

daVictus PLC

**Annual Report & Accounts
for year ended 31 December 2023**

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OFFICERS & ADVISORS

Directors	Abd Hadi (“Hadi”) bin Abd Majid <i>(Non-Executive Chairman)</i> Robert Logan Pincock <i>(Chief Executive Officer)</i> Maurice (“Malcolm”) James Malcolm Groat <i>(Non-Executive Director)</i>
Company Secretary and the registered office	JTC PLC 28 Esplanade, St Helier JE1 8SB Jersey Channel Islands
Registered Number	117716
Broker	Optiva Securities Limited 49 Berkeley Square London W1J 5AZ United Kingdom
Auditors	Johnsons Financial Management Limited 1-2, Craven Road London, W5 2UA United Kingdom
Legal advisers – English law	Bird & Bird LLP 12 New Fetter Lane London EC4A 1JP
Principal Bankers	Standard Bank Jersey Limited Standard Bank House PO Box 583 47-49 La Motte Street St. Helier Jersey JE4 8XR Channel Islands
Registrars	Computershare Investor Services (Jersey) Limited Queensway House Hilgrove Street St Helier Jersey JE1 1ES

CHAIRMAN'S STATEMENT

Dear Shareholders,

I am happy to present the financial results of daVictus Plc and its subsidiaries undertakings for the year ended 31 December 2023.

The year under review has been characterized by steady progress for our Company in its core activity. Despite facing several challenges, we have managed to navigate the business landscape effectively and achieve satisfactory results.

Our franchise operations have continued to perform well, thanks to the dedication and hard work of our franchise partners both in Malaysia and Thailand. Their contributions have been instrumental in driving growth and maintaining profitability across our network.

In terms of expansion, we have opted for a cautious approach by delaying any immediate plans. This decision reflects our commitment to prudent financial management and ensuring the long-term sustainability of our business. This is due to some projected uncertainties in the regional markets arising from high inflation projection and careful spending attitude.

Following a period of evaluation, we have found that providing restaurant management services represents a viable opportunity for revenue diversification. This strategic shift allows us to leverage our industry expertise and create additional value for our company.

Looking ahead, we remain cautiously optimistic about the future. While we continue to explore potential opportunities for growth, we are mindful of the prevailing economic conditions and remain focused on making informed decisions that benefits our stakeholders.

I extend my gratitude to our shareholders, employees, customers and franchisees for their continued support and dedication. It is through our collective efforts that we are able to navigate challenges and drive progress for daVictus Plc.

On behalf of the Board of Directors, I look forward to the opportunities and challenges that lie ahead as we strive to achieve our goals and deliver value to our stakeholders.



ABD HADI BIN ABD MAJID
Chairman
30 April 2024

STRATEGIC REPORT

Operational and Financial Review

The profit before tax of the Group for the year is £90,396 (2022: £228,628). Cash and cash equivalents of the Group as of 31 December 2023 is £129,610 (2022: £260,308).

Financial risk and uncertainties

The Group does not, at present enter into any forward exchange rate contracts or any other hedging arrangements. The main financial risks arising from the Group's activities are liquidity risk, price risk (fair value) and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised as:

Liquidity risk – the Company raises funds as required on the basis of budgeted expenditure and inflows. When funds are sought, the Group balances the costs and benefits of equity and debt financing. When funds are received, they are deposited with banks of high standing in order to obtain market interest rates.

Price risk – the carrying amount of the following financial assets and liabilities are approximate to their fair value due to their short-term nature: cash accounts, accounts receivable and accounts payable.

Credit risk – with respect to credit risk arising from other financial assets of the Group, which comprise cash and time deposits and accounts receivable, the Group's exposure to credit risk arises from default of the counterparty, with a minimum exposure equal to the carrying amount of these instruments. The credit risk on cash is limited as cash is placed with substantial financial institutions. Management are in continuous discussions with the customers in assessing the financial position and performance to manage credit risk on the customers.

Board of Directors

Abd Hadi bin Abd Majid (aged 74) – *Non-Executive Chairman*

Hadi Majid has, since 2007, been a director and Chairman of VCB Malaysia Berhad (“VCB”), an investment group offering wealth management, corporate finance and a private equity division. In this capacity Mr Majid has been responsible for growing VCB’s business within Asia. An MBA graduate, Mr Majid has sixteen years of experience in merchant banking, with roles including General Manager of Capital Markets and Corporate Banking Department of Bumiputra Merchant Bankers Berhad. Mr Majid’s capital markets experience and exposure includes reviewing public listing proposals, company take-overs and mergers, underwriting of new share issues, underwriting for bond issues and investment portfolio of the bank. He has experience in managing portfolios involved with making direct loans as well as arranging for various forms of structured fund raisings via syndicated loans, club-deals, married deals, private debt securities namely revolving underwriting facilities, note issuance facilities, medium term notes and bank guarantees for bond issues.

Robert Logan Pincock (aged 45) – *Chief Executive Officer*

Robert Pincock is a graduate of the University of Edinburgh. In his career in the hospitality industry, he has worked in both the United States and the United Kingdom prior to being based in Bangkok, Thailand for over eleven years. Mr Pincock began his career within his family’s hotel business in the UK, where he assisted in most areas of operations over a six-year period. During this time, he undertook a hotel management internship with the Hampshire Hotels and Resorts group based in Manhattan, New York. After graduating, Mr Pincock had a short stint with Tesco UK before moving to South East Asia. In Bangkok, Mr Pincock began as a General Manager for a new bar and restaurant group and over time was promoted to Operations Director where he oversaw the group growing to seven Western themed venues. This group was eventually split between the two main shareholders. Mr Pincock retained his involvement and initiated investments leading to him and his partners owning and operating four venues. Mr Pincock is well versed with the Asian culture of doing business as well as with promoting Western brands in the local market.

Maurice James Malcolm Groat (aged 63) – *Non-Executive Director*

Malcolm Groat has worked for many years as a consultant to companies in the technology, natural resources, and general commerce sectors. Following an early career with PricewaterhouseCoopers in London, he held posts as Chief Financial Officer, Chief Operating Officer, and Chief Executive Officer in established corporations including Executive Chairman at MMM Consulting Ltd; Finance Director at then AIM traded London Mining plc and Platinum Mining Corporation of India plc; and Group Finance Director and Chief Operating Officer of E C Harris LLP. Mr Groat took on his first non-executive director role with the former Milk Marketing Board in 2005 and was part of the team that led the acquisition of the Community Foods Group, a supplier of health foods and free trade products (including dried fruits, chocolate, etc.) to many of the UK’s major supermarkets. Mr Groat holds a number of non-executive directorships with listed growth ventures. He also serves as Senior Independent Director at Baronsmead Second Venture Trust PLC and as Chairman at TomCo Energy and Harland & Wolff. Mr Groat is a Fellow of the Institute of Chartered Accountants in England and Wales.

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The strategic report was approved by the Board on 30 April 2024 and is signed on its behalf by;



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ROBERT PINCOCK
Director
30 April 2024

DIRECTORS REPORT

The Directors present their Report with the financial statements of the Company and its subsidiary (together the “Group”) for year ended 31 December 2023.

Results and dividends

The results for the year are set out in the Statement of Comprehensive Income on page 23. The Directors do not recommend the payment of dividend on the Ordinary Shares.

Company objective

The Company’s primary objective is that of securing the best possible value for the shareholders, consistent with achieving both capital growth and income for shareholders. The Company intends to undertake one or more acquisitions of business (either shares or assets) which operate in or own Western F&B eatery franchises in South East Asia and/or the Far East.

The Company will retain flexibility between: (i) establishing a new franchise in a new region, in which case it would purchase the franchise and then build a management team to operate the franchise; or (ii) purchasing an established franchise and seeking to grow this both within its established region and in other regions in Asia.

The Group’s business risk

An explanation of the Group’s financial risk management objectives, policies and strategies is set out in note 17 and the Operating and Financial Review.

Directors

The Directors who served the Company during the year and their beneficial interest in the Ordinary Shares of the Company at 31 December 2023 were as follows:

Abd Hadi bin Abd Majid
Robert Logan Pincock
Maurice James Malcolm Groat

Directors’ interest

As at 31 December 2023, Robert Pincock, one of our directors, owns 1,250,000 ordinary shares, which represents an 9.36 % interest.

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Directors Report (continued)

Substantial shareholders

The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at 31 December 2023.

Party Name	Number of Ordinary Shares	% of Share Capital
Infinity Mission Limited	1,435,000	10.75
Link Summit Limited	1,388,343	10.40
Nordic Alliance Holding Limited	1,288,546	9.65
Belldom Limited	1,259,999	9.44
Robert Pincock (Director)	1,250,000	9.36
Amber Oak Holdings Limited	1,127,000	8.44
Eastman Ventures Limited	1,104,454	8.27
VCB A.G	900,000	6.74
West Park Capital Manager Ltd	400,000	3.00

Capital and returns management

Based on the Company's plans for 2024, and after making enquiries (including preparation of reasonable trading forecasts) and consideration of current financing arrangements, the Directors have a reasonable expectation that the Company has adequate resources to continue operations for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Dividend policy

The Directors recognise the importance of dividends to investors and, as the Company's business matures, will keep under review the desirability of paying dividends. Future income generated by the Company is likely to be re-invested in the Company to implement its strategy. In view of this, it is unlikely that the Board will recommend a dividend in the following years unless there are any changes in the business outlook. There are no fixed dates for dividend payments by the Company and no dividends have been paid to date, although should the Company be in a position to declare a dividend in the future it will consider this at that time.

Going concern

As described in the note 2, the financial statement have been prepared on a going concern basis, which assumes that the Group will continue to be able to meet its liabilities as and when they fall due for a period of at least 12 months from the date of approving the financial statements.

As a franchisee restaurant operator with two franchised restaurants in Malaysia and Thailand, we have evaluated the financial position and performance of our business for the year ended 2023 and upto the date of this report. After careful consideration, we believe that our business is a going concern and has the ability to continue operations in the foreseeable future.

Our assessment is based on various factors, including the performance of our restaurants, market conditions, and our ability to generate sufficient revenue to cover operating expenses and meet our

Going concern (continued)

financial obligations as they become due. We have also considered our ability to maintain our relationships with our franchisors and our suppliers, as well as our ability to attract and retain customers.

Furthermore, we have implemented sound financial management practices, including budgeting, cash flow management, and expense control measures, to ensure that our operations remain sustainable in the long term.

We are delighted to inform you that our franchisees in Malaysia and Thailand have demonstrated exceptional performance, and we look forward to exploring further growth opportunities in these markets. However, we have implemented a prudent expansion strategy, and we will only commence evaluating franchisee inquiries from Singapore, Indonesia, Philippines, and Vietnam in the near future.

Furthermore, the company is actively exploring options to offer restaurant management services to other restaurants beyond our flagship Havana Dining franchise. This tactical decision will allow us to capitalize on our industry proficiency and generate supplementary revenue sources for the company.

The company remains committed to backing domestic/local sourcing to facilitate its supply chain, while simultaneously adhering to the standard operating procedures in sanitation practices during food preparation and handling.

The Company will not pay any dividends this year.

Based on our evaluation, we believe that our business has adequate resources to continue operating in the foreseeable future and will remain a going concern.

Section 172 Report

As required by Section 172 of the UK Companies Act 2006, a director of a company must act in the way he or she considers, in good faith, would likely promote the success of the company for the benefit of the shareholders. In doing so, the director must have regard, amongst other matters, to the following issues:

- likely consequences of any decisions in the long term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers/customers and others;
- impact of the company's operations on the community and environment;
- company's reputation for high standards of business conduct; and
- need to act fairly between members of the company.

As set out in the Strategic Report, the Board remains focused on providing for shareholders through the long-term success of the Company. The means by which this is achieved is set out further below.

Likely consequences of any decisions in the long term

The Strategic Report set out the Group's strategy. In applying this strategy, particularly in seeking new business prospect the Board assesses the long-term future of those business with a view to maximise shareholder return. The approach to general strategy and risk management strategy of the Group is set out in 'Principal risk and uncertainties' of the Strategic Report.

Section 172 Report (continued)

The Board regularly reviews its long-term strategy. This has encompassed not only the current phase of strategic development, but also future areas of growth. Input is regularly taken from specialists within the business and external advisers about what issues might frame the commercial environment in which the business will operate in future and the Board regularly considers how it can best respond to that framework. The resulting assessment of future development helps inform the Board's decision-making and the balance between short-term and long-term measures and actions.

Interest of Employees

The Company has a very limited number of employees and all have direct access to the Directors on a daily basis resulting an open and honest approach with regular updates across businesses and operations within the Group. Employees' salaries and benefits are remunerated to be at par with related industry standard. The Board periodically reviewed initiatives that are being implemented to enhance the career and personal development of employees. Performance management and reward processes are clearly defined to ensure everyone understands how what they do links to reward and recognition.

Need to foster the company's business relationships with suppliers/customers and others.

The Board reviewed information on the Group's performance against key quality targets each month and was updated at Board meetings on actions undertaken to rectify any significant quality issues.

Impact of the company's operations on the community and environment

The Group takes its responsibility within the community and wider environment seriously. As the Group own companies operation has very minimal community and environmental impact, it is committed to conducting business in an efficient and responsible manner, in line with current best practice guidelines in management of food & beverages sectors through its business associates. Those operations integrate environmental, social and health and safety considerations to maintain its "social licence to operate" in all its business activities.

The desirability of the company maintaining a reputation for high standards of business conduct

The Directors are committed to high standards of business conduct and governance as set out in Corporate Governance Statement. Where there is a need to seek advice on particular issues, the Board will consult with its lawyers and nominated advisors to ensure that its reputation for good business conduct is maintained.

The need to act fairly between members of the Group.

The primary focus of the Board's business decisions is on ensuring the long-term sustainability of the Group. The Board recognises that in seeking to maintain long-term profitability, the Group is reliant on the support of all of its stakeholders, including the Group's workforce, its customers, suppliers and the communities in which its businesses operate.

The Group has a system of financial controls and reporting procedures in place which are considered to be appropriate given the size and structure of the Group and the nature of risks associated with the Group's assets. Key procedures include:

- due diligence on new acquisitions;
- Board-level liaison with management of investees including, where appropriate, board representation;
- monthly management account reporting;

Section 172 Report (continued)

- review of investments and market risk with monthly reporting to the Board;
- regular cashflow re-forecasting as circumstances change; and
- involvement of the Executive Directors in the day-to-day operations of the Group of companies.

Task Force on Climate-related Financial Disclosures (TCFD Statement)

Introduction

The Company is a franchisor of premium dining restaurants with commitment to sustainability and responsible business practices. As a responsible business, we acknowledge the potential impact of climate change on our operations, and we recognize the need to disclose our climate-related risks and opportunities in line with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

Governance

The Company recognizes the importance of strong governance and oversight in managing climate-related risks and opportunities. Our Board of Directors have an ultimate responsibility towards ensuring that our climate-related risks and opportunities are identified, assessed, and managed effectively. The Board has established a Sustainability Committee to oversee our climate-related initiatives and ensure that they are integrated into our overall business strategy. The sustainability committee reports to the Board on a regular basis and provides guidance on its approach to sustainability.

Strategy

As a franchisor, the Company does not operate restaurants directly but only licenses the use of its brand and business model to franchisees. We recognize that our franchisees' operations can have a significant impact on the environment, and as such, we are committed towards working with them to minimize this impact.

We have developed a Sustainability Framework that sets out our approach to managing climate-related risks and opportunities. The Framework includes the following key elements:

- Committed to promoting environmental best practices by encourage our franchisees to adopt sustainable business practices.
- Committed to supporting our franchisees in their efforts to reduce their carbon footprint and minimize their impact on the environment.
- Committed to reviewing and advising our franchisees on their environmental performances and to identify areas for improvement and support continuous improvement
- Committed to increasing energy efficiency by encouraging our franchisees to adopt energy-efficient equipment and to implement energy management systems
- Committed to reducing waste by encouraging our franchisees to adopt sustainable packaging including reusable and recyclable materials

Task Force on Climate-related Financial Disclosures (TFCD Statement) (continued)

Risk Management

The Company have identified climate-related risks that could affect our operations, including physical risks such as extreme weather and supply chain disruptions, as well as transition risks such as regulatory changes and shifts in consumer preferences. The company has implemented measures to mitigate these risks, including:

- Conducting regular climate risk assessments and scenario analysis to identify potential risks and opportunities.
- Developing a carbon reduction plan to reduce the carbon footprint within our franchisee's operations.
- Engaging with our franchisees and their suppliers to encourage them to adopt sustainable practices, including reducing greenhouse gas emissions and improving resource efficiency.

The Company have established a number of metrics and targets to measure and track our progress in managing climate-related risks and opportunities. These include:

- Carbon footprint: We are working with our franchisees to collect data on their carbon footprint and establish baseline metrics for tracking progress.
- Renewable energy: We have set a target to increase the proportion of renewable energy used by our franchisees to 50% by 2030.
- Waste reduction: We are working with our franchisees to establish waste reduction targets and implement best practices for reducing waste.

Opportunities

We have identified the following opportunities related to climate change that may benefit our business:

1. Cost Savings
Implementing energy-efficient equipment and reducing waste can lead to cost savings which would result in increase in profitability.
2. Brand Reputation
Commitment to sustainability can enhance our brand reputation and attract environmentally conscious customers.
3. Innovation
Developing innovative solutions for reducing our carbon footprint can lead to new business opportunities and competitive advantage.

Conclusion

The Company is fully committed towards managing climate-related risks and opportunities and promoting sustainable business practices within our franchise network. We believe that addressing climate change is not only the right thing to do but also makes good business sense. We will continue to work with our franchisees, suppliers, and stakeholders to minimize our impact on the environment and towards creating value for all our stakeholders.

CORPORATE GOVERNANCE

There is no applicable regime of corporate governance to which the directors of a Jersey company must adhere over and above the general fiduciary duties and duties of care, skill and diligence imposed on such directors under Jersey law.

The Group has not yet adopted a corporate governance structure as it is still in an early stage of development. Neither the diversity policy was adopted by the Company.

However, the board has developed corporate governance process as discussed below. These processes have been determined with reference to the Quoted Companies Alliance revised Corporate Governance Code for Small and Mid-Size Quoted Companies ('the QCA Code'), which the Company intends to adopt in the future.

- (1) Structure and process. The Group is young and not yet fully active in its chosen business. Governance is achieved by the Directors acting together in approving all activity and by accounting and financial control being in the hands of the Directors acting alongside third party service providers.
- (2) Responsibility and accountability. Although the team is small, roles are clearly defined. The Board is chaired by a seasoned Non-Executive Chairman who is not the chief executive, and the Board also benefits from having a second seasoned Non-Executive Director who is independent.
- (3) Board balance and size. Because of its small size and low level of commercial activity, the Group is well managed by a Board of three Directors, none of whom works elsewhere with the others or worked previously with the others and all of whom have individual professional standing.
- (4) Board skills and capabilities. Robert Pincock has directly relevant and current knowledge of running businesses in the Company's chosen sector and geographical markets. The other two Directors have extensive financial and governance experience, one with particular knowledge of the London markets and one with particular knowledge of South East Asian markets.
- (5) Performance and development. Each year the board conducts a review of the performance of the Directors and of Board committees, and make a formal consideration as to the need for change.
- (6) Information and support. The Directors share and discuss all relevant information and draw upon external advice as required.
- (7) Cost-effective and value-added. Recognising the early stage of development, the Directors do not intend to formalise a review of this until after the Company makes its first acquisition.
- (8) Vision and strategy. The Directors set out their clear vision in the Admission prospectus. No changes have been made since then.
- (9) Risk management and internal control. These matters fall into the remit of the Group's Audit and Remuneration Committees.
- (10) daVictus held its Annual General Meeting on 9 August 2023 engaging shareholders who attended to vote for the given resolutions and approved those resolutions including the adoption of the audited financial statements for the year-ended 31 December 2022, re-appointment of director and auditor.
- (11) Stakeholder and social responsibility. The Directors are mindful of the impact of the Company on wider society and will ensure a formal corporate and social responsibility regime is put in place following the Company's first acquisition.

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At a general meeting at which a director retires by rotation, the Company may fill the vacancy and, if it does not do so, the retiring director shall be, if willing, deemed reappointed. A Director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed (or deemed reappointed by the Company failing to fill the vacancy), he may retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

The Company has established the following committees:

Audit committee

The audit committee, which currently comprises Malcolm Groat (as chair) and Hadi Majid, has the primary responsibility for monitoring the quality of internal control and ensuring that the financial performance of the Company is properly measured and reported on and for reviewing reports from the Company's auditors relating to the Company's accounting and internal controls. The committee is also responsible for making recommendations to the Board on the appointment of auditors and the audit fee and for ensuring the financial performance of the Company is properly monitored and reported. The audit committee will meet not less than two times a year.

Remuneration committee

The remuneration committee, which currently comprises Hadi Majid (as chair) and Malcolm Groat, is responsible for the review and recommendation of the scale and structure of remuneration for senior management, including any bonus arrangements or the award of share options with due regard to the interests of the Shareholders and the performance of the Company. No remuneration committee meeting took place during in the year.

Nomination committee

The Company does not have a nomination committee as the Board does not consider it appropriate to establish such a committee at this stage of the Company's development. Decisions which would usually be taken by the nomination committee will be taken by the Board as a whole. No nomination committee meeting took place during in the year.

Auditors

The auditors, Johnsons, Chartered Accountants, have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires financial statements to be prepared for each financial year in accordance with one of the prescribed generally accepted accounting principles. Under that law the directors have elected to prepare the financial statements in accordance with UK-adopted International Accounting Standards and applicable law.

The directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the group's transactions and disclose with reasonable accuracy at any time the financial position of the group. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The maintenance and integrity of the daVictus plc website is the responsibility of the Directors.

Legislation in Jersey or the United Kingdom governing the preparation and dissemination of the accounts and the other information included in annual reports may differ from legislation in other jurisdictions. The Directors confirm, to the best of their knowledge that:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group; and
- the management report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces.

Statement as to Disclosure of Information to Auditors

The Directors confirm that:

- there is no relevant audit information of which the Group's statutory auditor is unaware; and each Director has taken all the necessary steps he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Group's statutory auditor is aware of that information.

This responsibility statement was approved by the Board of Directors on 30 April 2024 and is signed on its behalf by;



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ROBERT PINCOCK
Director
30 April 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DAVICTUS PLC

Opinion

We have audited the financial statements of daVictus Plc (the “Company”) and its subsidiary (together referred as the “Group”) for the year ended 31 December 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cashflows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in the preparation applicable law and and UK adopted International Financial Reporting Standards (UK adopted IFRS).

In our opinion the financial statements:

- give a true and fair view of the state of the Group as at 31 December 2023, and its profit for the year then ended;
- have been properly prepared in accordance with UK adopted IFRS;
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard applicable to public interest entities, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group's ability to continue to adopt the going concern basis of accounting included:

- Obtaining an understanding of management's rationale for use of going concern basis of accounting through reviewing the going concern assessment, underlying forecasts and assumptions and through enquiries of management and those charged with governance;
- Assessing the appropriateness of the key assumptions made by management in preparing cash flow forecasts for a period of at least twelve months from the date of approving the financial statements. We have assessed the reliability of these forecasts to our expectations based on our understanding of the Group and its business plan; and
- Evaluating the reasonableness of management's stress testing scenario assumptions;
- Assessing the appropriateness of going concern disclosures by evaluating the consistency with management's assessment and for compliance with requirements of applicable law and UK adopted IFRS.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group's ability to continue as a going concern.

An overview of the scope of our audit

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Our audit was scoped by obtaining an understanding of the Group and its environment, including the Group-wide controls, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement. The Group involves the Company and a subsidiary. The scope of our audit was influenced by the level of Group materiality and component materiality we determined.

The scope determined for Group's subsidiary is full scope audit and the audit is performed by another audit firm in their capacity as component auditors. We interacted regularly with the component audit teams where appropriate throughout the course of the audit, which included holding planning meetings, maintaining regular communications on the status of the audits, reviewing key working papers and taking responsibility for the scope and direction of the audit process.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account an understanding of their activities, the accounting processes and controls, and the industry in which the Group operates. Our planned audit testing was directed accordingly and was focused on areas where we assessed there to be the highest risk of material misstatement.

During the audit we reassessed and re-evaluated audit risks and tailored our approach accordingly. The audit testing included substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls and the management of specific risks.

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

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 and include the most significant assessed risks of material misstatement (whether due to fraud or error) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit: and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Key audit matter description	How the matter was addressed in our audit
<p>Revenue recognition The Group’s revenue for the year is £300,000 (2022: £411,358).</p> <p>Refer to note 2 Accounting policies (page 29) and note 4 Revenue (page 32).</p> <p>Group’s revenue comprises of 4 revenue streams and its recognition policy varies depending on the underlying contract and could result in each revenue stream being recognised at a point in time or over time where certain conditions are met.</p>	<p>The procedures performed on the revenue include:</p> <ul style="list-style-type: none"> • We have performed walkthrough to obtain an understanding of the entity process for revenue recognition. • We have verified the completeness of the revenue recognised for the year. • We agreed the performance obligations identified by management for the franchisee contracts to ensure the adopted accounting policy was appropriate. • We selected contracts with the customers and reviewed their terms and conditions. Based on this understanding, we considered if the underlying income was recognised in accordance with the stated accounting policy and IFRS 15. • We performed cut-off procedures to ensure completeness of the revenue recognised in the year. • We have reviewed the appropriateness of the financial statement disclosures. <p>We found that the revenue recognised in the year is appropriate.</p>
<p>Impairment assessment of trade receivables The Group’s trade receivable at year-end is £331,749 (2022: £175,525).</p> <p>Refer to note 2 Accounting policies (page 30, 31 3) and note 9 Trade and other receivables (page 35).</p> <p>We consider impairment assessment of trade receivable to be a key audit matter as it involved judgement on the recoverability of the amounts due from the customer. The Group’s customers are in the restaurant industry in Malaysia and Thailand and is currently recovering from the impact of COVID-19.</p>	<p>The procedures performed on impairment assessment of trade receivable include:</p> <ol style="list-style-type: none"> a. We have obtained list of debtors at year-end and ensured completeness. b. For sample of invoices, we have tested the underlying supporting documents including franchisee agreements to confirm the accuracy of the receivables at year-end. c. We have obtained the direct balance confirmations from debtors at year-end and noted no material differences. d. We have reviewed the payment plans agreed by management with the customers to settle the outstanding balances. We have reviewed the post year-end payments to confirm that the customers are making payments as per the agreed terms of the payment plan. e. We have enquired with management on the financial position of the customers and noted that the customer has sufficient cashflows to be able to make payments as per the payment plans. f. We have reviewed the appropriateness of the disclosures in the financial statements. <p>We found that the impairment assessment performed by management is appropriate.</p>

Our application of materiality

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence of the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of the identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluation the results.

Overall materiality	£4,500 (2022: £10,980)
Basis for determining overall materiality	<p>We determined materiality based on 1.5% of the Group’s revenue (2022: 2% of total assets).</p> <p>We have considered the primary users of the financial statements to be shareholders, management and regulators.</p> <p>We considered that Group’s revenue is key benchmark to use in setting overall materiality as the users of the financial statements are primarily focussed on revenue in measuring Group’s success and its ability to generate profits in the long term.</p>
Performance materiality	<p>£2,250 (2022: £8,235)</p> <p>We set the performance materiality based on 50% (2022: 75%) of overall materiality.</p> <p>Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of the uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.</p> <p>In determining performance materiality, we considered several factors including our understanding of the control environment of the Group.</p>
Error reporting threshold	<p>We agreed with the Board of Directors that we would report to them misstatements identified during our audit above £225 (2022: £549) and if in our opinion matters that merited reporting on qualitative grounds. We also reported to the Board any disclosure matters that we identified when assessing the overall presentation of the financial statements.</p>

Other information

The other information comprises the information included the Strategic Report and Director’s Report other than the financial statements and our auditor’s report thereon. The Directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

Other matters on which we are required to report by exception

Under the Companies (Jersey) Law 1991, we are required to report to you if, in our opinion:

- proper accounting records have not been kept; or
- financial statements are not in agreement with the accounting records and; or
- we have not received all the information and explanations we require for audit.

We have nothing to report in this regard.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 14, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 financial statements

Our objectives are to obtain reasonable assurance about whether the 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 (UK) 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 based on these financial statements.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from misstatements due to fraud or error. The risk of not detecting irregularities that result from fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Identifying and assessing potential risks arising from irregularities, including fraud

The extent to the procedures undertaken to identify and assess the risk of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector the control environment, business performance including remuneration policies and the Group's own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the Directors, we obtained an understanding of the legal and regulatory framework applicable to the Group focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements.
- We enquired of the Directors and management concerning the Group's policies and procedures relating to:
 - Identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;

- Detecting and responding on the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
- The internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the financial statements to material misstatement, including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce costs, creating fictitious transactions to hide losses or to improve financial performance, and management bias in accounting estimates particular to the valuation of the unquoted investments.

Audit response to risks identified

In respect of the above procedures:

- we corroborated the result of our enquiries through review of the minutes of the Group's board.
- audit procedures performed by the engagement team in connection with the risks identified including:
 - reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements.
 - testing journal entries, including those processed late for financial statements preparation, those posted by infrequent or unexpected users, those posted to unusual account combinations.
 - enquiry of management around actual and potential litigation and claims.
 - reviewing accounting estimate for bias including challenging the assumptions and judgments made by management in its significant accounting estimates, in particular those relating to the determination of valuation of unquoted investments;
 - obtaining confirmations from third parties to confirm account balances at year-end and testing supporting documents to confirm existence of investments.
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indication of fraud or non-compliance with laws and regulations throughout the audit.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other requirements

We were appointed by the Directors on 30 January 2024. Our total uninterrupted period of engagement is one year covering the year ended 31 December 2023.

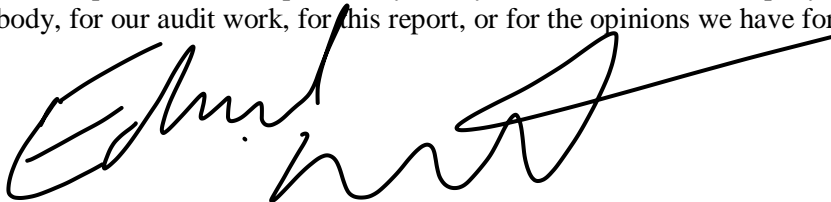
We did not provide any non-audit services which are prohibited by the FRC's Ethical Standard to the Group, and we remain independent of the Group in conducting our audit.

Our opinion is consistent with our report to the Audit Committee.

daVictus plc
Annual Report & Accounts
For year ended 31 December 2023

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991 and the terms of engagement by the Company. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report, and the further matters we are required to state to them in accordance with the terms agreed with the Company, and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Edmund Cartwright FCCA FMAAT (Senior Statutory Auditor)
for and on behalf of Johnsons Chartered Accountants, Statutory Auditor
London, United Kingdom
Date: 30th April 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for year ended 31 December 2023

	Note	As at 31-Dec-2023 £	As at 31-Dec-2022 £
Revenue	4	300,000	411,358
Direct cost		-	-
Gross Profit		300,000	411,358
Other Income			
Interest income		5	1
		300,005	411,359
Administrative expenses		(209,609)	(182,731)
Operating profit before taxation	5	90,396	228,628
Income tax expense	6	-	-
Profit for the year attributable to equity shareholders		90,396	228,628
OTHER COMPREHENSIVE INCOME			
Loss on disposal of investment		-	(9,159)
TOTAL COMPREHENSIVE PROFIT FOR THE YEAR		90,396	219,469
Basic and diluted (pence per share)	7	0.68	1.71

The notes to the financial statements form an integral part of these financial statements

daVictus plc
Annual Report & Accounts
For year ended 31 December 2023

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
as at 31 December 2023

Assets	Note	As at 31-Dec-2023 £	As at 31-Dec-2022 £
<i>Non-current assets</i>			
Right of use asset	8	-	30,422
Trade and other receivables	9	73,314	-
		<u>73,314</u>	<u>30,422</u>
<i>Current assets</i>			
Trade and other receivables	9	285,625	200,192
Cash and cash equivalents	10	129,610	260,308
Total current assets		<u>415,235</u>	<u>460,500</u>
Total assets		<u>488,549</u>	<u>490,922</u>
Equity and liabilities			
<i>Capital and reserves</i>			
Stated capital	11	1,224,400	1,224,400
Accumulated loss		(918,239)	(1,008,635)
Total equity		<u>306,161</u>	<u>215,765</u>
Liabilities			
<i>Non-current liability</i>			
Lease liability	12	-	-
<i>Current liabilities</i>			
Other payables	13	49,055	29,404
Lease liability	12	-	32,420
Deferred Income	13	133,333	213,333
Total current liabilities		<u>182,388</u>	<u>275,157</u>
Total liabilities		<u>182,388</u>	<u>275,157</u>
Total equity and liabilities		<u>488,549</u>	<u>490,922</u>

The notes to the financial statements form an integral part of these financial statements

This report was approved by the board and authorised for issue on 30 April 2024 and signed on its behalf by;



.....
Robert Pincock
 Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2023

	Share capital £	Accumulated loss £	Total £
As at 1 January 2023	1,224,400	(1,008,635)	215,765
Profit for the year	-	90,396	90,396
As at 31 December 2023	<u>1,224,400</u>	<u>(918,239)</u>	<u>306,161</u>

For the year ended 31 December 2022

	Share capital £	Accumulated loss £	Total £
As at 1 January 2022	1,224,400	(1,237,270)	(12,870)
Accumulated loss of subsidiary disposed during the year	-	9,166	9,166
Profit for the year	-	219,469	219,469
As at 31 December 2022	<u>1,224,400</u>	<u>(1,008,635)</u>	<u>215,765</u>

CONSOLIDATED STATEMENT OF CASH FLOWS
for the year ended 31 December 2023

	As at 31-Dec-2023 £	As at 31-Dec-2022 £
Cash flow from operating activities		
Operating profit for the year	90,396	219,469
Adjustment for:		
Depreciation of right-of-use-assets	30,422	30,422
Loss on disposal of investment	-	9,159
Interest income	(5)	(1)
Interest on lease liability	1,182	3,426
	<u>121,995</u>	<u>262,475</u>
Changes in working capital		
Trade and other receivables	(158,751)	(152,731)
Other payables	(60,349)	87,852
Amount due to directors	-	(318)
Net cash (used in) / from operating activities	<u>(97,105)</u>	<u>197,278</u>
Cash Flow from Financing activities		
Interest income	5	1
Proceed from disposal of investment	-	8
Repayment on lease liability	(33,602)	(33,602)
Net cash used in financing activities	<u>(33,593)</u>	<u>(33,593)</u>
(Decrease)/increase in cash and cash equivalents	(130,698)	163,685
Effect of exchange differences	-	(1)
Cash and cash equivalents at beginning of the year	260,308	96,624
Cash and cash equivalents at end of the year	<u><u>129,610</u></u>	<u><u>260,308</u></u>

The notes to the financial statements form an integral part of these financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated and registered in Jersey as a public company limited by shares on 5 February 2015 under the companies (Jersey) Law 1991 and registered number 117716. The registered office of the Company is at the offices of 28 Esplanade, St. Helier, Jersey, JE1 8SB.

On 15 March 2020, the Company acquired a dormant British Virgin Island incorporated company as a wholly owned subsidiary for purpose of business operation.

The consolidated financial statements comprise of the financial information of the Company and its subsidiaries (the Group), which set out in note 14.

2. ACCOUNTING POLICIES

The Board has reviewed the accounting policies set out below and considers them to be the most appropriate to the Group's business activities.

Basis of preparation

The financial statements have been prepared in accordance with UK-adopted International Financial Reporting Standards. The financial statements have been prepared under the historical cost convention as modified for financial assets carried at fair value.

The financial information of the Group is presented in British Pound Sterling ("£") which is the functional currency of the Group.

Under Article 105 (11) of the Companies (Jersey) 1991 ("the Law"), the Directors of a holding Company need no prepare separate financial statements if consolidated accounts for the Company are prepared, unless required to do so by the members of the Company by ordinary resolution. The members of the Company has not passed a resolution requiring separate financial statements and, in opinion of the Directors, the Company meets the definition of a holding Company as set out in the Law, the Directors have elected not to prepare separate financial statements.

Standards and interpretations issued but not yet applied

A number of new standards and amendments to standards and interpretations have been issued by International Accounting Standards Board but are not yet effective and in some cases have not yet been adopted. The Directors do not expect that the adoption of these standards will have a material impact on the financial statements of the Group in future periods.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company 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.

All intercompany transactions, balances, income and expenses are eliminated in consolidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Going concern

The Directors consider the going concern basis of preparation to be appropriate in preparing the financial statements. The key conclusions are summarised below:

The Group made a profit after tax for the year of £90,396 (2022: (£219,469)). The Group recorded net cash (used in)/generated from operating activities of £97,105 (2022: £197,278). At the reporting date the group held cash and cash equivalents of £129,610 (2022: £260,308) and net equity of £306,161 (2022: £215,765).

The financial statement are prepared on a going concern basis, which assumes that the Group will continue to be able to meet its liabilities as and when they fall due in the foreseeable future.

As a franchisee restaurant operator with two franchised restaurants in Malaysia and Thailand, we have evaluated the financial position and performance of our business for the year ended 2023. After careful consideration, we believe that our business is a going concern and has the ability to continue operations in the foreseeable future.

Our assessment is based on various factors, including the performance of our restaurants, market conditions, and our ability to generate sufficient revenue to cover operating expenses and meet our financial obligations as they become due. We have also considered our ability to maintain our relationships with our franchisors and our suppliers, as well as our ability to attract and retain customers.

Furthermore, we have implemented sound financial management practices, including budgeting, cash flow management, and expense control measures, to ensure that our operations remain sustainable in the long term.

Our franchisees in Malaysia and Thailand have demonstrated exceptional performance, and we look forward to exploring further growth opportunities in these markets. However, we have implemented a prudent expansion strategy, and we will only commence evaluating franchisee inquiries from Singapore, Indonesia, Philippines, and Vietnam in the near future.

The company is actively exploring options to offer restaurant management services to other restaurants beyond our flagship Havana Dining franchise. This tactical decision will allow us to capitalize on our industry proficiency and generate supplementary revenue sources for the company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

Fees receivable from franchisee according to franchise agreement at which time the Group has performed its obligation. Fees receivable in advance are stated on the Consolidated Statement of Financial Position as contract liability.

Franchise fees and brand licence fees comprise of revenue for the initial allocation of the franchise to the respective franchisee and they are recognised over time during the licence period.

Compliance fees comprise of assistance provided in maintaining compliance to the brand standards, food hygiene standard, customer service standard, dining ambience standard, environmental standard, food, menu and cuisine standard, general quality standard, cultural standard and compliance to various other standards and guidelines. The revenue is recognised over time during the period.

Taxation

The tax currently payable is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred income tax is provided for using the liability method on temporary differences at the reporting date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised in full for all temporary differences. Deferred income tax assets are recognised for all deductible temporary differences carried forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and carry-forward of unused tax credits and unused losses can be utilised.

The carrying amount of deferred income tax assets is assessed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it is probable that future taxable profits will allow the deferred income tax asset to be recovered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Leases

The Group assesses whether a contract is or contains a lease, at the inception of the contract. The Group recognises a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for low-value assets and short-term leases with 12 months or less. For these leases, the Group recognises the lease payments as an operating expense on a straight-line method over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use assets and the associated lease liabilities are presented as a separate line item in the statement of financial position.

The right-of-use asset is initially measured at cost. Cost includes the initial amount of the corresponding lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any incentives received.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses, and adjustment for any remeasurement of the lease liability. The depreciation starts from the commencement date of the lease. If the lease transfers ownership of the underlying asset to the Group or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Otherwise, the Group depreciates the right-of-use asset to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in the future lease payments (other than lease modification that is not accounted for as a separate lease) with the corresponding adjustment is made to the carrying amount of the right-of-use asset or is recognised in profit or loss if the carrying amount has been reduced to zero.

Loan and receivables

Loans and receivables are held with an objective to collect contractual cash flows which are solely payments of principal and interest on the principal amount outstanding. Such assets are recognised initially at fair value plus any directly attributable transaction costs.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Loans and receivables comprise cash and cash equivalents and other receivables.

Trade receivables are recognised initially at the transaction price and subsequently measured at amortised cost, less any impairment losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Loan and receivables (continued)

Impairment provisions for current and non-current trade receivables are recognised based on the simplified approach within IFRS 9 using a historical provision matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within administration costs in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those for which credit risk has increased significantly, lifetime expected credit losses are recognised, unless further information becomes available contrary to the increased credit risk. For those that are determined to be permanently credit impaired, lifetime expected credit losses are recognised.

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis.

Cash and cash equivalents

The Group considers any cash on short-term deposits and other short-term investments to be cash equivalents.

Financial instruments

Financial assets and financial liabilities are recognised on the statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker has been identified as the management team including member of the Board of Directors.

The Board considers that the Group's activity constitutes one operating and one reporting segment, as defined under IFRS 8. Management reviews the performance of the Company by reference to total results against budget.

The total profit measures are operating profit and profit for the period, both disclosed on the face of the income statement. No differences exist between the basis of preparation of the performance measures used by management and the figures in the Group's financial information.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Impairment of assets

An assessment is made at each of the end reporting period to determine whether there is any indication of impairment of all assets or reversal of previous impairment. In the event that an asset's carrying amount exceeds its recoverable amount, the carrying amount is reduced to recoverable amount and an impairment loss is recognised in the income statement. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount, however not to an amount higher than the carrying amount that would have been determined (net of amortisation or depreciation), had no impairment losses been recognised for the asset in prior periods.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in compliance with IFRS requires the use of certain critical accounting estimates or judgements. The estimates and judgements which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

Impairment of receivables

Management determines whether impairment provision is required against amounts due from customers based on the ability of the customers to generate profits and cashflows. The directors are satisfied that there is no impairment required in relation to amounts due from customers.

4. REVENUE

	As at 31-Dec-2023	As at 31-Dec-2022
	£	£
Franchise Fees	80,000	80,000
Brand Licence Fees	100,000	100,000
Compliance Fees	120,000	120,000
Restaurant management fee	-	111,358
	<u>300,000</u>	<u>411,358</u>

The Groups' revenue is derived from franchise related fees including franchise fee, brand licence fee, compliance fee and royalties according to Restaurant Franchise Agreements with Havana Café Sdn Bhd, Everest Consulting Co., Limited and Eatzania Sdn Bhd in Malaysia and Thailand. The Group in the current year has provided waiver of restaurant management fees and royalties from the franchisees to support their recovery the impact of COVID-19.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. PROFIT / (LOSS) BEFORE TAXATION

The loss before taxation is stated after charging:

	As at 31-Dec-2023	As at 31-Dec-2022
	£	£
Fees payable to the Group’s auditors		
- Audit of the Group’s financial statements	24,341	19,099
- Other assurance services	-	-
Secretarial services fees	10,430	9,290
Professional fees	37,239	30,878
Depreciation of right-of-use assets	30,422	30,422
Interest on lease liability	1,182	3,426
Director emoluments	29,000	29,000

6. INCOME TAX EXPENSE

The Company is not a “Financial Services Company” registered under the relevant Jersey laws; or a specified utility company and therefore it is subject to Jersey income tax at the general rate of Nil percent. If the Company derives any income from Jersey property, including development of land or quarrying, such income will be subject to tax at the rate of 20 per cent. It is not expected that the Company will derive any such income.

Malaysian income tax is calculated at the statutory tax rate of 24 per cent of the estimated assessable profits for the financial year. The Group’s subsidiary has not made any taxable losses in the year. No deferred tax asset has been recognised in respect of such losses and temporary differences due to the unpredictability of future profit streams. Such losses may be carried forward indefinitely.

No liability to the corporation tax arose for the year ended 31 December 2023 and year ended 31 December 2022, as the Group did not generate any assessable profits during the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. EARNINGS PER SHARE

Earnings per ordinary share is calculated by dividing the profit / (loss) attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the year. Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. There are currently no dilutive potential ordinary shares.

Profit / (Loss) per share attributed to ordinary shareholders

	As at 31-Dec-2023	As at 31-Dec-2022
Profit for the year from continuing operations (£)	90,396	228,628
Weighted average shares in issue (unit)	13,350,000	13,350,000
Profit per share (pence per share)	0.68	1.71

8. RIGHT-OF-USE ASSETS

	£
Cost	
As at 1 January 2023	91,266
As at 31.12.2023	91,266
Accumulated depreciation	
As at 1 January 2023	60,844
Charge for the year	30,422
As at 31 December 2023	91,266
Net Book Value	
At 31 December 2023	-
At 31 December 2022	30,422

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. TRADE AND OTHER RECEIVABLES

	As at 31-Dec-2023 £	As at 31-Dec-2022 £
Current:		
Trade Receivables	258,435	175,525
Other Receivables	27,190	24,667
	285,625	200,192
Non-current:		
Trade Receivables	73,314	-
	73,314	-

Trade receivables represents the amounts due from the franchisees at year-end. The Group has agreed on the payment plans with the franchisees to clear the outstanding balances. As per the agreed payment plans, an amount of £73,314 is expected to be settled after a period of 12 months from the year and hence reclassified as non-current asset at year-end.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables and contract assets, as set out in note 17(a).

10. CASH AND CASH EQUIVALENT

Cash and cash equivalents are denominated in the following currencies:

	As at 31-Dec-2023 £	As at 31-Dec-2022 £
Great Britain Pound	5,324	7,044
Malaysia Ringgit	124,286	253,264
	129,610	260,308

11. SHARE CAPITAL

	As at 31-Dec-2023 No of Shares	As at 31-Dec-2023 £
As at 1 January 2023	13,350,000	1,224,400
Issuance of new ordinary shares	-	-
As at 31 December 2023	13,350,000	1,224,400

The ordinary shares carry voting and dividend rights.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. LEASE LIABILITIES

	As at 31-Dec-2023 £	As at 31-Dec-2022 £
At 1 January	33,602	67,204
Additions	-	-
Interest in suspense	(1,182)	(4,608)
	<u>32,420</u>	<u>62,596</u>
Interest expense recognised in income statement	1,182	3,426
Repayment of principal	(33,602)	(33,602)
	<u>-</u>	<u>32,420</u>

Repayment of lease liabilities as follow:

	As at 31-Dec-2023 £	As at 31-Dec-2022 £
Within one year	-	33,602
After one year but not later than five years	-	-
	<u>-</u>	<u>33,602</u>

13. OTHER PAYABLES

	As at 31-Dec-2023 £	As at 31-Dec-2022 £
Other creditors	47,225	9,823
Deferred income	133,333	213,333
Accruals and provision	1,830	19,581
	<u>182,388</u>	<u>242,737</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. SUBSIDIARY UNDERTAKING

The details of the subsidiaries in the Group are as follows:

<u>Name of company</u>	<u>Country of incorporation</u>	<u>Effective holding</u>	<u>Principal activities</u>
<u>Direct holding:</u>			
Davictus World Sdn Bhd	Malaysia	100%	Management and administration of Group operation

Address: No.9, 1st Floor, SS15/2A,
47500 Subang Jaya, Selangor, Malaysia

On 22 February 2022, the board of directors approved the disposal of the subsidiary company Havana Dining Limited. Havana Dining Limited is no longer a subsidiary company of daVictus Plc and Davictus Sdn Bhd becomes a direct holding.

15. DIRECTORS' EMOLUMENTS

The directors are considered to be the key management personnel. Details concerning Directors' remuneration can be found below:

Name of Director	As at 31-Dec-2023 £	As at 31-Dec-2022 £
Robert Logan Pincock	15,000	15,000
Abd Hadi bin Abd Majid	10,000	10,000
Maurice James Malcolm Groat	4,000	4,000
	<u>29,000</u>	<u>29,000</u>

There are no other employment benefits offered to the Directors.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

16. SEGMENTAL ANALYSIS

The chief operating decision maker has been identified as the management team including the one director and two non-executive directors. The chief operating decision-maker allocates resources and assesses performance of the business and other activities at the operating segment level.

The chief operating decision maker has determined that in the year end 31 December 2023, the Group had a single operating segment, the provision of managed restaurant franchise business. All the activities and operations are based in Malaysia and Thailand.

There are two franchisee during the reporting year.

17. FINANCIAL INSTRUMENTS

The Group is exposed through its operations to the following financial risks:

- Credit risk
- Fair value
- Foreign exchange risk, and
- Liquidity risk.

The Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

- Trade receivables
- Cash and cash equivalents
- Trade and other payables
- Right of use assets and lease liabilities

The Group uses a limited number of financial instruments, comprising cash, short-term deposits and various items such as trade receivables and payables, which arise directly from operations. The Group does not trade in financial instruments and it has no external borrowing.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

17. FINANCIAL INSTRUMENTS (Continued)

Financial instruments not measured at fair value

These include cash and cash equivalents, trade and other receivables, trade and other payables, and loans and borrowings. Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, trade and other payables approximates their fair value.

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest rate risk) credit risk and liquidity risk. The financial risks relate to the following financial instruments: cash and cash equivalents, trade and other receivables, trade and other payables, and loans and borrowings. The accounting policies with respect to these financial instruments are described above.

Risk management is carried out by the directors under policies, where they identify and evaluate financial risks in close co-operation with the Group's operating units. The directors provide principles for overall risk management.

The reports on the risk management are produced periodically to the key management personnel of the Group.

c) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. In order to minimise this risk the Group endeavours only to deal with companies which are demonstrably creditworthy.

The expected loss rates are based on the Group's historical credit losses experienced. The historical loss rates are then adjusted to reflect current and forward-looking information, any known legal and specific economic factors, including the credit worthiness and ability of the customer to settle the receivable.

The Group's major concentration of credit risks relates to the amounts owed by franchisee customers, which are past due but not impaired, at the end of reporting year. Management has agreed payment plans with the franchisee customers to ensure the settlement of the outstanding debt. Management further reviewed the financial position and performance of the franchisee customers and are satisfied that the total outstanding amount is recoverable from customers and that no provision is required as at year-end. The franchisee customers is continuing to make payments as per the payment plans subsequent to the year-end.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. The Group's exposure to credit risk on cash and cash equivalents is considered low as the bank accounts are with banks with high credit ratings.

b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash flow for operations. The Group manages its' risk to shortage of funds by monitoring forecast and actual cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

17. FINANCIAL INSTRUMENTS (Continued)

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity profile of the Group's financial liabilities, based on the contracted undiscounted payments were as follow:

	Carrying value	Contractual cash flow	Within one year	1-2 years	2-5 years
At 31 December 2023					
Trade and other payable	49,055	49,055	49,055	-	-
Lease liability	-	-	-	-	-
	<u>49,055</u>	<u>49,055</u>	<u>49,055</u>	<u>-</u>	<u>-</u>
At 31 December 2022					
Trade and other payable	29,404	29,404	29,404	-	-
Lease Liability	32,420	32,602	32,602	-	-
	<u>61,824</u>	<u>63,006</u>	<u>63,006</u>	<u>-</u>	<u>-</u>

c) Foreign currency risk

The Group has some exposure to foreign currency risk. The Group purchases and sells in various foreign currencies, mainly Ringgit Malaysia (MYR) that exposes it to foreign currency risk arising from such purchases and sales and the resulting receivables and the payables. However, the Group continuously monitors its foreign currency position.

The carrying amounts of the Group's financial instruments are denominated in the following currencies at each reporting year:

	MYR	GBP	Total
At 31 December 2023			
Financial assets			
- Cash and cash equivalents	124,286	5,324	129,610
- Trade and other receivables (excluding prepayments)	105,499	247,624	353,123
	<u>229,785</u>	<u>252,948</u>	<u>482,733</u>
Financial liabilities			
- Other payables	<u>(15,888)</u>	<u>(33,157)</u>	<u>(49,055)</u>
Net financial assets	<u>213,897</u>	<u>219,791</u>	<u>433,688</u>
At 31 December 2022			
Financial assets			
- Cash and cash equivalents	253,256	7,053	260,308
- Trade and other receivables (excluding prepayments)	397	177,525	177,921
	<u>253,653</u>	<u>184,577</u>	<u>438,229</u>
Financial liabilities			
- Other payables	<u>(1,459)</u>	<u>(60,365)</u>	<u>(61,824)</u>
Net financial assets	<u>252,194</u>	<u>124,212</u>	<u>376,405</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

17. FINANCIAL INSTRUMENTS (Continued)

c) Foreign currency risk (continued)

The sensitivity analysis in the table below details the impact of changes in foreign exchange rates of MYR on the Group's post-tax profit or loss for each year.

Change in forex rate	Amount (GBP)
+5% increase in MYR to GBP	(10,045)
-5% decrease in MYR to GBP	11,102

It is assumed that the named currency is strengthening or weakening against all other currencies, while all the other currencies remain constant.

d) Fair values

Management assessed that the fair values of cash and short-term deposits, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

18. CAPITAL MANAGEMENT POLICY

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Group consists of the equity attributable to equity holders of the Group which comprises of issued share capital and reserves. The Group do not have any externally imposed capital requirements.

19. RELATED PARTY TRANSACTIONS

The principal activity of the Group's subsidiary is that of managing the Group's activity including collection of amounts due from customers and payments to vendors for the services received.

20. CAPITAL COMMITMENTS

The Group has no capital commitments.

21. SUBSEQUENT EVENTS

There have been no significant events after the reporting date to the date of signing these accounts which have a material financial statement impact at 31 December 2023.