RETAIL HOLDINGS N.V.

2021 SUMMARY
ANNUAL REPORT
MARCH 2022

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CAUTIONARY STATEMENT WITH RESPECT TO FORWARD-LOOKING STATEMENTS

Statements made herein with respect to the Company's current plans, estimates, strategies and beliefs, and other statements that are not historical facts, are forward-looking statements about the future performance of the Company. From time to time, oral or written forward-looking statements may also be included in other materials released to the public. All forward-looking statements are based on management's assumptions and beliefs, which are expressed in light of the information available to management at the time; the ultimate outcome in many cases is outside of management's control and may be substantially different than anticipated. The Company cautions that no assurance can be given that expectations reflected in forward-looking statements will prove to be correct; a number of important risks and uncertainties could cause actual results to differ materially from those discussed in the forward-looking statements. You should not place undue reliance on such forward-looking statements. You should not assume that the information contained in this Summary Annual Report is accurate as of any date other than the date for which the information is presented. You should not rely on any obligation to update or revise any information, including any forward-looking statements; the Company disclaims any such obligation.

Important information regarding risks and uncertainties is also set forth elsewhere herein including, without limitation, in the section Certain Risk Factors, particularly, the sub-section, Contingent Liabilities, and in the audited, consolidated financial statements and notes included in the section Financial Statements.

NOTES

As used herein, except as the context otherwise requires, the term "Company" or "Group" refers to Retail Holdings N.V., together with its subsidiaries and affiliates; the term "ReHo" refers to Retail Holdings N.V., the ultimate Curacao public holding company, on a stand-alone basis; and the term "Singer Asia" refers to Singer Asia Limited, together with its subsidiaries and affiliates.

As at December 31, 2021, the Company had only four intermediate holding company subsidiaries as indicated in the organization chart on page 13. The Company's only remaining operating entity, Singer India Limited ("Singer India"), was effectively divested on December 23, 2021

The Company prepares its consolidated Financial Statements in U.S. dollars, in accordance with International Financial Reporting Standards ("IFRS"). Totals may not add due to rounding.

The Company's registered office is located at Kaya W.F.G. (Jombi) Mensing 36, Willemstad, Curaçao, and its telephone number is + 599-9-461-1299. The Company's share transfer agent is Computershare, regular mail, P.O. Box 505000, Louisville, Kentucky, 40233-5000, telephone number 800-851-9677 (or from outside the United States, +1 -201- 680-6578); overnight delivery, 462 South 4th Street, Suite 1600, Louisville, Kentucky, 40202. The Company's website is: www.retailholdings.com.

Price quotations for the ReHo common shares (the "Shares") are available on the OTC Pink ("Pink Sheets") quotation service under the symbol "RHDGF". The Shares' Cusip number is N74108106. Investor relation questions should be addressed to Ms. Amy Pappas, Company Secretary, email: apappas@retailholdings.com, .

The information included in this Summary Annual Report does not purport to be inclusive of all of the information that might be included in a Form 20-F annual report. It only contains summary information that, in the opinion of management, is most relevant for understanding the Company's financial results during 2021. All information in this Summary Annual Report is presented as at December 31, 2021, unless otherwise indicated.

INFORMATION ABOUT THE COMPANY

Background

Retail Holdings N.V. (“ReHo”, together with its subsidiaries and affiliates the “Company”) was organized as a new corporate entity in Curaçao (formerly part of the Netherlands Antilles) in 1999. Pursuant to a reorganization plan, effective September 2000, the Company acquired several operating companies formerly owned by The Singer Company N.V. (“Old Singer”).

In July 2003, the Company placed with a private investment fund, UCL Asia Partners, L.P. (the “Fund”), a minority equity interest in Singer Asia, a Cayman Island company founded in 2003 to hold the Company’s investment in several operating companies in Asia. The Fund now owns 41.1% of the Singer Asia equity. A 4.8% equity interest in Singer Asia is owned by Singer Asia’s Chief Executive Officer as a result of the exercise of his options. The Company consolidates Singer Asia’s financial results in its own Financial Statements. In September 2004, the Company completed the sale of the Singer worldwide sewing business and of the ownership of the Singer trademarks to KSIN Holdings, Ltd., now called SVP Worldwide Limited (“SVP”), an investee company of Platinum Equity.

Strategy

The Company’s strategy has been to maximize and, ultimately, to monetize the value of its assets. Consistent with this strategy, the Company has since 2015 been actively selling stakes in its operating company subsidiaries and affiliates including in Bangladesh, India, Pakistan, Sri Lanka and Thailand. Over the period since 2015, total proceeds of $266.4 million were realized from asset sales.

The Company’s divestment program was successfully completed in December 2021 with the sale of the Company’s indirect holding in Singer India, the only remaining operating entity.

The Company has now begun the liquidation process. Remaining under ReHo are four intermediate holding companies (see the organization chart on page 13). Management anticipates that these companies and ReHo itself will be liquidated by June 30, 2023. Pending the ultimate liquidation, the Company intends to: minimize personnel and administrative costs; collect and monetize certain financial assets including those that become due during 2022; and mitigate a number of contingent risks including reducing the negative impact on the ultimate realization from liquidation of unclaimed distributions payable to certain foreign shareholders. At, or near the end of the process, a final liquidation distribution will, subject to shareholder approval, be paid to shareholders.

Singer Asia had a royalty bearing license from a subsidiary of SVP, the owner of the Singer trademark, allowing Singer Asia: to use the Singer name in its company name and in the name of its subsidiaries; to use the Singer trademark on store and dealer locations, and on certain sewing and non-sewing products it manufactures or sources; and to sub-license the Singer trademark (except for use on sewing machines) to third party licensees in a number of countries in Asia. This license has been terminated, effective December 31, 2021.

Dividends/Distributions

In 2007, ReHo introduced a dividend/distribution program, paying a dividend of $1.00 per Share in that year. During 2008, ReHo made a distribution to shareholders of $0.75 per Share, during 2009 a distribution of $0.20 per Share, during 2010 a distribution of $0.80 per Share, during 2011 and 2012 distributions each year of $2.50 per Share, during 2013, 2014 and 2015 distributions each year of $1.00 per Share, during 2016 a distribution of $5.00 per Share, during 2017 a distribution of $3.00 per Share, during 2018 a distribution of $10.00 per Share, during 2019 a distribution of $8.00 per Share, during 2020 a distribution of $0.50 per Share and during 2021 a distribution of $1.05 per Share. Total dividends/distributions in the period 2007 through 2021 were $38.30 per Share.

ReHo's Board of Directors has elected to defer any further distributions to shareholders until the liquidation process is further advanced. A final liquidation distribution will be declared once this amount can be determined with certainty. At that time, shareholders will be asked to approve the terms of the Company's liquidation.

While it is difficult to accurately forecast, management estimates, based on the available facts, assumptions, and beliefs, that the ultimate distribution to shareholders will likely be somewhat in excess of $0.50 per Share; the likely timing of this distribution is early in 2023. No assurance can be given that management's estimate will prove to be correct as to the amount or timing of this distribution, as a number of important risks and uncertainties to be resolved during the liquidation process can cause the ultimate outcome to materially differ from the estimate; there may in practice be nil additional distributions beyond the $1.05 distribution paid in 2021.

ReHo has also actively sought to reduce the number of Shares outstanding. In the period from 2002, ReHo, through negotiated transactions and open market purchases, purchased a total of 2,206,317 Shares, of which nil shares were purchased in 2021 and 2020. 4,650,244 Shares are issued and outstanding as at December 31, 2021; an additional 107,356 Shares remain outstanding, but the addresses and other contact details for the foreign owners of these shares are unknown and no distributions have been accrued (see Note 25 to the Financial Statements).

Cash and Expenses

At December 31, 2021, and at December 31, 2020, the Company maintained the following cash balances, all of which are unencumbered.

($000)	at 12/31/21	at 12/31/20
Cash at:		
ReHo corporate	649	1,134
Singer Asia and subsidiaries	6,705*	10,402

*of which approximately 3,627 at December 31, 2021, and approximately 5,627 at December 31, 2020 is attributable to ReHo shareholders.

OPERATING AND FINANCIAL REVIEW

Management Discussion and Analysis

The following discussion and analysis should be read in conjunction with the audited, consolidated Financial Statements of the Company for the year ended December 31, 2021.

The Financial Statements, as presented, for the years ended December 31, 2021 and December 31, 2020, reflect the sale, in two tranches, one in December 2021 and one in December 2020 of the Company's entire equity interest in Retail Holdings (India) B.V. ("India BV"), which, in turn, owned 59.1% of Singer India, as well as the voluntary liquidation in 2020 of Sewko Holdings Limited, an intermediate holding company.

Results of Operations

Year Ended December 31, 2021 and December 31, 2020

As a consequence of the disposal in December 2020 of 42.4% of the Company's equity interest in India BV, the Company no longer had control stakes in either India BV or in Singer India, and both companies were treated as associates as at December 31, 2020. As a consequence of the disposal in December 2021 of the Company's remaining interest in India BV, India BV and Singer India are eliminated entirely from the Company's financial statements.

For the year ended December 31, 2021, the Company's consolidated Revenue was $487 thousand, compared to $327 thousand for the same period in 2020. Revenue is primarily from royalties for use of the Singer brand and tradename. As there are essentially no costs directly related to the generation of royalty income, Gross profit is equal to Revenue in both the year ended December 31, 2021 and the year ended December 31, 2020. Other income for the year ended December 31, 2021 was $37 thousand and for the year ended December 31, 2020 was $13 thousand.

Salary and administrative ("S&A") expenses for the year ended December 31, 2021, were $1,024 thousand, compared to $1,665 thousand for the same period prior year. The very high S&A expenses relative to Revenue in both years reflect continuing, albeit declining, legacy expenses in the face of Revenue decline as the Company proceeds to liquidation, and certain fixed costs of being a public company and of maintaining a management structure.

Results from operating activities for the year ended December 31, 2021 were a loss of $504 thousand, compared to a loss of $1,327 thousand in the same period in 2020. The smaller loss primarily reflects lower S&A expenses.

Net finance income was $1 thousand for the year ended December 31, 2021, and $30 thousand for the year ended December 31, 2020, reflecting lower cash balances in 2021 at the intermediate holding companies, as compared to the prior year.

The Company's net loss from Continuing operations after tax for the year ended December 31, 2021 was $503 thousand, compared to a net loss of $1,306 thousand for the same period prior year.

Profit from Discontinued operations, net of tax, was $334 thousand for the year ended December 31, 2021 compared to a profit from Discontinued operations of $24 thousand prior year. Included in the results for the year ended December 31, 2021 is a gain on disposal of the Company's remaining stake in India BV of $105 thousand.

The Company's total net loss after tax for the year ended December 31, 2021 was $169 thousand, compared to a net loss of $1,282 thousand for the same period prior year.

The loss attributable to ReHo shareholders is $259 thousand for the year ended December 31, 2021 compared to an attributable loss of $1,632 for the same period prior year. A profit of $90 thousand is attributable to non-controlling interests for the year ended December 31, 2021 as compared to an attributable profit of $350 thousand for the year ended December 31, 2020. The loss attributable to ReHo shareholders is equivalent to a loss per Share of $0.09 from Continuing operation, and $0.06 overall for the year ended December 31, 2021 compared to a loss per Share attributable to ReHo shareholders of $0.24 from Continuing operations, and $0.35 overall for the year ended December 31, 2020.

Total comprehensive loss for the year ended December 31, 2021 was $169 thousand, compared to a comprehensive loss for the same period prior year of $1,452 thousand. The decline in comprehensive loss is largely due to the flow through of the Company's loss and profit explained above.

Liquidity and Capital Resources

Year ended December 31, 2021

For the year ended December 31, 2021 the Company had a net cash inflow from operation of $129 thousand, primarily reflecting a decline in Trade and other receivables, offset, in part, by a loss on operations and decline in Trade and other payable. Net cash from investing activities for the year ended December 31, 2021 was an inflow of $4,611 thousand reflecting the $4,610 received from the sale of the balance of the Company's shareholding in India BV.

Distributions to ReHo shareholders and to non-controlling interests during the year ended December 31, 2021, utilized $4,883 thousand and $4,039 thousand cash, respectively.

The net effect of the cash flow movements was to reduce the Company's net cash and cash equivalent position at December 31, 2021 by $4,182 thousand from prior year. Cash and cash equivalents were $7,354 thousand at December 31, 2021.

Current assets less current liabilities at December 31, 2021 were $7,448 thousand.

Neither ReHo, nor Singer Asia, nor any of the Company's other subsidiaries were in default at December 31, 2021, or any time during 2021, with respect to any interest or principal payments or with respect to any financial covenants.

For a discussion of liquidity and capital resources during 2020, see the Company's 2020 Annual Report, dated March 2021.

Other

The Company does not carry out significant research and development, thus, amounts spent on research and development for the years ended December 31, 2021 and December 31, 2020 were not material.

The Company is subject to a variety of environmental and pollution control laws and regulations in the jurisdictions in which it operates. The Company believes that any costs resulting from environmental matters known to it will not have a material, adverse impact on the Company's revenue, results of operation or financial condition. The amount spent on environmental and pollution matters was not material for the years ended December 31, 2021 or December 31, 2020.

The Company may in the ordinary course of business be engaged either as a defendant or a plaintiff in a variety of lawsuits or other contested legal proceedings. The Company believes that any ultimate, uninsured liability with respect to any litigation known to it, will not have a material adverse impact on the Company's revenue, results of operations or financial condition. The amount spent in settlement or for assessed damages was not material for the years ended December 31, 2021 or December 31, 2020

The Company does not have any derivative financial instruments outstanding. The Company does not hold or issue financial instruments for trading purposes. The Company does not have any foreign exchange forward contracts outstanding. The Company does not have any interest rate forward contracts outstanding.

Accounting Policies

The Company's Financial Statements and accompanying notes are prepared in accordance with International Financial Reporting Standards. The significant accounting policies used by the Company in preparing its Financial Statements are described in Note 29 to the Financial Statements, which should be read to ensure a proper understanding and evaluation of the estimates and judgments made by management in preparing the Financial Statements. Recent accounting pronouncements are described in Note 30.

Preparing the Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expense. These estimates are based on management's application of accounting policies, historical experience and assumptions that are believed to be reasonable.

CERTAIN RISK FACTORS

There are a number of important risks to the Company, certain of which are discussed below.

Contingent Liabilities

As a Company in liquidation, the most significant risk is that the Company's contingent liabilities become actual liabilities that reduce the Company's residual assets, negatively impacting the ultimate realization on liquidation. The most determinable contingent liability is the liability for unclaimed distributions by ReHo to certain foreign shareholders of record who, despite ReHo's best efforts, cannot be located. Pursuant to ReHo's Articles of Association and Curacao regulation, unclaimed distributions to shareholders revert back to the company five years from the date of the distribution payment. At December 31, 2021 this liability totalled $2,421 thousand. The amount due at June 30,2023, the date by which management anticipates ReHo and all of its subsidiaries will be liquidated, will have been reduced by the passage of time to no more than $1,133 thousand plus an amount equal to approximately 2.3% of any liquidating distributions. This remaining amount will not be available to be paid as part of any liquidating distribution to shareholders.

In the various divestment transactions over the past several years, the Company's subsidiaries gave certain warranties and indemnities to the various purchasers. Some of these warranties and indemnities remain in effect. While no claim for indemnification has so far been made and none is anticipated by management, such a claim might arise and be successfully pursued against ReHo or a remaining subsidiary, negatively impacting the ultimate realization on liquidation. While ReHo and its remaining subsidiaries are believed by management to be in compliance and current with all relevant tax obligations and no claims have been made for past tax due, an unexpected tax claim could materialize and be successfully pursued, negatively impacting the ultimate realization on liquidation.

ReHo's Incorporation Outside the United States Imposes Additional Uncertainties

As a company incorporated in Curaçao, ReHo is subject to Curaçao law. As a consequence, the rights of ReHo shareholders may differ from the rights associated with companies governed by other laws, including the laws of the United States.

ReHo's Shares are Currently Quoted Only on the "Pink Sheets"

ReHo does not anticipate that its Shares will be listed on any U.S. or overseas securities exchange, the NASDAQ National Market System, the NASDAQ Small Cap Market, the OTC Bulletin Board, or a similar trading system. Price quotations for the ReHo Shares currently are available only on the OTC Pink ("Pink Sheets") quotation service under the symbol "RHDGF". If the Shares cease to be traded on the Pink Sheets quotation service or on an alternative trading system, shareholders seeking to sell or buy Shares may only be able to do so with difficulty and at prices that may not reflect the Shares' inherent value. Even to the extent that quotations on the Pink Sheets quotation service continue, there is no assurance that there will be adequate liquidity and there still may be wide swings in prices and significant differences between "bid" and "asked" prices, particularly given the current low per Share price (reflecting substantial past distributions), which could make trading difficult and cause prices for the Company's Shares to both fluctuate widely and to deviate substantially from their inherent value.

The Company Provides Only Limited Disclosure

Pursuant to the laws and regulations of Curaçao, The Company is only required to provide certain information to shareholders on an annual and semi-annual basis. The Company only provides a Summary Annual Report, including audited, full year, consolidated Financial Statements and notes, with limited commentary, and a Summary Semi-Annual Report, including unaudited, six-month Financial Statements with limited notes and commentary, all prepared in accordance with IFRS.

Reflecting the Company's substantially reduced market value as a consequence of past divestments and distributions, and relatively high disclosure costs, Company's management may seek to further reduce the information provided to shareholders. The Company's decision not to provide quarterly reports and more comprehensive annual and semi-annual reports, and possible further reduction in the extent of information provided, could make it more difficult for investors to assess the Company and its results and prospects, and could result in reduced liquidity for the Company's Shares and prices that may not reflect the Shares' inherent value.

DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES
SHARE AND SHAREHOLDER INFORMATION

Board of Directors

The Board of the Company has three Directors, with each Director serving until the conclusion of the next Annual General Meeting ("AGM").

The table below and the following text set forth certain information regarding the Company's Directors:

Name	Age	Position
Stephen H. Goodman	77	Director, Chairman of the Board, President and Chief Executive Officer of the Company and Executive Director and Chairman of the Board of Singer Asia
Alex Johnston	57	Director of the Company and of Singer Asia
Stewart M. Kasen	82	Director, Chairman of the Audit Committee of the Company

Stephen H. Goodman. Mr. Goodman was elected a Director, Chairman, President and Chief Executive Officer of the Company in September 2000. From the beginning of 1998 through that date, he was a Director, President and Chief Executive Officer of Old Singer. Mr. Goodman is Executive Director and Chairman of the Board of Singer Asia and serves as Chairman or as a member of the Board of each of the Company's other subsidiaries.

Alex Johnston. Mr. Johnston is a communication strategist. He was a founding partner of Freud's - the UK's leading independent communication's agency and went on to hold senior roles at PepsiCo and Omnicom. More recently, he was a Board Director of "Pitch at the Palace", a global innovation initiative launched by the British Royal Family, Mr. Johnston was elected a Company director in September 2000. Mr. Johnston serves as a member of the Company's Audit Committee and as a member of the Singer Asia Board and of the Singer Asia Audit Committee.

Stewart M. Kasen. Mr. Kasen is an independent financial and retail consultant. He was the lead independent director of Markel Corp., a property and casualty insurer until May 2021. He was on the board of Gordmans, a department store chain, until their bankruptcy was finalized in 2017. From 2007 to 2011, he was Chairman of the Board of Lenox Group Inc. Mr. Kasen was elected a Company Director in September 2000. Mr. Kasen serves as Chairman of the Company's Audit Committee.

The Company's Board of Directors met four times during 2021 in addition to four joint meetings with the Board of Directors of Singer Asia.

Messrs. Kasen (Chairman) and Johnston are members of the Audit Committee of the Company's Board of Directors, which is authorized to act on behalf of the Board in respect to matters relating to the selection of auditors and audit and accounting issues. In 2021, the Audit Committee of the Board had one joint meeting with the Audit Committee of the Board of Singer Asia and with the Company's and Singer Asia's external auditors, including, at a portion of such meeting, an executive session without the Company's management present.

The Board of Directors has determined that at least one member of the Audit Committee of the Board, Mr. Stewart M. Kasen, Chairman of the Audit Committee, is an audit committee financial expert as that term is defined in regulations under the United States Securities Exchange Act of 1934, as amended. Each of the Company's directors, other than Mr. Goodman, meets the independence standards contained in the New York Stock Exchange Listed Company Manual. The Audit Committee consists only of independent directors.

In addition to Messrs. Goodman (Chairman), and Johnston, Mr. Peter James O'Donnell, a representative of the Fund, and Mr. Gavin Walker, the President and Chief Executive Officer of Singer Asia, serve as directors of Singer Asia. Messrs. O'Donnell (Chairman), and Johnson serve as members of the Singer Asia Audit Committee.

Corporate Officers

The following table sets forth certain information regarding the other officers of the Company as at December 31, 2021:

Name	Age	Position
Gavin Walker..	58	Vice President of the Company, Executive Director, President and Chief Executive Officer of Singer Asia.
Amy Pappas...	62	Secretary of the Company, Secretary of Singer Asia
Ramona Alfred	68	Assistant Vice President of the Company

Gavin J. Walker. Mr. Walker was elected a Vice President of the Company in August 2005. Prior to joining the Company, Mr. Walker held offices as managing director and chief executive officer of several publicly quoted and private companies in the United Kingdom and South Africa. Mr. Walker is Executive Director, President and Chief Executive Officer of Singer Asia and served during 2021 as a Director of Singer India.

Amy Pappas. Ms. Pappas was elected Secretary of the Company in August 2007. From August 2006 until that date, she served as Assistant Secretary of the Company. Prior to that time, Ms. Pappas was an executive assistant at a venture capital firm. She also serves as Secretary of Singer Asia.

Ramona Alfred. Ms. Alfred was elected Assistant Vice President of the Company in September 2019. Ms. Alfred also serves as a Director and employee of Retail Holdings Asia N.V.

Employees

At December 31, 2021, following the sale of the Company's affiliates, India BV and Singer India, the Company had four employees.

The Company has in place a Code of Business Conduct that applies to all Company and subsidiary and affiliate directors and to all Company employees. The text of the Code of Business Conduct is posted on the Corporate/Investor section of the Company's website: www.retailholdings.com.

Total compensation to all continuing Company directors and officers during 2021, including all salary, bonuses and benefits amounted to approximately $453 thousand.

Corporate Governance

The Company's Directors have responsibility for: formulating the Company's strategy; determining the size and timing of distributions to shareholders and of share purchases; determining the manner, size and minimum required proceeds in any divestiture; nomination and compensation of Directors; selection and compensation of corporate officers; and approval, each January, of the Company's Business Plan.

Almost all matters taken to the Board have been unanimously resolved, although only a majority of Board members are required to decide on any matter.

The Company's Board has delegated certain operational responsibility, subject to review and approval by the Board, to the Board of Singer Asia.

Shareholding and Ownership

The following chart summarizes the Company's share capital as at December 31, 2021:

Class	Shares Authorized	Shares Issued, Outstanding and Fully Paid	Par Value per Share
Preferred Shares	1,000,000	0	$0.01
Shares	20,000,000	4,650,244*	$0.01

*Excludes 584,099 Treasury Shares and a further 107,356 Shares where the address of the attributed owner of the Shares is unknown, both of which groups of shares are not included as outstanding in the Financial Statements.

At December 31, 2021, the total number of Shares of the Company beneficially owned by the persons listed in the previous section under "Board of Directors" and "Corporate Officers" was 1,087,708 Shares, representing approximately 23.4% of the total Shares outstanding. To the Company's knowledge, none of the persons listed beneficially owns more than 1.0% of the Shares outstanding other than Stephen H. Goodman, who, together with his spouse, beneficially own 1,067,158 Shares, representing approximately 22.9% of the Company's total Shares. Three trusts for which Mr. Goodman's spouse is the trustee own an additional 174,600 Shares, representing an additional approximately 3.8% of the Company's total Shares outstanding.

To the Company's knowledge, it is not directly owned or controlled by any party. The Company is not aware of any arrangement which would result in a change of control of the Company. The Company has less than 500 shareholders of record corresponding to an estimated 1,100 individual shareholder accounts. The Company does not have sufficient data to accurately estimate the number of the Company's outstanding Shares held by residents of the United States.

Trading

The Company's Shares are quoted on the Pink Sheets quotation service under the symbol "RHDGF". A link to the prices for the Shares may be found at the Corporate/Investor section of the Company's website: www.retailholdings.com.

The last reported sale price of the Company's Shares on the Pink Sheet quotation service, on March 31, 2022 was $ 0.43. The highest closing price for the Company's Shares during 2021 was $1.63, the price on February 10, 2021, prior to the payment of a $1.05 per Share distribution; the lowest closing price for the Company's shares during 2021 was $0.41, the price on March 11, 2021.

Distributions

The Company made a distribution effective February 10, 2021, of $1.05 per Share to shareholders of record on that date. This distribution was classified as a return of capital for U.S. Federal income tax purposes. A total of $38.30 per Share has been paid to shareholders since inception of the dividend/distribution program in 2007, including the $1.05 distribution in February 2021.

Additional Information

The Company's legal organization is shown below:

Organization Chart

Retail Holdings N.V.
(Curacao)
↓
Reho Limited
(Cayman Islands)
↓ 54.10%
Singer Asia Limited
(Cayman Islands)
↓
Retail Holdings Asia N.V.
(Curacao)
↓
Retail Holdings Asia B.V.
(Netherlands)

Where no percentage is shown, percentage ownership is 100%

The rights of holders of the ReHo Shares are laid down and described in the ReHo Articles of Association (the "Articles"). The Company has posted the text of the Articles on the Corporate/Investor section of the Company's website: www.retailholdings.com.

The Articles require that all shareholder meetings be held in Curaçao. An AGM must be held to adopt the Financial Statements of the Company within nine months after the end of the preceding fiscal year. Such Financial Statements and the annual financial report must be prepared and made available to shareholders within six months after the close of the preceding fiscal year.

The Company anticipates that all of its remaining subsidiaries and ReHo itself will be liquidated prior to June 30, 2023. Liquidation proceedings will shortly commence with respect to Retail Holdings Asia BV; liquidation proceedings are anticipated to shortly thereafter commence with respect to Retail Holdings Asia NV and Reho Limited. The remaining subsidiary, Singer Asia Limited, and ReHo itself, are expected to be liquidated in the subsequent period.

RETAIL HOLDINGS N.V. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS – LIQUIDATION BASIS
31 DECEMBER 2021
(WITH INDEPENDENT AUDITORS' REPORT THEREON)

RETAIL HOLDINGS N.V. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS – LIQUIDATION BASIS
31 DECEMBER 2021

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Independent Auditors' Report

To the Board of Directors of Retail Holdings N.V.

Opinion

We have audited the consolidated financial statements of Retail Holdings N.V. and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position – liquidation basis as at 31 December 2021, the consolidated statement of profit or loss and other comprehensive income – liquidation basis, consolidated statement of changes in equity – liquidation basis and consolidated statement of cash flows – liquidation basis for the year then ended, and notes to the consolidated financial statements – liquidation basis, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements – liquidation basis give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Sri Lanka and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

Without qualifying our opinion, we draw attention to Notes 3 and 28 in the financial statements which have been prepared on liquidation basis assuming that the going concern basis is inappropriate due to matters set forth in Note 28.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Accounting for disposal of Singer India Group

Refer to Note 7 to the consolidated financial statements for the disclosure pertaining to accounting for the disposal of Singer India Group.

Risk Description	Our response
During the year, the Group disposed its remaining 57.62% equity stake in Retail Holdings (India) B.V. which is the holding company of Singer India Limited for a consideration of USD 4,610 thousand. The transaction resulted in Group de-recognising its investment in Associate. Accordingly, a disposal gain of USD 105 thousand was recognised in these financial statements. We focused on this area due to the significance of the transaction and significant management's judgments involved.	Our audit procedures included the following; • Reading the share purchase agreement and shareholder agreement to obtain an understanding of the transaction and the key agreed terms. • Evaluating the appropriateness of the significant management's judgments involved. • Re-computing the disposal gain and verified the consideration received with the correspondence documents. • Tracing the information relating to disposed assets and liabilities to audited financial statements of investees. • Assessing the adequacy of the related financial statement disclosures in the financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements – Liquidation basis

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements – Liquidation basis

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is B.K.D.T.N Rodrigo (FCA).

/s/ KPMG
CHARTERED ACCOUNTANTS
Colombo, Sri Lanka
31 March 2022

RETAIL HOLDINGS N.V. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION – LIQUIDATION BASIS

In thousands of U.S. Dollars	*Note*	**31 December 2021**	**31 December 2020**
ASSETS			
Trade and other receivables	*14*	567	821
Other current assets		63	70
Cash and cash equivalents	*15*	7,354	11,536
Assets held for sale	*16*	-	4,610
Total current assets		**7,984**	**17,037**
Total assets		**7,984**	**17,037**
EQUITY			
Share capital	*17*	53	53
Treasury shares		(7)	(7)
Reserves		-	(1,667)
Retained earnings		4,170	10,999
Equity attributable to owners of the Company		**4,216**	**9,378**
Non-controlling interests	*23*	**3,232**	**7,181**
Total equity		**7,448**	**16,559**
LIABILITIES			
Current tax liabilities		49	46
Trade and other payables	*19*	487	432
Total current liabilities		**536**	**478**
Total liabilities		**536**	**478**
Total equity and liabilities		**7,984**	**17,037**

The notes on pages 26 to 56 are an integral part of these consolidated financial statements.

Figures in brackets indicate deductions.

RETAIL HOLDINGS N.V. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME – LIQUIDATION BASIS
FOR THE YEAR ENDED 31 DECEMBER
In thousands of U.S. Dollars

	Note	**2021**	**2020**
Continuing operations			
Revenue	*8*	487	327
Cost of sales		-	-
Gross profit		**487**	**327**
Other income	*9(a)*	37	13
Selling and administrative expenses	*9(b)*	(1,024)	(1,665)
Other expenses	*9(c)*	(4)	(2)
Results from operating activities		**(504)**	**(1,327)**
Finance income		1	50
Finance costs		-	(20)
Net finance income	*10*	**1**	**30**
Loss before taxation		**(503)**	**(1,297)**
Income tax expense	*13*	-	(9)
Loss from continuing operations		**(503)**	**(1,306)**
Discontinued operations			
Profit from discontinued operations, net of tax	*7*	334	24
Profit / (Loss) for the year		**(169)**	**(1,282)**
Profit / (Loss) attributable to:			
Owners of the Company		(259)	(1,632)
Non-controlling interests		90	350
		(169)	**(1,282)**
Loss per share (U.S. Dollar)	*11*	(0.06)	(0.35)
Loss per share – Continuing operations (U.S. Dollar)	*11*	(0.09)	(0.24)

RETAIL HOLDINGS N.V. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME – LIQUIDATION BASIS
FOR THE YEAR ENDED 31 DECEMBER
In thousands of U.S. Dollars

	Note	2021	2020
Profit / (Loss) for the year		**(169)**	**(1,282)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement of defined benefit asset / (liability)		-	14
Related tax		-	(5)
		-	**9**
Items that are or may be reclassified subsequently to profit or loss			
Foreign operations – foreign currency translation differences		-	(179)
Other comprehensive loss, net of tax		**-**	**(170)**
Total comprehensive income		**(169)**	**(1,452)**
Total comprehensive income attributable to:			
Owners of the Company		(259)	(1,686)
Non-controlling interests		90	234
		(169)	**(1,452)**

The notes on pages 26 to 56 are an integral part of these consolidated financial statements.

Figures in brackets indicate deductions.

RETAIL HOLDINGS N.V. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – LIQUIDATION BASIS
For the year ended 31 December 2021

		Attributable to owners of the Group						
In thousands of U.S. Dollars	***Note***	**Share capital**	**Treasury Shares**	**Translation reserve**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total equity**
Balance at 1 January 2021		53	(7)	(1,667)	10,999	9,378	7,181	16,559
Total comprehensive income								
Profit for the year		-	-	-	(259)	(259)	90	(169)
Other comprehensive income	*17*	-	-	-	-	-	-	-
Total comprehensive income		-	-	-	**(259)**	**(259)**	**90**	**(169)**
Transactions with owners of the Company								
Contributions and distributions								
Distribution to equity holders	*17*	-	-	-	(4,883)	(4,883)	-	(4,883)
Distribution to non-controlling interest		-	-	-	-	-	(4,039)	(4,039)
Total distributions		-	-	-	**(4,883)**	**(4,883)**	**(4,039)**	**(8,922)**
Changes in ownership interests								
Changes in ownership of subsidiaries		-	-	1,667	(1,687)	(20)	-	(20)
Total transactions with owners of the Company		-	-	-	**(1,687)**	**(20)**	-	**(20)**
Balance at 31 December 2021		**53**	**(7)**	-	**4,170**	**4,216**	**3,232**	**7,448**

The notes on pages 26 to 56 are an integral part of these consolidated financial statements.

Figures in brackets indicate deductions.

RETAIL HOLDINGS N.V. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – LIQUIDATION BASIS
For the year ended 31 December 2020

		Attributable to owners of the Group							
In thousands of U.S. Dollars	***Note***	**Share capital**	**Treasury Shares**	**Translation reserve**	**Revaluation reserve**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total equity**
Balance at 1 January 2020		53	(7)	(4,458)	355	16,515	12,458	13,522	25,980
Total comprehensive income									
Profit for the year		-	-	-	-	(1,632)	(1,632)	350	(1,282)
Other comprehensive income	*17*	-	-	(57)	-	3	(54)	(116)	(170)
Total comprehensive income		**-**	**-**	**(57)**	**-**	**(1,629)**	**(1,686)**	**234**	**(1,452)**
Transactions with owners of the Company									
Contributions and distributions									
Distribution to equity holders	*17*	-	-	-	-	(2,325)	(2,325)	-	(2,325)
Distribution to non-controlling interest		-	-	-	-	-	-	(2,470)	(2,470)
Revert back of unclaimed dividends	*19*	-	-	-	-	588	588	-	588
Total distributions		**-**	**-**	**-**	**-**	**(1,737)**	**(1,737)**	**(2,470)**	**(4,207)**
Changes in ownership interests									
Changes in ownership of subsidiaries		-	-	2,848	(355)	(2,150)	343	(4,105)	(3,762)
Total transactions with owners of the Company		**-**	**-**	**2,848**	**(355)**	**(3,887)**	**(1,394)**	**(6,575)**	**(7,969)**
Balance at 31 December 2020		**53**	**(7)**	**(1,667)**	**-**	**10,999**	**9,378**	**7,181**	**16,559**

The notes on pages 26 to 56 are an integral part of these consolidated financial statements.

Figures in brackets indicate deductions.

RETAIL HOLDINGS N.V. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS – LIQUIDATION BASIS
FOR THE YEAR ENDED 31 DECEMBER
In thousands of U.S. Dollars

	Note	2021	2020
Cash flows from operating activities			
Loss for the year		(169)	(1,282)
Adjustments for:			
Depreciation		-	396
Impairment loss of property, plant and equipment		-	23
Gain on sale of property, plant and equipment		-	(5)
Loss on sale of discontinued operations, net of tax		-	766
Impairment loss on accounts receivables		-	423
Net finance income	*10*	(1)	(30)
Income tax expense	*13*	-	9
		(170)	**300**
Changes in:			
- Inventories		-	2,262
- trade and other receivables		233	3,945
- other current and non-current assets		7	506
- trade and other payables		59	(585)
- provision and employee benefits		-	2
- warranty Provision		-	(150)
- deferred income		-	370
- impact on cash and cash equivalent due to disposal		-	(4,331)
Cash from operating activities		**129**	**2,319**
Interest paid		-	(20)
Income tax paid		-	(433)
Net cash from operating activities		**129**	**1,866**
Cash flows from investing activities			
Acquisition of property, plant and equipment		-	(215)
Finance Income received		1	50
Proceeds from sale of property, plant and equipment		-	388
Proceeds from disposal of interests in subsidiary, net of cash disposed of		4,610	3,475
Net cash from investing activities		**4,611**	**3,698**
Cash flows from financing activities			
Distribution to non-controlling interests		(4,039)	(2,470)
Distribution to owners		(4,883)	(2,325)
Repayments of borrowings		-	(837)
Net cash used in financing activities		**(8,922)**	**(5,632)**
Net decrease in cash and cash equivalents		**(4,182)**	**(68)**
Cash and cash equivalents at 1 January		11,536	12,030
Effect of exchange rate fluctuations on cash held		-	(426)
Cash and cash equivalents at 31 December	*15*	**7,354**	**11,536**

The notes on pages 26 to 56 are an integral part of these consolidated financial statements.

RETAIL HOLDINGS N.V. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS – LIQUIDATION BASIS

1. Reporting entity

Retail Holdings N.V. (the "Company") is a Company domiciled in Curaçao (formerly part of the Netherlands Antilles). The address of the Company is at Kaya W.F.G. (Jombi) Mensing 36, Willemstad, Curaçao. These consolidated financial statements comprise the ultimate Curaçao holding company (hereinafter referred to as "ReHo") and its subsidiaries (collectively the "Group" and individually "Group entities"). The principle activity of the Group involved the manufacture and distribution of sewing machines and household appliances. However, during the year, the remaining operating business unit was disposed.

2. Basis of accounting

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs). They were authorised for issue by the Group's Board of Directors on 31 March 2022. Details of the Group's accounting policies are included in Note 29.

3. Basis of measurement

These consolidated financial statements have been prepared on the liquidation basis assuming going concern assumption is inappropriate, pursuant to the decision taken by the Board of Directors after the sale of Retail Holdings (India) B.V. along with its subsidiary, Singer India Limited.

4. Functional and presentation currency

These consolidated financial statements are presented in U.S. Dollars which is the Group's functional currency. All financial information presented in U.S. Dollars has been rounded to the nearest thousands, unless otherwise indicated.

5. Use of judgements and estimates

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

(a) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note 8: revenue recognition: whether revenue from consumer retailing operations are recognised over time or at a point in time;
- Note 21: List of group entities: whether the Group has de facto control over an investee.

(b) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 December 2020 and 2021 is included in the following notes:

- Note 8 – revenue recognition: estimate of expected returns.
- Note 25 and 29(l) – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
- Note 14 and 29(i) and (j) – assessing impairment of trade receivables;

5. Use of judgements and estimates (continued)
(b) Assumptions and estimation uncertainties (continued)

Measurement of fair values
A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. The finance and accounting department in each subsidiary has responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Finance Director and the Audit Committee of each subsidiary.

The finance and accounting department regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the finance and accounting department assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified.

Significant valuation issues are reported to the Group Finance Director and Group Audit Committee,

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 20 (a) – financial instruments: measurement of fair values

6. Changes in significant accounting policies

A number of new standards are effective from 1 January 2021 but they do not have a material effect on the Group's financial statements.

7. Discontinued operations

See accounting policies in Note 29(c).

In December 2021, Retail Holdings Asia B.V. disposed its remaining 57.62% equity stake (2020: 42.38%) of Retail Holdings (India) B.V. to Armila Capital Limited (a stake of 33.05%) and EURO-IB Limited (a stake of 24.57%). The actual disposal occurred on December 22, 2021, however, the management decided to consider December 31, 2021 as the disposal date for consolidation purpose as no significant transactions occurred during that period.

Further, the Group lost its indirect ownership stake in Singer India Limited as Retail Holdings (India) B.V. held 57.62% equity stake of Singer India Limited.

Accordingly, the operating results up to the date of disposal and the related disposal gain of Retail Holdings (India) B.V. and Singer India Limited ("India") are presented under "discontinued operations" in the consolidated statement of income. During the year there were no other circumstances had occurred for reclassification of discontinued operations.

(a) Results of discontinued operations

In thousands of USD Dollars	*Note*	**2021 India**	**2020 India**
Revenue	*8*	11,351*	52,288
Expenses		(11,122)*	(51,498)
Results from operating activities, net of tax		229	790
Gain/(loss) on disposal on sale of discontinued operation		105	(766)
Profit from discontinued operations, net of tax		334	24
Basic earnings / (loss) per share (U.S. Dollars)		0.03	(0.11)
Diluted earnings / (loss) per share (U.S. Dollars)		0.03	(0.11)

* Operating results are presented as a % of the effective holding for the group.

(b) Effect of disposal on the financial position of the Group

In thousands of U.S. Dollars

	2020 India
Property, plant and equipment	(1,727)
Inventories	(8,338)
Trade and other receivables	(5,970)
Cash and cash equivalents including bank overdrafts	(4,331)
Loans and borrowings	217
Trade and other payables	12,010
Other assets and liabilities	(1,084)
Net assets and liabilities	(9,223)
Consideration received	3,475

8. Revenue

See accounting policies in Note 29(d)

The Group generated revenue primarily from the sale of sewing machines and small appliances to its customers. Other sources of revenue include royalty income for the use of brand name.

In thousands of U.S. Dollars	**Continuing operations**		**Discontinued operations**		**Total**	
	2021	**2020**	**2021**	**2020**	**2021**	**2020**
Sale of goods	-	-	-	52,288	-	52,288
Royalty income	487	327	-	-	487	327
	487	327	-	52,288	487	52,615

9. Income and expenses

(a) Other income

In thousands of U.S. Dollars	**2021**	**2020**
Tax rebates	9	12
Others	28	1
	37	13

(b) Selling and administrative expenses

In thousands of U.S. Dollars	**2021**	**2020**
Employee benefits expenses	384	838
Legal and professional expenses	406	449
Rental and occupancy	17	54
Royalty taxes	75	73
Insurance	41	45
Others	101	206
Total selling and administrative expenses	1,024	1,665

(c) Other expense

In thousands of U.S. Dollars	**2021**	**2020**
Royalty expense	4	2
	4	2

Royalty is for the use of the SINGER trademark by Singer Asia Limited.

10. Net finance Income

See accounting policies in Notes 29(e) and (i)

In thousands of U.S. Dollars	**2021**	**2020**
Interest income on bank deposits	1	50
Finance income	1	50
Net foreign exchange loss	-	(20)
Finance costs	-	(20)
Net finance income recognised in profit or loss	1	30

11. Earnings per share

The calculation of earnings per share has been based on the following profits attributable to ordinary shareholders and weighted average number of ordinary shares outstanding.

In thousands of U.S. Dollars

	2021			**2020**		
	Continuing operation	Discontinued operations	Total	Continuing operation	Discontinued operations	Total
Profit / loss attributable to the owners of the company	(440)	181	(259)	(1,122)	(510)	(1,632)
Weighted average number of shares	4,650	4,650	4,650	4,650	4,650	4,650
Basic EPS	(0.09)	0.03	(0.06)	(0.24)	(0.11)	(0.35)
Diluted EPS	(0.09)	0.03	(0.06)	(0.24)	(0.11)	(0.35)

12. Employee benefit expenses

See accounting policy in Note 29(e).

In thousands of U.S. Dollars	**Note**	**2021**	**2020**
Wages and salaries		370	599
Others		14	239
		384	838

13. Income taxes

See accounting policy in Note 29(g).

(a) Amounts recognised in profit or loss

In thousands of U.S. Dollars	**2021**	**2020**
Current tax expense		
Current period	-	9
	-	9

13. Income taxes (continued)

(b) Amounts Recognised in Other Comprehensive Income

		2020	
In thousands of U.S. Dollars	**Before tax**	**Tax (expenses) / benefit**	**Net of tax**
Foreign operations – foreign currency translation differences	(179)	-	(179)
Re-measurement of defined benefit liability / (asset)	14	(5)	9
	(165)	(5)	(170)

14. Trade and other receivables

See accounting policy in Notes 29(i)

In thousands of U.S. Dollars	**2021**	**2020**
Current		
Other receivables	567	821
	567	821

The Group's exposure to credit and currency risks and impairment losses related to trade and other receivables are disclosed in Note 20.

15. Cash and cash equivalents

See accounting policy in Note 29(i)

In thousands of U.S. Dollars	**2021**	**2020**
Bank balances	7,354	10,625
Call deposits	-	911
Cash and cash equivalents in the statement of cash flows	7,354	11,536

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in Note 20.

16. Assets held for sale

See accounting policy in Note 29(h)

On 22 December 2021, the remaining stake of Retail Holdings (India) B.V. was disposed of to Armila Capital Limited (a stake of 33.05%) and EURO-IB Limited (a stake of 24.57%).

Refer Note 7 Discontinued Operations.

Share of net results of equity accounted investee

	2020
Non - Current assets	2,184
Current assets	19,614
Total assets	21,798
Non - Current Liabilities	154
Current liabilities	12,421
Total liabilities	12,575
Shareholders' equity (100%)	9,223
Group’s holding of 57.6%	5,312
Fair value loss at the initial recognition	(702)
Fair value of investment in associate	4,610

17. Capital and reserves

See accounting policies in Note 29(k).

(a) Ordinary shares

In thousands of shares	Ordinary shares	
	2021	**2020**
On issue at 1 January	4,650	4,650
Purchased / forfeited	-	-
On issue at 31 December	4,650	4,650

As at 31 December 2021, the authorized capital of the Company comprised USD 210 thousand (2020: USD 210 thousand) divided into (a) 20,000,000 ordinary shares with a par value of USD 0.01 per share (the “Shares”) and (b) 1,000,000 preferred shares with a par value of USD 0.01 per share.

Preferred shares can be issued in series. To date, the Company has issued Series A Convertible Preferred Stock, consisting of 40 preferred shares. The Company repurchased the outstanding preferred shares in 2003 and cancelled them in 2006.

To date, the Company has issued 8,985,105 Shares, and has acquired 4,334,861 Shares through purchase, forfeiture and pursuant to the terms of the original share distribution plan.

All Shares have equal voting rights.

17. Capital and reserves (continue)

(b) Nature and purpose of reserves

Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

Revaluation reserve

The revaluation reserve relates to the increase in the carrying amount of land and buildings.

(c) Distributions

The following returns of capital were made to owners.

In thousands of U.S. Dollars	**2021**	**2020**
USD 1.1 per ordinary share (2020: USD 0.50)	4,883	2,325
	4,883	2,325

(d) OCI accumulated in reserves, net of tax

In thousands of U.S. Dollars	**Translation reserve**	**Retained earnings**	**Total**	**Non-controlling interests**	**Total OCI**
2020					
Re-measurement of defined benefit liability	-	3	3	6	9
Foreign operations – foreign currency translation differences	(57)	-	(57)	(122)	(179)
Total	(57)	3	(54)	(116)	(170)

18. Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as the profit for the reporting period divided by the total equity at the reporting date, as well as the level of dividends to ordinary shareholders.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Group's return on capital in 2021 was nil (2020: nil). The weighted-average interest expense on interest-bearing borrowings (excluding liabilities with imputed interest) in 2021 was nil (2020: nil).

The Group monitors capital using a ratio of adjusted net debt to total equity. For this purpose, adjusted net debt is defined as total interest-bearing loans and borrowings, and obligations under finance leases, excluding bank overdrafts, less cash and cash equivalents.

In thousands of U.S. Dollars	**2021**	**2020**
Total loans and borrowings, and obligations under finance leases, excluding bank overdrafts	-	-
Less: cash and cash equivalents	(7,354)	(11,536)
Net debt	(7,354)	(11,536)
Total equity	7,448	16,559

19. Trade and other payables

See accounting policies in Note 29(i)

In thousands of U.S. Dollars	**2021**	**2020**
Non-trade payables and accrued expenses	487	432
	487	432

As at 31 December 2019, non-trade payables and accrued expenses included unclaimed dividends payable amounting to USD 588 thousand owed to certain foreign shareholders for dividends declared by the Company in the 2015-2016 periods. In 2020, the Company elected to no longer treat unclaimed dividends with respect to these shares as a dividend payable liability on the balance sheet, but to consider them as a contingent liability, leaving these amounts in Retained earnings. Accordingly, unclaimed dividends payable amount as at 1 January 2020 have been reverted back to the Company's retained earnings (see note 25 for more details).

The Group's exposure to currency and liquidity risks related to trade and other payables is disclosed in Note 20.

20. Financial instruments – Fair values and risk management

(a) Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Assets classified as held for sale are not included in the below table.

31 December 2021

	Carrying amount			**Fair value**	
	Amortized Cost	Other Financial Liabilities	Total	Level 3	Total
Financial assets not measured at fair value					
Trade and other receivables	567	-	567	-	-
Cash at bank	7,354	-	7,354	-	-
	7,921	-	7,921	-	-
Financial liabilities not measured at fair value					
Trade and other payables *	-	124	124	-	-
	-	124	124	-	-

* Accrued expenses that are not financial liabilities (USD 363 thousand) are not included.

20. Financial instruments – Fair values and risk management (continued)
(a) Accounting classifications and fair values (continued)

31 December 2020

	Carrying amount			**Fair value**	
	Amortized Cost	Other Financial Liabilities	Total	Level 3	Total
Financial assets not measured at fair value					
Trade and other receivables	821	-	821	-	-
Cash at bank	11,536	-	11,536	-	-
	12,357	-	12,357	-	-
Financial liabilities not measured at fair value					
Trade and other payables *	-	102	102	-	-
	-	102	102	-	-

* Accrued expenses that are not financial liabilities (USD 330 thousand) are not included.

20. Financial instruments – Fair values and risk management (continued)

(b) Financial risk management
The Group has exposure to the following risks arising from financial instruments:
- credit risk (see (c) (ii))
- liquidity risk (see (c) (iii))
- market risk (see (c) (iv))

(c) Financial risk management
(i) Risk management framework
The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Board of Directors is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board of Directors.

(ii) Credit risk
Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's trade and other receivables. The carrying amount of financial assets represents the maximum credit exposure.

Trade and other receivables
The Group's exposure to credit risk relates principally to royalty receivables in Asia.
At 31 December 2021, the maximum exposure to credit risk for receivables by type of counterparty was as follows:

In thousands of U.S. Dollars	**Carrying amount 2021**	**2020**
Others	567	821
Total	567	821

Impairment
At 31 December 2020, the aging of receivables that were not impaired was as follows:

In thousands of U.S. Dollars	**2021**	**2020**
Neither past due nor impaired	567	821
	567	821

Based on historic default rates, the Group believes that no impairment allowance is necessary in respect of trade and other receivables not past due; the balances relate to customers that have a good track record with the Group.

20. Financial instruments – Fair values and risk management (continued)
(c) Financial risk management (continued)
(ii) Credit risk (continued)
Impairment (continued)

An analysis of the credit quality of trade and other receivables that are neither past due nor impaired is as follows:

In thousands of U.S. Dollars	**2021**	**2020**
Retail and direct sale customers, and others	567	821
	567	821

The Group believes that the unimpaired amounts that are past due are still collectible in full, based on historic payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

Cash and cash equivalents
The Group held cash and cash equivalents, net of bank overdrafts, of USD 7,354 thousand at 31 December 2021 (2020: USD 11,536 thousand).

Guarantees
The Group does not provide financial guarantees to subsidiaries.

(iii) Liquidity risk
Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Exposure to liquidity risk
The following are the contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include estimated interest payments and exclude the impact of netting agreement.

31 December 2021

		Contractual cash flow					
In thousands of U.S. Dollars	**Carrying amount**	**Total**	**2 months or less**	**2-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities							
Trade and other payables	124	124	124	-	-	-	-
	124	124	124	-	-	-	-

20. Financial instruments – Fair values and risk management (continued)
(c) Financial risk management (continued)
(iii) Liquidity risk (continued)
Exposure to liquidity risk (continued)

31 December 2020

In thousands of U.S. Dollars	Carrying amount	Contractual cash flow					
		Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Trade and other payables	102	102	102	-	-	-	-
	102	102	102	-	-	-	-

(iv) Market risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

21. List of group entities
See accounting policy in Note 29(a).

Significant Group entities	Country of incorporation	The Group's Ownership Interest (Effective Holding)
Reho Limited	Cayman Islands	100.00%
Singer Asia Limited	Cayman Islands	54.10%
Retail Holdings Asia N.V.	Curacao	54.10%
Retail Holdings Asia B.V.	Netherlands	54.10%

22. Acquisition and disposal of interests in group entities
See accounting policy in Note 29(a).

In December 2020, the Group disposed its 42.4% equity stake of Retail Holdings (India) B.V. to Crustmind Trading Limited. In December 2021, the Group disposed its remaining 57.6% equity stake in Retail Holdings (India) B.V. to Armila Capital Limited (a stake of 33.05%) and EURO-IB Limited (a stake of 24.57%). Accordingly, as of December 2021, the group has derecognized its investment in associate.

Accordingly, in 2020, Retail Holdings (India) B.V. and Singer India Limited ("India Group") have been classified as discontinued operations. The results up to the date of disposal and the related disposal gain for 2020 and 2021 are presented under "discontinued operations" in the consolidated statement of income. During the year there were no other circumstances had occurred for reclassification of discontinued operations.

23. Non-controlling interests (NCI)
See accounting policies 29(a)(ii)

The following table summarises the information relating to each of the Group's subsidiaries that has material Non-controlling interests, before any intra-group eliminations.

31 December 2021

In thousands of U.S. Dollars	NCI pertaining to Singer Asia Limited	Intra-group adjustments	Total
NCI percentage	**45.9%**		
Current assets	7,312		
Current liabilities	(290)		
Net assets	7,022		
Net assets attributable to NCI	**3,223**	**9**	**3,232**
Revenue	487		
Profit	5,714		
OCI	-		
Total comprehensive loss	5,714		
Profit allocated to NCI	**5,714**	**(5,624)**	**90**
OCI allocated to NCI	**-**	**-**	**-**
Total Comprehensive Income to NCI			**90**

31 December 2020

In thousands of U.S. Dollars	NCI pertaining to Singer Asia Limited	Intra-group adjustments	Total
NCI percentage	**45.9%**		
Current assets	15,916		
Current liabilities	(229)		
Net assets	15,687		
Net assets attributable to NCI	**7,200**	**(19)**	**7,181**
Revenue	327		
Profit	(5,221)		
OCI	(170)		
Total comprehensive loss	(5,391)		
Profit allocated to NCI	**(2,474)**	**2,824**	**350**
OCI allocated to NCI	**(78)**	**(38)**	**(116)**
Total Comprehensive Income to NCI	**(2,552)**	**2,786**	**234**

23. Non-controlling interests (NCI) (continued)

In December 2020, the Group disposed its 42.4% equity stake of Retail Holdings (India) B.V. to Crustmind Trading Limited. In December 2021, the Group disposed its remaining 57.6% equity stake in Retail Holdings (India) B.V. to Armila Capital Limited (a stake of 33.05%) and EURO-IB Limited (a stake of 24.57%).

24. Capital commitments

As at 31 December 2021, the Group has USD nil capital commitment to acquire plant, equipment and software acquisition (2020: USD nil).

25. Contingencies

See accounting policy in Note 29(l).

The Group is subject to a number of environmental and pollution control laws and regulations in some jurisdictions in which it operates and has operated and may face exposure from actual or potential claims involving such matters. The Group believes that any costs resulting from environmental matters known to it will not have a material adverse impact on the Group financial position, results of operations, or liquidity.

The Group has a contingent liability of USD 2,421 thousand representing declared but unclaimed dividends owed to certain foreign shareholders for dividends declared by the Company in the 2017-2021 period. Pursuant to Curacao regulation and the Company's Articles of Association, dividends not claimed by any shareholder revert back to Retained earnings after five years.

This does not apply, however, to US shareholders, pursuant to laws and regulations in the various states in the United States. Unclaimed dividends of US shareholders (and related shares) are escheated to the state of residence of the shareholder based on their last known address, with no compensation to the Company.

In 2015, for 8,939 shares attributed to certain foreign individual shareholders, and in 2017, for an additional 98,417 shares attributed primarily to certain foreign banks, after numerous unsuccessful efforts to contact these shareholders of record (by registered and regular mail letter to their last known address, by newspaper notice, by telephone, where a telephone number could be found, etc.), the Company elected to no longer treat unclaimed dividends with respect to these shares as a dividend payable liability on the balance sheet, but rather to consider the amounts due as a contingent liability that would crystallize if, and only if, a shareholder in the five year period after declaration of the dividend, reappeared to claim the dividend.

The Group does not include the amount of these unclaimed dividends in the dividends payable account, but considers them as a contingent liability, leaving these amounts in Retained earnings. Each year, the Group reduces the contingent liability for foreign unpaid dividend amounts declared five years prior and increases the contingent liability by the amount of any dividends declared on the shares of these foreign shareholders during that year.

As at 31 December 2021 the contingent liability relating to declared but unclaimed dividends owed to these foreign shareholders was USD 2,421 thousand (2020: USD 2,845 thousand).

26. Related parties
Transactions with key management personnel

(i) Key management personnel compensation
In addition to their salaries, the Group also provides other benefits to directors and executive officers. Key management compensation comprised:

In thousands of U.S. Dollars	**2021**	**2020**
Short-term employee salaries and benefits	384	838
	384	838

(ii) Key management personnel ownership
Stephen H. Goodman, who, together with his spouse, beneficially own 1,067,158 Shares, representing approximately 22.9% of the Company's total Shares. Three trusts for which Mr. Goodman's spouse is the trustee own an additional 174,600 Shares, representing an additional approximately 3.8% of the Company's total Shares outstanding.

27. Subsequent events

There were no material events occurring after the reporting date that require adjustments to or disclosure in the Financial Statements except below.

A novel strain of coronavirus (COVID-19) that first surfaced in China was classified as a pandemic by the World Health Organization on 11 March 2020, impacting countries globally. The potential impacts from COVID-19 remain uncertain, including, among other things, on economic conditions, businesses and consumers. The extent of these impacts on the Group are unclear, although they will likely adversely affect its results of operations and financial condition.

The Management will continue to monitor new developments and events in the present market dynamics and take appropriate and timely actions as and when required.

28. Going concern
In 2021, the Company completed the operating company divestment program begun in 2015. In that year, the Company outlined a strategy, "to manage and, ultimately, to monetize the value of its assets, to make regular cash distributions to shareholders, and to liquidate." The group is currently operating with five legal entities and management has planned and initiated actions to liquidated three companies by the end of 31 December 2022 and rest two companies will be liquidated by 30 September 2023.

Accordingly, the Board of Directors are in the view that the going concern assumption is inappropriate and financial statements are to be prepared on the liquidation basis.

29. Significant accounting policies

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise (also see Note 6).

Set out below is an index of the significant accounting policies, the details of which are available on the pages that follow.

(a) Basis of consolidation

(i) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see (a)(iii)). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and settlement is accounted for within equity. Otherwise, other contingent consideration is re-measured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

(ii) Non-controlling interests ("NCI")

NCI are measured at their proportionate share of the acquirer's identifiable net assets at the acquisition date.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

29. Significant accounting policies (continued)

(a) Basis of consolidation (continued)

(iv) Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

(v) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated.

(vi) Equity accounted investees (Associates)

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies. The Group accounts for its investment in associate using the equity method from the date on which it becomes an associate.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in associate or joint venture is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net asset of the associate. The profit or loss reflects the share of results of the operations of the associates. Distributions received from associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and associate are eliminated to the extent of the interest in the associates.

When the Group's share of loss in an associate equal or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in associate. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in profit or loss.

The financial statements of the associates are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

29. Significant accounting policies (continued)

(b) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group companies at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in profit or loss. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

(c) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- Represents a separate major line of business or geographic area of operations;
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- Is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

(d) Revenue from contracts with customers

Royalty and license income

Royalty and license fees paid by third parties and affiliates for the right to use the SINGER name for certain products, services and locations in selected markets are included in revenue.

(e) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be wholly settled within 12 months of the end of the reporting period, then they are discounted.

(f) Expenditure recognition

(i) Operating expense

All expenses incurred in day-to-day operations of the business has been charged to revenue in arriving at the profit or loss for the year. Provision is made all known liabilities.

29. Significant accounting policies (continued)

(f) Expenditure recognition (continued)

(ii) Finance income and finance costs

The Group's finance income and finance costs include:

- Interest income;
- Interest expense;
- dividend income; and
- the foreign currency gain or loss on financial assets and financial liabilities.

Interest income or expense is recognised using the effective interest method. Dividend income is recognised in profit and loss on the date on which the Group's right to receive payment is established.

(g) Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity, or in other comprehensive income.

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

(h) Assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying value and fair value less costs to sell. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial Assets, deferred tax assets, employee benefit assets, investment property or biological assets, which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held-for-sale or held-for-distribution and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortized or depreciated, and any equity-accounted investee is no longer equity accounted.

(i) Financial instruments

(i) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

29. Significant accounting policies (continued)

(i) Financial instruments (continued)

(i) Recognition and initial measurement (continued)

Financial Assets

Classification and subsequent measurement of financial assets

On initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income (FVOCI) - debt investment; fair value through other comprehensive income (FVOCI) - equity investment; or fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Groups' consolidated financial assets classified and measured at amortized cost are limited to its trade debtors, related party receivables, short term investments and cash & cash equivalents.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. Group's investment in equity investments are classified as Fair Value through OCI.

29. Significant accounting policies (continued)

(i) Financial instruments (continued)

(i) ***Recognition and initial measurement*** **(continued)**

Financial assets - Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice.

  These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Group's management
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for de-recognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets -Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument.

This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

29. Significant accounting policies (continued)
(i) Financial instruments (continued)
***(i) Recognition and initial measurement* (continued)**
Financial assets -Assessment whether contractual cash flows are solely payments of principal and interest (continued)
A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets - Subsequent measurement and gains and losses

Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial Liabilities
Classification, subsequent measurement and gain and losses
Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on de-recognition is also recognised in profit or loss.

Derecognition of financial instruments
Financial assets
The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

29. Significant accounting policies (continued)

(i) Financial instruments (continued)

Financial liabilities (continued)

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On de-recognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(ii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

(iii) Impairment

Financial instruments and contract assets

The Group recognises loss allowances for Expected Credit Losses (ECLs) on:
- financial assets measured at amortized cost;
- debt investments measured at FVOCI; and
- contract assets.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:
- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables is always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort.

This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group considers a financial asset to be in default when:
- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

29. Significant accounting policies (continued)

(i) Financial instruments (continued)

(iii) Impairment (continued)

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 180 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial re-organisation;
- the disappearance of an active market or a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

- ***Write-off***

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is 360 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures to recovery of amounts due.

29. Significant accounting policies (continued)

(j) Impairment

(i) Non-derivative financial assets

Financial assets not classified as at fair value through profit or loss, including an interest in an equity-accounted investee, are assessed at each reporting date to determine whether there is objective evidence of impairment.

Objective evidence that financial assets are impaired includes default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise or indications that a debtor or issuer will enter bankruptcy.

(ii) Financial assets measured at amortized cost

The Group considers evidence of impairment of receivables at both a specific asset and collective level. All individually significant receivables are assessed for specific impairment. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Receivables that are not individually significant are collectively assessed for impairment by grouping together receivables with similar risk characteristics.

In assessing collective impairment, the Group uses Expected Credit Loss (ECL) method.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

(iii) Non-financial assets

At each reporting date, the Group reviews carrying amounts of its non-financial assets, other than inventories and deferred tax assets, to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU"). Goodwill arising from a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

29. Significant accounting policies (continued)

(j) Impairment (continued)

(iv) Non-financial assets

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

(k) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

(l) Provisions

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(m) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

(i) As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the

useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

29. Significant accounting policies (continued)

(m) Leases (continued)

(i) As a lessee (continued)

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ii) As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

29. Significant accounting policies (continued)
(m) Leases (continued)
(ii) As a lessor (continued)

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Group applies IFRS 15 to allocate the consideration in the contract.

The Group applies the derecognition and impairment requirements in IFRS 9 to the net investment in the lease (see Note 29(j)). The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease

The Group recognises lease payments received under operating leases as income on a straight line basis over the lease term as part of 'other revenue'.

Generally, the accounting policies applicable to the Group as a lessor in the comparative period were not different from IFRS 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance lease classification.

30. New Accounting Standards issued but not effective as at the Reporting date

A number of new standards are effective for annual periods beginning after 1 January 2021 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these consolidated financial statements.

The following new and amended standards are not expected to have a significant impact on the Group's consolidated financial statements.

- COVID-19-Related Rent Concessions beyond 30 June 2021 (Amendment to IFRS 16).
- Annual Improvements to IFRS Standards 2018–2020.
- Reference to Conceptual Framework (Amendments to IFRS 3).
- Classification of Liabilities as Current or Non-current (Amendments to IAS 1).
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2).
- Definition of Accounting Estimates (Amendments to IAS 8).