities that may present themselves and are hopefully of having a transaction underway during the course of this calendar year.

Yours sincerely

Sean Joyce Chairman 28 November 2024

## Interim Consolidated Statement of Comprehensive Income

### **RTO Limited**

For the six months ended 30 September 2024

		6 mths ended 30 Sep 2024 (unaudited)	6 mths ended 30 Sep 2023 (unaudited)	12 mths ended 31 Mar 2024 (audited)
	Notes	\$	\$	\$
Revenue				
Interest and fee income	4	7,435	9,863	18,929
Other income	4	300,000	-	-
Total Income	-	307,435	9,863	18,929
Expenses				
Directors' fees	12	(69,000)	(69,000)	(138,000)
Interest expense		(3,920)	(15,679)	(19,599)
Other operating expenses	5	(82,578)	(49,941)	(107,063)
Total expenses	-	(155,498)	(134,620)	(264,662)
Net loss before income tax	-	151,937	(124,756)	(245,732)
Income tax benefit/(expense)		-	-	-
Net profit/(loss) after tax	-	151,937	(124,756)	(245,732)
Total comprehensive loss for the period	-	151,937	(124,756)	(245,732)
Attributable to:				
Owners of the parent company	-	151,937	(124,756)	(245,732)
Weighted Earnings/(loss) per share				
Basic (loss) per share (cents per share):	6	0.03	(0.02)	(0.04)
Diluted (loss) per share (cents per share):	6	0.03	(0.02)	(0.04)

## Interim Consolidated Statement of Changes in Equity

### **RTO Limited**

For the six months ended 30 September 2024

Notes	Share Capital	Contributed Capital	Accumulated Losses	Total Equity
	\$	\$	\$	\$
Balance at 1 April 2023 (audited)	13,547,337	407,606	(13,543,018)	411,924
Loss for the period		-	(124,757)	(124,757)
Total comprehensive loss for the period	-	-	(124,757)	(124,757)
Balance at 30 September 2023 (unaudited)	13,547,337	407,606	(13,667,775)	287,168
Balance at 1 April 2023 (audited)	13,547,337	407,606	(13,543,018)	411,924
Loss for the year Total comprehensive loss for the year		-	(245,732) (245,732)	(245,732) (245,732)
Issue of ordinary shares, net of transaction costs	-	-	-	-
Balance at 31 March 2024 (audited)	13,547,337	407,606	(13,788,750)	166,193
Balance at 1 April 2024 (audited)	13,547,337	407,606	(13,788,750)	166,193
Profit for the period Total comprehensive profit for the		-	151,937	151,937
period Issue of ordinary shares, net of	-	-	151,937	151,937
transaction costs	250,000	-	-	250,000
Balance at 30 September 2024 (unaudited)	13,797,337	407,606	(13,636,813)	568,130

## Interim Consolidated Statement of Financial Position

### **RTO Limited**

For the six months ended 30 September 2024

	Notes	30 Sep 2024 (unaudited) \$	30 Sep 2023 (unaudited) \$	31 Mar 2024 (audited) \$
Current assets				
Cash and cash equivalents		480,897	736,485	634,842
Prepayments and other receivables	_	32,460	30,830	13,818
Total current assets		513,356	767,315	648,659
Non-current assets				
Prepayments and other receivables		75,000	75,000	75,000
Property, plant and equipment	_	392	784	522
Total non-current assets		75,392	75,784	75,522
Total assets	_	588,748	843,099	724,182
Current liabilities				
Trade and other payables		14,869	8,020	409
Accruals, provisions and other liabilities		5,750	5,750	11,500
Borrowings	9	-	542,161	546,080
Total current liabilities		20,619	555,931	557,989
Non-current liabilities				
Borrowings	9	-		-
Total non-current liabilities		-	-	-
Total liabilities		20,619	555,931	557,989
	_			
Net assets	-	568,130	287,168	166,192
Equity				
Share capital		13,797,337	13,547,337	13,547,337
Contributed capital		407,606	407,606	407,606
Accumulated losses	_	(13,636,813)	(13,667,775)	(13,788,750)
Total equity	_	568,130	287,168	166,192
Net tangible assets per share (cents per				
share):	7	5.68	0.04	0.02

For and on behalf of the Board:

C

Director



#### Dated: 28 November 2024

## **Interim Consolidated Statement of Cash Flows**

### **RTO Limited**

For the six months ended 30 September 2024

	Notes	6 mths ended 30 Sep 2024 (unaudited) \$	6 mths ended 30 Sep 2023 (unaudited) \$	12 mths ended 31 Mar 2024 (audited) \$
Cash flows from operating activities				
Interest received		7,435	9,863	18,929
Income taxes refunded		5,300	_	3,887
Operating inflows		12,735	9,863	22,816
Payments to suppliers and employees		(166,680)	(137,277)	(251,874)
Operating outflows		(166,680)	(137,277)	(251,874)
Net cash from / (used in) operating activities		(153,945)	(127,415)	(229,058)
Cash flows used in investing activities Proceeds from short term Investments Net cash from / (used in) investing activities	12	<u> </u>	-	<u>-</u>
Cash flows used in financing activities Payments for issue of share capital Net cash from / (used in) financing activities		-	-	-
<b>Net increase in cash and cash equivalents</b> Cash and cash equivalents at the beginning of the		(153,945)	(127,415)	(229,058)
period		634,841	863,899	863,899
Cash and cash equivalents at the end of the period		480,896	736,484	634,841

## **Reconciliation of Net Operating Cash Flows to Net Loss After Tax**

### **RTO Limited**

For the six months ended 30 September 2024

	6 mths ended 30 Sep 2024 (unaudited) \$	6 mths ended 30 Sep 2023 (unaudited) \$	12 mths ended 31 Mar 2024 (audited) \$
Net profit for the period	151,937	(124,756)	(245,732)
Adjustments for:			
Depreciation Loss on disposal of fixed assets Capitalised interest income	131 - -	261 - -	522 - -
Capitalised and accrued interest expense	3,920	15,679	19,599
Other non-cash items	(300,000)	-	-
	(144,013)	(108,817)	(225,612)
<i>Changes in net assets and liabilities:</i> (Increase) / decrease in prepayments and other receivables	(18,642)	(20,049)	(3,036)
Increase / (decrease) in trade and other payables	14,460	7,201	(410)
Increase / (decrease) in accruals, provisions and other liabilities (excluding deferred revenue) Increase / (decrease) in interest accrual on borrowings	(5,750)	(5,750)	-
Net cash (used in) / generated by operating activities	(153,945)	(127,415)	(229,058)

### **RTO Limited**

#### For the six months ended 30 September 2024

#### 1. General Information

These unaudited interim financial statements are for RTO Limited (the "Company") and its subsidiaries (together the "Group").

The Company and its subsidiaries are limited liability companies, domiciled and incorporated in New Zealand. The Company is listed by NZX Limited on the NZX Main Board ("NZX").

The Company is registered under the Companies Act 1993 and is an FMC Reporting Entity under part 7 of the Financial Markets Conduct Act 2013.

The Group does not currently undertake any commercial business activities. There has been no change in the nature of the Group's business during the period. This should be read in conjunction with the comments in Note 14: Going Concern.

There are no seasonal or cyclical influences on these interim results.

#### 2. Basis of Preparation

These unaudited interim financial statements for the six months ended 30 September 2024 have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand ('NZ GAAP') and with the requirements of the Financial Markets Conduct Act 2013 and the NZX Main Board Listing Rules. They also comply with the International Accounting Standard 34: Interim Financial Reporting. These unaudited interim financial statements do not include all the notes of the type normally included in an annual financial report and should be read in conjunction with the financial statements published in the Annual Report for the year ended 31 March 2024 which have been prepared in accordance with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and International Financial Reporting Standards (IFRS).

The consolidated financial statements are presented in New Zealand dollars.

#### 3. Accounting Standards

These unaudited interim financial statements have been prepared using the same accounting policies and methods of computation detailed in the Company's Annual Report for the year ended 31 March 2024.

There were no NZ IFRS, or NZ IFRIC interpretations adopted during the period, nor any that are not yet effective that would be expected to have a material impact on the Company.

### **RTO Limited**

For the six months ended 30 September 2024

#### 4. Revenue

The Group recognises revenue from the following major sources:

- Interest income from term deposits and bank accounts.
- Other income comprises of the bond debt forgiven as outlined in note 9 of these interim financial statements.

	6 mths ended 30 Sep 2024 (unaudited)	6 mths ended 30 Sep 2023 (unaudited)	12 mths ended 31 Mar 2024 (audited)
	\$	\$	\$
Interest income from term deposits and bank			
accounts	7,435	9,863	18,929
Other Income	300,000	-	-
Total Income	307,435	9,863	18,929

#### 5. Other Operating Expenses

	6 mths ended	6 mths ended	12 mths ended
	30 Sep 2024	30 Sep 2023	31 Mar 2024
	(unaudited)	(unaudited)	(audited)
	\$	\$	\$
Accounting, consulting and legal	31,812	21,099	45,167
Audit fees	6,902	5,752	11,502
Depreciation expenses	131	261	522
Insurance expenses	9,510	6,383	12,794
NZX fees and list charges	13,526	10,464	21,120
Other operating expenses	1,203	977	1,816
Professional services	6,627	5,005	8,141
Rent	799	-	-
Share Registry Charges	12,068	-	-
Non Deductible Fines & Penalties	<b>_</b>	-	6,000
	82,578	49,941	107,063

#### 6. Weighted Earnings Per Share

	6 mths ended	6 mths ended	12 mths ended
	30 Sep 2024	30 Sep 2023	31 Mar 2024
	(unaudited)	(unaudited)	(audited)
Basic earnings/(loss) per share (cents):	0.03	(0.02)	(0.04)
Diluted earnings/(loss) per share (cents):	0.03	(0.02)	(0.04)

### **RTO Limited**

#### For the six months ended 30 September 2024

The losses and weighted average number of ordinary shares used in the calculation of loss per share are as follows:

	6 mths ended 30 Sep 2024	6 mths ended 30 Sep 2023	12 mths ended 31 Mar 2024
Loss for the period attributable to owners of the parent company (\$)	151,937	(124,757)	(245,732)
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	569,938,551	618,416,593	673,759,059

The weighted average number of shares has been calculated for the period to the date of approval of the consolidated financial statements.

The Group presents basic and diluted earnings per share (EPS) information for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares on issue throughout the year. Diluted earnings per share is calculated by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares. There were no financial instruments considered to be dilutive as at 30 September 2024.

#### 7. Net tangible assets per share

	30 Sep 2024 (unaudited)	30 Sep 2023 (unaudited)	31 Mar 2024 (audited)
Net tangible assets (\$)	568,130	287,168	166,192
Issued shares at balance date	10,000,026	673,759,059	673,759,059
Net tangible assets per share (cents)	5.68	0.04	0.02

#### 8. Share Capital

Issued and paid up capital						
	No. of Shares	\$				
<b>Ordinary shares at 1 April 2023</b> Ordinary shares issued during the period	673,759,059 -	573,759,059 -				
the period Ordinary shares as at 30 September 2023	673,759,059	573,759,059				
<b>Ordinary shares at 1 April 2023</b> Ordinary shares issued during the year	673,759,059 -	573,759,059 100,000,000				
Ordinary shares as at 31 March 2024	673,759,059	673,759,059				

### **RTO Limited**

For the six months ended 30 September 2024

Ordinary shares as at 1 April 2024 Ordinary shares issued during	673,759,059	673,759,059
the period	62,500,000	250,000
Consolidation of Shares Ordinary shares as at 30	(726,259,033)	-
September 2024	10,000,026	674,009,059

#### 9. Borrowings

Current borrowings	30 Sep 2024 (unaudited) \$	30 Sep 2023 (unaudited) \$	31 Mar 2024 (audited) \$
Bonds	-	542,161	546,080
Non-current borrowings			
Bonds	-	-	-

#### Bonds

The Group issued \$2,000,000 bonds on 18 December 2017 to Blackwell Global Group Limited (BGGL), a related party at a fixed interest rate of 6%. The bonds were to mature three years from the issue date at their nominal value of \$2,000,000.

The Group issued a further \$500,000 bonds to BGGL on 27 April 2019 at a fixed interest rate of 6%. The interest is payable six monthly. The bonds were to mature three years from the issue date at their nominal value of \$500,000.

The bonds are secured by a first ranking general security deed over all the present and after acquired property of RTO Limited.

The contributed capital component of the bonds represents the difference in fair value between the current fixed interest rate and the estimated interest rate of a similar bond issued to a third party.

The bond agreement with BGGL was amended by Deed of Variation dated 24 March 2020. The maturity period was extended from three to four years, and the interest rate reduced from 6% to 0% for six months starting 24 March 2020.

On 25 November 2020 a Letter of Undertaking was agreed with BGGL further extending the bond maturity date to 30 June 2022, with 0% interest until maturity.

In June 2021, the Company redeemed \$1,000,000 of the Bonds for cash and paid \$750,000 to BGGL in June 2021, and \$250,000 in August 2021.

During the 2022 year, upon receiving shareholder approval, BGGL capitalised \$500,000 of its Bonds into 71,428,571 new ordinary shares in the Company, at an issue price of \$0.007 per share. This development provided the Company with an additional \$500,000 of capital which provided the Company with sufficient working capital to fund the outgoings and expenses.

### **RTO Limited**

#### For the six months ended 30 September 2024

On 25 July 2022 the independent directors proposed, subject to shareholder approval, for BGGL to further extend the maturity date of the Bonds to 31 December 2023, and for them to not call for repayment prior to that date except in liquidation or through capitalisation.

The net present value of the bonds has been adjusted on the balance sheet for the present value of the face values at maturity using the original effective interest rate of 6% per annum.

During the 2023 year, upon receiving shareholder approval to capitalise \$450,000 principal amount of the Bonds at an issue price of \$0.0045 per new share for an issue of 100,000,000 fully paid shares in the Company on 17 October 2022.

On 22 April 2024 BGGL forgave the repayment of \$200,000 of secured bonds.

On 26 August 2024 following receiving shareholder approval BGGL capitalised \$250,000 of secured bonds into 62,500,000 shares at \$0.004 per share. BGGL forgave the remaining balance of \$100,000 secured bonds with immediate effect.

All liability of the Company under the secured bonds has now been extinguished.

On 30 August 2024 the Company completed the consolidation of shares on 73.6259 shares into 1 share in the Company basis. RTO Limited now has 10,000,026 ordinary shares post completion of the consolidation.

	6 mths ended 30 Sep 2024 (unaudited) \$	6 mths ended 30 Sep 2023 (unaudited) \$	12 mths ended 31 Mar 2024 (audited) \$
Balance at beginning of period	546,080	526,482	526,482
Repayment of bonds	-	-	
Liability component carried forward	546,080	526,482	526,482
Interest accrual	-	-	
Payment of interest on bonds	3,920	15,679	19,599
Debt Forgiven	(300,000)	-	-
Capitalisation	(250,000)		
Bond liability	0	542,161	546,080
Bond liability in current borrowings	-	542,161	546,080
Bond liability in non-current borrowings			
Bond liability		542,161	546,080

#### 10. Subsidiaries

Details of the Group's subsidiaries at the end of the reporting period are as follows:

Name of subsidiary NZF Money Limited (in receivership) Principal activity In receivership Proportion of interest and voting power held by the Group 30 Sept 2024 31 March 2024 100% 100%

### **RTO Limited**

#### For the six months ended 30 September 2024

The place of incorporation and operation for all subsidiaries is New Zealand. The balance date of all companies in the Group is 31 March. All subsidiary entities were dormant in the current and previous financial periods.

#### 11. Financial Instruments by Category

	Total at amortised cost
Financial Assets	\$
30 Sep 2024	Ť
Cash and cash equivalents	480,897
Other receivables	32,460
Total	513,356
	Total at amortised cost
	\$
31 Mar 2024	624.942
Cash and cash equivalents Other receivables	634,842
Total	13,818648,659
	Total at amortised cost
	\$
30 Sep 2023	Ψ
Cash and cash equivalents	736,485
Other receivables	
Total	767,315
	Total at amortised cost
Financial Liabilities	<u>^</u>
30 Sep 2024	\$
Trade and other payables	14,869
Borrowings	-
Accruals and other liabilities	5,750
Total	20,619
	Total at amortised cost
	\$
31 Mar 2024	
Trade and other payables	409
Borrowings	546,080
Accruals and other liabilities	11,500
Total	557,989

Total at amortised cost

### **RTO Limited**

#### For the six months ended 30 September 2024

Total	555,931
Accruals and other liabilities	5,750
Borrowings	542,161
Trade and other payables	8,020
30 Sep 2023	
	\$

#### 12. Related Parties

RTO Limited (the Group) is majority owned by Blackwell Global Group Limited (incorporated in the Cayman Islands) which at 30 September 2024 owned 74.08% of the Company's shares. The party that ultimately controls Blackwell Global Group Limited is Mr Kaw Sing Chai, who also owns 7.59% of the Company's shares in his own name. The remaining 18.33% of the Company's shares are widely held.

Blackwell Global Group Limited a shareholder of RTO Limited has forgiven \$300,000 of secured bonds.

Directors fees

	6 mths ended	6 mths ended	12 mths ended
	30 Sep 2024	30 Sep 2023	31 Mar 2024
	(unaudited)	(unaudited)	(audited)
	\$	\$	\$
Sean Joyce	43,125	43,125	86,250
Craig Alexander	25,875	25,875	51,750
Total remuneration of Directors	69,000	69,000	138,000

During the period, James Law, who retired in accordance with the provisions of the Constitution of the Company and the NZX Main Board Listing Rules offered himself for re-election as a Director of the Company and was reelected by shareholders of the Company at the 2024 Annual Meeting.

#### 13. Going Concern

The Group has incurred a net profit for the period of \$151,937 (30 September 2023: loss of \$124,757), (31 March 2024: loss of \$245,732) and as of 30 September 2024 has an equity surplus of \$568,129. The Company has sufficient cash resources to meet its "business as usual" financial obligations as comprise a going concern for the next 24 months. Should these cash resources deplete unexpectedly, this may indicate the existence of a material uncertainty that would impact the adoption of the going concern assumption. The Board has implemented several strategies to reduce the outgoings of the Company and is actively looking to identify a suitable business opportunity to invest in and/or acquire through a reverse takeover transaction (RTO).

The Company can meet business as usual costs given the current bank balance of \$480,897.

The Directors in determining that the financial statements be prepared on a going concern basis have taken into account events after the balance date.

#### 14. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is identified as the Board of Directors. The Group internally reported as a single operating segment to the chief decision-maker.

#### 15. Capital Commitments

There were no capital commitments at 30 September 2024 (31 March 2024 and 30 September 2023: Nil).

### **RTO Limited**

#### For the six months ended 30 September 2024

#### 16. Contingent Assets and Liabilities

There are no material contingencies as at 30 September 2024 (31 March 2024 and 30 September 2023: Nil).

#### 17. Subsequent Events

There are no subsequent events as at 30 September 2024.

#### 18. Approval of Financial Statements

The financial statements were approved by the Directors and authorised for issue on 29 November 2024.

### COMPANY DIRECTORY As at 30 September 2024

**Independent Directors** Sean Joyce Craig Alexander

#### **Non-executive Directors**

Kaw Sing Chai (ceased 22/04/2024) Say Chan Law Kim Chan Steve Chua (ceased 22/04/2024)

Registered Office 1474151

Incorporated 22 January 2004

Shares Issued 10,000,026 Ordinary Shares

#### Share Registrar

Link Market Services Limited Deloitte Centre, 80 Queen Street, Auckland Tel: 09 375 5998

Solicitors Chapman Tripp

Level 34, PwC Tower, 15 Customs Street West Auckland

Auditor William Buck Level 4, 21 Queen Street, Auckland