

RTO Limited
(Formerly Blackwell Global Holdings Limited)

Annual Report
For the year ended 31 March 2024

CONTENTS

	Page
Chairman's Report	2
Consolidated Statement of Comprehensive Income	4
Consolidated Statement of Changes in Equity	5
Consolidated Statement of Financial Position	6
Consolidated Statement of Cash Flows	7
Reconciliation of Net Operating Cash Flows to Net Loss After Tax	8
Notes to the Consolidated Financial Statements	9
Independent Auditor's Report to the Shareholders	25
Corporate Governance Statement	28
Additional Information	32
Company Directory	35

CHAIRMAN'S REPORT

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Dear Shareholder,

Activities during the Financial Year ended 31 March 2024

During the course of the financial year:

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

Post balance date events

Change of Director

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

Change of Name and Ticker Code

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

Forgiveness of Bonds

- At 31 March 2024, the Company's major shareholder, Blackwell Global Group Limited ("Shareholder") held Secured Bonds issued by the Company for the sum of \$550,000.
- At the request of the independent directors, the Shareholder agreed to forgive the repayment of \$200,000 of those Secured Bonds with effect on 24 April 2024.
- These funds, together with the additional free cash held by the Company, will be deployed by the Board towards:
 - the payment of the Company's ongoing compliance and administrative costs.
 - investigating an RTO transaction. Any RTO will have the effect of diluting down all shareholder's shareholdings in the Company significantly, including the Shareholder's and Mr Chai's personal shareholding interest.
- The Board proposes to work with the Shareholder to restructure the outstanding balance of Secured Bonds, either through the further forgiveness of all or some of those Secured Bonds, or the capitalisation of those Secured Bonds into ordinary fully paid shares during the course of this financial year.

Going Forward

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

CHAIRMAN'S REPORT

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

What is an RTO?

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

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

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

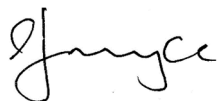
Investment Criteria

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

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

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

Yours sincerely



Sean Joyce, Chair, RTO Limited

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME*RTO Limited (Formerly Blackwell Global Holdings Limited)**For the year ended 31 March 2024*

		2024	2023
	Notes	\$	\$
Revenue			
Interest and fee income	5	18,929	9,212
Total Income		18,929	9,212
Expenses			
Directors' fees	24.1	(138,000)	(138,000)
Interest expense		(19,599)	9,057
Other operating expenses	6	(107,063)	(144,985)
Total expenses		(264,662)	(273,928)
Loss before income tax		(245,732)	(264,717)
Income tax benefit/(expense)	7	-	-
Net profit/(loss) after tax		(245,732)	(264,717)
Total comprehensive loss for the year		(245,732)	(264,717)
Attributable to:			
Owners of the company		(245,732)	(264,717)
Earnings/(loss) per share			
Basic and diluted earnings/(loss) per share (cents per share):	10	(0.04)	(0.04)

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
RTO Limited (Formerly Blackwell Global Holdings Limited)
For the year ended 31 March 2024

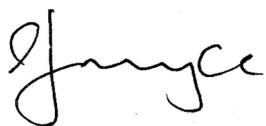
	Notes	Share capital	Contributed capital	Accumulated losses	Total equity
		\$	\$	\$	\$
Balance at 1 April 2022		13,101,679	407,606	(13,278,302)	230,983
Loss for the year		-	-	(264,717)	(264,717)
Total comprehensive loss for the year		-	-	(264,717)	(264,717)
Transactions with owners in their capacity as owners	20	445,658			445,658
Balance at 31 March 2023		13,547,337	407,606	(13,543,018)	411,925
Balance at 1 April 2023		13,547,337	407,606	(13,543,018)	411,925
Loss for the year		-	-	(245,732)	(245,732)
Total comprehensive loss for the year		-	-	(245,732)	(245,732)
Balance at 31 March 2024		13,547,337	407,606	(13,788,750)	166,193

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
RTO Limited (Formerly Blackwell Global Holdings Limited)
As at 31 March 2024

	Notes	2024 \$	2023 \$
Current assets			
Cash and cash equivalents	18	634,842	863,900
Prepayments and other receivables	12	13,818	10,781
Total current assets		648,659	874,681
Non-current assets			
Prepayments and other receivables	12	75,000	75,000
Property, plant and equipment	14	522	1,045
Total non-current assets		75,522	76,045
Total assets		724,182	950,726
Current liabilities			
Trade and other payables	15	409	819
Accruals, provisions and other liabilities	16	11,500	11,500
Borrowings	17, 19	546,080	526,482
Total current liabilities		557,989	538,801
Total liabilities		557,989	538,801
Net assets		166,193	411,925
Equity			
Share capital	20	13,547,337	13,547,337
Contributed capital		407,606	407,606
Accumulated losses		(13,788,750)	(13,543,018)
Total equity		166,193	411,925
Net tangible assets per share (cents per share):	11	0.02	0.06

For and on behalf of the Board:



Director

Dated: 26 June 2024



Director

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

CONSOLIDATED STATEMENT OF CASH FLOWS
RTO Limited (Formerly Blackwell Global Holdings Limited)
For the year ended 31 March 2024

	Notes	2024 \$	2023 \$
Cash flows from operating activities			
Interest received		18,929	13,883
Income taxes refunded		3,887	1,493
Operating inflows		22,817	15,376
Payments to suppliers and employees		(251,874)	(295,429)
Operating outflows		(251,874)	(295,429)
Net cash from / (used in) operating activities		(229,058)	(280,052)
Cash flows used in investing activities			
Payments from term deposits	13	-	1,000,000
Net cash from / (used in) investing activities		-	1,000,000
Cash flows from financing activities			
Payments for issue of shares			(4,342)
Net cash flow from / (used in) financing activities		-	(4,342)
Net increase / (decrease) in cash and cash equivalents		(229,058)	715,606
Cash and cash equivalents at the beginning of the period	18	863,900	148,294
Cash and cash equivalents at the end of the year	18	634,842	863,900

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

RECONCILIATION OF NET OPERATING CASH FLOWS TO NET LOSS AFTER TAX

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

	Notes	2024 \$	2023 \$
Net loss for the year		(245,732)	(264,717)
<i>Adjustments for:</i>			
Depreciation	14	522	1,045
Capitalised interest expense	17	19,599	(9,056)
		<u>(225,611)</u>	<u>(272,728)</u>
<i>Changes in net assets and liabilities:</i>			
(Increase) / decrease in prepayments and other receivables	12	(3,036)	3,690
Increase / (decrease) in trade and other payables	15	(410)	(4,402)
Increase / (decrease) in accruals, provisions and other liabilities (excluding deferred income)	16	-	(6,613)
Net cash (used in) / generated by operating activities		<u>(229,058)</u>	<u>(280,052)</u>

The accompanying notes form part of these consolidated financial statements and should be read in conjunction with them.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

1. General Information

These consolidated financial statements are for RTO Limited (formerly Blackwell Global Holdings Limited) (the "Company") and its subsidiaries (together the "Group").

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

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

The Group previously operated a financial services business focused on mortgage lending. The Group discontinued these activities in the year ended 31 March 2023 and is currently non trading. This should be read in conjunction with the comments in Note 25: Going Concern.

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

2. Basis of Preparation

These consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand ('NZ GAAP') and with the requirements of the Financial Markets Conduct Act 2013 and the NZX Main Board Listing Rules. The Company is a for-profit entity for the purposes of NZ GAAP. The consolidated financial statements comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and International Financial Reporting Standards (IFRS).

The consolidated financial statements have been prepared on a historical cost basis except for any financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

The consolidated financial statements are presented in New Zealand dollars.

3. Material Accounting Policy information

3.1 Application of new and revised NZ IFRSs, amendments and interpretations

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

The consolidated financial statements have been prepared using same accounting policies detailed in the Group's audited consolidated financial statements for the year the ended 31 March 2023.

3.2 Basis of consolidation

The consolidated financial statements of the Group incorporate the assets, liabilities and results of all controlled entities. Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the group 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

All intercompany transactions, balances and any recognised income and expense (except for foreign currency transaction gains or losses) between controlled entities are eliminated in full on consolidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

3.3 Income

Loan fee income is recognised as each performance obligation is satisfied. Fees for other services are recognised as the service is performed.

3.4 Interest income and similar expenses from financial instruments measured at amortised cost

For all financial instruments measured at amortised cost, interest income and expense is recorded at the effective interest rate, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or liability. The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes any fees or incremental costs that are directly attributable to the instrument and are an integral part of the effective interest rate, but not future credit losses. The adjusted carrying amount is calculated based on the original effective interest rate and the change in carrying amount is recorded as gain on impairment of bond or interest expense.

The interest expense includes the amortisation of bonds.

3.5 Expense Recognition

All expenses are recognised in the Consolidated Statement of Comprehensive Income on an accrual basis.

3.6 Employee Expenses

Liabilities for wages and salaries, including non-monetary benefits, are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current liabilities and included in the accruals, provisions and other liabilities in the Consolidated Statement of Financial Position. At 31 March 2024, there were no employee expenses outstanding.

3.7 Income Tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the Consolidated Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit at the time of the transaction, and differences relating to investments in subsidiaries and joint operations to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

In principle deferred tax liabilities are recognised from taxable temporary timing differences. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences and unused tax losses and tax credits can be recognised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be recognised.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group has a legally enforceable right to offset current tax assets against current tax liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

3.8 Goods and Services Tax (GST)

The Group is not registered for GST. Therefore, all amounts are stated inclusive of GST.

3.9 Financial Instruments

Recognition and Derecognition

Financial assets and financial liabilities are recognised in the Group's Consolidated Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial Assets

Classification and initial measurement

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- Amortised cost
- Fair value through profit or loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset

Transaction costs that are 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.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Financial assets at fair value through other comprehensive income (FVOCI)

The Group accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective it is “hold to collect” the associated cash flows and sell and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group did not have any assets classified at FVOCI at reporting date.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and assigning the related interest income over the appropriate period. For financial assets other than those purchased or assets that are credit impaired on initial recognition, the effective interest rate is the rate that exactly discounts estimated future cash through the expected life of the financial asset, or, where appropriate, a shorter period, to the gross carrying amount of the financial asset on initial recognition.

Impairment of financial assets

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the ‘expected credit loss (ECL) model’. Relevant instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments.

Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument. In applying this forward-looking approach, a distinction is made between:

Stage 1: Financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk;

Stage 2: Financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low;

Stage 3: Financial assets that have objective evidence of impairment at the reporting date.

‘12-month expected credit losses’ are recognised for the first category while ‘lifetime expected credit losses’ are recognised for the second and third category. Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset at the reporting date with the risk of a default occurring on the financial asset at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information. The nature of the Group's finance receivables has been short-term residential property lending with a predominant focus on the underlying security value of the finance receivable (i.e. the residential property value) in the credit assessment. Credit risk information is updated and monitored regularly. While there are no loan receivables at 31 March 2024, loan receivables were subject to regular scrutiny, as a key component of credit risk management. This includes a review of the borrower's repayment history and any interest arrears; any changes in the borrowers' circumstances which could impact on their ability to repay either interest or principal amounts on their due date; and any movement in the security value. The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Financial Liabilities

Financial liabilities are classified into one of the following measurement categories:

- those to be measured subsequently at fair value through profit or loss ('FVTPL'); and
- those to be measured at amortised cost.

At initial recognition financial liabilities are measured at fair value plus transaction costs that are directly attributable to the issue of the financial liabilities. The amortised cost of a financial liability is the amount at which the financial liability is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability. The Group's financial liabilities measured at amortised cost include Bonds. The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3.10 Property, Plant and Equipment and Depreciation

All property, plant and equipment are recorded at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation of the assets has been calculated at the maximum rates permitted by the Income Tax Act 2007. The entity has asset classes as set out below:

Plant and IT equipment: depreciation rates of 40-50%.

3.11 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic resources will be required to settle the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The increase in the provision resulting from the passage of time is recognised in finance costs. If economic resources required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that recovery will be received, and the amount of the receivable can be reliably measured.

3.12 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the Consolidated Statement of Comprehensive Income over the period of the borrowings using the effective interest method.

3.13 Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

3.14 Share Capital

Ordinary Shares

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

3.15 Cash Flows

The following are the definitions used in the Consolidated Statement of Cash Flows:

Cash and cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Operating activities are the principal revenue-producing activities of the Group and other activities that are not investing or financing activities.

Investing activities are the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.

Financing activities are activities that result in changes in the size and composition of the contributed equity and borrowings of the Group.

4. Critical Estimates and Judgements used in applying Accounting Policies

The Group prepares its consolidated financial statements in accordance with NZ IFRS, the application of which often requires judgements to be made by management when formulating the Group's financial position and results. Under NZ IFRS, the Directors are required to adopt those accounting policies most appropriate to the Group's circumstances for the purpose of presenting a true and fair view of the Group's financial position, financial performance and cash flows.

In determining and applying accounting policies, judgement is often required in respect of items where the choice of specific policy, accounting estimate or assumption to be followed could materially affect the reported results or net asset position of the Group. Such judgement can sometimes result in a change of accounting policy if it is later determined that a different choice is more appropriate.

Below are the critical accounting estimates and judgements.

Provisions for Impairment

In determining expected credit loss (ECL), management is required to exercise judgement in defining what is considered to be a significant increase in credit risk and in making assumptions and estimates to incorporate relevant information about past events, current conditions and forecasts of economic conditions.

Furthermore, judgement has been applied in determining the lifetime and point of initial recognition of revolving facilities.

The calculated probability of default, loss given default and exposure at default are reviewed regularly considering differences between loss estimates and actual loss experience. To date there has been limited opportunities to make these comparisons. Therefore, these assumptions, including how they react to forward-looking economic conditions remain subject to review and refinement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

5. Income

The Group recognises revenue from interest income from bank accounts.

	2024	2023
	\$	\$
Interest income from term deposits and bank accounts	18,929	9,212
Total	18,929	9,212

6. Other Operating Expenses

	2024	2023
	\$	\$
Audit fees - for the audit of the financial statements	11,502	10,637
Accounting, consulting and legal	45,167	54,224
NZX fees and list charges	27,121	30,188
Insurance expenses	12,794	13,845
Depreciation expenses	522	1,045
Professional Services	8,141	33,585
Other operating expenses	1,816	1,460
	107,063	144,985

7. Income Tax

This note provides an analysis of the Group's income tax expense, shows how the tax expense is affected by non-assessable and non-deductible items.

Reconciliation of income tax expense to prima facie tax payable

	2024	2023
	\$	\$
Loss before income tax and adjustments	(245,732)	(264,717)
Current year tax at the tax rate of 28% (2023: 28%)	(68,805)	(74,121)
	(68,805)	(74,121)
Tax effect of amounts which are not deductible in calculating taxable income/(loss):		
Non-deductible expenses	6,000	1,852
Current tax losses not recognised	62,805	72,269
Income tax expense	-	-

In view of the current financial position of the Group, the Directors have decided not to recognise the deferred tax asset and accordingly no income tax has been recognised within equity in respect of the convertible note - equity component or the contributed equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

7.1 Tax Losses

	2024	2023
	\$	\$
Tax losses for which no deferred tax asset has been recognised	(3,661,352)	(3,421,619)
Potential tax benefit @ 28%	<u>(1,025,178)</u>	<u>(958,053)</u>

In view of the current financial position and loss position of the Group, the Directors have decided not to recognise any tax benefit on tax losses carried forward by the Group. The availability of tax losses carried forward are subject to continuity of shareholders requirements being met in order to be utilised by the Group.

8. Imputation Credit Account

	2024	2023
	\$	\$
Imputation credits available for use in subsequent periods	5,386	3,973

9. Dividends Declared and Paid

No dividends were declared or paid relating to the Group results for the year ended 31 March 2024 (2023: \$ Nil).

10. Earnings Per Share

	2024	2023
Basic earnings/(loss) per share (cents):	(0.04)	(0.04)
Diluted earnings/(loss) per share (cents):	(0.04)	(0.04)

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

	2024	2023
Loss for the period attributable to owners of the parent company (\$)	(245,732)	(264,717)
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	618,759,059	618,416,593

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

At 31 March 2024, there were no financial instruments or rights held by any shareholders that were considered to be dilutive (2023: Nil). Accordingly, basic and diluted earnings per share are identical for the accounting periods being reported on.

The Group presents basic and diluted earnings per share (EPS) information for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares on issue throughout the year. Diluted earnings per share is calculated by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares. There were no financial instruments considered to be dilutive as at 31 March 2024.

11. Net Tangible Assets per Share

	2024	2023
Net tangible assets (\$)	166,192	411,925
Issued shares at balance date	673,759,059	673,759,059
Net tangible assets per share (cents)	0.02	0.06

12. Prepayments and Other Receivables

	2024	2023
	\$	\$
Prepayments	8,517	6,894
Other receivables	80,300	78,887
Total	88,818	85,781
Current	13,818	10,781
Non-current	75,000	75,000
Total	88,818	85,781

13. Investments

There are no ASB term deposits at 31 March 2024 (2023: nil).

14. Property, Plant and Equipment

	2024	2023
	\$	\$
Cost		
Balance at 1 April	17,546	17,546
Additions	-	-
Disposals	-	-
Balance at 31 March	17,546	17,546

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS*RTO Limited (Formerly Blackwell Global Holdings Limited)**For the year ended 31 March 2024***Accumulated depreciation**

Balance at 1 April	(16,501)	(15,456)
Depreciation	(522)	(1,045)
Balance at 31 March	(17,023)	(16,501)
Carrying value	522	1,045

15. Trade and Other Payables

	2024	2023
	\$	\$
Trade payables	409	819
Total	409	819

16. Accruals, Provisions and Other Liabilities

	2024	2023
	\$	\$
Accrued expenses	11,500	11,500
Total	11,500	11,500

17. Borrowings

	2024	2023
	\$	\$
Current borrowings		
Bonds	546,080	526,482
Total	546,080	526,482
Non-current borrowings		
Bonds	-	-
Total	-	-

17.1 Bonds

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

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

On 25 November 2020 a Letter of Undertaking was agreed with Blackwell Global Group Limited further extending the bond maturity date to 30 June 2023, with 0% interest until maturity. The net present value of the bonds have been readjusted on the balance sheet for the present value of the face values at maturity using the original effective interest rate of 6% per annum. The resulting gain on revaluation of bonds is reported as contributed capital on bonds.

In June 2022, the Company redeemed \$1,000,000 of the Bonds for cash and paid \$750,000 to BGGL in June 2022, and \$250,000 in August 2022.

In 2022 Blackwell Global Group Limited capitalised \$500,000 of its Bonds into 71,428,571 new ordinary shares in the Company, at an issue price of \$0.007 per share. This development provided the Company with an additional \$500,000 of capital which provided the Company with sufficient working capital to fund the outgoings and expenses for the year.

In 2023, upon receiving shareholder approval, Blackwell Global Group Limited capitalised \$450,000 of its bonds into 100,000,000 new ordinary shares in the Company, at an issue price of \$0.0045 per share. This development provided the Company with an additional \$450,000 of capital which provided the Company with sufficient working capital to fund the outgoings and expenses for the year.

No new bonds have been issued in the period. The value of the bonds recognised in the Consolidated Statement of Financial Position is calculated as follows:

	2024	2023
	\$	\$
Balance at beginning of year	526,482	985,538
Repayment of bonds	-	(450,000)
Liability component carried forward	526,482	535,538
Amortisation of the premium on the bonds	19,599	45,970
Amortisation adjustments	-	(55,026)
Bond liability	546,080	526,482
Bond liability		
- in current borrowings	546,080	526,482
- in non-current borrowings	-	-
Total	546,080	526,482

18. Cash and Cash Equivalents

	2024	2023
	\$	\$
Cash at bank and on hand	634,842	863,899
Total	634,842	863,899

The current floating interest rate on cash in bank accounts is 0.20% per annum.

The bank balances are held with New Zealand trading bank with AA- credit ratings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

19. Net Debt

This section sets out an analysis of net debt for the periods presented for the Group.

	2024	2023
	\$	\$
Cash and cash equivalents	634,842	863,899
Borrowings - current	(546,080)	(526,482)
Borrowings - non-current	-	-
Total	88,761	337,418

20. Share Capital

	No. of	
	Shares	\$
Ordinary shares at 1 April 2022	573,759,059	13,101,679
Ordinary shares issued during the year	100,000,000	445,658
Ordinary shares as at 31 March 2023	673,759,059	13,547,337
Ordinary Shares as at 1 April 2023	673,759,059	13,547,337
Ordinary shares issued during the year	-	-
Ordinary shares as at 31 March 2024	673,759,059	13,547,337

All Ordinary Shares are issued and fully paid, have an equal right to vote, to dividends and to any surplus on winding up. The Group does not have a total number of authorised shares. The Board may issue shares or other equity securities to any person in any number it thinks fit provided that while the Group is Listed, the issue is made in accordance with the NZX listing rules.

Bonds with face value of \$450,000 were converted to 100,000,000 ordinary shares. An expense of \$4,342 relating to the issue of these shares was netted against the value. Refer to note 17.1.

21. Subsidiaries

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

Name of subsidiary	Principal activity	Proportion of interest and voting power held by the Group	
		2024	2023
Blackwell Global Finance Limited (removed 26 Jan 2024)	Diversified financial services	Nil	100%
NZF Money Limited (in receivership)	In receivership	100%	100%
Blackwell Global Funds Limited (removed 19 Oct 2023)	Special purpose vehicle established as custodian for funding arrangement	Nil	100%

The place of incorporation and operation for all subsidiaries is New Zealand. The balance date of all companies in the Group is 31 March. All subsidiary entities were dormant in the previous financial years. In the current year, Blackwell Global Finance Limited and Blackwell Global Funds Limited were removed from the Company Office.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
RTO Limited (Formerly Blackwell Global Holdings Limited)
For the year ended 31 March 2024

22. Financial Instruments by Category

Financial Assets	At amortised cost \$	Total \$
2024		
Cash and cash equivalents	634,842	863,900
Other Receivables	13,818	10,781
Total	648,659	874,681
	\$	\$
2023		
Cash and cash equivalents	863,899	148,294
Other receivables	10,781	14,471
Total	874,681	162,765
	\$	\$
Financial Liabilities		
	At amortised cost \$	Total \$
2024		
Trade and other payables	409	819
Borrowings	546,080	526,482
Accruals and other liabilities	11,500	11,500
Total	557,989	538,801
2023		
Trade and other payables	819	5,221
Borrowings	526,482	985,538
Accruals and other liabilities	11,500	11,500
Total	538,801	1,002,259

23. Risk Management

23.1 Market Risk

Market risk is the risk that market interest rate or foreign exchange rates will change and impact on the Group's earnings due to mismatches between repricing dates of interest-bearing assets and liabilities. Refer to note 23.3 on interest rate risk for further details regarding interest rate risk. The Group has no exposure to pricing or foreign exchange risks.

23.2 Liquidity Risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations as they fall due. The timing mismatch of cash flows and the related liquidity risk is inherent in all financial operations and is closely monitored by the Group.

Management of liquidity risk is designed to ensure that the Group can generate or obtain sufficient cash on time and at a reasonable price to meet its daily financial commitments.

23.3 Interest Rate Risk

Currently the Group has only one interest bearing cash and cash equivalents bank account. This relates to the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

bank account with floating interest rates. The impact on loss after tax and equity would be as follows if the interest rates deviated by 1% from the current interest rates:

	2024	2023
	\$	\$
Cash and cash equivalents	634,842	863,899
Rate (+/-1%)	6,348/(6,348)	8,639/(8,639)

The entity has no remaining loan receivable balances at 31 March 2024. All other interest-bearing financial assets and liabilities are at fixed interest rates.

Cash Management

Any cash on hand is held by the ASB Bank which is a registered bank and has an AA- rating with Standard and Poor's.

24. Related Parties

RTO Limited (formerly Blackwell Global Holdings Limited - the Group) is controlled by Blackwell Global Group Limited (incorporated in the Cayman Islands) which owns 71.68% of the Company's shares. The Group's ultimate controlling party is Mr Kaw (Michael) Sing Chai, who also owns 8.29% of the Company's shares in his own name. The remaining 20.03% of the Company's shares are widely held.

Related party transactions

No costs were paid on behalf of the Group during the year (2023: no related party transactions).

Blackwell Global Investments Limited is a related party through common shareholding.

24.1 Remuneration of Directors

	2024	2023
	\$	\$
Sean Joyce	86,250	86,250
Craig Alexander	51,750	51,750
Total	138,000	138,000

All Directors are common to all the subsidiary companies in the Group.

24.2 Key Management Personnel Remuneration

There was no key management personnel remuneration for directors and senior management during the year. The directors are remunerated solely through director's fees that are separately disclosed in note 24.1.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

24.3 Directors Shareholdings

Director	Holder(s)	Number of Shares	
		2024	2023
Kaw Sing Chai (Michael)	Kaw Sing Chai (Michael)	55,871,667	55,871,667
Say Chan Law (James)	Say Chan Law (James)	19,290,000	19,290,000

All directors are common to all the subsidiary companies in the Group.

As at 31 March 2024, Kaw Sing Chai also has 100% shareholding in Blackwell Global Group Limited (2023: 100%) which holds 482,929,770 shares in the Group (2023: 482,929,770).

During 2019 and 2018, bonds were issued to Blackwell Global Group Limited based in Singapore in which Kaw (Michael) Sing Chai has shareholding interests. Refer to note 17 for further details.

24.4 Interested Transactions

During the year, there were no known transactions concerning the current directors and associated parties (2023: Nil).

Directors' Remuneration

Remuneration details of Directors are provided above.

Indemnification and Insurance of Officers and Directors

The Group indemnifies Directors and Executive Officers of the Group against all liabilities which arise out of the performance of their normal duties as Directors or Executive Officers, unless the liability relates to conduct involving lack of good faith. To manage this risk, the Group has indemnity insurance. The total cost of this insurance expensed in the Group during the financial year was \$12,794 (2023: \$12,396).

Share Transactions

No directors acquired or disposed of any Ordinary Shares in the Group during the year.

Directors' Loans

There were no loans made by the Group to the Directors or by the Directors to the Group during the year.

Use of Group Information

The Board received no notices during the year from Directors requesting to use Group information received in their capacity as Directors which would not otherwise have been available to them.

25. Going Concern

The Group has incurred a net loss for the year of \$245,732 (2023: loss of \$264,717) and as of 31 March 2024 has positive equity of \$166,193. The Company is reliant upon the continued support of its lenders including shareholder advances. The going concern basis assumes continued support of these parties in following financial periods. Should this support not continue, this indicates the existence of a material uncertainty that may cast doubt on the entity's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Board have implemented a number of strategies to reduce the outgoings of the Company and is actively looking to identify a suitable business opportunity to invest in and/or acquire through a reverse takeover transaction (RTO).

The Company is able to meet loan repayment commitments and costs given the current bank balance of \$634,842.

The Directors in determining that the financial statements be prepared on a going concern basis have taken into account events subsequent to balance date. Refer also to comments in Note 31 – Subsequent Events.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

26. Segment Reporting

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

27. Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust issue of new shares or borrowings to reduce debt.

28. Lease Commitments

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

29. Capital Commitments

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

30. Contingent Assets and Liabilities

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

31. Subsequent Events

As at the date of these accounts, Director Kaw (Michael) Sing Chai, was arrested in January 2024, and has been incarcerated in the Philippines on matters unrelated to Blackwell Global Holdings Limited. At the request of the independent Directors, Mr Chai resigned on 22 April 2024.

Kim Chan (Steve) Chua was alternative director for Mr Chai. With effect from the date of Mr Chai's resignation, Mr Chua also ceased to be a director of the Company.

Given Mr Chai's departure, the independent Directors wish to separate the activities of Mr Chai, who is also a Director of the major shareholder of the Company. The Board has resolved to change the name of the Company to "RTO Limited" and the Company's ticker code from "BGI" to "RTO" with effect from 1 May 2024.

At the request of independent Directors, the Company's major Shareholder (Blackwell Global Group Limited) which holds secured Bonds issued by the company for the sum of \$550,000, has agreed to forgive the repayment of \$200,000 of those secured Bonds effective from 22 April 2024. (2023: There have been no significant events after balance date).

32. Approval of Financial Statements

The financial statements were approved by the Directors and authorised for issue on 26 June 2024.

Independent auditor's report to the shareholders of RTO Limited

Report on the audit of the consolidated financial statements



Our opinion on the consolidated financial statements

In our opinion, the accompanying consolidated financial statements of RTO Limited (the Company) and its subsidiaries (the Group), present fairly, in all material respects:

- the consolidated financial position of the Group as at 31 March 2024, and
- its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and International Financial Reporting Standards (IFRS).

What was audited?

We have audited the consolidated financial statements of the Group, which comprise:

- the consolidated statement of financial position as at 31 March 2024,
- the consolidated statement of comprehensive income for the year then ended,
- the consolidated statement of changes in equity for the year then ended,
- the consolidated statement of cash flows for the year then ended, and
- notes to the consolidated financial statements, including material accounting policy information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We are independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other than in our capacity as auditor we have no relationship with, or interests in, the Company or any of its subsidiaries.

Material uncertainty related to going concern

We draw attention to Note 25 in the consolidated financial statements, which indicates that the Group incurred a net loss of \$245,732 during the year ended 31 March 2024 and is reliant on the continued support of its lenders including shareholder advances. As stated in Note 25, these events or conditions, along with other matters as set forth in Note 25, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

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

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Other information

The directors are responsible for the other information. The other information comprises the Chairman's Report, Corporate Governance Statement, Additional Information, and Company Directory for the year ended 31 March 2024, but does not include the consolidated financial statements and our auditor's report thereon.

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

Directors' responsibilities for the consolidated financial statements

The directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with NZ IFRS, and for such internal control as the directors determine 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, the directors are responsible on behalf of the Group 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 the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

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 auditor's 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 (NZ) 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the External Reporting Board's website:

<https://www.xrb.govt.nz/standards/assurance-standards/auditors-responsibilities/audit-report-1/>

This description forms part of our auditor's report.

The engagement director on the audit resulting in this independent auditor's report is Michael Wood.

Restriction on distribution and use

This independent auditor's report is made solely to the shareholders, as a body. Our audit work has been undertaken so that we might state to the shareholders those matters which we are required to state to them in the independent auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the shareholders, as a body, for our audit work, this independent auditor's report, or for the opinions we have formed.



William Buck Audit (NZ) Limited

Auckland
26 June 2024

CORPORATE GOVERNANCE STATEMENT

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

The Board of the Company is committed to acting with integrity and expects high standards of behaviour and accountability from all its officers and staff. These standards are detailed in the Company's Board approved Code of Ethics Policy document. Other key governance documents are available to investors and stakeholders on the Company's website. They include the Code of Ethics, Audit and Risk Committee Charter, Financial Products Trading Policy and Guidelines, Governance Code and Nomination, Remuneration and Health and Safety Committee Charter.

The Board recognises the need to continue to enhance its governance standards in line with developing best practice. In doing so, the Board has considered standards, guidelines and principles published by a range of interested parties in New Zealand and internationally. The governance principles adopted by the Board are designed to meet best practice.

Role of the Board

The Chairman is elected by the Board of Directors, and his primary responsibility is the efficient functioning of the Board, which involves managing the Board in the most effective manner and to provide a conduit between the Board and the Chief Executive Officer when there is one. He has no significant external commitments that conflict with this role.

The Company maintains an Interests Register and if necessary, conflicts of interest are recorded in the minutes. Procedures for the operation of the Board, including the appointment and removal of Directors, are governed by the Company's Constitution.

The Governance Code sets out, in detail, the composition, responsibilities and roles of the Board of Directors. The Board reviews its performance against these responsibilities annually.

The Board of Directors' corporate governance responsibilities include overseeing the management of the Company and Group to ensure proper direction and control of the Company's activities. Corporate Governance encompasses the requirement for the Board to discharge such responsibilities, to be accountable to shareholders and other stakeholders for the performance of the Company, and to ensure that the Company is compliant with laws and standards.

The Board establishes the corporate objectives of the Group and monitors management's implementation of strategies to achieve the objectives. It is engaged in on-going strategic planning in order to meet the objectives. It provides an oversight of compliance and risk, it measures, and monitors management performance and it sets in place the policy framework within which the Company operates.

The Board's primary objective is the enhancement of shareholder value by following appropriate strategies and ensuring effective and innovative use of available Company resources. Day-to-day maintenance of the Company is delegated to two of the Company's Directors, Sean Joyce and Craig Alexander.

Board Meetings

The Board normally meets quarterly each year for scheduled meetings. Additional meetings are held where specific matters require attention between scheduled meetings. Board meetings are used to monitor, challenge, develop and fully understand business and operational issues.

Composition of the Board

The Board of the Company has a broad base of knowledge and experience in energy, engineering, financial management, legal compliance and other expertise to meet the Company and the Company's objectives. The details and backgrounds of the Directors are detailed on the Company's website.

The Governance Code provides that there will be no less than three and not more than six Directors. NZX requirements are that at least two Directors are independent Directors.

The Board has determined, based on information provided by directors regarding their interests, that as at 31 March 2024, Sean Joyce and Craig Alexander, are Independent Directors. The Board makes an assessment on the independence of each Director after consideration of the NZX Listing Rules, the NZX Corporate Governance Code, guidance notes and legal advice.

CORPORATE GOVERNANCE STATEMENT

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Criteria for Board Membership

When a vacancy arises, the Board will identify candidates with a mix of capabilities and perspectives considered necessary for the Board to carry out its responsibilities effectively. A Director appointed by the Board must stand for election at the next annual meeting. A Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or 3 years, whichever is longer. Retiring Directors are eligible for re-election.

Board Committees

The Board has established standing Committees (described below) that focus on specific responsibilities in greater detail than is possible for the Board as a whole. All committee proceedings are reported back to the Board and each operates under a Board approved Committee Charter that sets out its delegation and responsibility.

Audit and Risk Committee

The Audit and Risk Committee is responsible for monitoring the on-going effectiveness of risk management activities. The Committee monitors trends in the Company's risk profile and considers how the business manages or mitigates key risk exposures. It implements risk management through its business processes of planning, budgeting, investment, project analysis and operations management. The Company has a Risk Management Policy that guides the risk management framework and the maintenance and monitoring of the Company's risk register.

The Audit and Risk Committee also monitors and oversees the quality of financial reporting and financial management. In order to achieve this the Committee considers accounting and audit issues and makes recommendations to the Board of Directors as required and monitors the role, responsibility and performance of the external auditor. The function of the Audit and Risk Committee is to assist the Board in carrying out its responsibilities under the Companies Act 1993 and the Financial Markets Conduct Act 2013 on matters relating to the Company's accounting practices, policies and controls relevant to the financial position, and to liaise with external auditors on behalf of the Board of Directors.

The Audit and Risk Committee at the end of the financial year comprised Craig Alexander (Chair), Sean Joyce and James Law.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee's purpose is to review Directors' fees, the Chief Executive Officer's remuneration package and performance. The policy for remuneration of senior management, ensures the Company has formal and transparent processes for the nomination and appointment of Directors and to identify any skill gaps to ensure diversity and experience on the Board. These duties form the basis of recommendations to the Board.

The Remuneration and Nomination Committee is also responsible for: obtaining assurance that the Company's human resources policies and practices support achievement of the Company's goals; overseeing appointments of the Chief Executive Officer (if any), roles reporting to the Chief Executive Officer (if any), and key professional advisors in the area of legal, tax and public relations, and overseeing the development of key employees. The Remuneration and Nomination Committee at the end of the financial year comprised Craig Alexander (Chair), Sean Joyce and James Law.

Health and Safety Committee

The Health and Safety Committee's primary objective is to assist the Board in fulfilling its responsibilities and objectives in all matters related to health and safety. The Health and Safety Committee at the end of the financial year comprised Sean Joyce (Chair) and Craig Alexander.

CORPORATE GOVERNANCE STATEMENT

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Trading in Shares

The Company has a detailed Insider Trading and Financial Products Dealing Policy applying to all directors and employees which prescribes “black-out” periods during which directors and employees must not trade in the Company’s shares in any event. In addition, directors and employees are not able to trade in Company shares if they are in possession of unpublished price sensitive information at any time. A procedure must be followed to always obtain consent to trade in the Company’s shares.

The Company reinforces these measures by requiring that anyone designated as having the opportunity to access price sensitive information can transact in the Company’s securities only with the prior approval of the Chairman.

Timely and Balanced Disclosure

The Company maintains a Continuous Disclosure Policy. Continuous disclosure obligations in the NZX Main Board Listing Rules require all listed companies to advise the market about any material events and developments as soon as the Company becomes aware of them. The Company complies with these obligations on an on-going basis. The Company has in place procedures designed to ensure compliance with the NZX Listing Rules such that all investors have equal and timely access to material information concerning the Company, including its financial situation, performance, ownership and governance. The Company seeks to ensure that all announcements are factual and presented in a clear and balanced way. Accountability for compliance with disclosure obligations is with two of the Company’s Directors, Sean Joyce and Craig Alexander. Significant market announcements, including the preliminary announcement of the half year and full year results, and the consolidated financial statements for those periods, require review by the full Board.

NZX Corporate Governance Code

A full statement on the extent to which the Company has followed the recommendations in the NZX Corporate Governance Code during the year is available on the Company’s website, <https://www.bgholdings.co.nz/corporate-governance/>.

Generally the Company does follow the recommendations in the NZX Corporate Governance Code. However, the Company does not follow the following recommendation:

- Recommendation 2.5: The Company does not have a formal diversity policy, and has not had one at any stage during the year. The Company does not have a formal diversity policy given there are only male directors on the Board of the Company, and no executives at this time. While there is no formal diversity policy, and no formal alternative governance practices relating to diversity have been adopted, the Company recognises the wide-ranging benefits that diversity brings to an organisation and its workplaces. The Company endeavours to ensure diversity at all levels of the organisation to ensure a balance of skills and perspectives are available in the service of our shareholders and customers.

CORPORATE GOVERNANCE STATEMENT

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Diversity

As at 31 March 2024, the gender balance of the Company's Directors, officers and all employees were as follows:

	Directors		Officers		Employees	
	2024	2023	2024	2023	2024	2023
Female	0	0	0	0	0	0
Male	5*	5*	0	0	0	0
Total	5*	5*	0	0	0	0

*One of the directors was an alternate Director. Two directors, including the alternate director ceased to be directors post balance date. The Board held six meetings during the year.

ADDITIONAL INFORMATION

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Directors

The names of the Directors of the Group in office at the date of this Report are:

Sean Joyce

Craig Alexander

Kaw (Michael) Sing Chai (ceased 22 April 2024)

Say (James) Chan Law

Kim Chan (Steve) Chua (ceased 22 April 2024)

Auditors

Fees accrued to William Buck in the 2024 year are \$11,500.

Employees

The Company has no employees.

Donations

There were no donations paid during the year (2023: \$Nil).

Shareholders

As at 31 March 2024 there were 453 shareholders.

Share Issues

There were no new shares issued during the financial year (2023: 100,000,000).

Shareholder Details

The ordinary shares of RTO Limited are listed on the NZX Main Board, operated by NZX Limited.

ADDITIONAL INFORMATION

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Largest Shareholders

As at 31 March 2024, the 20 largest shareholders of the Company were as follows:

	Fully Paid Ordinary Shares Number Held	% Held
1 Blackwell Global Group Limited	482,929,770	71.68%
2 Chai Kaw Sing	55,871,667	8.29%
3 New Zealand depository nominee	31,873,373	4.73%
4 Say Chan Law	19,290,000	2.86%
5 Pat Redpath O'Connor	17,010,002	2.52%
6 Lynton Ross Campbell & Dennis Michael Graham & Mark Hume Thornton	9,095,514	1.35%
7 Barbara Charlotte Brown	7,834,488	1.16%
8 Annette Kathleen Early	4,010,000	0.60%
9 Minhua Chen	3,082,461	0.46%
10 Fiona Patricia Lyons & Kim Nigel Lyons & K & F Lyons Trustees Limited	3,001,915	0.45%
11 Ji Zou	2,600,000	0.39%
12 Paul Richard Huljich & Mark Richard Huljich & Simon Paul Huljich	2,451,664	0.36%
13 Dubrava Trustees Limited	2,193,409	0.33%
14 New Zealand Central Securities Depository Limited	2,142,710	0.32%
15 Land Securities Limited	1,689,752	0.25%
16 FNZ Custodians Limited	1,357,220	0.20%
17 Teck Khing Yong	1,331,069	0.20%
18 David Alexander Kennedy	1,062,500	0.16%
19 Kenneth Paul Donelan	1,000,000	0.15%
20 Walter Mick George Yovich	819,672	0.12%

Distribution of Equity Securities

Size of Holding	Number of Security Holders		Number of Securities	
	Number	%	Number	%
1 to 1000	32	7.06	20,083	0.00
1001 to 5000	125	27.59	425,159	0.06
5001 to 10000	65	14.35	548,351	0.08
10001 to 100000	152	33.55	5,356,518	0.80
100001 and Over	79	17.44	667,408,948	99.06
	453	100.00	673,759,059	100.00

ADDITIONAL INFORMATION

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

Substantial Product Holders

Pursuant to Section 293 of the Financial Markets Conduct Act 2013, details of substantial product holders and their total relevant interests as at 31 March 2024 is as follows:

	Number of Shares
Blackwell Global Group Limited	482,929,770
Chai Kaw Sing (Michael)	55,871,667
New Zealand Depository Nominee	31,873,373

The total number of Shares on issue as at 31 March 2024 was 673,759,059 (2023: 673,759,059).

Shareholder Enquiries

Shareholders should send changes of address to MUFG Pension & Market Services Limited at the address noted in the Company Directory. Notification must be in writing. Questions relating to shareholdings should also be addressed to MUFG Pension & Market Services Limited. For information about the Company please contact the Company at the Registered Office by sending an e-mail to sean@corporate-counsel.co.nz or visit the website www.bgholdings.co.nz.

Announcement and Reporting to Shareholders

The Company has established an e-mail list of Shareholders that want to receive announcements and reports made by Blackwell Global Holdings Limited to the NZX. Announcements and reports are e-mailed to Shareholders who wish to receive them shortly after they are released. This will include the Annual Meeting addresses, Annual Reports and Interim Reports. If you want to be added to this listing, please e-mail registry@bghholdings.co.nz and advise us of your preferred e-mail address. Your e-mail details will be kept confidential.

Waivers

During the course of the financial year ended 31 March 2024 the Company obtained no waivers from NZX Limited.

COMPANY DIRECTORY

RTO Limited (Formerly Blackwell Global Holdings Limited)

For the year ended 31 March 2024

As at 31 March 2024

Independent Directors

Sean Joyce
Craig Alexander

Non-executive Directors

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

Registered Office

84 Coates Avenue
Orakei, Auckland

Company Number

1474151

Incorporated

22 January 2004

Shares Issued

673,759,059

Share Registrar

MUFG Pension & Market Services Limited
Level 30, PWC Tower
15 Customs Street West, Auckland CBD
Auckland 1010
Tel: 09 375 5998

Solicitors

Chapman Tripp
Level 34, PwC Tower 15 Customs Street West
Auckland

Bankers

ASB Bank Limited
ASB, North Wharf, 12 Jellicoe Street, Auckland

Auditor

William Buck
Level 4
21 Queen Street
Auckland 1010