Oldfields Holdings Limited ABN 92 000 307 988

Preliminary Final Report

APPENDIX 4E - FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2024

1. Company Details

Name of entity:	Oldfields Holdings Limited
ABN:	92 000 307 988
Reporting period:	For the year ended 30 June 2024
Previous period:	For the year ended 30 June 2023

2. Results for Announcement to the Market

	2024 $'000	2023 $'000	Movement Up / (Down) $'000	%
Revenues from ordinary activities	28,005	37,641	(9,636)	(25.6%)
EBITDA	(2,766)	2,402	(5,168)	(215.2%)
Loss before income tax	(6,682)	(671)	(6,011)	895.8%
Loss from ordinary activities after tax attributable to the owners	(7,253)	(1,031)	(6,222)	603.5%
Loss after tax attributable to members of the parent entity	(7,931)	(1,456)	(6,475)	444.7%

The Groups revenue for the year ended 30 June 2024 was $28.0M (2023: $37.6M) a decrease of 25.3 % compared to the prior period. The major hire and service project that drove the revenue and profitability completed in 2023 and East Coast operations shrank with the market.

The Group's net loss after tax was $7.3M (2023: Loss $1.0M). The Group had a loss of $6.7M before income tax (2023: Loss $0.7M).

The Group's EBITDA was a loss of $2.8M (2023: $2.4M profit) and the decrease of $5.2M for the year was attributable to write-offs and revaluation of impaired stock, transformation costs, product recall, and expensing non-operational items, and raising of associated provisions required to recognise current liabilities of the business as at year end. The expensing of these to the profit and loss was essential to enable the newly transformed Oldfields to commence FY25 with a clean slate and focus on its core business of paint and scaffold sales.

Depreciation and amortisation expense for the year was $1.6M which was an increase of $0.4M (2023: $1.2M) predominantly due to the right-of-use asset write off on the new premises.

3. Review of Operations and Financial Results

The 2024 loss was driven by significant strategic transformation activities that incurred significant cost around relocation, redundancy, inventory write downs, product recall and the raising all provisions required to recognise current liabilities of the business as at year end. The transformation involved 3 distinct activities across the different business streams of the business:

1. Transition paint sales to 3PL fulfillment.
2. Exit of east coast hire and service.
3. Expensing of the non-operational costs that don; align with the future strategic direction.

These costs coupled with an under-performing East Coast Hire & Service division result in the large loss for 2024. The costing of these to the profit and loss was essential to enable the newly transformed Oldfields to commence FY25 with a clean slate and focus on core business of paint and scaffold sales.

The Pure loan was increased during the year to support the relocation and establishment of the new site at Moorebank.

4. Dividends

No dividends have been paid or proposed by Oldfields Holdings Limited during the year.

5. Net Tangible Assets per Security

	2024 Cents per Share	2023 Cents per Share
Net assets per security	-2.943	1.229
Net tangible asset backing per ordinary security	-3.449	0.695

6. Preliminary Final Report

The preliminary final report of Oldfields Holdings Limited for the year ended 30 June 2024 is attached.

7. Control gained or lost over entities

There was no control gained or lost over entities by the Group during the reporting period.

8. Details of Associates and Joint Venture Entities

The Group had no investment in associates and joint ventures during the reporting period.

9. Events After the Current Reporting Period

On 30 July 2024, Oldfields Holdings Limited announced a capital raise of $1.08m 12,303,183 ordinary shares (new shares) from new shareholders at an issue price of 8.75 cents per new share (placement).

10. Audit Status

The report is based on accounts that are in the process of being audited. It is not expected that the report is likely to contain an independent audit report that is subject to a modified opinion, but it will contain a material uncertainty related to going concern.

11. Notice of Annual General Meeting

The Company advises that its Annual General Meeting will be a physical meeting held on 14 November 2024 and the closing date for receipt of nominations from persons wishing to be considered for election as a director is 1 October 2024.

Joe Screnci (Chairman)

Dated: 30 August 2024

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Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2024

	Note	2024 $'000	2023 $'000
Sales revenue	4	28,005	37,641
Cost of sales		(16,657)	(21,096)
Gross profit		11,348	16,545
Other income	4	103	2,284
Expenses:			
Depreciation and amortisation expense		(479)	(405)
Depreciation and amortisation of right-of-use assets		(1,124)	(821)
Other expenses from ordinary activities:			
Sales and distribution expenses		(6,813)	(10,081)
Marketing expenses		(133)	(62)
Occupancy expenses		(1,313)	(1,546)
Administrative expenses		(5,970)	(4,807)
Finance costs		(1,982)	(1,778)
Impairment of hire equipment		(319)	-
(Loss) profit before income tax		**(6,682)**	**(671)**
Tax expense		(571)	(360)
Net loss from continuing operations		**(7,253)**	**(1,031)**
Other comprehensive income:			
Items that will not be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations, net of tax		(11)	(155)
Other comprehensive income for the year, net of tax		**(11)**	(155)
Total comprehensive income for the year		**(7,264)**	**(1,186)**
Net loss for the year attributable to:			
Members of the parent entity		(7,931)	(1,456)
Non-controlling interest		678	425
Total net loss for the year		**(7,253)**	**(1,031)**
Comprehensive income attributable to:			
Members of the parent entity		(7,942)	(1,611)
Non-controlling interest		678	425
Total comprehensive income for the year		**(7,264)**	**(1,186)**

	Note	Cents	Cents
Earnings per share from continuing operation attributable to members of the parent entity			
Basis earnings per share	8	(4.412)	(0.810)
Diluted earnings per share	8	(4.412)	(0.810)

The accompanying notes form part of these financial statements.

Consolidated Statement of Financial Position

As at 30 June 2024

	Note	2024 $'000	2023 $'000
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	5	830	1,427
Trade and other receivables		4,942	8,098
Inventories		3,931	3,913
Current tax assets		-	-
TOTAL CURRENT ASSETS		9,703	13,438
NON-CURRENT ASSETS			
Property, plant and equipment		3,202	4,308
Right-of-use asset		7,069	2,550
Intangible assets		910	960
TOTAL NON-CURRENT ASSETS		11,181	7,818
TOTAL ASSETS		**20,884**	**21,256**
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		11,121	7,634
Borrowings	6	181	4,417
Lease liabilities		1,230	792
Current tax liabilities		455	111
Employees benefit obligations		903	893
TOTAL CURRENT LIABILITIES		13,890	13,847
NON-CURRENT LIABILITIES			
Trade and other payables		195	3,011
Borrowings	6	5,592	-
Lease liabilities		6,340	1,976
Deferred tax liabilities		115	115
Employees benefit obligations		42	97
TOTAL NON-CURRENT LIABILITIES		12,284	5,199
TOTAL LIABILITIES		**26,174**	**19,046**
NET ASSETS (LIABILITIES)		**(5,290)**	**2,210**
EQUITY			
Issued capital	7	28,157	28,157
Warrant reserve		692	692
Share options reserve		110	42
Other reserves		(118)	(107)
Accumulated loss		(35,412)	(27,481)
Parent interest		(6,571)	1,303
Non-controlling interest		1,281	907
TOTAL EQUITY		**(5,290)**	**2,210**

The accompanying notes form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2024

	Note	Issued Capital $'000	Warrant Reserve $'000	Share Options Reserve $'000	Other Reserves $'000	Accumulated Losses $'000	Subtotal $'000	Non-Controlling Interests $'000	Total $'000
Balance at 1 July 2023		28,157	692	42	(107)	(27,481)	1,303	907	2,210
Comprehensive income									
Profit (loss) for the year		-	-	-	-	(7,931)	(7,931)	678	(7,253)
Other comprehensive income for the year		-	-	-	(11)	-	(11)	-	(11)
Total comprehensive income for the year		-	-		(11)	(7,931)	(7,942)	678	(7,264)
Transactions with owners in their capacity as owners									
Shares issued during the year	7	-	-	-	-	-	-	-	-
Warrants issued		-	-	-	-	-	-	-	-
Share based payments		-	-	68	-	-	68	-	68
Dividends provided for or paid		-	-	-	-	-	-	(304)	(304)
Total transactions with owners and other transfers		-	-	68	-	-	68	(304)	(236)
Balance at 30 June 2024		**28,157**	**692**	**110**	**(118)**	**(35,412)**	**(6,571)**	**1,281**	**(5,290)**

For the year ended 30 June 2023

	Note	Issued Capital $'000	Warrant Reserve $'000	Share Options Reserve $'000	Other Reserves $'000	Accumulated Losses $'000	Subtotal $'000	Non-Controlling Interests $'000	Total $'000
Balance at 1 July 2022		26,086	692	-	84	(26,061)	801	815	1,616
Comprehensive income									
Profit (loss) for the year		-	-	-	-	(1,456)	(1,456)	425	(1,031)
Other comprehensive income for the year		-	-	-	(191)	36	(155)	-	(155)
Total comprehensive income for the year		-	-		(191)	(1,420)	(1,611)	425	(1,186)
Transactions with owners in their capacity as owners									
Shares issued during the year	7	2,071	-	-	-	-	2,071	-	2,071
Warrants issued		-	-	-	-	-	-	-	-
Share based payments		-	-	42	-	-	42	-	42
Dividends provided for or paid		-	-	-	-	-	-	(333)	(333)
Total transactions with owners and other transfers		2,071	-	42	-	-	2,113	(333)	1,780
Balance at 30 June 2023		**28,157**	**692**	**42**	**(107)**	**(27,481)**	**1,303**	**907**	**2,210**

The accompanying notes form part of these financial statements.

Consolidated Statement of Cash Flows

For the year ended 30 June 2024

	Note	2024 $'000	2023 $'000
OPERATING ACTIVITIES			
Receipts from customers		34,278	39,666
Payments to suppliers and employees		(32,021)	(38,732)
		2,257	934
Interest received		11	10
Other income received		92	2,274
Finance costs		(1,809)	(1,605)
Income tax paid		(228)	(236)
Net cash provided by operating activities		**323**	1,377
INVESTING ACTIVITIES			
Purchase of property, plant and equipment		(959)	(2,078)
Payments for intangibles		-	(13)
Net cash used in investing activities		**(959)**	(2,091)
FINANCING ACTIVITIES			
Proceeds from borrowings		2,302	907
Proceeds from issue of shares	6	-	2,071
Repayment of borrowings		(1,118)	(972)
Loans from related party			
- proceeds from borrowings		-	-
- repayments made		-	-
Lease repayments		(841)	(958)
Dividends paid by controlled entities to non-controlling interests		(304)	(333)
Net cash provided by financing activities		**39**	715
Net increase (decrease) in cash and cash equivalents		**(597)**	1
Net increase (decrease) in cash and cash equivalents		(597)	1
Cash and cash equivalents at beginning of financial year		1,427	1,426
Cash and cash equivalents at end of financial year	5	**830**	**1,427**

The accompanying notes form part of these financial statements.

Notes to the Preliminary Final Report

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Notes to the Preliminary Final Report

1. General Information and Statement of Compliance

These consolidated financial statements and notes represent those of Oldfields Holdings Limited and Controlled Entities (the "Consolidated Group" or "Group"). The separate financial statements of the Parent Entity, Oldfields Holdings Limited, have not been presented within this financial report as permitted by the *Corporations Act 2001* .

2. Summary of Material Accounting Policies

2.1 Basis of Preparation

The financial statements have been prepared on the historical cost basis except for, where applicable, the revaluation of available-for-sale financial assets, financial assets and liabilities at fair value through profit or loss, certain classes of property, plant and equipment and derivative financial instruments.

Where applicable, comparative figures are adjusted to conform to changes in classification and presentation for the current financial year.

2.2 Going Concern

The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

The Group has incurred a loss after tax for the year ended 30 June 2024 of $7.3m (2023 loss: $1.0m). The Group has net liabilities of $5.29m (2023 net assets : $2.21m) and net current liabilities of $4.19m (2023 net current assets: $0.41m). Payables and borrowings include an ATO liability of $4.65m (2023: $5.61m) falling due within the year and financing facilities with Pure Asset Management of $5.68m (2023: $4.10m) that is non-current as a waiver was received during the year and.

The 2024 loss was driven by significant strategic transformation activities that incurred significant cost around relocation, redundancy, inventory write downs, product recall, expensing non-operational items, and the raising of associated provisions required to recognise current liabilities of the business as at year end. These costs coupled with an under-performing East Coast Hire & Service division resulted in the increased loss for 2024. The expensing of these to the profit and loss was essential to enable the newly transformed Oldfields to commence FY2025 with a clean slate and focus on is core business of paint and scaffold sales.

The ability of the Group to continue as a going concern is dependent on it successfully delivering on the strategic transformation and in turn generating adequate cash flows from operations to meet its debts as and when they fall due, and raising additional equity and/or loan funding as and when required.

These conditions present a material uncertainty which may cast doubt in regard to the Group's ability to continue to operate as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors believe there are reasonable grounds to conclude the Group will continue as a going concern on the basis of the following:

- The two major liabilities in the balance sheet as at 30 June 2024 are from Pure Asset Management (PAM) and the ATO. The Group has breached one of the covenants for PAM (EBITDA covenant) but has subsequently received a waiver during the year. The Group have not forecasted to breach the covenants during the upcoming year. The Group has been in regular communication with the ATO and are continuing to make regular payments towards the debt with the intention to meet its commitment fully by the end of FY2025;
- A strategic plan has been developed for the newly transformed organisation, supported by a financial plan incorporating the cost savings, organic revenue growth and newly developed markets, supported by a robust cash flow. The financial plan has been developed based on current and expected growth opportunities with underlying assumptions that are subject to the uncertainties outside the control of the group;
- On 30 July 2024, Oldfields Holdings Limited announced a capital raise of $1.08m 12,303,183 ordinary shares (new shares) from new Clear Port Distributors at an issue price of 8.75 cents per new share (placement);
- Oldfields are planning to carry out a further capital raise later in FY25 as part of it's growth and cash flow strategy with a target to fund working capital growth to support international and domestic expansion;
- In FY2024 Oldfields signed a distribution and an operational agreement with a distributor in the US to sell/distribute paint and scaffold products. The growth opportunity here is considered significant and has the long-term potential to outgrow domestic volume; and
- Sales pipeline for scaffold has grown substantially with the transformational move from hire and service to a sales focus and opportunities from large franchise groups have driven confidence in a rapid growth of our major product line.

The directors of Oldfields Holdings Limited consider it appropriate that the Group will continue to fulfil all obligations as and when they fall due for the foreseeable future and accordingly consider that the Group's financial statements should be prepared on a going concern basis. Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

2.3 Functional and Presentation Currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the Parent Entity's functional currency.

2.4 Rounding

The parent entity has applied the relief available to it under *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* . Accordingly, amounts in the financial statements have been rounded to the nearest thousand dollars unless otherwise stated.

2.5 Key Judgements, Estimates and Assumptions

In the process of applying the Group's accounting policies, management has made a number of judgements, applied estimates and assumptions of future events. Judgements, estimates and assumptions which are material to the Group's financial report are discussed below and in the following notes:

- Revenue and other income
- Borrowings

2.6 Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of Oldfields Holdings Limited and all of the subsidiaries. Subsidiaries are entities the Parent controls. The Parent 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 assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Inter-company transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Where necessary, accounting policies of subsidiaries are changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as 'Non-Controlling Interests'. The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of profit or loss and other comprehensive income.

2.7 Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is obtained, whereby the fair value of the identifiable assets acquired and liabilities assumed, including contingent liabilities, are recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

All transaction costs incurred in relation to business combinations, other than those associated with the issue of a financial instrument, are recognised as expenses in the profit or loss and other comprehensive income statement when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

2.8 Foreign Currency

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income, otherwise the exchange difference is recognised in the profit or loss.
The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:
(i) assets and liabilities are translated at exchange rates prevailing at the end of the reporting period;
(ii) income and expenses are translated at average exchange rates for the period; and
(iii) retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed of.

2.9 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.10 Leases

The Group as a Lessee
The Group makes the use of leading arrangements principally for the provision of the warehouse/ office space, forklift equipment, motor vehicles and printers. The group does not enter into sale and leaseback arrangements.

All the leases are negotiated on an individual basis and contain a wide variety of different term and conditions such as purchase options and escalation clauses. The Group assesses whether a contract is or contains a lease at inception of the contract. A lease conveys the right to direct the use and obtain substantially all of the economic benefits of an identified asset for a period of time in exchange for consideration.

Only motor vehicle lease contracts contain both lease and non-lease components. These non-lease components are usually associated with servicing and repair contract.

Measurement and recognition of leases as a lessee
At lease commencement date, the Group recognises a right-of -use asset and a lease liability in its consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date(net of any incentives received).

The Group depreciates the right-of-use asset on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

The Group also assesses the right-of-use asset for impairment when such indicators exist. At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the Group's incremental borrowing rate because as the lease contracts are negotiated with third parties it is not possible to determine the interest rate that is implicit in the lease.

The incremental borrowing rate is the estimated rate that the Group would have to borrow the same amount over a similar term, and with similar security to obtain and asset of equivalent value.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced by lease payments that are allocated between repayments of principal and finance costs. The finance cost is the amount that produces a constant periodic rate of interest on the remaining balance of the lease liability.

The lease liability is reassessed when there is a change in the lease payments. Changes in lease payments arising from a change in the lease term or a change in the assessment of an option to purchase a leased asset. The revised lease payments are discounted using the Group's incremental borrowing rate at the date of reassessment when the rate implicit in the lease cannot be readily determined.

The amount of the remeasurement of the lease liability is reflected as an adjustment to the carrying amount of the right-of-use asset. The exception being when the carrying amount of the right-of-use asset has been reduced to zero then any excess is recognised in profit or loss.

Payments under lease can also change when there is either a change in the amounts expected to be paid under residual value guarantees or when future payments change through an index or a rate used to determine those payments, including changes in market rental rates following a market rent review.

The measurement of the lease liability is dealt with by a reduction in the carrying amount of the right-of-use asset to reflect the full or partial termination of the lease for lease modifications that reduce the scope of the lease. Any gain or loss relating to the partial or full termination of the lease is recognised in profit or loss.

The right-of-use asset is adjusted for all other lease modifications. The Group has elected to account for low-value assets using the practical expedients. These leases related to mobile IT devices such as computer monitors, laptops and mobile telephones. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

The Group as a Lessor

As a lessor the Group classifies its leases as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset and classified as an operating lease if it does not.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

2.11 Financial Instruments

Initial Recognition and Measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Classification and Subsequent Measurement

Financial assets that meet the following conditions are measured subsequently at amortised cost:

- Held within a business model whose objective is to hold financial assets in order to collect contractual cash flows;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

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

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

As at 30 June 2024, the Group's financial assets consist of cash and cash equivalents and trade and other receivables which are measured at amortised cost in accordance with the above accounting policy.

Non-derivative financial liabilities are initially measured at fair value and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

As at 30 June 2024, the Group's financial liabilities consist of trade and other payables, finance lease and borrowings liabilities which are measured at amortised cost in accordance with the above accounting policy.

2.12 Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from or payable to the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from or payable to the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

2.13 Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in it's financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statement is presented.

2.14 Other Accounting Policies

Significant and other accounting policies that summarise the measurement basis used and are relevant to the understanding of the financial statements are provided throughout the notes to the financial statements.

3. Segment Information

The Group has identified its operating segments based on the internal reports that are reviewed and used by Chief Operating Decision Maker (CODM), being the Board of Directors, in assessing performance and in determining the allocation of resources.

The Group is managed primarily on the basis of product category and service offerings as the diversification of the Group's operations inherently have notably different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics and are also similar with respect to the following:
- The products sold and/or services provided by the segment;
- The manufacturing process;
- The type or class of customer for the products or service;
- The distribution method; and
- Any external regulatory requirements.

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the CODM. The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Unless stated otherwise, all amounts reported to the Board of Directors, being the CODM with respect to operating segments, are determined in accordance with accounting policies that are consistent with those adopted in the annual financial statements of the Group.

The primary operating segments during the current financial period were:

(i) **Consumer Products**
The consumer products segment imports, manufactures and distributes paint brushes, paint rollers and painter's tools.

(ii) **Scaffolding**
The scaffolding segment manufactures and distributes scaffolding and related equipment. In addition, this segment is engaged in hiring scaffold and access solutions to the building maintenance and construction industries.

3.1 Operating Segment Performance

Year ended 30 June 2024

	Consumer Products $'000	Scaffolding $'000	Intersegment Eliminations/ Unallocated $'000	Total $'000
Revenue				
Sale of goods	9,023	4,044	(377)	12,690
Hire and services revenue	-	15,315	-	15,315
Total segment revenue	9,023	19,359	(377)	28,005
Government grants and subsidies	-	-	-	-
Interest income	-	-	11	11
Other income	1	87	4	92
Total other revenue	1	87	15	103
Total revenue and other income	**9,024**	**19,446**	**(362)**	**28,108**
Adjusted segment EBITDA	**282**	**450**	**(3,498)**	**(2,766)**
Depreciation and amortisation expense	(3)	(400)	(76)	(479)
Depreciation and amortisation of right-of-use assets	(149)	(808)	(167)	(1,124)
Impairment of hire equipment	-	(319)	-	(319)
Interest income	-	-	11	11
Finance costs	-	-	(1,982)	(1,982)
Unrealised foreign exchange loss	-	-	(23)	(23)
Profit (loss) before income tax	**130**	**(1,077)**	**(5,735)**	**(6,682)**
Income tax expense	-	(571)	-	(571)
Profit (loss) after income tax	**130**	**(1,648)**	**(5,735)**	**(7,253)**

Year ended 30 June 2023

	Consumer Products $'000	Scaffolding $'000	Intersegment Eliminations/ Unallocated $'000	Total $'000
Revenue				
Sale of goods	7,195	7,463	-	14,658
Hire and services revenue	-	22,983	-	22,983
Total segment revenue	7,195	30,446	-	37,641
Government grants and subsidies	-	102	-	102
Interest income	-	-	10	10
Other income	18	2,148	6	2,172
Total other revenue	18	2,250	16	2,284
Total revenue and other income	**7,213**	**32,696**	**16**	**39,925**
Adjusted segment EBITDA	**50**	**4,406**	**(2,054)**	**2,402**
Depreciation and amortisation expense	(8)	(330)	(67)	(405)
Depreciation and amortisation of right-of-use assets	(81)	(719)	(21)	(821)
Interest income	-	-	10	10
Finance costs	-	-	(1,778)	(1,778)
Unrealised foreign exchange loss	-	-	(79)	(79)
Profit (loss) before income tax	**(39)**	**3,357**	**(3,989)**	**(671)**
Income tax expense	-	(360)	-	(360)
Profit (loss) after income tax	**(39)**	**2,997**	**(3,989)**	**(1,031)**

3.2 Operating Segment Performance by Geographical Location

Year ended 30 June 2024	Australia $'000	New Zealand $'000	Other $'000	Total $'000
Revenue				
Sale of goods	10,129	283	2,278	12,690
Hire and erection revenue	15,315	-	-	15,315
Total segment revenue	25,444	283	2,278	28,005
Interest income	11	-	-	11
Other income	82	-	10	92
Total other revenue	93	-	10	103
Total revenue and other income	**25,537**	**283**	**2,288**	**28,108**
Adjusted segment EBITDA	**(2,722)**	**33**	**(77)**	**(2,766)**
Depreciation and amortisation expense	(435)	-	(44)	(479)
Depreciation and amortisation of right-of-use assets	(963)	-	(161)	(1,124)
Impairment of hire equipment	(319)	-	-	(319)
Interest income	11	-	-	11
Finance costs	(1,917)	(1)	(64)	(1,982)
Unrealised foreign exchange loss	(23)	-	-	(23)
Profit (loss) before income tax	**(6,368)**	**32**	**(346)**	**(6,682)**
Income tax expense	(571)	-	-	(571)
Profit (loss) after income tax	**(6,939)**	**32**	**(346)**	**(7,253)**

Year ended 30 June 2023	Australia $'000	New Zealand $'000	Other $'000	Total $'000
Revenue				
Sale of goods	14,322	218	118	14,658
Hire and erection revenue	22,983	-	-	22,983
Total segment revenue	37,305	218	118	37,641
Government grants and subsidies	102	-	-	102
Interest income	6	4	-	10
Other income	2,162	-	10	2,172
Total other revenue	2,270	4	10	2,284
Total revenue and other income	**39,575**	**222**	**128**	**39,925**
Adjusted segment EBITDA	**2,649**	**3**	**(250)**	**2,402**
Depreciation and amortisation expense	(343)	(4)	(58)	(405)
Depreciation and amortisation of right-of-use assets	(608)	(33)	(180)	(821)
Interest income	10	-	-	10
Finance costs	(1,703)	(9)	(66)	(1,778)
Unrealised foreign exchange loss	(79)	-	-	(79)
Profit (loss) before income tax	**(74)**	**(43)**	**(554)**	**(671)**
Income tax expense	(360)	-	-	(360)
Profit (loss) after income tax	**(434)**	**(43)**	**(554)**	**(1,031)**

All inter-segment transactions are eliminated on consolidation of the Group's financial statements.

During FY24 year, revenue from a major customer was $1.7m(2023: $12.8: different customer), which represents 6% (2023: 32%) of the Group's total revenue.

Corporate charges are allocated to reporting segments based on the segment's overall proportion of revenue generation within the Group. The Board of Directors believes this is representative of likely consumption of head office expenditure that should be used in assessing segment performance and cost recoveries.

Adjusted segment EBITDA excludes discontinued operations and the effects of individually significant expenditure, such as restructuring costs, legal expenses, and impairments when the impairment is the result of an isolated non-recurring event. It also excludes the effects of equity-settled share-based payments when applicable and unrealised gains or losses on financial instruments.

Interest revenue and finance cost are not allocated to segments as this type of activity is driven by the central treasury function which manages the cash position of the Group.

3.3 Operating Segment Assets and Liabilities by Department

As at 30 June 2024	Consumer Products $'000	Scaffolding $'000	Intersegment Eliminations/ Unallocated $'000	Total $'000
Segment assets	4,833	13,625	2,426	20,884
Segment liabilities	(5,880)	(3,370)	(16,924)	(26,174)
Segment net assets	**(1,047)**	**10,255**	**(14,498)**	**(5,290)**

As at 30 June 2023	Consumer Products $'000	Scaffolding $'000	Intersegment Eliminations/ Unallocated $'000	Total $'000
Segment assets	3,602	18,670	(1,016)	21,256
Segment liabilities	(4,778)	(6,436)	(7,832)	(19,046)
Segment net assets	**(1,176)**	**12,234**	**(8,848)**	**2,210**

3.4 Operating Segment Assets and Liabilities by Geographical Location

As at 30 June 2024	Australia $'000	New Zealand $'000	Other $'000	Total $'000
Segment assets	16,759	269	3,856	20,884
Segment liabilities	(21,537)	(458)	(4,179)	(26,174)
Segment net assets	**(4,778)**	**(189)**	**(323)**	**(5,290)**

As at 30 June 2023	Australia $'000	New Zealand $'000	Other $'000	Total $'000
Segment assets	16,287	276	4,693	21,256
Segment liabilities	(13,896)	(495)	(4,655)	(19,046)
Segment net assets	**2,391**	**(219)**	**38**	**2,210**

Where an asset is used across multiple segments, the asset is allocated to the segment that receives the majority of the economic value from the asset. In most instances segment assets are clearly identifiable on the basis of their nature and physical location.

Liabilities are allocated to segments where there is direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

Inter-segment loans payable and receivable are initially recognised at the consideration received/to be received net of transaction costs. If intersegment loans receivable and payable are not on commercial terms, these are not adjusted to fair value based on market interest rates.

4. Revenue and Other Income

The Group derives the following types of revenue:

	2024 $'000	2023 $'000
Sales revenue		
Sale of goods	12,690	14,658
Revenue from services	9,961	18,800
Revenue from operating leases		
Hire of equipment	5,354	4,183
Total sales revenue	28,005	37,641
Other income		
Government grants and subsidies	-	102
Interest income	11	10
Other income #	92	2,172
Total other income	103	2,284
Total revenue and other income from continuing operations	**28,108**	**39,925**

 # Other revenue represents project management fee income from the scaffold Major Project stream.

4.1 Recognition and Measurement

Oldfields is predominately a provider of scaffolding equipment for hire or sale and paint tools for sales with revenue primarily generated via dry hire, project hire or sale.

The company generates revenue via provision of equipment for hire, services and the sales or product. Revenue generated from hire or equipment only is referred to as “dry hire” revenue.

Project hire or “wet hire” revenue includes “dry hire” revenue plus labour services, cartage services. Consumable sales and/or other services which are recognised over time as services can be staged progressively as they are rendered. These forms of contracts may vary in scope; however, all project hire has one common performance obligation, being the provision of scaffolding structures to the customer which includes the scaffolding equipment, the labour on installation and dismantling, cartage (transport to and from the customer) and any ancillary materials that are required to fulfill the obligation.

To determine whether to recognise revenue, the Group follow a 5-step process:

1) Identifying the contract with a customer
2) Identifying the performance obligations
3) Determining the transaction price
4) Allocating the transaction price to the performance obligations
5) Recognising revenue when/as performance obligation(s) are satisfied

Hire of equipment
Scaffolding equipment are rented to customers under operating leases with rental periods averaging one month to less than one year.

The rental can be arranged as dry hire where only equipment is provided to the customer and revenue is recognised at fixed rates over the period of hire; or as part of a project hire where Oldfields supplies labour and cartage services between warehouse and building sites.

Revenue recognition on equipment hire commences once scaffold equipment is either collected by the customer, delivered to the customer or once a scaffolding structure has been certified to be safe and access granted to customers or control otherwise passes to a customer.

Revenue is recognised over straight-line bases over the life of the hire agreements per *AASB 16 leases.*

Labour and cartage services
Revenue from providing scaffolding labour in installation and dismantling, and equipment cartage, being transport to and from the customer, are recognised at one or more points in time as services can be staged progressively as they are rendered.

Revenue is recognised based on the actual service provided to the end of the reporting period because the customer receives and uses the benefits simultaneously.

Labour and cartage services revenue are recognized over time under *AASB 15 Revenue from Contracts with Customers.*

Scaffold equipment and Paint Tool sales and other services

Revenue from sales are measured as the transaction price net of returns, trade discounts and volume rebates.

Revenue is recognized when control of the goods or services are transferred to customers which is generally upon delivery to or collection by the customer depending on the contract with customer.

Discounts are recognised as a reduction in revenue until management determine that it is highly probable that no significant reversal of revenue will occur.

Revenue recognition of consumable sales and other services are at a point in time when control passes which is typically upon delivery or collection as under *AASB 15 Revenue from Contracts with Customers.*

Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group satisfies all attached conditions. The Company has received Job Saver and Job Keeper grants which have been reported under other income on the consolidated statement of profit or loss.

Other income

Other revenue is recognised when it is received or when the right to receive payment is established.

5. Cash and Cash Equivalents

	2024 $'000	2023 $'000
Cash on hand	5	1
Cash at bank	825	1,416
Short term deposits	-	10
Total cash and cash equivalents	**830**	**1,427**

6. Borrowings

	2024 $'000	2023 $'000
CURRENT		
Unsecured liabilities		
Bank loans	34	256
Loan facility with Pure Asset Management	-	4,097
Shareholder loan	41	41
Other financing liabilities	106	23
Total current borrowings	**181**	**4,417**
NON-CURRENT		
Unsecured liabilities		
Bank loans	213	-
Loan facility with Pure Asset Management	5,379	-
Total non-current borrowings	**5,592**	**-**
Total borrowings	**5,773**	**4,417**

Net loan facility with Pure Asset Management	2024 $'000	2023 $'000
Loan facility with Pure Asset Management	5,420	5,000
Fair value of attaching warrant	(692)	(692)
Transaction costs	(613)	(600)
	4,115	3,708
Amortisation of finance components (warrants and transaction costs)	896	385
Interest accrued	368	4
Net loan facility with Pure Asset Management	**5,379**	**4,097**

The PURE Facility is over a 4-year term with 9.75% interest rate. Transaction costs are costs that are directly attributable to the loan and include loan origination fees, legal and advisory fees and warrants. 40,000,000 unlisted and detached warrants were issued to PURE (25,155,000 on 22 April 2022 and 14,845,000 on 30 June 2022) with exercise price of $0.105 each. These have been valued using Monte Carlo simulation method. The balance of unamortised fair value of attaching warrants and transaction costs of $1,265,967 is offset against the borrowings of $5,000,000. The security of the facility is a first-ranking general security over all assets of Oldfields Holdings Limited and its subsidiaries. Additional funding of $420,000 was received from Pure Asset Management on 29 November 2023 under the same terms as the previous agreements.

During the period, ongoing events of default under the terms of the facility occurred. On 28 June 2024, a waiver was signed by Pure Asset Management. Pure Asset Management waived their rights in relation to the default events under the terms of the facility agreement.

6.1 Recognition and Measurement

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

6.2 Key Judgements, Estimates and Assumptions: Borrowings

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

7. Share Capital

	2024 Number	2024 $'000	2023 Number	2023 $'000
Share capital at the beginning of the reporting period	199,755,947	28,157	167,706,527	26,086
Shares issued during the year				
- November 2022 (for services)	-	-	1,639,687	131
- November 2022 (entitlement offer)	-	-	8,071,272	525
- April 2023 (placement)	-	-	22,338,461	1,452
Transaction costs on raising capital	-	-	-	(37)
Share capital at the end of the reporting period	**199,755,947**	**28,157**	**199,755,947**	**28,157**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Capital Management

Management controls the capital of the Group in order to maintain a sustainable debt to equity ratio, generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital include ordinary share capital and financial liabilities, supported by financial assets.

The Group is subject to financing covenants as detailed in note 6.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

8. Earnings per Share

	2024 $'000	2023 $'000
a) Reconciliation of earnings to profit or loss		
Loss for the year	(7,253)	(1,031)
Less: Profit attributable to non-controlling equity interest	(678)	(425)
Earnings used to calculate basic EPS	**(7,931)**	**(1,456)**

	2024 Number	2023 Number
b) Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted EPS	**179,765,115**	**179,765,115**

	2024 Cents	2023 Cents
c) Earnings per share	**(4.412)**	**(0.810)**

8.1 Calculation of Earnings per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Oldfields Holdings Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Earnings per share have not been diluted this financial year as the effect would be anti-dilutive due to the loss for the year.

40,000,000 unlisted and detached warrants were issued to PURE Asset Management with exercise price of $0.105 each.

1,000,000 share options were also issued to Michael Micallef, CEO and Managing Director of the Company with exercise price of $0.05 each. All share options are fully vested and exercisable from 21 June 2023 for 24 months.

2,000,000 share options were also issued to Michael Micallef, CEO and Managing Director of the Company with exercise price of $0.10 each. All share options are fully vested and exercisable from 21 June 2024 for 24 months.

9. Subsidiaries

The subsidiaries listed below have share capital consisting solely of ordinary shares or ordinary units which are held directly by the Group. The proportion of ownership interests held equals the voting rights held by the Group. Each subsidiary's principal place of business is also its country of incorporation.

Name of Subsidiary	Principal Place of Business	Ownership Interest 2024 %	Ownership Interest 2023 %	Non-Controlling Interests 2024 %	Non-Controlling Interests 2023 %
Subsidiaries of Oldfields Holdings Limited:					
Oldfields Pty Limited	Australia	**100%**	100%	**0%**	0%
Oldfields Advance Scaffold Pty Limited	Australia	**100%**	100%	**0%**	0%
Oldfields Administration Pty Limited	Australia	**100%**	100%	**0%**	0%
Oldfields International Pty Limited	Australia	**100%**	100%	**0%**	0%
Advance Scaffold Solutions Pty Limited	Australia	**100%**	100%	**0%**	0%
Oldfields Supply Chain Solutions Pty Ltd	Australia	**100%**	100%	**0%**	0%
Oldfields Finance Solutions Pty Ltd	Australia	**100%**	100%	**0%**	0%
Oldfields Funds Management Pty Ltd	Australia	**100%**	100%	**0%**	0%
Subsidiaries of Oldfields Advance Scaffold Pty Limited:					
Adelaide Scaffold Solutions Pty Limited	Australia	**60%**	60%	**40%**	40%
Subsidiaries of Oldfields Administration Pty Limited:					
National Office Service Trust	Australia	**100%**	100%	**0%**	0%
Subsidiaries of Oldfields International Pty Limited:					
Oldfields (NZ) Limited	New Zealand	**100%**	100%	**0%**	0%
Oldfields Paint Applications (NZ) Limited	New Zealand	**100%**	100%	**0%**	0%
Oldfields USA Incorporated	USA	**100%**	100%	**0%**	0%
Oldfields Engineering Technology (Henan) Co Limited	China	**100%**	100%	**0%**	0%
Oldfields Engineering Technology (Shenzhen) Co Limited	China	**100%**	100%	**0%**	0%
Foshan Advcorp Scaffold Limited	China	**100%**	100%	**0%**	0%
Subsidiaries of Oldfields Finance Solutions Pty Ltd:					
Oldfields Financing Pty Ltd	Australia	**100%**	100%	**0%**	0%

10. Events After the Reporting Period

On 30 July 2024, Oldfields Holdings Limited announced a capital raise of $1.08m 12,303,183 ordinary shares (new shares) from new shareholders at an issue price of 8.75 cents per new share (placement).