

SpadeA Holding ApS

J E Pitznersvej 53, D,

2730 Herlev

CVR No. 38181459

Annual Report 2023

8. financial year

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 24 June 2024

Jinping Zhang
Chairman

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Management's Statement

Today, Management has considered and adopted the Annual Report of SpadeA Holding ApS for the financial year 1 January 2023 - 31 December 2023.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In my opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January 2023 - 31 December 2023.

In my opinion, the Management's Review includes a true and fair account of the matters addressed in the review.

The conditions for not conducting an audit of the Financial Statement have been met.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Herlev, 28 June 2024

Executive Board

Jinping Zhang
Man. Director

SpadeA Holding ApS

Company details

Company	SpadeA Holding ApS J E Pitznersvej 53, D, 2730 Herlev
email	jinningzhang1504@gmail.com
CVR No.	38181459
Date of formation	8 November 2016
Registered office	Herlev
Executive Board	Jinping Zhang , Man. Director

Management's Review

The Company's principal activities

The Company's principal activities consist investments and consulting services and related business.

Development in activities and the financial situation

The Company's Income Statement of the financial year 1 January 2023 - 31 December 2023 shows a result of DKK -191.848 and the Balance Sheet at 31 December 2023 a balance sheet total of DKK 1.938.440 and an equity of DKK -190.041.

Post financial year events

After the end of the financial year, no events have occurred which may change the financial position of the entity substantially.

Going concern

The company's continued operation is dependent on continued and unforeseen funding commitments from the loan lenders. The management of the company has no indications or expectations that the company's lenders will reduce their financing commitment to the company.

The company's management is aware that more of 50 % of the equity is lost, but expects it to be re-established through positive operation in the future.

Accounting Policies

Reporting Class

The Annual Report of SpadeA Holding ApS for 2023 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B with the adoption of individual rules from class C.

The accounting policies applied remain unchanged from last year.

Reporting currency

The Annual Report is presented in Danish kroner.

Translation policies

Transactions in foreign currencies are translated into DKK at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities in foreign currencies are translated into DKK based on the exchange rates prevailing at the balance sheet day. Realised and unrealised foreign exchange gains and losses are included in the Income Statement under Financial Income and Expenses.

General Information

Basis of recognition and measurement

The financial statement have been prepared under the historical cost principle.

Income is recognised in the Income Statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortised cost. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the Income Statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the Income Statement.

Assets are recognised in the Balance Sheet when it is probable that future economic benefits attributable to the asset will accrue to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the Balance Sheet when it is probable that future economic benefits attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the term. Amortised cost is calculated as original cost less repayments and with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount. This way, exchange losses and gains are allocated over the term.

In connection with recognition and measurement, consideration is given to predictable losses and risks occurring prior to the presentation of the Annual Report, i.e. losses and risks which prove or disprove matters which exist at the balance sheet date.

Income Statement

Gross profit/loss

The Company has decided to aggregate certain items of the Income Statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Gross profit is a combination of the items of other external expenses.

Accounting Policies

Other external expenses

Other external costs include costs for administration.

Financial income and expenses

Financial income and expenses are recognised in the Income Statement based on the amounts that concern the financial year. Financial income and expenses include interest revenue and expenses, and surcharges and allowances under the tax prepayment scheme.

Dividends equity investments are recognised as income in the financial year in which the dividends are declared.

Tax on net profit for the year

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity.

Balance Sheet

Equity investments in group enterprises and associates

Equity investments in group enterprises and associates are measured at cost. Dividends that exceed accumulated earnings of the group enterprise or the associate during the ownership period are treated as a reduction of the cost. If cost exceeds the net realisable value, a write-down to this lower value will be performed.

Other investments

Investments in unlisted companies are recognised in the balance sheet at cost. The cost includes the purchase consideration calculated at fair value plus direct acquisition costs. Where the net realisable value is lower than cost, the investments are written down to this lower value. Realised and unrealised capital gains and losses are recognised in the income statement.

Receivables

Receivables are measured at amortised cost which usually corresponds to the nominal value. The value is reduced by write-downs for expected bad debts.

Other receivables

Other receivables consist of other receivables.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand as well as short-term securities with a term of less than three months which can be converted directly into cash at bank and in hand and involve only an insignificant risk of value changes.

Equity

Equity comprises the working capital and a number of equity items that may be statutory or stipulated in the articles of association.

Accounting Policies

Deferred tax

Deferred tax and the associated adjustments for the year are determined according to the balance-sheet liability method as the tax base of all temporary differences between carrying amounts and the tax bases of assets and liabilities.

Deferred tax assets, including the tax base of tax losses allowed for carryforward, are recognised at the value at which they are expected to be used, either by elimination in tax on future earnings or by set-off against deferred tax liabilities in enterprises within the same legal entity and jurisdiction.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Current tax liabilities

Current tax liabilities and current tax receivables are recognised in the Balance Sheet as calculated tax on the expected taxable income for the year, adjusted for tax on taxable income for previous years as well as for tax prepaid.

Liabilities

Other liabilities, comprising deposits, trade payables and other accounts payable, are measured at amortised cost, which usually corresponds to the nominal value.

Other payables

Other payables are measured at amortised cost, which usually corresponds to the nominal value

Contingent assets and liabilities

Contingent assets and liabilities are not recognised in the Balance Sheet but appear only in the notes.

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Income Statement

	Note	2023	2022
Gross profit		-9.515	-23.790
Profit from ordinary operating activities		<u>-9.515</u>	<u>-23.790</u>
Loss from investments in group enterprises and associates		-184.426	0
Finance expenses		0	-17
Profit from ordinary activities before tax		<u>-193.941</u>	<u>-23.807</u>
Tax expense on ordinary activities		-2.093	-5.237
Profit		<u>-191.848</u>	<u>-18.570</u>
Proposed distribution of results			
Retained earnings		-191.848	-18.570
Distribution of profit		<u>-191.848</u>	<u>-18.570</u>

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Balance Sheet as of 31 December

	Note	2023	2022
Assets			
Long-term investments in associates		1.250.889	1.400.889
Other long-term investments		444.634	479.060
Investments		1.695.523	1.879.949
Fixed assets		1.695.523	1.879.949
Short-term receivables from associates		838	838
Current deferred tax		15.497	13.404
Other short-term receivables		211.474	209.995
Receivables		227.809	224.237
Cash and cash equivalents		15.108	1.702
Current assets		242.917	225.939
Assets		1.938.440	2.105.888

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Balance Sheet as of 31 December

	Note	2023	2022
Liabilities and equity			
Contributed capital		50.000	50.000
Retained earnings		-240.041	-48.193
Equity	1	-190.041	1.807
Convertible, profit yielding or dividend yielding debt instruments		2.055.518	2.055.518
Long-term liabilities other than provisions	3	2.055.518	2.055.518
Payables to group enterprises		838	838
Other payables		7.150	6.500
Payables to shareholders and management		64.975	41.225
Short-term liabilities other than provisions		72.963	48.563
Liabilities other than provisions within the business		2.128.481	2.104.081
Liabilities and equity		1.938.440	2.105.888
Contingent liabilities	4		
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Statement of changes in Equity

	Contributed capital	Retained earnings	Total
Equity 1 January 2023	50.000	-48.193	1.807
Profit (loss)	0	-191.848	-191.848
Equity 31 December 2023	50.000	-240.041	-190.041

Notes

1. Going concern

The company's continued operation is dependent on continued and unforeseen funding commitments from the loan lenders. The management of the company has no indications or expectations that the company's lenders will reduce their financing commitment to the company.

The company's management is aware that more of 50 % of the equity is lost, but expects it to be re-established through positive operation in the future.

2. Staff costs

	2023	2022
Average number of employees	<u>1</u>	<u>1</u>

3. Long-term liabilities

	Due after 1 year	Due within 1 year	Due after 5 years
Convertible, profit yielding or dividend yielding debt instruments	<u>2.055.518</u>	<u>0</u>	<u>2.055.518</u>
	<u>2.055.518</u>	<u>0</u>	<u>2.055.518</u>

Lender is entitled to convert the Loan to share in the Borrower at any time on demand until year 2026. Conversion is subject to share premium at 2,055,518 per share of DKK 1,000.

4. Contingent liabilities

No contingent liabilities exist at the balance sheet date.

5. Collaterals and securities

No securities or mortgages exist at the balance sheet date.