



GS HOLDINGS LIMITED



2023 ANNUAL REPORT

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The annual report has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.

The annual report has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of the annual report, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this annual report.

The contact person for the Sponsor is Mr Jerry Chua, at 138 Robinson Road, Oxley Tower, #13-02, Singapore 068906, telephone (65) 6241 6626.

CORPORATE PROFILE

GS Holdings Limited (“**GS Holdings**” or the “**Company**” and together with its subsidiaries, the “**Group**”), has a diversified business model with an aim to create continuous streams of income.

GS Holdings was listed on the Catalist Board of the SGX-ST on 18 January 2016.

Initially, the Group was principally involved in the business of providing end-to-end cleaning services for Singapore’s food and beverage (“**F&B**”) industry with a focus on centralised commercial dishware washing services. The Group ceased its dishware washing services following the disposal of the loss-making dishware washing business which was completed in mid-January 2020.

Since 2019, the Group ventured into the following 2 new businesses with the aim of diversifying our business model and creating additional streams of income:

- (1) F&B business
- (2) Branding, Operation and Procurement Services



OUR BUSINESS

1) F&B BUSINESS

Through our wholly owned subsidiaries, Hao Kou Wei Pte. Ltd., Rasa Sayang Village Pte. Ltd., Sing Swee Kee Pte. Ltd. and Raffles Coffee Pte. Ltd., the Group is in the business of operating and managing food courts, coffee shops, eating houses, F&B stalls and kiosks.

Currently, the Group operates three food courts/coffee shops under the **"Hao Kou Wei"** brand name, one chicken rice restaurant and four chicken rice stalls in food courts under the **"Sing Swee Kee"** brand name, one food kiosk under **"Sing Swee Kee Express"** brand name, one Halal chicken rice stall in the food court under the **"Rasa Chicken"** brand name and one local coffee cafe under the **"Raffles Coffee"** brand name.

In addition to operating F&B establishments, the Group is also involved in developing and managing new F&B brands and concepts.

With an experienced team in branding and franchising to spearhead new growth opportunities in Singapore and Asia, the Group's Brunei Franchisee operating under the brand name of Rasa Chicken by Sing Swee Kee is currently operating two outlets in Brunei.



OUR BUSINESS

2) BRANDING, OPERATION AND PROCUREMENT (“BOP”) SERVICES

Through the Company’s 80%-owned subsidiary, Wish Hospitality Holdings Private Limited, the Group provides BOP services to its clients in China, particularly to companies that are in the F&B and health-care industry.

The BOP business offers client a comprehensive and integrated solution to their business needs and entails, among others, services relating to:

- (i) branding management,
- (ii) operational support,
- (iii) central procurement,
- (iv) recruitment, customised training and development of human resource.

The BOP services provided by the Group offer a one-stop solution to setting up and management of F&B outlets, the healthy lifestyle centres and/or the healthcare-related industry in the People’s Republic of China (“**PRC**”). By using our services, our clients can focus on growing their brands and revenue, while outsourcing the administrative, marketing, operation and procurement tasks to the Group.

Following the termination of all the BOP service agreements and health management service agreements by our PRC BOP customers with us in July and August 2021 as announced previously, there were no revenue and income from this division in FY2022. The Group also expects that there will be no revenue and income from this division in the near future.

CHAIRMAN'S MESSAGE



DEAR SHAREHOLDERS

On behalf of the Board of Directors of GS Holdings Limited ("**GS Holdings**" or the "**Company**" and together with its subsidiaries, the "**Group**") and the Chief Executive Officer, it is my pleasure to present to you GS Holdings' Annual Report for the financial year ended 31 December 2023 ("**FY2023**").

In FY2023, we achieved a significant turnaround with F&B revenue surging by 30% from S\$7.11 million to S\$9.23 million. This growth was driven by the easing of dining restrictions, the Singapore government's border reopening in early FY2022, and the successful launch of new F&B outlets, including two chicken rice stalls located in Sengkang Grand Mall and Tampines Mart and a cafe located in Funan Mall. We further expanded our footprint with an additional food court and chicken rice stall opened in Surbana Jurong Campus at the end of November 2023. These strategic additions will continue to fuel F&B revenue growth.

The BOP business segment remained inactive during FY2023. Despite being inactive, the management took proactive steps to recover the amount due from Mr Zhang Rongxuan and monies held by the Chinese authorities. As the recovery of these amounts are still uncertain, the Company had during FY2023 recognised a one-time impairment loss of S\$22.37 million to provide a fair reflection of our financial position.

As a result of the improvement in our F&B business, the Group reported a significant improvement in both revenue and earnings for FY2023 as compared to the revenue and earnings of FY2022. Revenue increased by approximately S\$2.12 million from S\$7.11 million in FY2022 to S\$9.23 million in FY2023 i.e. a 30% increase on a year-on-year basis, while loss before tax (excluding the S\$22.37 million impairment loss provision (FY2022: impairment loss provision of S\$4.18 million)) decreased from approximately S\$2.26 million in FY2022 to a loss of approximately S\$1.60 million in FY2023. The details are discussed in the Operations and Financial Review section of the annual report.

CHAIRMAN'S MESSAGE

POST PANDEMIC GROWTH

The improving global and domestic pandemic situation allowed us to relaunch our expansion plans, which were deferred since 2020. In 2024, we will focus on:

- **Strategic expansion:** Strategic expansion through streamlining operations to manage costs efficiently and opening new F&B outlets in high-traffic locations.
- **Brand and concept development:** We will introduce exciting new F&B brands and concepts alongside our core chicken rice offerings.
- **Franchise opportunities:** We are exploring potential franchise partnerships to leverage our brand recognition in Singapore and expand overseas.

We are evaluating additional promising business opportunities and considering recapitalisation as a strategic move to provide the necessary resources for expansion. We will share details upon finalisation of commercial terms.

DIVIDENDS

While the financial turnaround is underway, the Board has not recommended a dividend for FY2023 due to the ongoing loss situation.

A NOTE OF APPRECIATION

On behalf of the Board, I extend my sincere gratitude to our dedicated management team and employees, our valued customers and business partners, and especially our shareholders for their unwavering faith in GS Holdings. We look forward to building on this momentum and delivering continued growth in the years to come.

I would like to express our sincere appreciation to two esteemed individuals who have contributed significantly to our Group's journey. Firstly, we extend our gratitude to Mr. Lim Chee San who has served as an Independent Director on our Board. His guidance and expertise have been invaluable and he has played an important role in our governance processes. Secondly, we extend our thanks to Mr Zhang Rongxuan for his service as Non-Independent and Non-Executive Chairman and Director on our Board. Both Mr. Lim and Mr. Zhang will retire at the upcoming AGM.

OPERATIONS & FINANCIAL REVIEW



REVENUE

During FY2023, Food and Beverages ("**F&B**") revenue increased by 30% or approximately S\$2.12 million from S\$7.11 million to S\$9.23 million. The increase in revenue was mainly a result of full year F&B revenue being recognised in FY2023 after the lifting of dining restriction and opening of borders by the Singapore government in the first half of 2022. In addition, opening of a new food court, three new chicken rice stalls and one cafe (collectively termed as "**new outlets**") further increased the revenue during the year.

COST OF SALES AND GROSS PROFIT

Cost of sales increased by 30% year-on-year from S\$5.68 million to S\$7.37 million, in line with the increase in F&B revenue. Cost of sales mainly comprises of F&B costs, personnel expenses, amortisation of right-of use ("**ROU**") assets and utilities cost. F&B costs increased by 21% despite the 30% increase in the F&B revenue, partly due to an increase in selling price for some of the F&B items during the year. Personnel expenses increased by 34% as a result of more manpower required to support the new outlets and salary increments during the year. Higher amortisation of ROU assets in FY2023 was mainly due to additional outlets leased during the year. Utilities cost incurred in FY2023 increased slightly by 7% year-on-year as the higher cost incurred due to the new outlets was partially offset by an absence of utilities costs incurred by the halal eating house which ceased operations in early 2022 and higher utilities rates that was recorded in 1Q2022.

As a result of the above, the Group achieved a gross profit of S\$1.86 million as compared to S\$1.43 million recorded in FY2022. Gross profit margin for FY2023 maintained constant at around 20% as compared to FY2022.

OTHER INCOME

Other income decreased by 54% year-on-year, mainly due to lower government grants received and absence of gains from disposal of property, plant and equipment in FY2023.

ADMINISTRATIVE EXPENSES

Administrative expenses decreased by 14%, mainly due to lower professional fees and fair value loss recognised on investment property.

IMPAIRMENT LOSSES ON FINANCIAL ASSETS

Impairment losses on financial assets was made on the (i) outstanding amount owing from Mr Zhang Rongxuan ("**Mr Zhang**") and (ii) cash and bank balance in bank of China in the People Republic of China ("**PRC**").

Full impairment loss was provided for the outstanding amount owing from Mr Zhang after taking into consideration of current lawsuit against Mr Zhang and the uncertainty on the recoverability of the debt. In addition, full impairment loss provision was made on the bank balances held in Bank of China in the PRC amounting to RMB22 million which has been retained by the authorities in China.

OPERATIONS & FINANCIAL REVIEW



FINANCE COSTS

Finance costs increased by 24%, mainly due to additional bank loans obtained and higher interest recognised on the lease liabilities due to the additional outlets leased during the year.

FINANCIAL POSITION

NON-CURRENT ASSETS

Property, plant and equipment ("**PPE**") increased by S\$0.87 million, mainly due to the recognition of new ROU assets and additional PPE acquired, that was partially offset by depreciation charged during the financial year. Investment property decreased by S\$0.44 million as a result of the fair value loss provided for during the year.

CURRENT ASSETS

Trade and other receivables decreased by S\$19.03 million, mainly due to the impairment loss recognised on the amount owing from Mr Zhang as mentioned in the Impairment Losses on Financial Assets section highlighted above.

NON-CURRENT LIABILITIES

Non-current loans and borrowings decreased by S\$0.11 million, mainly due to the reclassification of non-current portion of the bank loans and lease liabilities to current during the year.

CURRENT LIABILITIES

Trade and other payables increased by S\$0.76 million, mainly due to additional loans from a substantial shareholder during the year and increase in other payables and accruals owing to the third parties.

Current loans and borrowings increased by S\$0.58 million, mainly due to additional bank loans obtained and increase in lease liabilities arising from additional rental taken up for the new outlets during the year. The increase was partially offset by the progressive repayment of bank loans and lease liabilities.

The tax expense provision mainly relates to the provision for withholding tax to be paid on the BOP service fee income upon remittance of such income back to Singapore. In correspondence with the full impairment loss provided on the amount due from Mr Zhang, it was deemed that the BOP service fee income will not be received, and the corresponding tax payables was reversed.

EQUITY

Overall, the Group's total equity decreased by S\$19.13 million from S\$15.55 million as at 31 December 2022 to negative equity of S\$3.58 million as at 31 December 2023. The decrease was mainly due to the loss of S\$18.78 million incurred during the year and currency translation differences arising from consolidation of S\$0.35 million.

OPERATIONS & FINANCIAL REVIEW

CASH FLOWS

Overall, the Group reported a net decrease in cash and cash equivalents of S\$4.42 million from S\$5.02 million as at 31 December 2022 to S\$0.60 million as at 31 December 2023.

The decrease was mainly due to the following items:

- a. Impairment loss provision of S\$3.77 million on the bank balance in Bank of China in the PRC;
- b. Repayment of bank loans, lease liabilities as well as interest payment amounting to S\$2.09 million.
- c. Purchase of fixed assets amounting to S\$0.65 million; and
- d. Effects of foreign currency translation changes on cash and cash equivalents of S\$46,000.

The decrease was partially offset by the following items:

- a. Net cash generated from operating activities of S\$0.62 million
- b. Lease incentive of S\$0.45 million received arising from a tenancy agreement entered into during the year;
- c. Additional loan from a substantial shareholder amounting to S\$0.30 million; and
- d. Proceeds from new bank loans amounting to S\$0.77 million

OPERATION PERFORMANCE

F&B business

The Group's F&B companies are currently operating only in Singapore. As at 31 December 2023, the Group has eleven F&B establishments which include three food courts/coffee shops, a chicken rice restaurant under the "Sing Swee Kee" brand name, five chicken rice stalls in food courts, one halal chicken rice under the "Rasa Chicken" brand in a food court and one cafe under the brand name of "Raffles Coffee and Toast".

Following the relaxation and lifting of dining restrictions and opening of borders by Singapore government in the first half of 2022 resulting in an increase in demand for F&B services and with the opening of more F&B outlets in 2023, the Company is optimistic in producing better financial results for the F&B division in the next twelve months.

BOP service business

There were no income received from the BOP service business division in FY2023 as all the previous BOP customers had terminated all the BOP service agreements and health management service agreements in July and August 2021. The Group expects this business division to remain inactive while the Group is exploring the next appropriate steps to take to recover the debt owing from Mr Zhang and the release of the bank balances held in Bank of China in the PRC which has been retained by the authorities in China.

BOARD OF DIRECTORS

**LIM KEE WAY IRWIN**

LEAD INDEPENDENT DIRECTOR AND ACTING CHAIRMAN

Mr Lim Kee Way Irwin is our Independent Director and was appointed to our Board on 3rd May 2019. He is re-designated as our Lead Independent Director on 28 September 2023 and appointed as Acting Chairman on 30 October 2023. He is currently the CFO of Novo Tellus Alpha Acquisition, previously listed on SGX mainboard SPAC, and concurrently is the Managing Director of Inflexion Ventures Private Ltd., which is a business advisory and investment firm. He was previously the Operating Partner and CFO of Novo Tellus Capital Partners, a private equity firm, which he left end of 2023.

Irwin began his career in 1990 as a senior development officer with the Economic Development Board of Singapore. In 1993, he joined Technomic International Inc., a United States headquartered consulting firm specialising in market penetration and investment strategies, initially as an associate and was promoted to senior associate in 1995. Subsequently in 1996, he joined Transpac Capital Pte Ltd, a venture capital and private equity firm, as a senior investment manager, responsible for investment and portfolio management in the Asia Region.

In 2000, he joined Murray Johnstone Private Equity as associate director, and later in the same year joined Asiavest Partners, TCW/YFY (S) Private Ltd. as executive director where he headed the firm's investment in the Southeast Asian region. He joined United Test and Assembly Center Ltd. in 2003, as the group vice-president of corporate development, where he helped spearhead the listing of the company in 2004. He assumed the role of group chief financial officer from 2007 to 2013 where he was responsible for the mergers and acquisitions as well as the financial, treasury, legal, corporate communications and investor relations functions of the group.

Irwin holds a Master of Science in Management from the Imperial College of Science, Technology and Medicine, University of London, and a Bachelor of Science in Industrial Engineering from Columbia University in the city of New York.

BOARD OF DIRECTORS



PANG POK
EXECUTIVE DIRECTOR AND
CHIEF EXECUTIVE OFFICER

Mr Pang Pok was appointed to the Board on 19 September 2014. He was last re-elected as a Director at the Annual General Meeting on 28 June 2023. Mr Pang Pok is responsible for the Group's overall management, including overseeing its operations, setting directions for new growth areas and developing business strategies. Mr Pang brings with him over 20 years of experience in the F&B industry and has led the expansion and innovation of our business and operations. He has been instrumental in our Group's growth, having founded four out of the five of our Group's companies and having served since 1999 as a director on the board of Hawkerway Pte. Ltd.

Mr Pang was awarded the Public Service Medal by the Singapore President's Office in 2011 and the Long Service Award by the People's Association in 2013. He also serves as Vice Chairman of the Hainan Business Club, Honorary President of Nanyang Confucian Association, Deputy Treasurer of the Yock Eng Education Fund Limited, Vice Chairman of the Qionghai Association (Singapore) and Vice President of the Guang Wu Club.



LOO HEE GUAN
EXECUTIVE DIRECTOR

Mr. Loo Hee Guan was appointed to our Board on 1 March 2024 as Executive Director, and will oversee the Group's corporate affairs, business rationalisation and development, investor relations, and compliance and corporate governance. He graduated from Monash University, Australia with Bachelor of Economics majoring in Accounting and Bachelor of Laws, and was called to the Malaysian Bar as an Advocate and Solicitor in 1995.

He has worked in various established law firms in Malaysia, prior to setting up his own law practice, Enolil Loo Advocates and Solicitors in 2003, a boutique corporate legal firm. He has over 28 years of experience in legal practice and his practice areas include corporate commercial, corporate finance, corporate restructuring and recovery, foreign direct investment, take-overs, mergers and acquisitions, private equity, structured finance, infrastructure and concessions, energy, real estate and trust. Through his legal practice, he has vast exposures in the industries including infrastructure, food & beverages, manufacturing, construction, retailing, property development, information technology, oil palm plantation, oil and gas and energy sectors.

He is currently the independent director of DS Sigma Holdings Berhad (a company listed on Bursa Malaysia). He also co-founded and sits on the board of a charitable foundation, namely Ericson Foundation.

BOARD OF DIRECTORS



LIM CHEE SAN
INDEPENDENT DIRECTOR

Mr Lim Chee San was appointed as an Independent Director of our Board on 17 October 2022. Mr Lim has been an accountant, a banker and a lawyer at different times during the past 40 years.

Mr Lim is currently a partner in his own law firm. In his law practice, besides litigation, he has advised clients on mergers and acquisitions, amalgamations, restructuring, capital reduction, drafting merger and acquisition, rental and other commercial agreements. He has also assisted companies in carrying out their amalgamation and restructuring (including scheme of arrangement) exercises. Before he started his law practice, he was the Head of Banking Operations in a large regional bank. He also has many years of experience as an auditor in large international accounting firms.

Other than his directorship in GS Holdings Limited, Mr Lim is also an independent director in Singapore Kitchen Equipment Limited (listed on the SGX-ST Catalist Board), Blackgold Natural Resources Limited (listed on the SGX-ST Catalist Board), Gallant Venture Ltd (listed on SGX-ST Main Board) and Chemical Industries (Far East) Limited (listed on the SGX-ST Main Board).

Mr Lim is a Fellow of the Association of Chartered Certified Accountants, UK and a member of the Singapore Institute of Chartered Accountants. He holds a Bachelor of Law Degree (Honours) from the University of London and is a Barrister-at-law, England. He is also a chartered information technology professional.



TAN BOON HWA
INDEPENDENT DIRECTOR

On September 28, 2023, Mr. Tan Boon Hwa joined our Board as an independent director. With more than three decades of experience in global banking institutions such as ABN AMRO Bank, Bank of America, and Standard Chartered Bank, Mr. Tan has led senior teams in product and client coverage roles across Southeast Asia and Europe. He is a seasoned international banker with work experience in capital markets and corporate banking within investment and wholesale business units. Notably from his time at these institutions, he gained exposure across a broad spectrum of industries and fund-raising exercises for corporates, financial institutions and governments.

In addition to holding a Bachelor's degree in Commerce, majoring in Accounting and Finance from the University of New South Wales, he is also a member of the Australian Society of Certified Practising Accountants.

BOARD OF DIRECTORS



**PAULINE TEH @ PAULINE
TEH ABDULLAH**
INDEPENDENT DIRECTOR

Ms Pauline Teh was appointed to our Board on 1 April 2024 as Independent Director. She has 28 years of experience in corporate advisory. Pauline is a former Executive Director of Crowe Advisory Malaysia and a former Board Member of Export-Import Bank Malaysia Berhad. Her expertise spans managing corporate turnarounds, facilitating cross-border mergers and acquisitions, overseeing IPOs, reverse takeovers, debt restructuring, and fundraising. Pauline graduated from the University of Hull with a Master Degree in Business Administration (Finance) and holds a Capital Markets Representative Services License ("CMRSL") issued by the Securities Commission of Malaysia. She is also a member of the Insolvency Practitioners Association of Malaysia.

Currently, she sits on the board of Boustead Holdings Berhad and several other private companies in Singapore and Malaysia.



ZHANG RONGXUAN
NON-INDEPENDENT AND
NON-EXECUTIVE CHAIRMAN

Mr Zhang was appointed to our Board on 3 September 2019. He is currently the President, Chief Executive and Director of Jufee International Group. Mr Zhang is also a director and sole shareholder of Henan Jufee Technology Group Co. Ltd. ("Henan Jufee"). The principal activity of Henan Jufee relates to the development and sale of aloe vera related-health products and beverages. Mr Zhang established China's largest aloe vera planting base in Hainan province and is regarded in China as an expert in the aloe vera industry.

Mr Zhang holds a Doctor of Business Administration degree from the Business Institute of Pennsylvania, USA and a Bachelor Degree in accountancy and auditing from the Wuhan University. Mr Zhang is also an undergraduate from the School of Chinese Medical of Nanjing University and he is currently an honorary professor at the School of Pharmaceutical and Life Sciences of Changzhou University, People's Republic of China.

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Mr Lim Kee Way Irwin, Mr Tan Boon Hwa, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 30 April 2024 ("AGM") (the "Retiring Directors").

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalyst of the SGX-ST, the information relating to the Retiring Directors as set out in Appendix 7F to the Listing Manual Section B: Rules of Catalyst of the SGX-ST is as follows:

	MR LIM KEE WAY IRWIN	MR TAN BOON HWA	MR LOO HEE GUAN	MS PAULINE TEH @ PAULINE TEH ABDULLAH
Date of Appointment	3 May 2019	28 September 2023	1 March 2024	1 April 2024
Date of last re-appointment	25 June 2020	-	-	-
Age	58	62	54	54
Country of principal residence	Singapore	Singapore	Malaysia	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr. Lim Kee Way Irwin for re-appointment as Independent Director of the Company. The Board has reviewed and concluded that Mr. Lim Kee Way Irwin possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. The Board considers Mr. Lim Kee Way Irwin to be independent for the purpose of Rule 704(7) of the Catalyst Rules.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr. Tan Boon Hwa for re-appointment as Independent Director of the Company. The Board has reviewed and concluded that Mr. Tan Boon Hwa possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. The Board considers Mr. Tan Boon Hwa to be independent for the purpose of Rule 704(7) of the Catalyst Rules.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Mr. Loo Hee Guan for re-appointment as Executive Director of the Company. The Board has reviewed and concluded that Mr. Loo Hee Guan possesses the experience, expertise, knowledge and skills to assume the responsibility for the Group's corporate affairs, to lead and drive regularisation and restructuring plan, business rationalization and development, investor relations, and compliance with corporate governance.	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contribution and performance, attendance, preparedness, participation, candour and suitability of Ms. Pauline Teh @ Pauline Teh Abdullah for re-appointment as Independent Director of the Company. The Board has reviewed and concluded that Ms. Pauline Teh @ Pauline Teh Abdullah possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board. The Board considers Ms. Pauline Teh @ Pauline Teh Abdullah to be independent for the purpose of Rule 704(7) of the Catalyst Rules.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Executive. Mr. Loo Hee Guan is responsible for the Group's corporate affairs, to lead and drive regularisation and restructuring plan, business rationalization and development, investor relations, and compliance with corporate governance.	Non-Executive

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM KEE WAY IRWIN	MR TAN BOON HWA	MR LOO HEE GUAN	MS PAULINE TEH @ PAULINE TEH ABDULLAH
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead Independent Director, acting Chairman, Chairman of the Audit and Risk Committee, member of the Remuneration Committee and Nominating Committee	Independent Director, Chairman of the Remuneration Committee, member of Audit and Risks Committee and Nominating Committee	Executive Director	Independent Director and member of Audit and Risks Committee, Nominating Committee and Remuneration Committee
Professional qualifications	Master in Management from Imperial College, University of London Bachelor in Industrial Engineering from Columbia University	Associate of Australian Society of Certified Practising Accountants Bachelor of Commerce from University of New South Wales	Bachelor of Economics & Bachelor of Laws from Monash University Member of Bar Council of Malaysia	Master of Business Administration (Finance) from University of Hull Bachelor of Commerce from Saint Mary's University in Halifax
Working experience and occupation(s) during the past 10 years	2022 to Present: CFO of Novo Tellus Alpha Acquisition 2013 to Present: Managing Director of Inflexion Ventures Private Ltd. 2015 to 2023: Operating Partner and CFO of Novo Tellus Capital Partners	2021 to 2023: Managing Director of FGX Pte. Ltd. 2015 to 2020: Managing Director of First Abu Dhabi Bank 2010 to 2015: Executive Director & Team Head of Standard Chartered Bank	2014 to Present: Partner at Enollil Loo Advocates and Solicitors	2008 to 2021: Executive Director at Crowe Advisory Sdn Bhd
Shareholding interest in the listed issuer and its subsidiaries	No	No	No	No
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries.	No	No	No	No
Conflict of Interest (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Other Principal Commitments Including Directorships Past (for the last 5 years)	Nil	Nil	Taurus Investment Management Berhad FM Equity Sdn Bhd	Export-Import Malaysia Bank Berhad Boustead Digital Sdn Bhd Crowe Advisory Sdn Bhd Boustead Technology Sdn Bhd

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM KEE WAY IRWIN	MR TAN BOON HWA	MR LOO HEE GUAN	MS PAULINE TEH @ PAULINE TEH ABDULLAH
Present	<u>Within the Group:</u> Nil <u>Outside the Group:</u> Novoflex Pte. Ltd. Smartflex Innovation Pte. Ltd. NTCP SPV VI Inflexion Ventures Private Ltd NTThor Holdings Pte. Ltd. NTThor Pte. Ltd. Smartflex Technology Pte. Ltd. NT SPV 9 NT SPV 11 NT SPV 12 NT SPV 13 NT SPV 16 NT Tectum CI NT Tetum SP	<u>Within the Group:</u> Nil <u>Outside the Group:</u> FGX Pte. Ltd.	<u>Within the Group:</u> Nil <u>Outside the Group:</u> Enrolli Loo Advocates and Solicitors DS Sigma Holdings Berhad Ericson Foundation	<u>Within the Group:</u> Nil <u>Outside the Group:</u> Boustead Holdings Berhad Ericsenz Capital Pte. Ltd. Ericsenz Capital Research Sdn Bhd Taurus Investment Management Berhad Equity Edge Pte. Ltd.
a) Whether at any time during the last 10 years, an application or petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or any time within 2 years from the date he ceased to be a partner?	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM KEE WAY IRWIN	MR TAN BOON HWA	MIR LOO HEE GUAN	MS PAULINE TEH @ PAULINE TEH ABDULLAH
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, whether that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No
c) Whether there is any unsatisfied judgement against him?	No	No	No	No
d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM KEE WAY IRWIN	MR TAN BOON HWA	MIR LOO HEE GUAN	MS PAULINE TEH @ PAULINE TEH ABDULLAH
e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No
f) Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law of regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation of dishonesty on his part?	No	No	No	No
g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM KEE WAY IRWIN	MR TAN BOON HWA	MIR LOO HEE GUAN	MS PAULINE TEH @ PAULINE TEH ABDULLAH
i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No
ii) i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	MR LIM KEE WAY IRWIN	MR TAN BOON HWA	MIR LOO HEE GUAN	MS PAULINE TEH @ PAULINE TEH ABDULLAH
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?				
k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No
Disclosure applicable to the appointment of Director only				
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable. These disclosures are in respect of the re-election of a Director of the Company.	Not applicable. These disclosures are in respect of the re-election of a Director of the Company.	Not applicable. These disclosures are in respect of the re-election of a Director of the Company.	Not applicable. These disclosures are in respect of the re-election of a Director of the Company.

KEY MANAGEMENT



CHONG PAW LONG
CHIEF FINANCIAL OFFICER

Mr Chong first joined the Group in March 2018 as the Financial Controller and was promoted to Chief Financial Officer in March 2019. He is responsible for all the financial and accounting functions and corporate matters of the Company and the Group.

Mr Chong has more than 30 years of working experience gained in different industries with various corporations and public listed companies in Singapore and overseas. Mr Chong graduated with a Bachelor of Accountancy degree.

As announced on 27 March 2024, Mr Chong has tendered his resignation as Chief Financial Officer.

Mr Ng is appointed as Chief Financial Officer (Designate) with effect on 1 April 2024. Mr Ng is responsible for the Group's finance and accounting functions and other corporate and regulatory matters.

Mr Ng started his career as an external auditor with Ernst and Young LLP. Subsequently, he set up his own professional service firm, rendering managed services, financial advisory, corporate restructuring and merger and acquisitions to companies ranging from small and midsize enterprises to public listed companies across different industries.

Mr Ng holds a Bachelor of Accountancy with Honors from Nanyang Technological University, Singapore. He is also a Chartered Accountant of Singapore, Asean Chartered Professional Accountant and Associate Chartered Valuer and Appraiser.



NG WAI JIF
CHIEF FINANCIAL OFFICER
(DESIGNATE)



ELISS PANG
DIRECTOR OF OPERATIONS

Ms Pang joined the Group as Special Projects Manager in 2015 and was promoted to Director of Operations in June 2018.

As Director of Operations, Ms Pang is responsible for the overall planning, operations management and business development of our Group's food and beverages business. Ms Pang has previous experience in the food and beverage industry, managing a chain of food kiosks.

Ms Pang graduated with a Bachelor of Social Sciences from National University of Singapore and holds a Masters of Social Sciences in Professional Counselling from Swinburne of Technology Australia.

CORPORATE INFORMATION

BOARD OF DIRECTORS

LIM KEE WAY IRWIN

Lead Independent Director and Acting Chairman

PANG POK

Executive Director, Chief Executive Officer

LOO HEE GUAN

Executive Director

LIM CHEE SAN

Independent Director

TAN BOON HWA

Independent Director

PAULINE TEH @ PAULINE TEH ABDULLAH

Independent Director

ZHANG RONGXUAN

Non-Independent and Non-Executive Director

AUDIT AND RISK COMMITTEE

LIM KEE WAY IRWIN (*Chairman*)
LIM CHEE SAN
TAN BOON HWA
PAULINE TEH @ PAULINE TEH
ABDULLAH

NOMINATING COMMITTEE

LIM CHEE SAN (*Chairman*)
LIM KEE WAY IRWIN
TAN BOON HWA
PAULINE TEH @ PAULINE TEH
ABDULLAH

REMUNERATION COMMITTEE

TAN BOON HWA (*Chairman*)
LIM KEE WAY IRWIN
LIM CHEE SAN
PAULINE TEH @ PAULINE TEH
ABDULLAH

COMPANY SECRETARY

TAN WEI YANG

REGISTERED OFFICE

22 Sin Ming Lane, Midview City,
#04-73 Singapore 573969
Tel : +65 6684 1014
Email: info@gsholdings.com.sg

SHARE REGISTRAR AND SHARE TRANSFER OFFICE

IN.CORP CORPORATE SERVICES
PTE. LTD.
30 Cecil Street #19-08
Prudential Tower
Singapore 049712

INDEPENDENT AUDITORS

PKF-CAP LLP
6 Shenton Way OUE Downtown 1
#38-01 Singapore 068809

Partner-in-charge:
Mr Lee Eng Kian
(Date of appointment: Since
financial year ended 31 December
2023)

PRINCIPAL BANKERS

DBS BANK LTD.
12 Marina Boulevard
Tower 3 Marina Bay
Financial Centre
Singapore 018982

UNITED OVERSEAS BANK LIMITED

80 Raffles Place
UOB Plaza
Singapore 048624

SPONSOR

EVOLVE CAPITAL
ADVISORY PRIVATE LIMITED
138 Robinson Road #13-02
Oxley Tower
Singapore 068906

CORPORATE GOVERNANCE

DISCLOSURE TABLE FOR ANNUAL REPORT IN COMPLIANCE TO THE CODE OF CORPORATE GOVERNANCE 2018 AND THE CATALIST RULES

The Board of Directors (the "**Board**") of GS Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") is committed to maintaining high standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This corporate governance report, set out in tabular form, outlines the Company's corporate governance structures and practices that were in place during the financial year ended 31 December 2023 ("**FY2023**"), with specific reference made to the principles and provisions of the Code of Corporate Governance issued in August 2018 (the "**Code**").

The Board and the Management of the Company (the "**Management**") have taken steps to align the corporate governance framework of the Company with the principles of the Code, and where there are deviations from the provisions in the Code, appropriate explanations are provided.

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
BOARD MATTERS		
<u>The Board's Conduct of Affairs</u>		
Principle 1	The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.	The Company is headed by an effective Board, which is collectively responsible and works with the Management for the long-term success of the Company. Please refer to Provisions 1.1 to 1.7 below for more details and instances of the Company's compliance with this principle.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation																		
Provision 1.1	Directors are fiduciaries who act objectively in the best interests of the company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.	Currently, the Board has seven (7) Directors, four (4) of whom are Independent Non-Executive Directors. The Directors of the Company as at the date of this statement are:- <table><tr><th colspan="2">Table 1.1 - Composition of the Board</th></tr><tr><th>Name of Director</th><th>Designation</th></tr><tr><td>Pang Pok</td><td>Chief Executive Officer and Executive Director</td></tr><tr><td>Lim Kee Way Irwin</td><td>Lead Independent Director and Acting Chairman</td></tr><tr><td>Lim Chee San⁽¹⁾</td><td>Independent Director</td></tr><tr><td>Tan Boon Hwa⁽²⁾</td><td>Independent Director</td></tr><tr><td>Loo Hee Guan⁽³⁾</td><td>Executive Director</td></tr><tr><td>Pauline Teh @ Pauline Teh Abdullah⁽⁴⁾</td><td>Independent Director</td></tr><tr><td>Zhang Rongxuan⁽⁵⁾</td><td>Non-Independent and Non-Executive Chairman</td></tr></table> Notes: (1) Mr Lim Chee San will not be seeking re-election and will retire as an Independent Director at the close of the Annual General Meeting ("AGM"). He will step down from his position as an Independent Director of the Company, Chairman of the Nominating Committee, and member of the Audit and Risk Committee and Remuneration Committee. (2) Mr Tan Boon Hwa was appointed as an Independent Director, Chairman of Remuneration Committee and a member of the Audit and Risk Committee and Nominating Committee with effect from 28 September 2023. (3) Mr Loo Hee Guan was appointed as an Executive Director of the Company with effect from 1 March 2024. (4) Ms Pauline Teh @ Pauline Teh Abdullah was appointed as an Independent Director and member of the Audit and Risk Committee, Nominating Committee and Remuneration Committee with effect from 1 April 2024. (5) Mr Zhang Rongxuan has been suspended from his directorial duties since 17 October 2023. He will not be seeking re-election and will retire as the Non-Independent and Non-Executive Chairman at the close of the forthcoming AGM.	Table 1.1 - Composition of the Board		Name of Director	Designation	Pang Pok	Chief Executive Officer and Executive Director	Lim Kee Way Irwin	Lead Independent Director and Acting Chairman	Lim Chee San ⁽¹⁾	Independent Director	Tan Boon Hwa ⁽²⁾	Independent Director	Loo Hee Guan ⁽³⁾	Executive Director	Pauline Teh @ Pauline Teh Abdullah ⁽⁴⁾	Independent Director	Zhang Rongxuan ⁽⁵⁾	Non-Independent and Non-Executive Chairman
Table 1.1 - Composition of the Board																				
Name of Director	Designation																			
Pang Pok	Chief Executive Officer and Executive Director																			
Lim Kee Way Irwin	Lead Independent Director and Acting Chairman																			
Lim Chee San ⁽¹⁾	Independent Director																			
Tan Boon Hwa ⁽²⁾	Independent Director																			
Loo Hee Guan ⁽³⁾	Executive Director																			
Pauline Teh @ Pauline Teh Abdullah ⁽⁴⁾	Independent Director																			
Zhang Rongxuan ⁽⁵⁾	Non-Independent and Non-Executive Chairman																			

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		The Board is collectively entrusted to lead and oversee the Company, with the fundamental principle to act in the best interests of the Company. In addition to its statutory duties, the Board's principal functions are: (a) supervising the overall management of the business and affairs of the Group and approving the Group's corporate and strategic objectives and direction; (b) overseeing the process for evaluating the adequacy of internal control, risk management, financial reporting and compliance; (c) reviewing the performance of Management and overseeing succession planning for Management; (d) setting the Company's value and standards, and ensuring that obligations to shareholders of the Company ("Shareholders") and other stakeholders are understood and met; and (e) providing overall corporate governance of the Company. All Directors exercise due diligence and independent judgment in dealing with the business affairs of the Group and are obliged to act in good faith and to make objective decisions in the interests of the Group. All Directors are required to disclose their business interests and any potential or actual conflicts of interest that they are aware of, or as soon as such conflicts become apparent. In any situation that involves a conflict of interest between any Director and the Company, such Director shall recuse himself or herself from participating in any discussion and decision on the matter.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 1.2	Directors understand the company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors). Directors are provided with opportunities to develop and maintain their skills and knowledge at the company's expense. The induction, training and development provided to new and existing directors are disclosed in the company's annual report.	The Company ensures that incoming new Directors are provided with a formal letter of appointment setting out their duties and obligations. They are given guidance and orientation, including onsite visits to get them familiarised with the Group's businesses, organisation structure, corporate strategies and policies and corporate governance practices upon their appointment and to facilitate the effective discharge of their individual duties. New Directors who do not have prior experience as a director of a public listed company in Singapore will attend training courses organised by the Singapore Institute of Directors ("SID") or other training institutions in areas such as accounting, legal and industry-specific knowledge, where appropriate, in connection with their duties and at the Company's expense. As announced by the Company on 29 February 2024 and 1 April 2024, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah will be attending the relevant training courses within one year from the dates of their appointment on 1 March 2024 and 1 April 2024, respectively, to familiarise themselves with the roles and responsibilities of a public listed company in Singapore. Directors are updated regularly on any new developments or changes in applicable regulatory, legal and accounting frameworks that are of relevance to the Group during Board meetings or via electronic mail, and through participation in training courses, seminars and workshops at the Company's expense. New releases issued by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and Accounting and Corporate Regulatory Authority ("ACRA") which are relevant to the Directors are circulated to the Board. Directors are also informed of upcoming conferences and seminars relevant to their roles as directors of the Company.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		The Board is briefed by the External Auditors (the "EA") on recent changes and amendments to the accounting standards, including amendments to the Singapore Financial Reporting Standards, and receives regulatory updates from time to time. The Chief Executive Officer (the "CEO") updates the Board at each meeting on the business and strategic developments of the Group.
Provision 1.3	The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters requiring board approval are disclosed in the company's annual report.	Matters that require the Board's approval, as decided by the Board, include, amongst others, the following: (a) approval of the Group's strategic objectives; (b) changes relating to the Group's capital structure, including reduction of capital, share issues and share buy backs; (c) major changes to the Group's corporate structure, including, but not limited to acquisitions and disposals; (d) approval of the interim and full year's results announcements and release of annual reports; (e) approval of the dividend policy, declaration of the interim dividend and recommendation of the final dividend; (f) approval of material investments, divestments or capital expenditure; (g) approval of resolutions and corresponding documentation to be put forward to Shareholders at a general meeting, including approval of all circulars, prospectuses, etc; and any decision likely to have a material impact on the Group from any perspective, including, but not limited to, financial, operational, strategic or reputational matters.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation																								
Provision 1.4	Board committees, including Executive Committees (if any), are formed with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions, and a summary of each committee's activities, are disclosed in the company's annual report.	Board Committees, namely the Audit and Risk Committee (the "ARC"), the Remuneration Committee (the "RC"), and the Nominating Committee (the "NC") (collectively, the "Board Committees") have been constituted to assist the Board in the discharge of its responsibilities and each report back to the Board. The duties, authorities and responsibilities of each committee are set out in their respective terms of reference, which are reviewed on a regular basis to ensure their continued relevance. The composition of each Board Committee is as follows: <table><tr><th colspan="4">Table 1.4 - Composition of Board Committees⁽¹⁾</th></tr><tr><th></th><th>ARC</th><th>NC</th><th>RC</th></tr><tr><td>Chairman</td><td>Lim Kee Way Irwin</td><td>Lim Chee San⁽²⁾</td><td>Tan Boon Hwa⁽³⁾</td></tr><tr><td>Member</td><td>Lim Chee San⁽²⁾</td><td>Lim Kee Way Irwin</td><td>Lim Kee Way Irwin</td></tr><tr><td>Member</td><td>Tan Boon Hwa⁽³⁾</td><td>Tan Boon Hwa⁽³⁾</td><td>Lim Chee San⁽²⁾</td></tr><tr><td>Member</td><td>Pauline Teh @ Pauline Teh Abdullah⁽⁴⁾</td><td>Pauline Teh @ Pauline Teh Abdullah⁽⁴⁾</td><td>Pauline Teh @ Pauline Teh Abdullah⁽⁴⁾</td></tr></table> Note: (1) Mr Chong Eng Wee, who was previously the Chairman of the NC and a member of the ARC and RC, did not seek re-election at the annual general meeting of the Company held on 28 June 2023 and retired as a Lead Independent Director of the Company with effect from 28 June 2023. (2) Mr Lim Chee San will not be seeking re-election and will retire as an Independent Director at the close of the AGM. He will step down from his position as an Independent Director of the Company, Chairman of the NC, and member of the ARC and RC. (3) Mr Tan Boon Hwa was appointed as an Independent Director, Chairman of RC and a member of the ARC and NC with effect from 28 September 2023. (4) Ms Pauline Teh @ Pauline Teh Abdullah was appointed as an Independent Director and member of the ARC, NC and RC with effect from 1 April 2024. In view of the retirement of Mr Lim Chee San at the forthcoming AGM, the position of Chairman of the NC will become vacant. The Board shall appoint a new NC chairman as soon as practicable. Information on the ARC, RC, and NC, their respective terms of reference, summaries of their activities and any delegation to them by the Board of its decision-making authority can be found in the subsequent sections of this Annual Report.	Table 1.4 - Composition of Board Committees ⁽¹⁾					ARC	NC	RC	Chairman	Lim Kee Way Irwin	Lim Chee San ⁽²⁾	Tan Boon Hwa ⁽³⁾	Member	Lim Chee San ⁽²⁾	Lim Kee Way Irwin	Lim Kee Way Irwin	Member	Tan Boon Hwa ⁽³⁾	Tan Boon Hwa ⁽³⁾	Lim Chee San ⁽²⁾	Member	Pauline Teh @ Pauline Teh Abdullah ⁽⁴⁾	Pauline Teh @ Pauline Teh Abdullah ⁽⁴⁾	Pauline Teh @ Pauline Teh Abdullah ⁽⁴⁾
Table 1.4 - Composition of Board Committees ⁽¹⁾																										
	ARC	NC	RC																							
Chairman	Lim Kee Way Irwin	Lim Chee San ⁽²⁾	Tan Boon Hwa ⁽³⁾																							
Member	Lim Chee San ⁽²⁾	Lim Kee Way Irwin	Lim Kee Way Irwin																							
Member	Tan Boon Hwa ⁽³⁾	Tan Boon Hwa ⁽³⁾	Lim Chee San ⁽²⁾																							
Member	Pauline Teh @ Pauline Teh Abdullah ⁽⁴⁾	Pauline Teh @ Pauline Teh Abdullah ⁽⁴⁾	Pauline Teh @ Pauline Teh Abdullah ⁽⁴⁾																							

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation																																																																																
Provision 1.5	Directors attend and actively participate in Board and board committee meetings. The number of such meetings and each individual director's attendances at such meetings are disclosed in the company's annual report. Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of each company.	The Board meets quarterly and more often when required to address any specific significant matters which may arise. The Company's Articles of Association (the "Constitution") allows for meetings to be held through audiovisual communication equipment. When a physical meeting is not possible, timely communication with members of the Board can be achieved through electronic means. The Board and Board Committees may also make decisions through circulating resolutions. The Board met five (5) times in FY2023 in person and through means of video conference or other forms of telecommunication. The number of Board and Board Committee meetings held, and the attendance of each Director at the meetings in FY2023 are as follows:- <table><tr><th colspan="9">Table 1.5 - Attendance of Directors at Company Meetings</th></tr><tr><th rowspan="2">Name of Director</th><th colspan="2">Board</th><th colspan="2">ARC</th><th colspan="2">NC</th><th colspan="2">RC</th></tr><tr><th>No. of Meetings Held</th><th>No. of Meetings Attended</th><th>No. of Meetings Held</th><th>No. of Meetings Attended</th><th>No. of Meetings Held</th><th>No. of Meetings Attended</th><th>No. of Meetings Held</th><th>No. of Meetings Attended</th></tr><tr><td>Zhang Rongxuan⁽¹⁾</td><td>5</td><td>2⁽¹⁾</td><td>4</td><td>-</td><td>1</td><td>-</td><td>1</td><td>-</td></tr><tr><td>Pang Pok</td><td>5</td><td>5</td><td>4</td><td>-</td><td>1</td><td>-</td><td>1</td><td>-</td></tr><tr><td>Chong Eng Wee⁽²⁾</td><td>5</td><td>2⁽²⁾</td><td>4</td><td>2⁽²⁾</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Lim Kee Way Irwin</td><td>5</td><td>5</td><td>4</td><td>4</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Lim Chee San</td><td>5</td><td>5</td><td>4</td><td>4</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Tan Boon Hwa⁽³⁾</td><td>5</td><td>1</td><td>4</td><td>1</td><td>1</td><td>-</td><td>1</td><td>-</td></tr></table> Notes: (1) Mr Zhang Rongxuan had been unable to attend most of the board meetings during FY2023 as he had been suspended from his directorial duties since 17 October 2023. He will be retiring as Non-Independent and Non-Executive Chairman of the Company at the close of the forthcoming AGM. (2) Mr Chong Eng Wee, who was previously the Chairman of the NC and a member of the ARC and RC, did not seek re-election at the annual general meeting of the Company held on 28 June 2023 and retired as a Lead Independent Director of the Company with effect from 28 June 2023. (3) Mr Tan Boon Hwa was appointed as an Independent Director, Chairman of RC and a member of ARC and NC of the Company with effect from 28 September 2023.	Table 1.5 - Attendance of Directors at Company Meetings									Name of Director	Board		ARC		NC		RC		No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	Zhang Rongxuan ⁽¹⁾	5	2 ⁽¹⁾	4	-	1	-	1	-	Pang Pok	5	5	4	-	1	-	1	-	Chong Eng Wee ⁽²⁾	5	2 ⁽²⁾	4	2 ⁽²⁾	1	1	1	1	Lim Kee Way Irwin	5	5	4	4	1	1	1	1	Lim Chee San	5	5	4	4	1	1	1	1	Tan Boon Hwa ⁽³⁾	5	1	4	1	1	-	1	-
Table 1.5 - Attendance of Directors at Company Meetings																																																																																		
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Lim Chee San	5	5	4	4	1	1	1	1																																																																										
Tan Boon Hwa ⁽³⁾	5	1	4	1	1	-	1	-																																																																										

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 1.6	Management provides directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.	<u>Provision of information on an on-going basis</u> Management provides the Board with relevant, complete, adequate and accurate information in a timely manner relating to matters to be brought before the Board on an on-going basis. Management ensures that the Company Secretary is provided with the relevant board papers to be circulated to the Board from time to time or to be submitted at Board meetings. Board papers adhere to a standard format which includes background information, issues for deliberation, and risk mitigation measures. <u>Provision of information prior to meetings</u> To give Directors sufficient time to prepare for Board and Board Committee meetings, the agenda and board papers are circulated by the Company Secretary to the Board at least one week before the relevant meeting. Directors can access these materials via their personal computers, laptops, smartphones and other mobile devices prior to, during and after meetings. Hard copies of these materials are also distributed to the Directors at the meetings. Members of Management who prepared the Board papers and can provide additional insight into matters at hand would be present at the relevant meeting. At the Board meetings, the Management provides the Board with quarterly reports on the Group's financial and business performance, and such explanation and information as the Board may require, to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects. The Board is also apprised of any significant developments on business initiatives, industry developments and regulatory updates.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 1.7	Directors have separate and independent access to Management, the company secretary, and external advisers (where necessary) at the company's expense. The appointment and removal of the company secretary is a decision of the Board as a whole.	Board members have separate and independent access to the Management and the Company Secretary. The Company Secretary and/or his or her representatives attend all meetings of the Board and Board Committees and ensure that Board procedures are observed, and that applicable rules and regulations are complied with. The appointment and removal of the Company Secretary are subject to the Board's approval. The Directors and respective Board Committees, whether as a group or individually, are able to seek independent professional advice as and when necessary, in furtherance of their duties, at the Company's expense. The appointment of professional advisors is subject to the approval of the Board.
Board Composition and Guidance		
Principle 2	The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.	The Board considers that it has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company. Please refer to Provisions 2.1 to 2.5 below for more details and instances of the Company's compliance with such principle.
Provision 2.1	An "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the company.	As at the date of this report, the Board consists of seven (7) members, five (5) of whom are Non-Executive Directors, and of the five (5) Non-executive Directors, four (4) of them are Independent Directors.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 2.2	Independent directors make up a majority of the Board where the Chairman is not independent.	As Mr Zhang Rongxuan, the Chairman of the Board, is not an independent director, the Board comprises a majority of four (4) Independent Directors (out of a seven (7) member Board). Since the suspension of Mr Zhang Rongxuan's duties (including from his role as Chairman of the Board) with effect from 17 October 2023, the role of acting Chairman has been assumed by Mr Pang Pok (during the period of 17 October 2023 to 29 October 2023) and Mr Lim Kee Way Irwin (during the period of 30 October 2023 to the date of this Report). Mr Zhang Rongxuan will be retiring as a director of the Company and will not be seeking re-election at the forthcoming AGM.
Provision 2.3	Non-executive directors make up a majority of the Board.	The Board consists of a majority of five (5) Non-Executive Directors (out of a seven (7) member Board).
Provision 2.4	The Board and board committees are of an appropriate size, and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The board diversity policy and progress made towards implementing the board diversity policy, including objectives, are disclosed in the company's annual report.	The Board has adopted the following steps to maintain or enhance its balance and diversity: (a) Annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary to enhance the efficacy of the Board; and (b) Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board. The NC will consider the results of the above review and evaluation in its recommendation for the appointment of new directors and/or the re-appointment/re-election of incumbent Directors. Taking into account the nature and scope of the Group's business, in concurrence with the NC, the Board believes that the current size of the Board and Board Committees is appropriate and that the composition of the Board and Board Committees (as set out in Tables 1.1 and 1.4 above) provide sufficient diversity without interfering with efficient decision making.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation																																				
		The Board's primary consideration in identifying Directors' nominees is to have an appropriate mix of members with core competencies such as accounting and finance, business acumen, management experience, industry knowledge, strategic planning experience, customer-based knowledge, familiarity with regulatory requirements and knowledge of risk management. The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows: <table> <tr> <th colspan="3">Table 2.4 - Balance and Diversity of the Board</th></tr> <tr> <th></th><th>Number of Directors</th><th>Proportion of Board (%)</th></tr> <tr> <td colspan="3">Core Competencies</td></tr> <tr> <td>- Accounting or finance</td><td>5</td><td>71</td></tr> <tr> <td>- Business management</td><td>7</td><td>100</td></tr> <tr> <td>- Legal or corporate governance</td><td>5</td><td>71</td></tr> <tr> <td>- Relevant industry knowledge or experience</td><td>5</td><td>71</td></tr> <tr> <td>- Strategic planning experience</td><td>6</td><td>86</td></tr> <tr> <td>- Customer based experience or knowledge</td><td>2</td><td>29</td></tr> <tr> <td colspan="3">Gender</td></tr> <tr> <td>- Male</td><td>6</td><td>86</td></tr> <tr> <td>- Female</td><td>1</td><td>14</td></tr> </table>	Table 2.4 - Balance and Diversity of the Board				Number of Directors	Proportion of Board (%)	Core Competencies			- Accounting or finance	5	71	- Business management	7	100	- Legal or corporate governance	5	71	- Relevant industry knowledge or experience	5	71	- Strategic planning experience	6	86	- Customer based experience or knowledge	2	29	Gender			- Male	6	86	- Female	1	14
Table 2.4 - Balance and Diversity of the Board																																						
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CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 2.5	Non-executive directors and/or independent directors, led by the independent Chairman or other independent director as appropriate, meet regularly without the presence of Management. The chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.	The Non-Executive Directors discuss and/or meet as often as is needed, based on the Group's needs from time to time, without the presence of the Management to discuss matters such as the Group's financial performance, corporate governance initiatives, board processes, succession planning as well as leadership development and the remuneration of the Executive Directors. The Non-Executive Directors held periodic conference calls and/or meetings in the absence of key management personnel in FY2023. In FY2023, such meetings were conducted through means of video conference or other forms of telecommunication. During meetings of the Board and Board Committees in FY2023, the Independent Directors actively participated and provided their inputs on matters including the Group's financial performance, corporate governance and the performance of the Management. The Independent Directors contribute to the Board process by monitoring and reviewing Management's performance against goals and objectives. Their views and opinions provide alternative perspectives to the Group's business. When challenging Management proposals or decisions, they bring independent judgement to bear on business activities and transactions involving conflicts of interest and other complexities.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Chairman and Chief Executive Officer		
Principle 3	There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.	The Board is of the view that there is a clear division of responsibilities between the leadership of the Board and the Management, and no one individual has unfettered powers of decision-making. Please refer to Provisions 3.1 to 3.3 below for more details and instances of the Company's compliance with such principle.
Provision 3.1	The Chairman and the CEO are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.	Mr Pang Pok is the Executive Director and CEO of the Company, and Mr Zhang Rongxuan is the Non-Executive Chairman of the Company. Accordingly, in FY2023, the position of Chairman and the CEO were held by two separate persons in order to maintain effective checks and balances. This promotes greater accountability from Management and allows the Board to exercise its independence in its oversight of and deliberations with Management. However, Mr Zhang Rongxuan had been suspended from his duties (including as Chairman of the Board) since 17 October 2023 and Mr Pang Pok assumed the role as acting Chairman for the interim period of 17 October 2023 to 29 October 2023. For compliance with this Provision 3.1 of the Code, Mr Lim Kee Way Irwin was subsequently appointed as acting Chairman with effect from 30 October 2023 as announced by the Company on the same date.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 3.2	The Board establishes and sets out in writing the division of responsibilities between the Chairman and the CEO.	There is a clear separation of the roles and responsibilities between the Chairman and the CEO. The Non-Executive Chairman, Mr Zhang Rongxuan, provides strategic advice and guidance and taps on his network and connections in facilitating the growth of the Group's business. The CEO and Executive Director, Mr Pang Pok, is responsible for the Group's overall management, including overseeing the Group's operations, setting directions for new growth areas and developing business strategies. The Chairman and CEO are not related. Mr Zhang Rongxuan had been suspended from his duties (including as Chairman of the Company) since 17 October 2023 and Mr Pang Pok assumed the role as acting Chairman for the interim period of 17 October 2023 to 29 October 2023. Mr Lim Kee Way Irwin was subsequently appointed as acting Chairman with effect from 30 October 2023 as announced by the Company on the same date.
Provision 3.3	The Board has a lead independent director to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent. The lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.	Following the retirement of Mr Chong Eng Wee as Lead Independent Director of the Company with effect from 28 June 2023, Mr Lim Kee Way Irwin had been appointed as the Lead Independent Director of the Company with effect from 28 September 2023. The Lead Independent Director of the Company is available to the Shareholders where they have concerns relating to matters which contact through normal channels via the Chairman, CEO or the Management has failed to resolve or for which such contact is inappropriate or inadequate, as well as at any general meeting of the Company (in the event such general meeting is to be held physically).

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Board Membership		
Principle 4	The Board has a formal and transparent process for the appointment and reappointment of directors, taking into account the need for progressive renewal of the Board.	The Board is of the view that it has a formal and transparent process for the appointment and reappointment of Directors, taking into account the need for progressive renewal of the Board. Please refer to Provisions 4.1 to 4.5 below for more details and instances of the Company's compliance with such principle.
Provision 4.1	The Board establishes a NC to make recommendations to the Board on relevant matters relating to: (a) the review of succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel; (b) the process and criteria for evaluation of the performance of the Board, its board committees and directors; (c) the review of training and professional development programmes for the Board and its directors; and (d) the appointment and re-appointment of directors (including alternate directors, if any).	The Board has established the NC, which holds at least one (1) meeting in each financial year. The NC is guided by the key terms of reference as follows: (a) making recommendations to the Board on relevant matters relating to: - the review of succession plans for directors, CEO and key management personnel; - the process and criteria for evaluation of the performance of the Board, its Board Committees and directors; - the review of training and professional development programmes for the Board to keep the Board apprised of relevant new laws, regulations and changing commercial risks; - the appointment of directors. The NC shall (a) consider candidates from a wide range of background, (b) evaluate the candidates against objective criteria in relation to the needs of the Board, whether the candidate(s) will add diversity to the Board and whether they are likely to have adequate time to discharge their duties, (c) consider the composition and progressive renewal of the Board or Board Committees, and (d) if necessary, appoint an independent third party to source and screen candidates; and

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		v. the removal, re-appointment, or re-election of directors in accordance with the Company's Constitution, taking into account the director's performance, commitment and his or her ability to continue contributing to the Board; (b) review on an annual basis, and as and when circumstances require, whether a director of the Company is independent having regard to the circumstances set forth in Rule 406(3)(d) of the Catalist Rules and Provision 2.1 of the Code and any other salient factors; (c) decide if a director is able to and has been adequately carrying out his duties as a Director of the Company. In respect of any director with multiple board representations, the NC will review and assess whether or not such director is able to and has been adequately carrying out his duties as a director of the Company, having regard to the competing time commitments that are faced by the director when serving on multiple boards and discharging his duties towards other principal commitments; and (d) if an external facilitator has been used in assessing the effectiveness of the Board, its Board Committees and individual directors, the NC is to ensure that existing relationships, if any, between the Company and its appointed facilitator will not affect the independence and objectivity of the facilitator.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 4.2	The NC comprises at least three directors, the majority of whom, including the NC Chairman, are independent. The lead independent director, if any, is a member of the NC.	As announced by the Company on 27 September 2023 and 1 April 2024, Mr Tan Boon Hwa was appointed as an Independent Director, Chairman of the RC and as a member of each of the ARC and NC with effect from 28 September 2023 while Ms Pauline Teh @ Pauline Teh Abdullah was appointed as an Independent Director and member of the ARC, NC and RC with effect from 1 April 2024. As such, the NC currently comprises of four (4) Directors, all of whom are Independent Directors, as follows: (a) Mr Lim Chee San (Chairman); (b) Mr Lim Kee Way Irwin (Member); (c) Mr Tan Boon Hwa (Member); (d) Ms Pauline Teh @ Pauline Teh Abdullah (Member). In view that the chairman of the NC, Mr Lim Chee San will be retiring and not seeking re-election at the forthcoming AGM, the position of chairman of the NC will become vacant. The Board shall appoint a new NC chairman as soon as practicable. In addition, the Lead Independent Director, Mr Lim Kee Way Irwin, is also a member of the NC.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation												
Provision 4.3	The company discloses the process for the selection, appointment and re-appointment of directors to the Board, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates in the company's annual report.	Table 4.3(a) - Process for the Selection and Appointment of New Directors <table> <tr> <td>1.</td><td>Determination of selection criteria</td><td>The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.</td></tr> <tr> <td>2.</td><td>Search for suitable candidates</td><td>The NC would consider candidates proposed by the Directors, key management personnel or substantial Shareholders and may engage external search consultants where necessary.</td></tr> <tr> <td>3.</td><td>Assessment of shortlisted candidates</td><td>The NC would meet and interview the shortlisted candidates to assess their suitability.</td></tr> <tr> <td>4.</td><td>Appointment of director</td><td>The NC would recommend the selected candidate to the Board for consideration and approval. The Board is also advised by the Sponsor on the appointment of directors as required under Catalist Rule 226(2)(d).</td></tr> </table>	1.	Determination of selection criteria	The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.	2.	Search for suitable candidates	The NC would consider candidates proposed by the Directors, key management personnel or substantial Shareholders and may engage external search consultants where necessary.	3.	Assessment of shortlisted candidates	The NC would meet and interview the shortlisted candidates to assess their suitability.	4.	Appointment of director	The NC would recommend the selected candidate to the Board for consideration and approval. The Board is also advised by the Sponsor on the appointment of directors as required under Catalist Rule 226(2)(d).
1.	Determination of selection criteria	The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.												
2.	Search for suitable candidates	The NC would consider candidates proposed by the Directors, key management personnel or substantial Shareholders and may engage external search consultants where necessary.												
3.	Assessment of shortlisted candidates	The NC would meet and interview the shortlisted candidates to assess their suitability.												
4.	Appointment of director	The NC would recommend the selected candidate to the Board for consideration and approval. The Board is also advised by the Sponsor on the appointment of directors as required under Catalist Rule 226(2)(d).												

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation		
		Table 4.3(b) - Process for the Re-election of Incumbent Directors		
		1.	Assessment of directors	- The NC would assess the contributions and performance of the Directors in accordance with the performance criteria set by the Board; and - The NC would also review the range of expertise, skills and attributes of current Board members and consider the current needs of the Board.
		2.	Re-election of directors	Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-election of the relevant Director to the Board for its consideration and approval.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation		
				All Directors submit themselves for re-nomination and re-election at regular intervals of at least once every three years. Article 113 of the Company's Constitution provides that one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not lesser than one-third) shall retire from office by rotation and be eligible for re-election at the Company's AGM. According to Article 113, Mr Lim Kee Way Irwin, Mr Zhang Rongxuan and Mr Lim Chee San will be retiring at the Company's forthcoming AGM. Notwithstanding that Mr Lim Kee Way Irwin, Mr Zhang Rongxuan and Mr Lim Chee San are eligible for re-election, only Mr Lim Kee Way Irwin will be seeking re-election at the forthcoming AGM.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation		
				In addition, pursuant to Article 117 of the Company's Constitution, additional Directors appointed during the year shall hold office until the next AGM and shall then be eligible for re-election. Mr Tan Boon Hwa, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah will be retiring at the Company's forthcoming AGM and shall be eligible for re-election. Mr Tan Boon Hwa, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah have consented to continue in office and the Board has accepted the NC's recommendation for the re-election of Mr Tan Boon Hwa, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation		
				In making the recommendation for the re-election of Mr Lim Kee Way Irwin, Mr Tan Boon Hwa, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah, the NC had considered, among others, their overall performance and contribution to the Board, as well as their level of participation in discussions, with reference to the results of the assessment of their performance. Further, the NC is of the view that Mr Lim Kee Way Irwin, Mr Tan Boon Hwa, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah possess the experience, expertise, knowledge and skills to contribute effectively towards the core competencies and the diversity in skills and experience of the Board. Please refer to pages 13 to 19 of this Annual Report for more information relating to Mr Lim Kee Way Irwin, Mr Tan Boon Hwa, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah, including their professional qualifications and working experience.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation	
			- Mr Lim Kee Way Irwin will, upon re-election as a Director, be an Independent and Non-executive Chairman of the Company. - Mr Tan Boon Hwa will, upon re-election as a Director, remain as an Independent Director. - Mr Loo Hee Guan will, upon re-election as a Director, remain as an Executive Director. - Ms Pauline Teh @ Pauline Teh Abdullah, upon re-election as a Director, remain as an Independent Director. The key information of the Directors are set out on pages 9 to 12 of this Annual Report. The shareholdings of the individual Directors of the Company are set out on page 90 of this Annual Report. None of the Directors holds shares in the subsidiaries of the Company. The Directors who are seeking re-election at the forthcoming AGM are stated in the Notice of AGM set out on pages 196 to 202 of this Annual Report.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 4.4	The NC determines annually, and as and when circumstances require, if a director is independent, having regard to the circumstances set forth in Provision 2.1. Directors disclose their relationships with the company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence, to the Board. If the Board, having taken into account the views of the NC, determines that such directors are independent notwithstanding the existence of such relationships, the company discloses the relationships and its reasons in its annual report.	The independence of each Director is assessed and reviewed annually by the NC in accordance with a criterion based on the guidelines stated in the Code. The Company is cognisant of the removal of the two-tier vote mechanism by the Singapore Exchange Regulation and will ensure that the tenure of each of its Independent Directors does not exceed the nine-year limit. Currently, none of the Independent Directors on the Board has served for a period exceeding nine years from the date of his or her first appointment. The Board considers an "Independent" Director as one who has no relationship with the Company, its related corporations, its 5% Shareholders or its officers that could interfere or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company. The Independent Directors, Mr Lim Kee Way Irwin, Mr Lim Chee San, Mr Tan Boon Hwa and Ms Pauline Teh @ Pauline Teh Abdullah have confirmed their independence in accordance with the Code and the Independent Directors do not have any relationship as stated in the Code that would otherwise deem any of them not to be independent. The Board, having taken into account and concurring with the views of the NC, has determined that the Independent Directors remained independent in character and judgement and that there were no relationships or circumstances which are likely to affect, or could appear to affect, the Independent Directors' judgement.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 4.5	The NC ensures that new directors are aware of their duties and obligations. The NC also decides if a director is able to and has been adequately carrying out his or her duties as a director of the company. The company discloses in its annual report the listed company directorships and principal commitment of each director, and where a director holds a significant number of such directorships and commitments, it provides the NC's and Board's reasoned assessment of the ability of the director to diligently discharge his or her duties.	The NC is of the view that the effectiveness of each of the Directors is best assessed by a qualitative assessment of the Director's contributions, after taking into account his other listed company board directorships and other principal commitments, and not guided by a numerical limit. Where a director has multiple board representations, the NC will evaluate whether or not the Director is able to carry out and has been adequately carrying out his/her duties as a Director of the Company, taking into consideration the time and resources allocated to the affairs of the Company. The NC is of the view that all the Directors are able to devote themselves to the Company's affairs, notwithstanding their other commitments. The Board also notes that as at the date of this report, Mr Lim Chee San holds more than three (3) board representations in listed companies. Notwithstanding the foregoing, it is noted that Mr Lim Chee San will retire at the upcoming AGM and will not be seeking re-election. The Board also noted that Ms Pauline Teh @ Pauline Teh Abdullah holds more than two (2) board representations in listed companies. Ms Pauline Teh @ Pauline Teh Abdullah has confirmed that she will be able to manage her schedule and commitments to ensure that she is able to carry out her duties adequately as a Director of the Company. The considerations in assessing the capacity of Directors include the following: (a) Expected and/or competing time commitments of Directors; (b) Geographical location of Directors; (c) Size and composition of the Board; and (d) Nature and scope of the Group's operations and size.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and other principal commitments of each of the Directors (if any). While the NC noted Mr Zhang Rongxuan's low attendance at the board meetings held during FY2023 and had been suspended since 17 October 2023, the NC is of the view that Mr Zhang Rongxuan is unable to and has not been adequately carrying out his duties as a director of the Company, having regard to his contribution and performance to the Group. Save for Mr Zhang Rongxuan, the NC is satisfied that all Directors have discharged their duties in respect of attending and/or preparing for meetings for FY2023. Mr Zhang Rongxuan and Mr Lim Chee San will be retiring and will not be seeking for re-election at the forthcoming AGM.
Board Performance		
Principle 5	The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.	The Board has undertaken a formal annual assessment of its effectiveness as a whole, and each of its board committees and individual Directors. Please refer to Provisions 5.1 to 5.2 below for more details and instances of the Company's compliance with such principle.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation												
Provision 5.1	The NC recommends for the Board's approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board.	Table 5.1 below sets out the performance criteria, as recommended by the NC and approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution by each Director and Chairman to the effectiveness of the Board for the financial year ending 31 December 2024: <table> <tr> <th colspan="3">Table 5.1 - Performance Criteria</th></tr> <tr> <th>Performance Criteria</th><th>Board and Board Committees</th><th>Individual Directors</th></tr> <tr> <td>Qualitative</td><td> 1. Size and composition 2. Conduct of Meetings 3. Access to information 4. Board processes and accountability 5. Strategic planning 6. Risk management and Internal Control 7. CEO Performance/ Succession Planning 8. Compensation 9. Communication with Shareholders </td><td> 1. Commitment of time 2. Candor 3. Participation 4. Knowledge and abilities 5. Teamwork 6. Independence 7. Overall effectiveness </td></tr> <tr> <td>Quantitative</td><td> 1. Measuring and monitoring performance 2. Financial Reporting </td><td> 1. Attendance at Board and Board Committees meetings </td></tr> </table>	Table 5.1 - Performance Criteria			Performance Criteria	Board and Board Committees	Individual Directors	Qualitative	1. Size and composition 2. Conduct of Meetings 3. Access to information 4. Board processes and accountability 5. Strategic planning 6. Risk management and Internal Control 7. CEO Performance/ Succession Planning 8. Compensation 9. Communication with Shareholders	1. Commitment of time 2. Candor 3. Participation 4. Knowledge and abilities 5. Teamwork 6. Independence 7. Overall effectiveness	Quantitative	1. Measuring and monitoring performance 2. Financial Reporting	1. Attendance at Board and Board Committees meetings
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Performance Criteria	Board and Board Committees	Individual Directors												
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Quantitative	1. Measuring and monitoring performance 2. Financial Reporting	1. Attendance at Board and Board Committees meetings												

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 5.2	The company discloses in its annual report how the assessments of the Board, its board committees and each director have been conducted, including the identity of any external facilitator and its connection, if any, with the company or any of its directors.	The NC conducts an annual assessment to evaluate the effectiveness of the Board as a whole, its Board Committees and the contribution of each individual Director to the effectiveness of the Board. In this regard, the Directors are required to complete evaluation questionnaires in respect of their individual performance, the effectiveness and performance of the Board as a whole and of each board committee (which such Director is a member of). The NC then reviews the results of the foregoing evaluation questionnaires and identifies any areas for improvement. The Board has not engaged any external facilitator to conduct an assessment of the performance of the Board, the Board Committees and each individual Director. Where relevant and when the need arises, the NC will consider such an engagement.
REMUNERATION MATTERS		
<u>Procedures for Developing Remuneration Policies</u>		
Principle 6	The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.	The Board is of the view that it has a formal and transparent procedure for developing policies on the remuneration of Directors and executives and for fixing the remuneration packages of individual Directors and key management personnel. No Director is involved in deciding his own remuneration. Please refer to Provisions 6.1 to 6.4 below for more details and instances of the Company's compliance with such principle.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 6.1	The Board establishes a Remuneration Committee to review and make recommendations to the Board on: (a) a framework of remuneration for the Board and key management personnel; and (b) the specific remuneration packages for each director as well as for the key management personnel.	The Board has established the RC, which is guided by key terms of reference as follows: (a) to review and recommend to the Board a general framework of remuneration for the directors and key management personnel; (b) to monitor the level and structure of remuneration for directors and key management personnel relative to the internal and external peers and competitors; (c) to review the on-going appropriateness and relevance of the Company's remuneration policy and other benefit programs including the terms of renewal for those executive directors whose current employment contracts will expire or have expired; (d) to review and recommend to the Board the specific remuneration packages and services contracts for each director and key management personnel (including directors' fees, salaries, allowances, bonuses, options, benefits-in-kind, payments, retirement rights, stock options, share-based incentives, severance packages and service contracts) having regard to the executive remuneration policies of the Company; (e) to review the Company's obligations arising in the event of termination of the executive directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous;

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		(f) to seek expert advice inside the Company and/or outside professional advice on remuneration practices, and the RC is to ensure that existing relationships, if any, between the Company and its appointed consultants will not affect the independence and objectivity of the consultants; (g) to review the remuneration of employees who are related to any of the directors or any substantial Shareholder of the Company to ensure that their remuneration packages are in line with the staff remuneration guideline and commensurate with their respective job scopes and level of responsibilities; and (h) to review the design of all long-term and short-term incentive plans.
Provision 6.2	The RC comprises at least three directors. All members of the RC are non-executive directors, the majority of whom, including the RC Chairman, are independent.	As announced by the Company on 27 September 2023, Mr Tan Boon Hwa was appointed as an Independent Director, Chairman of the RC and as a member of each of the ARC and NC with effect from 28 September 2023, while Ms Pauline Teh @ Pauline Teh Abdullah was appointed as an Independent Director and member of the ARC, NC and RC with effect from 1 April 2024. As such, the RC currently comprises of four (4) Directors, all of whom are Independent Directors, as follows: (a) Mr Tan Boon Hwa (Chairman); (b) Mr Lim Chee San (Member); (c) Mr Lim Kee Way Irwin (Member); (d) Ms Pauline Teh @ Pauline Teh Abdullah (Member). In view the retirement of Mr Lim Chee San at the forthcoming AGM, the number of members in the RC is anticipated to remain at the minimum number of three.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 6.3	The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.	The RC reviews the Company's obligations arising in the event of termination under the contracts of service of the Executive Directors and key management personnel to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous; and if necessary, will seek expert advice from within the Company and/or external professional advice on the remuneration of all Directors and to ensure that existing relationships, if any, between the Company and its appointed consultants will not affect the independence and objectivity of the consultants.
Provision 6.4	The company discloses the engagement of any remuneration consultants and their independence in the company's annual report.	No remuneration consultants were engaged by the Company in FY2023.
Level and Mix of Remuneration		
Principle 7	The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.	The Board is of the view that the level and structure of remuneration of the Board and key management personnel is appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company. Please refer to Provisions 7.1 to 7.3 below for more details and instances of the Company's compliance with such principle.

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Provision 7.1	A significant and appropriate proportion of executive directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the company.	In determining the level of remuneration, the RC undertakes the following: (a) give due consideration to the Code's principles and guidance notes on the level and mix of remuneration, to ensure that the level of remuneration is appropriate to attract, retain and motivate the Directors to run the Company successfully; (b) ensure that a proportion of the remuneration is linked to corporate and individual performance; and (c) design remuneration packages in such a manner as to align the interests of the Executive Directors and key management personnel with those of Shareholders. An annual review is carried out by the RC to ensure that the remuneration of the Executive Director and key management personnel is commensurate with the Company's and their respective performances, giving due regard to the financial and commercial health and business needs of the Group. The performance of the CEO is reviewed periodically by the RC and the Board. The Company also has a remuneration policy in place. Please refer to Provision 8.1 for more details on the Group's remuneration policy.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 7.2	The remuneration of non-executive directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.	The Board recommends directors' fees for approval by the Shareholders at the AGM of the Company. The Board concurred with the RC that the proposed directors' fees, including that of the Non-Executive Directors, for the year ending 31 December 2024 is appropriate and that all the Directors receive directors' fees in accordance with their level of contribution, taking into account factors such as effort and time spent for serving on the Board and Board Committees (if any), as well as the responsibilities and obligations of the Directors. Each of the Directors will receive his directors' fees in cash. The Company recognises the need to pay competitive fees to attract, motivate and retain directors without being excessive to the extent that their independence might be compromised.
Provision 7.3	Remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the company for the long term.	To enhance its remuneration so as to attract, retain and motivate the Directors to provide good stewardship of the Company and key management personnel, the Company has adopted long-term incentive schemes, including the GS Holdings Employee Share Option Scheme (the "GS Holdings ESOS" or the "Scheme") and the GS Holdings Performance Share Plan (the "GS Holdings PSP" or the "Plan") since 17 December 2015. The GS Holdings ESOS serves as a long-term incentive scheme for the Directors and employees of the Company. The GS Holdings PSP serves to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to improve their performance and to align the interests of Directors with the interests of Shareholders. Both the GS Holdings ESOS and GS Holdings PSP are administered by the RC.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
<u>Disclosure on Remuneration</u>		
Principle 8	The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.	The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation. Please refer to Provisions 8.1 to 8.3 below for more details and instances of the Company's compliance with such principle.
Provision 8.1	The company discloses in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of: (a) each individual director and the CEO; and	The Company's remuneration policy is one that seeks to attract, retain and motivate employees to achieve long-term growth and prosperity for the Company, and to create value for the Shareholders. The Company believes in aligning its level and structure of remuneration with the interests of Shareholders to promote the long-term success of the Company. To initiate this, the GS Holdings ESOS and GS Holdings PSP have been adopted to link rewards to eligible employees and Directors, especially key executives, based on corporate and individual performance and align their interests with those of Shareholders. The remuneration received by the Executive Directors and key management personnel takes into consideration his or her individual performance and contribution towards the overall performance of the Group for FY2023. Their remuneration is made up of fixed and variable compensations. The fixed compensation consists of an annual base salary, fixed allowance and annual wage supplement. The variable compensation is determined based on the level of achievement of corporate and individual performance objectives.

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Provisions/ Principles/ Rules	Code Description	Company’s Compliance or Explanation																																																																								
		Remuneration of each individual Director and the CEO The breakdown for the remuneration of the individual Directors and the CEO for FY2023 is as follows: <table><tr><th colspan="9">Table 8.1(a) - Directors’ Remuneration</th></tr><tr><th>Name</th><th>Remuneration Band⁽¹⁾</th><th>Salary (%)</th><th>Bonus (%)</th><th>Benefits-in-kind (%)</th><th>Directors Fees (%)</th><th>Consultancy Fees (%)</th><th>Share Incentives Scheme (%)</th><th>Total (%)</th></tr><tr><td>Zhang Rongxuan</td><td>A</td><td>-</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr><tr><td>Pang Pok</td><td>B</td><td>93</td><td>7</td><td>-</td><td>-</td><td>-</td><td>-</td><td>100</td></tr><tr><td>Lim Kee Way Irwin</td><td>A</td><td>-</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr><tr><td>Lim Chee San</td><td>A</td><td>-</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr><tr><td>Tan Boon Hwa⁽²⁾</td><td>A</td><td>-</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr><tr><td>Chong Eng Wee⁽³⁾</td><td>A</td><td>-</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr></table> Notes: (1) Remuneration Bands: (a) Band A: Compensation from S\$0 to S\$250,000 per annum. (b) Band B: Compensation from S\$250,000 to S\$500,000 per annum. (2) Mr Tan Boon Hwa was appointed as an Independent Director with effect from 28 September 2023. (3) Mr Chong Eng Wee did not seek re-election as Director and retired at the close of the annual general meeting of the Company held on 28 June 2023. After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of the amount of remuneration of each Director, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment. In any event, the Company has disclosed the remuneration of each Director in bands no wider than S\$250,000 and a breakdown of their remuneration to ensure transparency in the level and mix of remuneration, in compliance with Principle 8. There is no termination, retirement, post-employment benefits that may be granted to the Directors, save for the standard contractual notice period termination payment in lieu of service.	Table 8.1(a) - Directors’ Remuneration									Name	Remuneration Band ⁽¹⁾	Salary (%)	Bonus (%)	Benefits-in-kind (%)	Directors Fees (%)	Consultancy Fees (%)	Share Incentives Scheme (%)	Total (%)	Zhang Rongxuan	A	-	-	-	100	-	-	100	Pang Pok	B	93	7	-	-	-	-	100	Lim Kee Way Irwin	A	-	-	-	100	-	-	100	Lim Chee San	A	-	-	-	100	-	-	100	Tan Boon Hwa ⁽²⁾	A	-	-	-	100	-	-	100	Chong Eng Wee ⁽³⁾	A	-	-	-	100	-	-	100
Table 8.1(a) - Directors’ Remuneration																																																																										
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	(b) at least the top five key management personnel (who are not directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel.	<u>Remuneration of top five key management personnel</u> The Group only had five (5) top key management personnel for FY2023. The total remuneration paid to the top five (5) key management personnel for FY2023 was S\$478,000. The breakdown for the remuneration of the Group's top five (5) key management personnel (who are not Directors or the CEO) for FY2023 is as follows: <table><tr><th colspan="7">Table 8.1(b) - Remuneration of Key Management Personnel</th></tr><tr><th>Name</th><th>Remuneration Band⁽⁵⁾</th><th>Salary (%)</th><th>Bonus (%)</th><th>Benefits-in-kind (%)</th><th>Share incentive scheme (%)</th><th>Total (%)</th></tr><tr><td>Chong Paw Long</td><td>A</td><td>93</td><td>7</td><td>–</td><td>–</td><td>100</td></tr><tr><td>Pang Yiling Eliss⁽¹⁾</td><td>A</td><td>94</td><td>6</td><td>–</td><td>–</td><td>100</td></tr><tr><td>Ang Siew Kiock⁽²⁾</td><td>A</td><td>93</td><td>7</td><td>–</td><td>–</td><td>100</td></tr><tr><td>Fu Wenxing⁽³⁾</td><td>A</td><td>100</td><td>–</td><td>–</td><td>–</td><td>100</td></tr><tr><td>Ng Peng Thiam⁽⁴⁾</td><td>A</td><td>100</td><td>–</td><td>–</td><td>–</td><td>100</td></tr></table> Notes: (1) Ms Pang Yiling Eliss is Director of Operations. Ms. Pang is the daughter of Pang Pok, the CEO and Executive Director. (2) Ms Ang Siew Kiock was appointed as a key management personnel, and the executive director of Hao Kou Wei Pte. Ltd., being the Company's subsidiary, on 1 July 2019. Ms Ang Siew Kiock is a substantial shareholder and the wife of Mr Pang Pok, the CEO and Executive Director. (3) Mr Fu Wenxing was appointed as general manager of Wish Hospitality Holdings Private Limited, and as an Executive Officer of the Group on 3 July 2020. He has resigned as General Manager of the Company and ceased to be an executive officer of the Company with effect on and from 15 March 2023. (4) Mr Ng Peng Thiam was appointed as General Manager and Executive Officer of the food and beverage division of the Group on 28 April 2023. He has resigned as General Manager of the Company and ceased to be an executive officer of the Company with effect on and from 30 June 2023. (5) Remuneration Bands: Band A: Compensation from S\$0 to S\$250,000 per annum.	Table 8.1(b) - Remuneration of Key Management Personnel							Name	Remuneration Band ⁽⁵⁾	Salary (%)	Bonus (%)	Benefits-in-kind (%)	Share incentive scheme (%)	Total (%)	Chong Paw Long	A	93	7	–	–	100	Pang Yiling Eliss ⁽¹⁾	A	94	6	–	–	100	Ang Siew Kiock ⁽²⁾	A	93	7	–	–	100	Fu Wenxing ⁽³⁾	A	100	–	–	–	100	Ng Peng Thiam ⁽⁴⁾	A	100	–	–	–	100
Table 8.1(b) - Remuneration of Key Management Personnel																																																			
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Chong Paw Long	A	93	7	–	–	100																																													
Pang Yiling Eliss ⁽¹⁾	A	94	6	–	–	100																																													
Ang Siew Kiock ⁽²⁾	A	93	7	–	–	100																																													
Fu Wenxing ⁽³⁾	A	100	–	–	–	100																																													
Ng Peng Thiam ⁽⁴⁾	A	100	–	–	–	100																																													

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation																									
		After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of the amount of remuneration of each key management personnel, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment. There is no termination, retirement, post-employment benefits that may be granted to the foregoing key management personnel, save for the standard contractual notice period termination payment in lieu of service.																									
Provision 8.2	The company discloses the names and remuneration of employees who are substantial shareholders of the company, or are immediate family members of a director, the CEO or a substantial shareholder of the company, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000, in its annual report. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder.	Save as provided for below, there was no other employee of the Group who was a substantial Shareholder of the Company, or an immediate family member of a Director or the CEO, or substantial Shareholder of the Company, whose remuneration exceeds S\$100,000 in respect of FY2023. <table><tr><th colspan="5">Table 8.2 - Remuneration of Employees who are substantial Shareholders of the Company, or immediate family members of a Director, CEO or substantial Shareholder of the Company</th></tr><tr><th>Name</th><th>Salary (%)</th><th>Bonus (%)</th><th>Benefits-in-kind/ Share incentive scheme (%)</th><th>Total (%)</th></tr><tr><td colspan="5">S\$100,000 - S\$199,999</td></tr><tr><td>Pang Yiling Eliss⁽¹⁾</td><td>94</td><td>6</td><td>-</td><td>100</td></tr><tr><td>Ang Siew Kiock⁽²⁾</td><td>97</td><td>3</td><td>-</td><td>100</td></tr></table> Notes: (1) Ms Pang Yiling Eliss is the Director of Operations of the Group, and is the daughter of Mr Pang Pok, the CEO and Executive Director of the Company. (2) Ms Ang Siew Kiock is the executive director of Hao Kou Wei Pte Ltd, a subsidiary of the Company. Ms Ang is a substantial Shareholder of the Company and wife of Mr Pang Pok, who is the CEO and an Executive Director of the Company.	Table 8.2 - Remuneration of Employees who are substantial Shareholders of the Company, or immediate family members of a Director, CEO or substantial Shareholder of the Company					Name	Salary (%)	Bonus (%)	Benefits-in-kind/ Share incentive scheme (%)	Total (%)	S\$100,000 - S\$199,999					Pang Yiling Eliss ⁽¹⁾	94	6	-	100	Ang Siew Kiock ⁽²⁾	97	3	-	100
Table 8.2 - Remuneration of Employees who are substantial Shareholders of the Company, or immediate family members of a Director, CEO or substantial Shareholder of the Company																											
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Pang Yiling Eliss ⁽¹⁾	94	6	-	100																							
Ang Siew Kiock ⁽²⁾	97	3	-	100																							

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 8.3	The company discloses in its annual report all forms of remuneration and other payments and benefits, paid by the company and its subsidiaries to directors and key management personnel of the company. It also discloses details of employee share schemes.	The Company has adopted the GS Holdings ESOS and the GS Holdings PSP. The Scheme and the Plan provides eligible participants with an opportunity to participate in the equity of the Company and to motivate them towards better performance through increased dedication and loyalty. The Scheme and the Plan form an integral component of the Company's compensation plan and are designed to primarily reward and retain Directors and employees whose services are vital to the growth and performance of the Company and/or Group. The Scheme and the Plan are currently administered by the RC in accordance with the rules of the Scheme and the Plan, respectively. Information on the Plan is disclosed in the Directors' Statements on pages 91 to 93 of this Annual Report. Save as disclosed in Table 8.1(a) and Table 8.1(b) above, there are no other forms of remuneration and other payments and benefits paid by the Group to Directors and/or key management personnel of the Company.
ACCOUNTABILITY AND AUDIT		
Risk Management and Internal Controls		
Principle 9	The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.	The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its Shareholders. Please refer to Provisions 9.1 to 9.2 below for more details and instances of the Company's compliance with such principle.

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Provision 9.1	The Board determines the nature and extent of the significant risks which the company is willing to take in achieving its strategic objectives and value creation. The Board sets up a Board Risk Committee to specifically address this, if appropriate.	The Board has not set up a specific Board Risk Committee, but for the purposes of risk management and internal controls, is assisted by the ARC. Together, the Board and the ARC oversee the Management in the area of risk management and internal control systems and determine the Company's risk appetite and tolerance level. The Board and the ARC regularly review and improve the Company's business and operational activities to identify areas of significant risks and the risk exposure and tolerance ratings thereto, as well as considering relevant mitigating control measures. In addition, Management highlights and discusses salient risk management matters (if any) with the Board on a quarterly basis. The Company's risk management framework and internal control system covers financial, operational, compliance and information technology risks.
Provision 9.2	The Board requires and discloses in the company's annual report that it has received assurance from: (a) the CEO and the CFO that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finances; and (b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the company's risk management and internal control systems.	The Board has received assurance from the CEO and the Chief Financial Officer of the Company (the "CFO") that: (a) the Group's financial records have been properly maintained and the financial statements for the period under review give a true and fair view of the Group's operations and finances; and (b) the system of risk management and internal controls in place within the Group is adequate and effective in addressing the risks which the Group considers relevant and material to its business operations. The key management personnel have obtained similar assurances from the respective heads of operational and corporate departments in the Group on the risk management and internal control systems within their respective scope to support their assurance statement to the Board.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
General	The Board's annual review of the internal controls and risk management systems	As mentioned in Provision 9.1 above, in assessing the need to establish a separate risk committee to assist the Board in carrying out its responsibility of overseeing the Company's risk management framework and policies, the Board, following discussions with the members of the ARC, resolved that the function of the risk committee is best carried out by the ARC with the assistance of the Internal Auditors (the "IA") and in this connection in line with its enhanced role, the Audit Committee was renamed the ARC in 2017. During FY2023, the following were performed to review the adequacy and effectiveness of the Company's risk management and internal control systems, including financial, operational, compliance and information technology controls: (a) Board Committee meetings were held with the key management personnel to discuss and review the financial and operational (including compliance issues) performance of the Group. Internal control issues, where applicable, were discussed and addressed during such meetings; (b) An internal audit was performed by the IA, and some weaknesses in internal control matters and standard operation procedures ("SOPs") were highlighted to the CFO and key management personnel and appropriately addressed. The results of the internal audit were presented and approved by the ARC;

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		(c) An external audit was performed by the EA and the results of the external audit were presented and approved by the ARC. Such report will typically include potential areas for improvement of the Group's internal control system, if any; (d) Discussions were held between the ARC, IA and EA in the absence of the key management personnel to address any potential concerns; and (e) Key management personnel regularly evaluates, monitors and reports to the ARC on material risks and a set of risk registers is maintained, updated and presented to the ARC annually. The Board has also received assurances from the CEO and CFO as set out in Provision 9.2 above. Based on the internal controls established and maintained by the Group, work performed by the IA and EA, and reviews performed by Management and the various Board Committees, the Board, with the concurrence of the ARC, is of the opinion that save for the findings/issues highlighted in the independent review report dated 30 March 2023 as announced on 17 April 2023, the internal controls and risk management systems, addressing financial, operational, compliance and information technology risks, were adequate and effective for FY2023 after considering the needs of the Group in its current business development.

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		However, the ARC and the Board wish to highlight the following: (1) <u>Relevant Encumbrance</u> As announced by the Company on 12 October 2023, as the potential acquisition of one of the core businesses of a People's Republic of China ("PRC") company will not materialise, the individual shareholder of the PRC company is no longer keen to help Mr Zhang Rongxuan ("Mr Zhang") to settle part of the amount owing by Mr Zhang. As an immediate next step and as announced by the Company on 17 October 2023, the Company had issued letters of demand to Mr Zhang and Kaifeng Jufeeel Biotechnology Co., Ltd. ("Kaifeng Jufeeel") for the outstanding debt of RMB98,587,341.85 (approximately S\$18.5 million) to the Company (the "Debt"). In view of the Debt owed to the Company and contemplated legal action against Mr Zhang, the Company has suspended Mr Zhang from his duties as the Non-Independent and Non-Executive Chairman of the Company with effect from 17 October 2023. As announced by the Company on 10 November 2023, neither Mr Zhang nor Kaifeng Jufeeel responded to such letters of demand issued by the Company. In view of the foregoing, the Company had then recommended an impairment loss provision of approximately 50% of the Debt and the Board also engaged lawyers in the PRC to explore the next appropriate steps to take to recover the Debt from Mr Zhang and Kaifeng Jufeeel.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		As at the date of this Report and as announced by the Company on 8 February 2024, the Board (save for Mr Zhang) understands from the PRC lawyers that there are several ongoing lawsuits against Mr Zhang in the PRC and that Mr Zhang had defaulted on some of the judgments against him. In view of the foregoing and the uncertainty as to the recoverability of the Debt taking into account Mr Zhang's ability to satisfy the Debt and/or other judgment(s) against him, the Board (save for Mr Zhang), in consultation with the ARC, has decided to provide for full impairment of the Debt in the interests of prudence while considering its next course of action. Such impairment of the Debt is reflected in the Company's unaudited financial statements for the full year ended 31 December 2023 announced on 29 February 2024 and this Annual Report. (2) <u>Authorised signatories of Relevant Bank Account</u> As announced by the Company on 17 October 2023, the Company had obtained bank statements in respect of the Bank of China account in the PRC held by its subsidiary, Wish Health Management (Shanghai) Co. Ltd., indicating that monies amounting to RMB22,000,000 have been retained by the authorities in the PRC. As at the date of this report, the Company have been engaging with lawyers in the PRC to obtain further information on the circumstances leading to such retention of funds, liaise with the relevant authorities and the bank officers on the matter and advise the Company on the next steps to be taken in order to seek the release of the funds.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Audit Committee		
Principle 10	The Board has an Audit Committee which discharges its duties objectively.	The Board has established the ARC in compliance with Principle 10. Please refer to Provisions 10.1 to 10.5 below for more details and instances of the Company's compliance with such principle.
Provision 10.1	The duties of the AC include: (a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the company and any announcements relating to the company's financial performance; (b) reviewing at least annually the adequacy and effectiveness of the company's internal controls and risk management systems; (c) reviewing the assurance from the CEO and the CFO on the financial records and financial statements; (d) making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;	The ARC was tasked by the Board to assist the Board in carrying out its responsibility of overseeing the Company's risk management framework and policies. The duties and roles of the ARC are guided by the following key terms of reference: (a) assist the Board in the discharge of its responsibilities on financial reporting matters; (b) review the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function; (c) review the interim and annual financial statements and results announcements before submission to the Board for approval, focusing on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with financial reporting standards as well as compliance with the Catalist Rules and any other statutory/regulatory requirements; (d) review and report to the Board at least annually on the adequacy and effectiveness of the Group's risk management and internal control systems, including financial, operational, compliance and information technology controls; (e) commission an independent audit on internal controls and risk management systems, at the Company's expense, for its assurance, or where the ARC is not satisfied with the system of internal controls and risk management;

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	(e) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; and (f) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.	(f) review the assurance provided by the CEO and CFO that the financial records have been properly maintained, and that the financial statements give a true and fair view of the Company's operations and finances; (g) review disclosures in the annual report relating to the adequacy and effectiveness of risk management and internal control systems, including assurances received from the CEO and CFO, and concurrence received from the ARC; (h) assist the Board in providing oversight in the design, implementation and monitoring of the risk management framework and internal control system, including action to mitigate the risks identified where possible; (i) review and discuss with the EA any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and to commission an investigation on the aforesaid matters, if necessary; (j) make recommendations to the Board on the proposals to the Shareholders on the appointment, re-appointment and removal of the EA, and the remuneration and terms of engagement of the EA; (k) review significant financial reporting issues and judgments with the CFO and the EA so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance before their submission to the Board;

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		(l) review and report to the Board at least annually the adequacy and effectiveness of the Group's internal controls and risk management systems; (m) review the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on; (n) review and approve transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any); (o) review any potential conflicts of interest; (p) review and approve all hedging policies and instruments (if any) to be implemented by the Group; (q) undertake such other reviews and/or matters as may be requested by the Board and reporting to the Board on its findings; (r) oversee the establishment and operation of the whistleblowing process in the Company; and (s) generally, to undertake such other functions and duties as may be required by any law, rules and regulations which include the Catalist Rules. The Company implemented a whistle-blowing policy which sets out the procedures for a whistle-blower to make a report to the Company on misconduct or wrongdoing relating to the issuer and its officers, including improprieties in financial reporting or other matters.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company’s Compliance or Explanation				
		The Company’s staff may, and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters by submitting a whistle-blowing report directly to the ARC Chairman at the email address as follows:- <table><tr><th>Name</th><th>Email Address</th></tr><tr><td>Lim Kee Way Irwin</td><td>irwinlim@yahoo.com</td></tr></table> Only the ARC Chairman and independent directors have access to the whistle-blowing reports. This is to ensure that all information received will be treated confidentially and the identity of all whistleblowers will be protected from reprisal or unfair treatment as a result of reporting their genuine concerns made in good faith, even if they turn out to be mistaken. If an employee raises his or her genuine concern under the whistle-blowing policy, he or she will not be at risk of losing his or her job or suffer from retaliatory action or undue harassment as a result. The ARC reviews all whistle-blowing complaints, if any, at each ARC meeting to ensure independent, thorough investigations and appropriate follow-up action. Where appropriate, an independent third party may be appointed to assist in the investigation. The ARC reports to the Board any issues/concerns received by it at the ensuing Board meeting. There was no reported incident pertaining to whistle-blowing for FY2023.	Name	Email Address	Lim Kee Way Irwin	irwinlim@yahoo.com
Name	Email Address					
Lim Kee Way Irwin	irwinlim@yahoo.com					

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		Notwithstanding the above, the ARC noted the following: 1. As announced by the Company on 30 October 2023, the Company had received an order dated 26 October 2023 from the Commercial Affairs Department (the "CAD") and the Monetary Authority of Singapore pursuant to Section 20 of the Criminal Procedure Code 2010 requiring the Company to provide certain information and documents in relation to an investigation into an offence under the Securities and Futures Act 2001 (the "Investigation"). Mr Pang Pok, the Company's Executive Director and CEO has attended an interview with CAD to assist in the Investigation. The ARC understands that none of the Company, its subsidiaries, Directors and employees are currently the subjects of the Investigation, and there have been no requests made for any Director or any member of Management to surrender their travel documentation except for Mr Pang Pok. 2. The Company's current independent auditors, PKF-CAP LLP had included a disclaimer of opinion in their Independent Auditor Report dated 9 April 2024 in relation to the audited consolidated financial statements of the Group for the financial year ended 31 December 2023 ("FY2023"). Please refer to the announcement dated 12 April 2024 for the Board's comments on the matters raised by the independent auditors.

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Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 10.2	The AC comprises at least three directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.	Mr Tan Boon Hwa was appointed as an Independent Director and among other Board Committee appointments, a member of the ARC with effect from 28 September 2023, while Ms Pauline Teh @ Pauline Teh Abdullah was appointed as an Independent Director and member of the ARC, NC and RC with effect from 1 April 2024. As at the date of this Report, the ARC comprises of four (4) Directors, all of whom are Independent Directors, as follows: (a) Mr Lim Kee Way Irwin (Chairman); (b) Mr Lim Chee San (Member); (c) Mr Tan Boon Hwa (Member); and (d) Ms Pauline Teh @ Pauline Teh Abdullah (Member). The chairman of the ARC is Mr Lim Kee Way Irwin, who is the Lead Independent Director and acting Chairman. At least two of the ARC members, including the ARC Chairman, have recent and relevant accounting or related financial management expertise and/or experience.
Provision 10.3	The AC does not comprise former partners or directors of the company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.	None of the members of the ARC (a) is a former partner or director of the Company's existing auditing firm or auditing corporation within the previous two years or (b) hold any financial interest in the auditing firm or auditing corporation.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 10.4	The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all the company's documents, records, properties and personnel, including the AC, and has appropriate standing within the company.	The Company's internal audit function is outsourced to an independent and established international auditing firm, BDO LLP, which reports directly to the ARC (which decides on the appointment, termination and remuneration of the IA). The ARC reviews and approves the internal audit plan to ensure the adequacy of the scope of the audit. The outsourced internal audit team is headed by a partner who has more than 25 years of experience in audit and advisory services and is a Chartered Accountant of the Institute of Singapore Chartered Accountants and Certified Internal Auditor of the Institute of Internal Auditors. The ARC is satisfied that the outsourced internal audit function is adequately staffed by suitably qualified and experienced professionals. The IA has unrestricted access to the ARC.
Provision 10.5	The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.	The ARC has met with the EA and IA in the absence of key management personnel and/or Management to review any matter that might be raised in FY2023 at least annually as required.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation															
General	ARC's annual review of the independence/re-appointment of the EA.	The ARC reviews the independence of the EA annually. The ARC has conducted an annual review of the non-audit services provided by the EA as part of the ARC's assessment of the EA's independence. Moore Stephens LLP, the former EA of the Company had retired at the AGM held on 28 June 2023. In its place, the Company had appointed PKF-CAP LLP as the Company's EA with such appointment approved by the shareholders at the Extraordinary General Meeting held on 28 September 2023. Pursuant to the annual review undertaken by the ARC of the non-audit services provided by PKF-CAP LLP as part of the ARC's assessment of the EA's independence, the ARC is satisfied that the nature and extent of such services would not prejudice the independence and objectivity of PKF-CAP LLP and is satisfied with PKF-CAP LLP's confirmation of their independence. The ARC has recommended to the Board the re-appointment of PKF-CAP LLP as the EA of the Company in respect of the financial year ending 31 December 2024. The aggregate amount of audit fees paid/payable to PKF-CAP LLP in FY2023 are as follows: <table> <tr> <th colspan="3">Table 10.5 - Fees Paid/Payable to PKF-CAP LLP for FY2023</th></tr> <tr> <th></th><th>S\$</th><th>% of total</th></tr> <tr> <td>Audit fees</td><td>256,000</td><td>100</td></tr> <tr> <td>Non-audit fees</td><td>–</td><td>–</td></tr> <tr> <td>Total</td><td>256,000</td><td>100</td></tr> </table>	Table 10.5 - Fees Paid/Payable to PKF-CAP LLP for FY2023				S\$	% of total	Audit fees	256,000	100	Non-audit fees	–	–	Total	256,000	100
Table 10.5 - Fees Paid/Payable to PKF-CAP LLP for FY2023																	
	S\$	% of total															
Audit fees	256,000	100															
Non-audit fees	–	–															
Total	256,000	100															

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
General	What are the ARC's activities or the measures it has taken to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements?	The ARC keeps abreast of relevant changes to accounting standards and other issues through attendance at relevant seminars or talks, articles and news circulated by the management and updates by the EA and IA at ARC meetings.
<u>STAKEHOLDER RIGHTS AND ENGAGEMENT</u>		
<u>Shareholders' Rights and Conduct of General Meetings</u>		
Principle 11	The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.	The Company has complied with Principle 11. Please refer to Provisions 11.1 to 11.6 below for more details and instances of the Company's compliance with such principle.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 11.1	The company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.	<u>Effective participation at meetings</u> The Company's corporate governance practices promote fair and equitable treatment to all Shareholders. To facilitate Shareholders' ownership rights, the Company ensures that all material information is disclosed on a comprehensive, accurate and on-going basis via SGXNET, as well as through the AGM, especially information pertaining to the Company's business development and financial performance, which could have a material impact on the price or value of its shares, so as to enable Shareholders to make informed decisions in respect of their investments in the Company, particularly during general meetings. The Company's AGM held on 28 June 2023 for FY2023 was conducted through live webcast in light of the COVID-19 pandemic, pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "Meeting Orders") and guidance from ACRA, the Monetary Authority of Singapore, and/or SGX-ST on the conduct of general meetings. Shareholders are informed of general meetings through reports or circulars published on SGXNET and the corporate website of the Company and the Company's announcements via SGXNET on a timely basis. In order to provide ample time for the Shareholders to review the matters to be discussed in the meetings, the notice of general meetings, together with the Annual Report, is published on SGXNET at least 14 days (if no special resolution) before the scheduled meeting date. All registered Shareholders are invited to attend and participate actively in the general meetings and are given the opportunity to seek clarification or question the Group's strategic direction, business, operations, performance and proposed resolutions to be debated and decided upon. For the Company's AGM held on 28 June 2023, Shareholders were encouraged to submit any queries in relation to any meeting agenda item as set out in the respective notices to the Company through email prior to the meeting.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
		<u>Voting at meetings</u> All Shareholders are entitled to vote in accordance with the established voting rules and procedures. All resolutions are put to vote by poll, and the results of the poll voting on each resolution tabled at general meeting, including the number of votes cast for and against each resolution and the respective percentages, are announced after each general meeting via SGXNET. In FY2023, there was no physical voting conducted in the meetings, and all votes were counted on the basis of the proxy forms submitted prior to such meetings. <u>Informing Shareholders of general meeting rules</u> In FY2023, the rules governing general meetings of Shareholders, including the voting process, were explained to Shareholders in the notice of meeting.
Provision 11.2	The company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting.	Resolutions submitted at the Shareholders' meetings are separate and not bundled or made inter-conditional on each other, unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are bundled, the Company will explain the reasons and material implications. The tabling of separate resolutions gives Shareholders the right to express their views and exercise their voting rights on each resolution separately. Information is also provided on each resolution to enable Shareholders to exercise their vote on an informed basis.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company’s Compliance or Explanation																																												
Provision 11.3	All directors attend general meetings of shareholders, and the external auditors are also present to address shareholders’ queries about the conduct of audit and the preparation and content of the auditors’ report. Directors’ attendance at such meetings held during the financial year is disclosed in the company’s annual report.	The Company requires all Directors (including each respective chairman of the Board Committees) to be present at all general meetings of Shareholders, unless in the event of exigencies. For FY2023, all Directors and the EA were present at general meetings held via live webcast. The Company was also prepared to seek the EA’s response on any Shareholders’ queries about the conduct of audit and the preparation and content of the auditors’ report, in the event such queries were submitted ahead of the general meetings. The number of general meetings held and the attendance of each Director at the general meetings for FY2023 are as follows:– <table><tr><th colspan="5">Table 11.3 - Attendance of Directors at General Meetings</th></tr><tr><th rowspan="2">Name of Director</th><th colspan="2">Extraordinary/ Special General Meeting</th><th colspan="2">Annual General Meeting</th></tr><tr><th>No. of Meetings Held</th><th>No. of Meetings Attended</th><th>No. of Meeting Held</th><th>No. of Meeting Attended</th></tr><tr><td>Pang Pok</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Chong Eng Wee⁽¹⁾</td><td>–</td><td>–</td><td>1</td><td>1</td></tr><tr><td>Lim Kee Way Irwin</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Zhang Rongxuan</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Lim Chee San</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Tan Boon Hwa</td><td>1</td><td>1</td><td>1</td><td>1</td></tr></table> Notes: (1) Mr Chong Eng Wee did not seek re-election as Director and retired at the close of the annual general meeting of the Company held on 28 June 2023. As such, Mr Chong Eng Wee was not required to attend the extraordinary general meeting of the Company held on 28 September 2023.	Table 11.3 - Attendance of Directors at General Meetings					Name of Director	Extraordinary/ Special General Meeting		Annual General Meeting		No. of Meetings Held	No. of Meetings Attended	No. of Meeting Held	No. of Meeting Attended	Pang Pok	1	1	1	1	Chong Eng Wee ⁽¹⁾	–	–	1	1	Lim Kee Way Irwin	1	1	1	1	Zhang Rongxuan	1	1	1	1	Lim Chee San	1	1	1	1	Tan Boon Hwa	1	1	1	1
Table 11.3 - Attendance of Directors at General Meetings																																														
Name of Director	Extraordinary/ Special General Meeting		Annual General Meeting																																											
	No. of Meetings Held	No. of Meetings Attended	No. of Meeting Held	No. of Meeting Attended																																										
Pang Pok	1	1	1	1																																										
Chong Eng Wee ⁽¹⁾	–	–	1	1																																										
Lim Kee Way Irwin	1	1	1	1																																										
Zhang Rongxuan	1	1	1	1																																										
Lim Chee San	1	1	1	1																																										
Tan Boon Hwa	1	1	1	1																																										

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 11.4	The company's Constitution (or other constitutive documents) allow for absentia voting at general meetings of shareholders.	As the authentication of Shareholders' identification information and other related security issues still remain a concern, the Group has decided, for the time being, not to implement voting in absentia by mail, email or fax. Notwithstanding the foregoing, Shareholders may appoint up to two proxies to attend and vote on their behalf. Pursuant to the introduction of the multiple proxies regime under the Companies Act, Shareholders who are relevant intermediaries includes corporations holding licenses in providing nominee and custodial services, and the Central Provident Fund Board which purchases shares on behalf of the Central Provident Fund investors, are allowed to appoint more than two proxies to attend, speak and vote at general meetings, but each proxy must be appointed to exercise the rights attached to a different share or shares held by the relevant Shareholder. For FY2023, in light of the COVID-19 pandemic and the Meeting Orders, there was no physical voting conducted in the meetings, and all votes were counted on the basis of the proxy forms submitted prior to such meetings. Shareholders (including members who were relevant intermediaries) entitled to vote at such meetings and who wished to exercise their voting rights at the meetings were able to appoint the Chairman of the meeting as their proxy to vote on his/her/its behalf at the meeting according to their specific instructions. The Company had put in place measures to allow for the submission of proxy forms by Shareholders either in hard copy form at the registered office of the Company, or electronically by mail, in accordance with the Meeting Orders and government advisories.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 11.5	The company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.	The proceedings of the general meetings are properly recorded, including all comments and/or queries from Shareholders relating to the agenda of the meeting and responses from the Board and Management to such comments and/or queries. All minutes of general meetings will be posted on the Company's website and published on SGXNet as soon as practicable and in any event, no later than one month from the date of the general meetings. The Company also ensures that all material information relating to the Group is disclosed in an accurate and timely manner through publication on SGXNET and is made available to everyone, including Shareholders.
Provision 11.6	The company has a dividend policy and communicates it to shareholders.	The Company does not have a fixed dividend policy. Nonetheless, in considering dividend declaration, the Company will take into account the following factors: (a) the Group's financial position, results of operations and cash flow; (b) ability of the subsidiaries to make dividends payments to the Company; (c) expected working capital requirements to support Group's future growth; (d) actual and projected financial performance; (e) general economic conditions and such other external factors that the Directors believe to have an impact on the business operations of the Group; and (f) any other factors deemed relevant by the Directors at the material time.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Engagement with Shareholders		
Principle 12	The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.	The Company is of the view that it has communicated regularly with its Shareholders and facilitated the participation of Shareholders during general meetings and other dialogues to allow Shareholders to communicate their views on various matters affecting the Company, in accordance with Principle 12. Please refer to Provisions 12.1 to 12.3 below for more details and instances of the Company's compliance with such principle.
Provision 12.1	The company provides avenues for communication between the Board and all shareholders, and discloses in its annual report the steps taken to solicit and understand the views of shareholders.	Information will first be disseminated through SGXNET and, where relevant, followed by news releases on the Company's website such as to ensure periodic communication with the Shareholders throughout the financial year. The Company will also make announcements from time to time to update investors and Shareholders on developments that are of interest to them. The Company strives to supply Shareholders with reliable and timely information so as to strengthen the relationship with its Shareholders based on trust and accessibility. The Board also encourages Shareholders' participation at the AGMs as explained in Provision 11.1 above.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
Provision 12.2	The company has in place an investor relations policy which allows for an on-going exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.	The Company does not have an investor relations policy in place. Nonetheless, the Board's policy is that all Shareholders should be informed simultaneously in an accurate and comprehensive manner regarding all material developments that impact the Group via SGXNET on an immediate basis, in line with the Group's disclosure obligations pursuant to the Catalist Rules and the Companies Act. There is no dedicated investor relations team in place as the Board was of the view that the current communication channels are sufficient and cost-effective. The Company's investor relations function is led by the CFO, who has the strategic management responsibility to integrate finance, accounting, corporate communication to enable effective communication between the Company and all Shareholders, stakeholders, analysts and media. As announced by the Company on 29 February 2024, Mr Loo Hee Guan has been appointed as an Executive Director with effect from 1 March 2024. Mr Loo Hee Guan will oversee the Group's corporate affairs, leading and driving initiatives such as the regularisation and restructuring plan, business rationalisation and development, investor relations, and compliance and corporate governance.
Provision 12.3	The company's investor relations policy sets out the mechanism through which shareholders may contact the company with questions and through which the company may respond to such questions.	Apart from announcements released on SGXNET and its annual report, the Company updates Shareholders on its corporate developments through its corporate website. The Company has procedures in place for responding to investors' queries.

CORPORATE GOVERNANCE

Provisions/ Principles/ Rules	Code Description	Company's Compliance or Explanation
MANAGING STAKEHOLDER RELATIONSHIPS		
Engagement with Stakeholders		
Principle 13	The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.	The Board is of the view that it has adopted an inclusive approach by considering and balancing the needs and interests of material stakeholders, so as to ensure that the best interests of the Company are served. Please refer to Provisions 13.1 to 13.3 below for more details and instances of the Company's compliance with such principle.
Provision 13.1	The company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups.	The Company takes a strategic and pragmatic approach in managing stakeholders' expectations to support its long-term strategy. A sustainability governance structure and framework was put in place to identify, engage with, and manage material environment, social and governance factors which are important to stakeholders and to the Group.
Provision 13.2	The company discloses in its annual report its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.	Information on the Group's material stakeholders, sustainability efforts (including its strategy and key areas of focus), and performance in this regard is disclosed in the annual sustainability report for FY2023 which will be published on a standalone basis by 30 April 2024.
Provision 13.3	The company maintains a current corporate website to communicate and engage with stakeholders.	The Company maintains its corporate website at https://gsholdings.com.sg to communicate and engage with stakeholders of the Company.

CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation
COMPLIANCE WITH APPLICABLE CATALIST RULES		
711A and 711B	Sustainability Reporting	The annual sustainability report for financial year ended 31 December 2023 will be published on a standalone basis by 30 April 2024.
712, 715 or 716	Appointment and change of auditors	The Board, in consultation with the ARC, having considered the needs of the Group, together with various factors such as the fee proposal and credentials of PKF-CAP LLP, nominated and recommended PKF-CAP LLP as the auditors of the Company and the Group. There were no changes in the scope of the audit with the change in auditors. The Company confirms its compliance with Catalist Rules 715 in respect of the appointment of PKF-CAP LLP.
720(6)	Directors' training on sustainability matters	As announced by the Company on 29 February 2024 and 1 April 2024, Mr Loo Hee Guan and Ms Pauline Teh @ Pauline Teh Abdullah will be attending the relevant training courses within one year from the date of their appointment on 1 March 2024 and 1 April 2024, respectively. Save for the above Directors, the remaining directors of the Company attended the requisite training on sustainability matters in FY2023.
1204(8)	Material contracts	<u>Agreements in connection with the transfer of the Listed Shares</u> The Company entered into the Agreement with Mr Zhang and Truth Assets Management (S) Pte. Ltd. ("TAM") on 31 December 2021, pursuant to which Mr Zhang is to procure the transfer(s) of certain Listed Shares to the Company within three (3) months from the date of such Agreement. The Agreement was entered into due to the extended delay in procuring the release and discharge of the Relevant Encumbrance. Following the Company's receipt of such Listed Shares, TAM will assist the Company with the disposal or sale of such Listed Shares for a period of six (6) months from the date of the Agreement or such other extended period as may be agreed by the Company and TAM.

CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation
		As announced by the Company on 1 April 2022, 9 May 2022, 5 June 2022 (which was subsequently replaced on 6 June 2022) and 14 November 2022 (in respect of the Company's unaudited condensed interim financial statements for the financial period ended 30 September 2022), in view of the delay of the transfer of the Listed Shares, the Company entered into a supplemental agreement with TAM and Mr Zhang in connection with the Agreement to extend the deadline for the transfer of the Listed Shares to 31 May 2022 and service term to 31 December 2022. In addition, the guarantors (being Mr Zhang and Kaifeng Jufel) (the "Guarantors") entered into a guarantee agreement dated 1 April 2022 (the "1 April Guarantee") in favour of Wish and Wish Shanghai to procure (a) the complete release and discharge of the Relevant Encumbrance over the relevant bank account of Wish Shanghai by 31 May 2022, or (b) the transfer of the relevant Listed Shares by 31 May 2022. As Mr Zhang remained unable to undertake the necessary arrangements and/or actions for the transfer(s) of the additional Listed Shares due to the COVID-19 travel restrictions in the PRC and Hong Kong, Mr Zhang agreed to pay the sum of HKD1 million to the Company, to assure the Board of his commitment to resolve the matter. In addition, Mr Zhang undertook to pay the Company any shortfall by way of monthly instalments of S\$1,000,000 for a period of twelve (12) months commencing from the first week of August 2022 (the "Instalment Terms"), in the event that the aggregate value of the all the Listed Shares received by the Company and/or Group Company as at 31 July 2022 is less than RMB100 million. In the event that the aggregate value of such Listed Shares and monthly instalments received by the Company is insufficient to cover the sum of RMB100 million, Mr Zhang shall pay to the Company the outstanding balance together with the final monthly instalment.

CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation
		As the preliminary due diligence checks on the PRC company performed by the Company revealed that there are several measures required to be taken by the PRC company to improve their business practices and accounting records, and the PRC company would need time and resources to fulfil these requirements, the Company and the PRC company mutually agreed not to proceed with the potential acquisition due to commercial reasons. As the potential acquisition could not materialise, the individual shareholder of the PRC company was no longer keen to help Mr Zhang settle part of the amount owing by Mr Zhang. To recover the amount owing to the Company, the Company issued letters of demand to Mr Zhang and Kaifeng Jufel (as Guarantors) for the outstanding debt of RMB98,587,341.85 (approximately S\$18.5 million). Shareholders may refer to the Company's announcements dated 13 June 2021, 17 June 2021, 1 July 2021, 19 July 2021, 18 August 2021, 30 September 2021, 2 November 2021, 31 December 2021, 1 April 2022, 9 May 2022, 5 June 2022, 6 June 2022, 14 July 2022, 14 August 2022, 14 November 2022 (in respect of the Company's unaudited condensed interim financial statements for the financial periods ended 30 September 2022), 1 March 2023 (in respect of Company's unaudited condensed interim financial statements for the full year ended 31 December 2022), 15 May 2023 (in respect of Company's unaudited condensed interim financial statements for the three months ended 31 March 2023), 14 August 2023 (unaudited condensed interim financial statements for the financial period ended 30 June 2023), 17 October 2023 and the relevant announcements referred to therein for more information on the Relevant Encumbrance, the Agreement, the arrangement relating to the Listed Shares and letters of demand issued to Mr Zhang and Kaifeng Jufel.

CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation
		Save as otherwise disclosed above and in the section titled "Interested Person Transactions" and elsewhere in the consolidated financial statements of the Group, there were no material contracts entered into by the Group involving the interest of the CEO, any Director, or controlling shareholder, which are either still subsisting at the end of FY2023 or if not then subsisting, entered into since the end of the previous financial year.
1204(10)	Confirmation of adequacy of internal controls	The Board and the ARC are of the opinion that the internal controls are effective and adequate to address the financial, operational, compliance and information technology risks based on the following: (a) internal controls and the risk management system established by the Company; (b) work performed by the IA and EA; (c) assurance from the CEO and CFO; (d) assurance from the key management personnel; and (e) reviews done by the various Board Committees and key management personnel. However, the ARC and the Board wish to highlight the points raised in Principle 9 (General) in relation to the Board's annual review of the internal controls and risk management systems above, set out at pages 61 to 64 of this Annual Report.
1204(10C)	ARC's comment on Internal Audit Function	The ARC assesses the adequacy and effectiveness of the internal audit function annually and is of the view that the internal audit function is independent, effective, adequately resourced and has appropriate standing within the Company.
1204(16)	Information in respect of any employee share option (or share incentive) Scheme	The information required by Catalist Rules 1204(16) and 851 are set out in pages 91 to 93 of this Annual Report below.

CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation												
1204(17)	Interested persons transaction ("IPT")	The Group has procedures governing all IPTs to ensure that they are properly documented and reported in a timely manner to the ARC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. The Group does not have a general mandate from Shareholders for IPT. In FY2023, there was 1 IPT that is above S\$100,000 entered into by the Group, as set out in the table and notes below. Shareholders may refer to the Company's announcement on 5 May 2023 for further details on the IPT, including the rationale and benefit for entering into the IPT. <table border="1"> <caption>Table 1204(17) - IPTs</caption> <tr> <th>Name of IPT</th><th>Nature of relationship</th><th>Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)</th></tr> <tr> <td colspan="3">S\$'000</td></tr> <tr> <td>Koufu Pte Ltd</td><td>See Note (1)</td><td>625</td></tr> <tr> <td>Total</td><td></td><td>625</td></tr> </table> Note: (1) Sing Swee Kee Pte Ltd ("Sing Swee Kee"), an indirect wholly owned subsidiary of the Company (and together with its subsidiaries, the "Group"), has signed the letters of offer with Koufu Pte. Ltd. ("Koufu") on 5 May 2023. The total value at risk of the entire lease term is estimated at S\$625,000 after taking into account variable components. At the time of entering into the letters of offer, Koufu is an indirect wholly-owned subsidiary of Dominus Capital Pte Ltd ("Dominus"). Mr Pang Lim and his spouse hold 100% of the shares in Dominus. Pursuant to Section 4 of the Securities and Futures Act ("SFA"), Mr Pang Lim is deemed to have an interest in all the shares held by Dominus in Koufu. Mr Pang Lim is the brother of Mr Pang Pok, the Executive Director and Chief Executive Officer of the Company. As such, Koufu, Mr Pang Pok and Mr Pang Lim (collectively, the "Interested Persons") are treated as the same interested person as defined under Chapter 9 of the Catalist Rules.	Name of IPT	Nature of relationship	Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	S\$'000			Koufu Pte Ltd	See Note (1)	625	Total		625
Name of IPT	Nature of relationship	Aggregate value of all IPTs during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)												
S\$'000														
Koufu Pte Ltd	See Note (1)	625												
Total		625												

CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation
1204(19)	Dealing in securities	The Company has adopted an internal policy which prohibits the Company, its Directors and officers from dealing in the securities of the Company while in possession of price-sensitive information. The Company, its Directors and officers, are also discouraged from dealing in the Company's securities on short term considerations and are prohibited from dealing in the Company's securities during the period beginning one month before the announcement of the Company's interim and full-year financial statements, respectively, and ending on the date of the announcement of the relevant results.
1204(21)	Non-sponsor fees	As announced by the Company on 18 April 2023, the Sponsor of the Company had changed from UOB Kay Hian Private Limited to Evolve Capital Advisory Private Limited with effect from 21 April 2023. No non-sponsor fees were paid to the Company's Sponsor, Evolve Capital Advisory Private Limited, for FY2023.
1204(22)	Use of proceeds	<u>Convertible Loan</u> The Company refers to the Company's announcement dated 26 January 2024 on the entry into a convertible loan agreement for an aggregate amount of up to S\$ 1 million. As at the date of this Report, the sum of S\$500,000 has been disbursed pursuant to the terms of the convertible loan. The net proceeds of the loan disbursement are intended to be used for working capital needs of the Group. Shareholders should refer to the Company's announcement dated 26 January 2024 for further information on the aforesaid convertible loan agreement.

CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation
		<u>Private Placement</u> The Company refers to the Company's announcement dated 1 April 2024 whereby the Company had on 1 April 2024 entered into a share subscription agreement with ZTS Holdings Pte. Ltd. (the "Subscriber") pursuant to which the Subscriber shall pay (or procure to pay) to the Company the total consideration for the Placement Shares (being the amount of S\$500,000) and the Company shall allot and issue the 29,239,766 ordinary shares to the Subscriber on a mutually agreed Completion Date (the "Placement"). The estimated net proceeds from the Placement, after deducting expenses of approximately S\$34,000 incurred in connection with the Placement, is expected to amount to approximately S\$466,000 (the "Net Proceeds"). The Company intends to use 100% of the Net Proceeds from the Placement for general working capital requirements. Shareholders should refer to the Company's announcement dated 1 April 2024 for further information on the aforesaid Placement.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The directors present their statement to the members of GS Holdings Limited (the “**Company**”) together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “**Group**”) and the statement of financial position of the Company for the financial year ended 31 December 2023.

1 Opinion of the Directors

In the opinion of the directors:

- (a) the consolidated financial statements of the Group and the statement of financial position of the Company are drawn up so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debt as and when they fall due, as disclosed in Note 2(a) to the financial statements.

2 Directors

The directors of the Company in office at the date of this statement are:

Pang Pok	Executive Director and Chief Executive Officer
Lim Kee Way Irwin	Lead Independent Director and Acting Chairman
Lim Chee San	Independent Director
Tan Boon Hwa	Independent Director (Appointed on 28 September 2023)
Loo Hee Guan	Executive Director (Appointed on 1 March 2024)
Pauline Teh @ Pauline Teh Abdullah	Independent Director (Appointed on 1 April 2024)
Zhang Rongxuan	Non-independent and Non-executive Chairman (suspended since 17 October 2023)

3 Arrangements to Enable Directors to Acquire Shares or Debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate except as disclosed in Note 5 of this statement.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4 Directors' Interests in Shares or Debentures

According to the register of directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 (the "Act"), the directors of the Company who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations except as stated below.

<u>Name of director</u>	Direct interest			Deemed interest		
	As at <u>1.1.2023</u>	As at <u>31.12.2023</u>	As at <u>21.1.2024</u>	As at <u>1.1.2023</u>	As at <u>31.12.2023</u>	As at <u>21.1.2024</u>
<u>The Company</u>						
<i>Number of ordinary shares</i>						
Pang Pok	16,079,705	79,705	79,705	55,660,000 ⁽¹⁾	71,660,000 ⁽²⁾	71,660,000 ⁽²⁾

⁽¹⁾ Mr Pang Pok is deemed to have interest in the 50,660,000 ordinary shares held through DBS Nominees (Private) Limited in the Company. In addition, by virtue of Section 164(15) of the Act, Mr Pang Pok is deemed to have an interest in 5,000,000 ordinary shares held by his spouse in the Company.

⁽²⁾ Mr Pang Pok is deemed to have interest in the 66,660,000 ordinary shares held through DBS Nominees (Private) Limited in the Company. In addition, by virtue of Section 164(15) of the Act, Mr Pang Pok is deemed to have an interest in 5,000,000 ordinary shares held by his spouse in the Company.

Mr Pang Pok, by virtue of Section 7 of the Act, is deemed to have interest in the shares held by the Company in its wholly owned subsidiaries.

Mr Pang Pok, by virtue of his interest not less than 20% of the issued share capital of the Company, is deemed to have an interest in the shares held by the Company in the following subsidiaries that are not wholly owned by the Group:

	As at <u>1.1.2023</u>	As at <u>31.12.2023</u>	As at <u>21.1.2024</u>
<u>Subsidiaries</u>			
<i>Number of ordinary shares</i>			
Wish Hospitality Holdings Private Limited	400	400	400
Sing Global Brands Pte. Ltd.	50,000	100,000	100,000
Raffles Brands Pte. Ltd.	51	51	51

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5 Share Options

The GS Holdings Employee Share Option Scheme (the “**GS Holdings ESOS**”) as well as a performance share plan known as the GS Holdings Performance Share Plan (the “**GS Holdings PSP**”) were first approved and adopted by the members of the Company at the shareholders’ meeting held on 17 December 2015. The GS Holdings ESOS and GS Holdings PSP were renewed in the annual general meeting of the Company held on 28 June 2023.

The GS Holdings ESOS and GS Holdings PSP are administered by the Remuneration Committee comprising four directors, Tan Boon Hwa, Lim Chee San, Lim Kee Way Irwin, and Pauline Teh @ Pauline Teh Abdullah. The Chairman of the Remuneration Committee is Tan Boon Hwa. A member of the Remuneration Committee who is also a participant of the GS Holdings ESOS and GS Holdings PSP will not be involved in its deliberation in respect of options/awards granted or to be granted to him.

GS Holdings ESOS

Information on the GS Holdings ESOS is summarised below.

- (a) The exercise price of the options is determined by Market Price equal to the average of the last dealt prices for a Share on the Official List of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the five (5) consecutive market days immediately preceding the date on which an offer to grant an option is made or at a discount to the Market Price (subject to a maximum discount of 20%).
- (b) The options vest 12 months after the grant date and expire one year after vesting date unless cancelled or lapsed prior to that date.

There were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the financial year.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5 Share Options (cont'd)

GS Holdings ESOS (cont'd)

The details of the movement of the share options awarded since commencement of the GS Holdings ESOS (aggregate) are as follows:

<u>GS Holdings ESOS participants</u>	<u>Aggregate share options granted since commencement of GS Holdings ESOS to 31 December 2023</u>	<u>Aggregate share options cancelled/lapsed</u>	<u>Aggregate share options outstanding as at 31 December 2023</u>
Existing director –			
Pang Pok	1,400,000	(1,400,000) *	-
Key executives of the Group	600,000	(600,000) *	-
Total	2,000,000	(2,000,000) *	-

* Lapsed during the previous financial year.

GS Holdings PSP

The GS Holdings PSP contemplates the award of fully paid shares free of charge to participants after pre-determined performance or service conditions are accomplished. Awards granted under the GS Holdings PSP will be principally performance-based, incorporating an element of stretched targets for senior executives and significantly stretched targets for key senior management and non-executive directors aimed at delivering long-term shareholder value.

The extension of the GS Holdings PSP to executive directors and employees of the Group, including those who are controlling shareholders and their associates and non-executive directors (including our independent directors) of the Group allows the Group to have a fair and equitable system to reward directors and employees who have made and who continue to make significant contributions to the long-term growth of the Group.

The GS Holdings PSP shall continue in operation for a maximum period of 10 years commencing on the date on which the GS Holdings PSP is adopted, provided that the GS Holdings PSP may continue beyond the above stipulated period with the approval of the shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5 Share Options (cont'd)

GS Holdings PSP (cont'd)

The total number of shares which may be issued or transferred pursuant to the awards granted under the GS Holdings PSP, when added to (i) the number of shares issued or issuable and/or transferred or transferrable in respect of all awards granted thereunder; and (ii) all shares issued or issuable and/or transferred or transferrable under any other share incentive schemes adopted by the Company for the time being in force, shall not exceed 15% of the total issued share capital of the Company on the day preceding the relevant award date.

During the financial year ended 31 December 2023, no performance share awards were issued pursuant to the GS Holdings PSP.

6 Audit and Risk Committee

The Audit and Risk Committee (“**ARC**”) comprises the following independent directors at the date of this statement:

Lim Kee Way Irwin (Chairman)
Lim Chee San
Tan Boon Hwa
Pauline Teh @ Pauline Teh Abdullah

The ARC carried out its functions in accordance with Section 201B(5) of the Act, the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual (the “**Catalist Rules**”) and the Code of Corporate Governance and assists the Board of Directors of the Company (the “**Board**”) in the execution of its corporate governance responsibilities within its established terms of reference.

The ARC performs the following functions:

- (a) assist the Board in the discharge of its responsibilities on financial reporting matters;
- (b) review the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;
- (c) review the interim and annual financial statements and results announcements before submission to the Board for approval, focusing on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with financial reporting standards as well as compliance with the Catalist Rules and any other statutory/regulatory requirements;
- (d) review and report to the Board at least annually on the adequacy and effectiveness of the Group's risk management and internal control systems, including financial, operational, compliance and information technology controls;

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

6 Audit and Risk Committee (cont'd)

The ARC performs the following functions: (cont'd)

- (e) commission an independent audit on internal controls and risk management systems, at the Company's expense, for its assurance, or where the ARC is not satisfied with the system of internal controls and risk management;
- (f) review the assurance provided by the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") that the financial records have been properly maintained, and that the financial statements give a true and fair view of the Company's operations and finances;
- (g) review disclosures in the annual report relating to the adequacy and effectiveness of risk management and internal control systems, including assurances received from the CEO and CFO, and concurrence received from the ARC;
- (h) assist the Board in providing oversight in the design, implementation and monitoring of the risk management framework and internal control system, including action to mitigate the risks identified where possible;
- (i) review and discuss with the external auditor any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and to commission an investigation on the aforesaid matters, if necessary;
- (j) make recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and the remuneration and terms of engagement of the external auditors;
- (k) review significant financial reporting issues and judgments with the CFO and the external auditors so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance before their submission to the Board;
- (l) review and report to the Board at least annually the adequacy and effectiveness of the Group's internal controls and risk management systems;
- (m) review the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;
- (n) review and approve transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules (if any);

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

6 Audit and Risk Committee (cont'd)

The ARC performs the following functions: (cont'd)

- (o) review any potential conflicts of interest;
- (p) review and approve all hedging policies and instruments (if any) to be implemented by the Group;
- (q) undertake such other reviews and/or matters as may be requested by the Board and reporting to the Board on its findings;
- (r) oversee the establishment and operation of the whistleblowing process in the Company; and
- (s) generally, to undertake such other functions and duties as may be required by any law, rules and regulations which include the Catalist Rules.

Further details regarding the ARC are disclosed in the Report on Corporate Governance included in the Company's Annual Report.

7 Independent Auditor

PKF-CAP LLP has expressed its willingness to accept reappointment as independent auditor.

On behalf of the Board of Directors,

.....
Pang Pok
Director

Singapore
9 April 2024

.....
Lim Kee Way Irwin
Director

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Report on the Audit of the Financial Statements

Opinions

We have audited the accompanying financial statements of GS Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 105 to 192.

Disclaimer Opinion on the Consolidated Financial Performance and Consolidated Cash Flows of the Group

As explained in the paragraph below on *opening balances*, we are not able to form an opinion on the accompanying consolidated statement of comprehensive income and consolidated statement of cash flows of the Group as to whether these statements are properly drawn up in accordance with the provisions of the Companies Act 1967 (the “**Act**”) and Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) so as to give a true and fair view of the consolidated financial performance and consolidated cash flows of the Group for the year ended 31 December 2023.

Opinion on the Consolidated Financial Position of the Group and Financial Position of the Company

In our opinion, the accompanying consolidated statement of financial position of the Group and statement of financial position of the Company are properly drawn up in accordance with the provisions of the Act and SFRS(I) so as to give a true and fair view of the consolidated financial position of the Group and financial position of the Company as at 31 December 2023.

Basis for Opinion, including Basis for Disclaimer opinion on the Consolidated Financial Performance and Consolidated Cash Flows of the Group

Opening balances

The financial statements for the financial year ended 31 December 2022 were audited by another firm of auditor (the “**preceding auditor**”) who expressed a disclaimer opinion on those financial statements in their report dated 13 June 2023. The basis of disclaimer of opinion on the financial statements for the financial year ended 31 December 2022 is disclosed in Note 33 to the financial statements.

In view of the matters described in the *Basis for Disclaimer of Opinion* paragraphs on the financial statements for the financial year ended 31 December 2022, we were unable to determine whether the opening balances of the Group as at 1 January 2023 were fairly presented.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Report on the Audit of the Financial Statements (cont'd)

Basis for Opinion, including Basis for Disclaimer opinion on the Consolidated Financial Performance and Consolidated Cash Flows of the Group (cont'd)

Opening balances (cont'd)

Since the opening balances as at 1 January 2023 entered into the determination of the financial performance and cash flows of the Group for the financial year ended 31 December 2023, we were unable to determine whether adjustments might have been found necessary in respect of the consolidated statement of comprehensive income and consolidated statement of cash flows for the financial year ended 31 December 2023.

Our opinion on the current year's consolidated statement of comprehensive income and consolidated statement of cash flows of the Group is also modified because of the possible effects of the abovementioned matters on the comparability of the current year's figures and the corresponding figures.

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). 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 Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our unmodified opinion on the consolidated financial position of the Group and financial position of the Company as at 31 December 2023.

Material Uncertainty Related to Going Concern

We draw attention to Note 2(a) to the financial statements, which indicates that the Group incurred a net loss of S\$18,781,000 during the year ended 31 December 2023 and, as of that date, the Group had net liabilities of S\$3,576,000 and the Company had net current liabilities of S\$2,900,000. As stated in Note 2(a), these conditions, along with matter as set forth in Notes 31 and 33, indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Group and Company to continue as going concerns. Our opinion is not further modified in respect of this matter.

Emphasis of Matter

We draw attention to Note 31 to the financial statements which indicates that the Chief Executive Officer, who is also an Executive Director of the Company was arrested by the Commercial Affairs Department ("CAD") and is currently under investigation in relation to a potential offence under the Securities and Futures Act 2001. Our opinion is not further modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters summarised below relate to the statements of financial position of the Group and Company as at 31 December 2023.

No.	Impairment of property, plant and equipment (including right-of-use assets)	How the matter was addressed in our audit
1	At 31 December 2023, the carrying value of the Group's right-of-use assets and property, plant and equipment as disclosed in Note 11 to the financial statements were S\$1,516k and S\$568k which represents 34% and 13% respectively of the Group's total assets. The Group's main business segment is the selling of food and beverages. Management performed impairment assessment to determine the recoverable amounts of its property, plant and equipment (including right-of-use assets). Based on the outcome of the impairment tests, management determined that no impairment is required with regards to the property, plant and equipment and right-of-use assets of the entities within the Group at reporting date. Given the heightened level of estimation uncertainty associated with current market condition and the significant management judgement involved in determining the recoverable amounts for the above-mentioned assets which are significant to the Group, we consider this to be a key audit matter.	• Performed evaluation of the Group's policies and procedures to identify indicators for potential impairment of the property, plant and equipment including right-of-use assets. • Reviewed the impairment model used to assess the value in use of the CGU to which the property, plant and equipment including right-of-use assets is allocated for impairment testing including reperforming the calculations to verify the accuracy. • Assessed and tested the key assumptions which the outcome of the impairment is most sensitive to. • Assessed the adequacy of disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Key Audit Matters (cont'd)

No.	Impairment of goodwill and intangible asset – brand name	How the matter was addressed in our audit
2	At 31 December 2023, the Group's goodwill and intangible asset - brand name as disclosed in Note 12 to the financial statements amounted to S\$468k and S\$264k respectively, which accounted for 10% and 6% respectively, of the Group's total assets as at 31 December 2023. The impairment assessment of goodwill and intangible asset - brand name are considered a key audit matter as it requires management to exercise significant judgement on the assessment of various key assumptions that are affected by future market and economic conditions. The Group's goodwill and brand name are allocated to one Cash Generating Unit ("CGU") for impairment assessment. Management has performed an impairment review. Management made key assumptions in respect of future market and economic conditions such as revenue growth rates, earnings before interest and tax ("EBIT") margins, discount rates and long-term economic growth rates when performing the assessment.	• Reviewed the discounted future cash flows used to assess the value in use of the CGU to which the goodwill and intangible asset - brand name are allocated for impairment testing, including reperforming the calculations to verify the accuracy. • Assessed that the discounted future cash flows are based on the budgets approved by the Board of Directors. • Assessed the appropriateness of the key assumptions used such as revenue growth rates, EBIT margins, discount rates and long-term economic growth rates when performing the assessment together with our internal valuation specialists. • Assessed and tested the key assumptions which the outcome of the impairment is most sensitive to. • Reviewed the adequacy of disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Key Audit Matters (cont'd)

No.	Impairment of cash and bank balances and trade and other receivables	How the matter was addressed in our audit
3	At 31 December 2023, the Group's cash and bank balances (Note 17) and trade and other receivables (Note 16) amounted to S\$593k and S\$512k respectively, which accounted for 13% and 11% respectively, of the Group's total assets as at 31 December 2023 after recognising the impairment loss of financial assets of S\$22,373k as disclosed in notes 16 and 17. In accordance with SFRS(I) 9 <i>Financial Instruments</i>, the Group is required to recognise loss allowances for expected credit losses ("ECL") on financial assets. In formulating the ECL model, the Group considers both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment including forward-looking information. Such an assessment involves judgement and use of estimates which are inherently subjective. We identified this as a key audit matter as the assessment of the determination of ECL requires management to exercise significant judgement and estimation. In determining the credit quality and whether any significant increase in credit risk occurs, the standard requires both forward-looking and historical information to be considered.	<u>Cash and Bank Balances</u> • We have verified bank statements obtained directly from banks in the PRC. • We have obtained physically or return reply by mail, where appropriate, independent bank confirmations from the relevant banks and validate authenticity upon receipt of the confirmations. • We have reviewed bank reconciliations and checked the subsequent clearance of reconciling items which are material. • We have reviewed the movements and nature of significant bank transactions after year end. • We have reviewed the adequacy of disclosures made in the financial statements. <u>Trade and Other Receivables</u> • We have reviewed management's assessment on the impairment of other receivables and assessed the adequacy of the allowance for doubtful receivables in accordance with SFRS (I) 9 <i>Financial Instruments</i>. • We have reviewed the adequacy of disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Key Audit Matters (cont'd)

No.	Impairment of investments in subsidiaries	How the matter was addressed in our audit
4	At 31 December 2023, the Company's carrying amount of investments in subsidiaries as disclosed in Note 13 amounted to S\$4,494k which accounted for 97% of the Company's total assets. Management had carried out impairment assessment to determine whether the recoverable amounts of the investments in subsidiaries are less than the respective carrying amounts using the value in use method. The value in use calculation requires management to estimate the future cash flows that the Group and Company expect to derive from the CGU. In estimating the future cash flows, management forecasted the future cash flows based on historical information and latest approved budgets and forecasts as well as using suitable discount rates to calculate present value of the future cash flows in deriving the value in use of the CGU. We have reviewed the impairment loss and noted that no additional impairment to be provided. We identified this as a key audit matter as the estimation of the value in use involved significant management judgement and estimation.	• Performed evaluation of the Company's policies and procedures to identify indicators for potential impairment of the Company's investments in subsidiaries. • Reviewed the impairment model used to assess the recoverable amount of the CGU, including reperforming the calculations to verify the accuracy. • Assessed the appropriateness of the key assumptions used such as forecasted maintainable revenue and market enterprise value to revenue multiples of publicly traded comparable companies together with our internal valuation specialists. • Assessed and tested the key assumptions which the outcome of the impairment is most sensitive to. • Reviewed the adequacy of disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Other information

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

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

In connection with our audit of the 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, 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. Due to the matters described under the *Basis for Opinion, including Basis for Disclaimer opinion on the Consolidated Financial Performance and Consolidated Cash Flows of the Group* section of our report, we were unable to conclude whether or not the other information is materially misstated with respect to these matters.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Companies Act 1967 (the “Act”) and Singapore Financial Reporting Standards (International) (“SFRS(I)s”), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from authorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Group's financial reporting process.

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 assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GS HOLDINGS LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

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

Report on Other Legal and Regulatory Requirements

In our opinion, except for those matters described in the *Basis for Opinion, including Basis for Disclaimer opinion on the Consolidated Financial Performance and Consolidated Cash Flows of the Group* section of our report, the accounting and other records required the Act to be kept by the Company and those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Lee Eng Kian.

PKF-CAP LLP

Public Accountants and
Chartered Accountants

Singapore
9 April 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	<u>Note</u>	<u>Group</u> <u>2023</u> S\$'000	<u>2022</u> S\$'000
Revenue	4	9,232	7,107
Cost of sales		(7,372)	(5,677)
Gross profit		1,860	1,430
Other income	5	245	530
Administrative expenses		(3,524)	(4,075)
Impairment loss on non-financial assets		-	(4,175)
Impairment loss on financial assets	7	(22,373)	(5)
Finance costs	6	(176)	(142)
Loss before income tax	7	(23,968)	(6,437)
Income tax	9	5,187	6
Loss for the year		(18,781)	(6,431)
Other comprehensive loss, net of tax:			
<i>Items that will be reclassified subsequently to profit or loss:</i>			
Currency translation differences arising on consolidation		(264)	(1,086)
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Currency translation differences arising on consolidation attributed to non-controlling interests		(85)	(326)
Other comprehensive loss for the year		(349)	(1,412)
Total comprehensive loss for the year		(19,130)	(7,843)
Loss for the year attributable to:			
Equity holders of the Company		(14,486)	(6,298)
Non-controlling interests		(4,295)	(133)
		(18,781)	(6,431)
Total comprehensive loss attributable to:			
Equity holders of the Company		(14,750)	(7,384)
Non-controlling interests		(4,380)	(459)
		(19,130)	(7,843)
Loss per share for loss attributable to equity holders of the Company (cents per share)			
Basic	10	(7.66)	(3.33)
Diluted	10	(7.66)	(3.33)

The accompanying notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Note	Group		Company	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
		S\$'000	S\$'000	S\$'000	S\$'000
Non-current assets					
Property, plant and equipment	11	2,084	1,219	72	5
Intangible assets	12	747	778	-	-
Investments in subsidiaries	13	-	-	4,494	4,494
Investment properties	14	480	920	-	-
Total non-current assets		3,311	2,917	4,566	4,499
Current assets					
Inventories	15	83	64	-	-
Trade and other receivables	16	512	19,536	42	2,101
Cash and cash equivalents	17	593	5,016	6	163
Total current assets		1,188	24,616	48	2,264
Total assets		4,499	27,533	4,614	6,763
Non-current liabilities					
Loans and borrowings	18	1,834	1,948	39	-
Deferred tax liabilities	19	42	48	-	-
Total non-current liabilities		1,876	1,996	39	-
Current liabilities					
Trade and other payables	20	4,314	3,551	2,912	1,850
Loans and borrowings	18	1,885	1,305	36	-
Income tax payable		-	5,127	-	-
Total current liabilities		6,199	9,983	2,948	1,850
Total liabilities		8,075	11,979	2,987	1,850
Net (liabilities)/assets		(3,576)	15,554	1,627	4,913
Equity					
Share capital	21	21,488	21,488	21,488	21,488
Reserves	22	(5,718)	(5,454)	-	-
Accumulated losses		(17,877)	(3,391)	(19,861)	(16,575)
Equity attributable to equity holders of the Company		(2,107)	12,643	1,627	4,913
Non-controlling interests		(1,469)	2,911	-	-
Total equity		(3,576)	15,554	1,627	4,913

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Share capital S\$'000	Currency translation reserve S\$'000	Merger reserve S\$'000	Asset revaluation reserve S\$'000	(Accumulated losses)/ Retained earnings S\$'000	Company holders of the equity S\$'000	Non-controlling interests S\$'000	Total equity attributable to equity holders of the company S\$'000
Group								
As at January 2023	21,488	238	(8,611)	2,919	(3,391)	12,643	2,911	15,554
Loss for the year	-	-	-	-	(14,486)	(14,486)	(4,295)	(18,781)
<i>Other comprehensive loss</i>								
Currency translation differences arising on consolidation	-	(264)	-	-	-	(264)	(85)	(349)
Total comprehensive loss for the year	-	(264)	-	-	(14,486)	(14,750)	(4,380)	(19,130)
As at 31 December 2023	21,488	(26)	(8,611)	2,919	(17,877)	(2,107)	(1,469)	(3,576)

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Share capital S\$'000	Share options reserve S\$'000	Currency translation reserve S\$'000	Merger reserve S\$'000	Asset revaluation reserve S\$'000	(Accumulated losses)/ Retained earnings S\$'000	Total equity attributable to equity holders of the Company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
Group									
As at January 2022	21,488	687	1,324	(8,611)	2,919	2,220	20,027	3,370	23,397
Loss for the year	-	-	-	-	-	(6,298)	(6,298)	(133)	(6,431)
<i>Other comprehensive loss</i>									
Currency translation differences arising on consolidation	-	-	(1,086)	-	-	-	(1,086)	(326)	(1,412)
Total comprehensive loss for the year	-	-	(1,086)	-	-	(6,298)	(7,384)	(459)	(7,843)
Expired share options not exercised	-	(687)	-	-	-	687	-	-	-
As at 31 December 2022	21,488	-	238	(8,611)	2,919	(3,391)	12,643	2,911	15,554

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Cash flows from operating activities		
Loss before tax from continuing operations	(23,968)	(6,437)
Adjustments for:		
Bad debts written off	-	8
Depreciation of property, plant and equipment	947	748
Amortisation of intangible assets	31	28
Gain on disposal of property, plant and equipment	-	(81)
Gain on disposal of investment property	-	(10)
Impairment loss on property, plant and equipment	-	270
Impairment loss on intangible assets	-	3,905
Impairment loss on financial assets	22,373	5
Fair value loss on investment properties	440	800
Interest expense	176	142
Unrealised foreign exchange loss	104	104
Operating cash flows before working capital changes	103	(518)
Changes in working capital:		
Inventories	(19)	(8)
Receivables	(80)	257
Payables	606	477
Currency translation adjustments	6	427
Cash generated from operations	616	635
Income tax refunded	-	33
Net cash generated from operating activities	616	668
Cash flows from investing activities		
Purchase of property, plant and equipment	(651)	(17)
Purchase of intangible assets	-	(22)
Proceeds from disposal of property, plant and equipment	-	119
Proceeds from disposal of investment property	-	460
Net cash (used in)/generated from investing activities	(651)	540

The accompanying notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Cash flows from financing activities		
Interest paid	(176)	(142)
Lease incentive received	450	-
Loan from a substantial shareholder	298	350
Proceeds from bank loans	770	-
Repayment of bank loans	(805)	(1,136)
Repayment of lease liabilities	(1,110)	(922)
Net cash used in financing activities	<u>(573)</u>	<u>(1,850)</u>
Net decrease in cash and cash equivalents	(608)	(642)
Cash and cash equivalents at the beginning of year	5,016	6,036
Effects of foreign currency translation changes on cash and cash equivalents	(46)	(378)
Less: Impairment loss on financial asset	(3,769)	-
Cash and cash equivalents at the end of year (Note 17)	<u>593</u>	<u>5,016</u>

The accompanying notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

1 General Information

GS Holdings Limited (the “**Company**”) is a public limited liability company incorporated and domiciled in Singapore and is listed on the Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

The address of the Company’s registered office and principal place of business is at 22 Sin Ming Lane, Midview City, #04-73 Singapore 573969.

The principal activity of the Company is an investment holding company. The principal activities of the subsidiaries are set out in Note 13.

The financial statements were approved by the directors of the Company and authorised for issue on the date of the Directors’ Statement.

2 Material Accounting Policy Information

(a) Basis of Preparation

The consolidated financial statements of the Group and the statement of financial position of the Company have been prepared in accordance with the provisions of the Singapore Companies Act 1967 and Singapore Financial Reporting Standards (International) (“**SFRS(I)**”). The financial statements have been prepared on the historical cost basis, except as disclosed in the accounting policies below.

Going concern assumption

For the financial year ended 31 December 2023, the Group has a negative equity balance of S\$3,576,000, and net current liabilities of S\$5,011,000, mainly due to impairment losses on financial assets amounting to S\$22,373,000 made during the financial year. Additionally, the Company has net current liabilities of S\$2,900,000 at reporting date. Notwithstanding this, in the opinion of the Board of Directors of the Company, the financial statements are prepared on a going concern basis as the Company and its subsidiaries have adequate resources, including obtaining financing from (i) the Convertible Loan amounting to S\$1 million, of which S\$500,000 have been received subsequent to year end (Note 32), (ii) a share placement of approximately S\$500,000 as disclosed in Note 32, and (iii) a renewed letter of commitment from a substantial shareholder of the Company, who is also the Executive Director and Chief Executive Officer of the Company, for loans of up to S\$2 million that can be drawn down by the Company and its subsidiaries over a period of 2 years, if required, which will enable the payment of their debts as and when they fall due and that the Company and its subsidiaries will continue to generate adequate cash flows from their operations for the foreseeable future. As at the date of this report, the Company has obtained loans from the substantial shareholder amounting to S\$648,000 out of the S\$2 million financial support. In addition, the Company is currently considering various other options to raise funds for working capital and business expansion purposes.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(a) Basis of Preparation (cont'd)

Going concern assumption (cont'd)

In the event the Group and Company are unable to continue as going concerns, the Group and the Company may be unable to discharge their liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities, where applicable, as current assets and current liabilities, respectively. No such adjustments have been made to these financial statements.

Adoption of new and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the revised standards that are relevant to the Group and are effective for annual financial period beginning on 1 January 2023. The adoption of these standards did not have any material effect on the financial statements of the Group.

Standards issued but not yet effective

A number of new standards and amendments to standard that have been issued are not yet effective and have not been applied in preparing these financial statements.

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1: <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to SFRS(I) 16: <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to SFRS(I) 1-1: <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to SFRS(I) 1-7 and SFRS(I) 7: <i>Supplier Finance Arrangements</i>	1 January 2024
Amendments to SFRS(I) 1-21: <i>Lack of Exchangeability</i>	1 January 2025
Amendments to SFRS(I) 10 and SFRS(I) 1-28: <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

The directors expect that the adoption of these new and amended standards will have no material impact on the financial statements in the year of initial application.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(b) Basis of Consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously-held equity interest in the acquiree over the fair value of the fair value of the investee's identifiable net assets acquired. Goodwill on acquisitions of subsidiaries is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Gains and losses on the disposal of subsidiaries, include the carrying amount of goodwill relating to the subsidiary sold.

The Group applies the acquisition method to account for business combinations when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether an integrated set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create output. The Group has an option to apply a 'fair value concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in SFRS(I) 3 *Business Combinations*.

The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognised any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(b) Basis of Consolidation (cont'd)

Subsidiaries (cont'd)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

If the total of consideration transferred, non-controlling interest recognised and previously-held interest measured is less than the fair value of the net assets of the subsidiary acquired as in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Inter-company transactions, balances and recognised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred assets. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals of interests in subsidiaries to non-controlling interests without loss of control are also recorded in equity.

When the Group loses control of a subsidiary, it:

- derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- derecognises the carrying amount of any non-controlling interest (including any components of other comprehensive income attributable to them);
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained in the former subsidiary at its fair value;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate; and
- recognises any resulting difference in profit or loss.

(c) Investments in Subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in the statement of financial position of the Company.

On disposal of investments in subsidiaries, the difference between the net disposal proceeds and the carrying amount of the investments are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(d) Revenue Recognition

Franchise fee and royalty income

Franchise fee is generally recognised upon the transfer of pre-opening services to franchisees. Pre-opening services comprise delivery of recipe and operating manual, consultation and advice concerning site selection criteria, store design and layout, initial training to key employees, training materials, supply or assist on equipment and other materials that are separate from the license. These services provide distinct value to the franchisees, including business and industry insight and knowledge that transfers value apart from the license. Revenue associated with pre-opening services are recognised upon completion of the related performance obligations, generally when the store is opened.

The Group grants franchise licenses to its customers, and in return receives royalty income. Royalty income are recognised over time based on a percentage of monthly reported sales. The Group also recognised revenue from continuing supports such as sales of products and provides limited off-site support services to its customers. These continuing fees are recognised at a point-in-time when the products are delivered or when the support services are provided.

Sale of food and beverages

The Group sells food and beverage directly to customers at the food outlets. Revenue is recognised when control of the food and beverages has transferred and all criteria for acceptance have been satisfied, being at the point the food and beverage have been served or upon delivery to the customer at the food outlets. The amount of revenue recognised is based on the transaction price, which comprises the contractual price, net of sales discounts and refunds. Payment of the transaction price is either due immediately at the point the customer purchases the products or upon initial recognition of revenue, a receivable is recognised as the consideration is unconditional because only the passage of time is required before the payment is due. No element of financing is deemed present.

Rental income from foodstalls

Rental income from operating leases is recognised on a straight-line basis over the lease term.

Service income

Service income such as water and electricity usage, dishwashing services and other miscellaneous charges is recognised as a performance obligation satisfied over time. Revenue is recognised when the services are rendered as the customer simultaneously receives and consumes the benefits provided by the Group's services. No element of financing is deemed present.

(e) Government Grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately under other income in profit or loss.

Government grants relating to assets are deducted against the carrying amount of the assets.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(f) Foreign Currencies

Functional and presentation currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates ("**functional currency**").

The Company's functional currency is Singapore Dollar ("S\$"), which reflects the economic substance of the underlying events and circumstances of the Company. For the purposes of the consolidated financial statements, the results and financial position of each entity in the Group are expressed in S\$, which is the presentation currency for the consolidated financial statements. All values are round to the nearest thousand ("S\$'000") except when otherwise indicated.

Transactions and balances

In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency ("**foreign currencies**") are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the Group's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rates at the reporting date;
- Income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- All resulting exchange differences are recognised in the currency translation reserve within equity.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(f) Foreign Currencies (cont'd)

Translation of Group entities' financial statements (cont'd)

On consolidation, exchange differences arising from the translation of the net investment in foreign operations (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the currency translation reserve.

On disposal of a foreign group entity, the cumulative amount of the currency translation reserve relating to that particular foreign entity is reclassified from equity and recognised in profit or loss when the gain or loss on disposal is recognised.

(g) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

(h) Employee Benefits

Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund, and will have no legal or constructive obligation to pay further contributions once the contributions have been paid. Contributions to defined contribution plans are recognised as an expense in the period in which the related service is performed.

Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(h) Employee Benefits (cont'd)

Equity-settled share options scheme

Directors and employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options granted on the date of the grant. This cost is recognised in profit or loss, with a corresponding increase in the share option reserve, over the vesting period. Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At each reporting date, the Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognised the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve are credited to share capital account if new ordinary shares are issued. Upon expiry of the options, the balance in the share option reserve is transferred to retained earnings.

(i) Income Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Group periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(i) Income Tax (cont'd)

Deferred tax (cont'd)

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset utilised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The Group utilised a previously unutilised deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where the current and deferred tax arises from the initial accounting for a business combination, the tax effect is taken into account in the accounting for the business combination.

(j) Property, Plant and Equipment

Measurement

All items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(j) Property, Plant and Equipment (cont'd)

Depreciation

Depreciation is recognised so as to write off the cost of the assets less their residual values over their useful lives, using the straight-line method.

The following useful lives are used in the calculation of depreciation:

	<u>Years</u>
Vehicles	1 – 10
Machineries and equipment	3 – 6
Furniture and fittings	3
Renovation	3 – 10
Foodstalls	2 – 5
Workspace	2

The carrying amounts of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year and adjusted as appropriate at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

Subsequent expenditure

Subsequent expenditure related to property, plant and equipment that has been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(k) Intangible Assets

Goodwill

Goodwill is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated, from the acquisition date, to each of the Group's cash-generating-units ("CGUs") or groups of CGUs, that are expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost of disposal and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised in profit or loss and is not reversed in a subsequent period.

Where goodwill forms part of a CGU and part of the operation within that CGU is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation.

Computer software

Computer software acquired are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Direct expenditure, which enhances or extends the performance of computer software beyond its original specifications and which can be reliably measured, is recognised as a capital improvement and added to the original cost of the software. Costs associated with maintaining computer software are recognised as an expense as incurred.

Computer software are stated at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised using the straight-line method over their estimated useful life of 3 years.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(k) Intangible Assets (cont'd)

Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. These intangible assets are recognised separately from goodwill and are initially measured at their fair values as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets are not capitalised and the expenditure is charged to profit or loss in the financial year in which the expenditure is incurred.

Intangible assets with a finite useful life are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible asset with a finite useful life is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Intangible assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost of disposal and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

The estimated useful lives of other intangible assets are as follows:

	<u>Years</u>
Brand name	20
Favourable lease agreements	3
Customer relationship	2 – 3

(l) Investment Properties

Investment properties are properties that are held to earn rentals and/or for capital appreciation, and/or right-of-use asset that are held to earn rental income or for long-term capital appreciation or both, rather than for use in the supply of goods or services, or for administrative purposes, or in the ordinary course of business.

Investment properties are initially measured at cost and subsequently carried at fair value, determined annually by independent professional valuers on the highest-and-best-use basis. Changes in fair values are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(l) Investment Properties (cont'd)

Cost includes expenditure that is directly attributable to the acquisition of the investment property. Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised as additions and the carrying amounts of the replaced components are written off to profit or loss. The cost of maintenance, repairs and minor improvement is charged to profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

(m) Impairment of Non-financial Assets Excluding Goodwill

Other non-financial assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any), on an individual asset.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(n) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses. Allowance is made for obsolete, slow moving and defective inventories.

(o) Financial Assets

Classification

Financial assets that are debt instruments are classified into categories based on the Group's business model for managing them and their contractual cash flow characteristics.

The Group classifies its financial assets at amortised cost. Financial assets measured at amortised cost ("AC") comprise of assets that are held within a business model whose objective is to hold those assets for collection of contractual cash flows, and those contractual cash flows represent solely payments of principal and interest.

Initial measurement

Trade receivables that do not contain a significant financing component are initially recognised at their transaction price. Other financial assets are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition.

Subsequent measurement

These financial assets are subsequently measured at amortised cost using the effective interest method unless they are part of a designated hedging relationship. Impairment losses and reversals, interest income, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit or loss. Interest income is based on the effective interest method which allocates interest income over the life of the financial asset based on an effective interest rate that discounts estimated future cash receipts to its gross carrying amount.

Impairment

At each reporting date, the Group assesses expected credit losses ("ECL") on the following financial instruments:

- Financial assets that are debt instruments measured at AC; and
- Financial guarantee contracts.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(o) Financial Assets (cont'd)

Impairment (cont'd)

ECL is a probability-weighted estimate of credit losses. Credit losses are measured at the present value of all shortfalls between the cash flows due to the Group in accordance with contractual terms, and the cash flows that the Group actually expects to receive. ECL is discounted at the effective interest rate of the financial asset. The Group records allowances on financial assets based on either the:

- 12-month ECL – representing the ECL that results from default events that are possible within the 12 months after the reporting date (or the expected life of the instrument if shorter); or
- Lifetime ECL – representing the ECL that results from all possible default events over the expected life of the contract.

Simplified approach – Trade receivables and contract assets

For all trade receivables and contract assets, the Group adopts a simplified approach whereby an allowance for lifetime ECL is assessed upon initial recognition. The Group estimates lifetime ECL using a provision matrix based on historical credit loss experience, adjusted for various factors including debtor-specific factors, forward-looking information such as industry and economic forecasts, and others as appropriate.

General approach – All other financial instruments on which ECL assessment is required

For all other financial instruments on which ECL is assessed, an allowance for 12-month ECL is recorded upon initial recognition. The allowance is increased to lifetime ECL if the credit risk at each reporting date has increased significantly as compared to the credit risk at initial recognition. In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group considers all reasonable and supportable information that is relevant and available without undue cost or effort including both historical credit experience and forward-looking information.

The Group regards the following as events of default:

- events that make it unlikely for the borrower to repay in full unless the Group undertakes actions to recover the asset; or
- the financial instrument has become overdue in excess of 90 days.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(o) Financial Assets (cont'd)

Impairment (cont'd)

Credit-impaired financial instruments

At each reporting date, the Group assesses whether a financial instrument on which ECL assessment is required has become credit-impaired. This is the case when one or more events have occurred that are considered to be detrimental to the estimated future cash flows of the instrument. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the borrower;
- a breach of contract such as a default or past due event;
- other lenders granting concessions to the borrower due to economic or contractual reasons, that would not have been considered in the absence of the borrower's financial difficulty;
- increasing likelihood that the borrower will enter bankruptcy or other financial re-organisation; and
- the disappearance of an active market for the borrower's securities due to financial difficulties.

For credit-impaired financial assets, interest income is determined by applying the effective interest rate to the net carrying amount of the financial asset (after deduction of the ECL allowance).

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, such as when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Recognition and derecognition

Financial assets are recognised when, and only when the Group becomes a party to its contractual provisions. All regular way purchases and sales of financial assets are recognised on trade-date, which is the date on which the Group commits to purchase or sell the financial asset.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset that is a debt instrument, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(p) Cash and Cash Equivalents

For the purposes of presentation in the consolidated statements of cash flows, cash and cash equivalents comprise cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value, and bank overdrafts. Bank overdrafts are presented as current borrowings on the statement of financial position.

(q) Financial Liabilities

Financial liabilities

The Group recognises financial liabilities on its consolidated statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instruments.

Financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition or issue of the financial liability. All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least twelve months after the reporting period.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they have expired. The difference between the carrying amount of a financial liability that has been derecognised and the consideration paid and payable (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(r) Offsetting of Financial Assets and Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is presented in the statements of financial position, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the financial assets and settle the financial liabilities simultaneously.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(s) Leases

When the Group is the lessee

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

The Group recognises right-of-use assets and lease liabilities at the date which the underlying assets become available for use. Right-of-use assets are measured at cost, which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement dates, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

Right-of-use assets are subsequently depreciated using the straight-line method from the commencement dates to the earlier of the end of the useful lives of the right-of-use assets or the end of the lease terms. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use assets are periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the corresponding lease liabilities. The Group presents its right-of-use assets (except for those which meets the definition of an investment property) in **“Property, plant and equipment”** and lease liabilities in **“Loans and borrowings”** in the consolidated statement of financial position. Right-of-use assets which meet the definition of an investment property are presented within **“Investment properties”** and accounted for in accordance with Note 2(l).

The initial measurement of lease liabilities is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments (including in-substance fixed payments), less any lease incentives receivables;
- variable lease payments that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under residual value guarantees;
- the exercise price of a purchase option if it is reasonably certain to exercise the option; and
- payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contracts that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease components. The Group has elected not to separate lease and non-lease components for property leases; instead, these are accounted for as one single lease component.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(s) Leases (cont'd)

When the Group is the lessee (cont'd)

Lease liabilities are measured at amortised cost, and are remeasured when:

- there is a change in future lease payments arising from changes in an index or rate;
- there is a change in the Group's assessment of whether it will exercise lease extension and termination options;
- there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee; or
- there is a modification to the lease term.

When lease liabilities are remeasured, corresponding adjustments are made against the right-of-use assets. If the carrying amounts of the right-of-use assets have been reduced to zero, the adjustments are recorded in profit or loss.

Variable lease payments that are based on an index or a rate are included in the measurement of the corresponding right-of-use assets and lease liabilities. Other variable lease payments are recognised in profit or loss when incurred.

Short-term leases and leases of low-value assets

The Group applies the exemption for all short-term leases (up to 12 months) and low-value assets on a lease-by-lease basis. All lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

When the Group is the lessor

Lessor – operating leases

Leases of investment properties where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income. Contingent rents are recognised as income in profit or loss when earned.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(t) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(u) Financial Guarantees

Financial guarantees in the separate financial statements

The Company has issued corporate guarantees to banks for bank loans of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of the bank borrowings. Intra-group transactions are eliminated on consolidation.

Financial guarantees are measured initially at their fair values plus transaction costs and subsequently measured at the higher of:

- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the principles of SFRS(I) 15 *Revenue from Contracts with Customers*; and
- the amount of loss allowance determined in accordance with expected credit loss model under SFRS(I) 9 *Financial Instruments*.

(v) Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are charged to equity.

(w) Dividends

Interim dividends are recorded during the financial year in which they are declared payable. Final dividends are recorded in the Group's financial statements in the period in which they are approved by the Company's shareholders.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(x) Share-based Payments

Non-employee of the Group receives warrants to purchase ordinary shares as consideration for introductory services rendered. The cost of these equity-settled transactions with non-employee is measured by reference to the fair value of the service received when the fair value of service received cannot be reliably estimated, the Group measures the service received by reference to the fair value of the equity instrument granted, measured at the date when the counterparty renders service. This cost is recognised as expense in the consolidated statement of profit or loss and other comprehensive income or as incremental cost against financial asset or liability in the statements of financial position with a corresponding increase in the warrants reserve. No remeasurement is required at each reporting date.

When the warrants are subscribed, the proceeds received (net of transaction costs) and the related balance previously recognised in warrants reserve are credited to share capital account if new ordinary shares are issued. Upon expiry of the options, the balance in the warrants reserve is transferred to retained earnings.

(y) Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with other components of the Group. Operating segments are reported in a manner consistent with the internal reporting provided to the Group's chief operating decision maker for making decisions about allocating resources and assessing performance of the operating segments.

(z) Non-current Assets Held for Sale and Discontinued Operations

Non-current assets (or disposal groups) are classified as assets held for sale and stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

The assets are not depreciated or amortised while they are classified as held for sale.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held for sale and:

- represents a separate major line of business or geographical area of operations; or
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative consolidated statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2 Material Accounting Policy Information (cont'd)

(aa) Related Parties

A related party is defined as follows:

A related party is a person or entity that is related to the entity that is preparing its financial statements (in this Standard referred to as the “**reporting entity**”).

- a. A person or a close member of that person’s family is related to a reporting entity if that person:
 - i. has control or joint control over the reporting entity;
 - ii. has significant influence over the reporting entity; or
 - iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- b. An entity is related to a reporting entity if any of the following conditions applies:
 - i. the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - ii. one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - iii. both entities are joint ventures of the same third party;
 - iv. one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - v. the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
 - vi. the entity is controlled or jointly controlled by a person identified in (a);
 - vii. a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - viii. the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

3 Significant Accounting Judgements and Estimates

The preparation of the Group’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3 Significant Accounting Judgements and Estimates (cont'd)

(a) Judgements made in applying accounting policies

Other than the going concern assumption disclosed in Note 2(a), management is of the opinion that in the preparation of the financial statements there were no critical judgements made in the process of applying the Group's accounting policies that have a significant effect on the amounts recognised in the financial statements.

(b) Key sources of estimation uncertainty

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use.

When value-in-use calculations are undertaken, management is required to estimate the expected future cash flows from the asset or cash-generating unit and a suitable discount rate, in order to determine the present value of those cash flows.

The carrying amounts of the Group's property, plant and equipment and intangible assets at the reporting date and details of the impairment assessment of the Group's property, plant and equipment and intangible assets are disclosed in Note 11 and Note 12, respectively. The carrying amount of the Company's investments in subsidiaries at the reporting date and details of the impairment assessment of the Company's investments in subsidiaries are disclosed in Note 13.

Valuation of investment properties

The Group's investment properties are stated at fair values based on the valuation performed by independent firm of professional valuers. In determining fair values, the valuers have based their valuation on methods of valuation which involves certain estimates, including comparison with sale transactions of similar properties and expected future income stream to be achieved from the properties. The carrying amount and details of the Group's investment properties at the reporting date and the valuation methodologies including the significant inputs used in the valuation are disclosed in Note 14.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3 Significant Accounting Judgements and Estimates (cont'd)

(b) Key sources of estimation uncertainty (cont'd)

Estimated credit loss (“ECL”) allowance

When measuring ECL allowance, the Group uses reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL allowance. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As the calculation of ECL allowance on trade and other receivables is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of ECL allowance recognised and the carrying amounts of trade receivables. The carrying amount of trade and other receivables at the reporting date is disclosed in Note 16 and details of the ECL allowance on trade and other receivables are disclosed in Note 26(a).

Shared-based payments

The Group measures the cost of equity-settled transactions with employees and non-employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transaction requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 23.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4 Revenue

The Group's revenue is disaggregated by major service lines based on primary geographical markets and timing of revenue recognition.

	Group				
	Franchise fee and royalty income S\$'000	Sale of food and beverages S\$'000	Rental income from food stalls S\$'000	Service income S\$'000	Total S\$'000
2023					
<i>Primary geographical markets</i>					
Singapore	-	8,295	551	356	9,202
Brunei	30	-	-	-	30
	30	8,295	551	356	9,232
<i>Timing of revenue recognition</i>					
At a point in time	30	8,295	-	-	8,325
Over time	-	-	551	356	907
	30	8,295	551	356	9,232

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4 Revenue (cont'd)

Group

2022

Primary geographical markets

Singapore

Brunei

	Franchise fee and royalty income S\$'000	Sale of food and beverages S\$'000	Rental income from food stalls S\$'000	Service income S\$'000	Total S\$'000
1		6,054	585	439	7,079
28		-	-	-	28
29		6,054	585	439	7,107
29		6,054	-	-	6,083
-		-	585	439	1,024
29		6,054	585	439	7,107

Timing of revenue recognition

At a point in time

Over time

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5 Other Income

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Gain on disposal of property, plant and equipment	-	81
Gain on disposal of investment property	-	10
Job support scheme grant	-	67
Rental income	-	9
Rental rebate	-	9
Other government grants	128	229
Insurance compensation received	12	-
Others	105	125
	<u>245</u>	<u>530</u>

6 Finance Costs

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Interest expense		
- bank loans	97	76
- lease liabilities	79	66
	<u>176</u>	<u>142</u>

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

7 Loss Before Income Tax

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Loss before income tax is stated after charging/(crediting):		
Audit fee paid/payable to the auditors of the Company		
- current year	256	164
Bad debts written off	-	8
Depreciation of property, plant and equipment	947	748
Amortisation of intangible assets	31	28
Impairment loss on non-financial assets		
- Impairment loss on property, plant and equipment (Note 11)	-	270
- Impairment loss on intangible assets - goodwill (Note 12)	-	3,905
	-	4,175
Impairment loss on financial assets		
- Impairment loss on trade and other receivables (Note 16)	18,604	5
- Impairment loss on cash and cash equivalents (Note 17)	3,769	-
	22,373	5
Fair value loss on investment properties (Note 14)	440	800
Staff costs (Note 8)	3,880	3,295
Casual labour	10	5
Subcontractor expenses	12	37
Lease expense – short term leases (Note 29(a))	150	46
Realised foreign exchange loss/(gain)	-	12
Unrealised foreign exchange loss/(gain)	103	104

8 Staff Costs

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Salaries, bonuses and other benefits	3,431	2,919
Contribution to defined contribution plans	449	376
	3,880	3,295

Included in the amounts disclosed above are the remuneration of the directors and key executives of the Group as disclosed in Note 25(b).

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

9 Income Tax

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Reversal of tax provision in prior years	5,184	-
Origination and reversal of temporary difference	3	-
Overprovision in respect of prior years	-	6
	<u>5,187</u>	<u>6</u>

The income tax on the results of the financial year differs from the amount of income tax determined by applying the Singapore statutory income tax rate is due to the following factors:

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Loss before income tax	<u>(23,968)</u>	<u>(6,437)</u>
Tax calculated at a tax rate of 17% (2022: 17%)	(4,075)	(1,094)
Expenses not deductible for tax purposes	3,963	1,083
Income not subject to tax	(42)	(66)
Deferred tax asset not recognized	157	77
Reversal of tax provision in prior years	5,184	-
Overprovision in respect of prior years	-	6
	<u>5,187</u>	<u>6</u>

At 31 December 2023, the Group has unutilised tax losses of approximately S\$925,000 (2022: S\$311,000) and other deductible temporary differences of Nil (2022: S\$83,000) that are available for carry forward to offset against future taxable profit subject to agreement by the tax authority and compliance with relevant provisions of the Singapore Income Tax Act. The potential deferred tax assets amounting to approximately S\$157,000 (2022: S\$53,000) have not been recognised in the financial statements as it is not probable that future taxable profit will be sufficient to allow the related tax benefits to be utilised. The unutilised tax losses do not expire under current tax legislation.

Tax losses of entities of the Group in the People's Republic of China ("PRC") are insignificant.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

10 Loss Per Share

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	Group	
	<u>2023</u>	<u>2022</u>
Loss attributable to equity holders of the Company (S\$'000)	(14,486)	(6,298)
Weighted average number of ordinary shares outstanding for diluted earnings per share	<u>188,993,260</u>	<u>188,993,260</u>
Basic loss per share (cents per share)	<u>(7.66)</u>	<u>(3.33)</u>
Diluted loss per share (cents per share)	<u>(7.66)</u>	<u>(3.33)</u>

For the purpose of calculating diluted loss per share, loss attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. The Group's potential ordinary shares had comprised GS Holdings Employee Share Option Scheme ("GS Holdings ESOS") outstanding share options. All outstanding share options have lapsed during the previous financial year.

As at 31 December 2023, diluted loss per share was the same as basic loss per share as the outstanding share options granted to the employees under the GS Holdings ESOS had not been included in the calculation then given that they were anti-dilutive.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11 Property, Plant and Equipment

	Machineries and equipment S\$'000	Furniture and fittings S\$'000	Renovation S\$'000	Foodstalls S\$'000	Workspace S\$'000	Total S\$'000
Group						
2023						
<i>Cost</i>						
As at 1.1.2023	140	28	89	4,451	108	4,816
Additions	71	129	451	1,085	76	1,812
Written-off	-	(5)	-	-	-	(5)
As at 31.12.2023	211	152	540	5,536	184	6,623
<i>Accumulated depreciation</i>						
As at 1.1.2023	107	25	81	3,279	105	3,597
Depreciation charge	34	15	78	812	8	947
Written-off	-	(5)	-	-	-	(5)
As at 31.12.2023	141	35	159	4,091	113	4,539
<i>Net carrying amount</i>						
As at 31.12.2023	70	117	381	1,445	71	2,084

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11 Property, Plant and Equipment (cont'd)

Group									
<u>2022</u>	<u>Cost</u>								
As at 1.1.2022									
Additions	107	161	49	117	4,327	108		4,869	
Disposals	(107)	29	-	-	599	-		628	
Written-off	-	(14)	-	-	(475)	-		(596)	
	-	(36)	(21)	(28)	-	-		(85)	
As at 31.12.2022	-	140	28	89	4,451	108		4,816	
<i>Accumulated depreciation</i>									
As at 1.1.2022	53	92	35	89	2,899	50		3,218	
Depreciation charge	12	29	7	20	625	55		748	
Disposals	(65)	(14)	-	-	(475)	-		(554)	
Impairment loss recognised (Note 7)	-	36	4	-	230	-		270	
Written-off	-	(36)	(21)	(28)	-	-		(85)	
As at 31.12.2022	-	107	25	81	3,279	105		3,597	
<i>Net carrying amount</i>									
As at 31.12.2022	-	33	3	8	1,172	3		1,219	

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11 Property, Plant and Equipment (cont'd)

	<u>Furniture and fittings</u> S\$'000	<u>Workspace</u> S\$'000	<u>Total</u> S\$'000
Company			
<u>2023</u>			
<i>Cost</i>			
As at 1.1.2023	15	-	15
Additions	-	75	75
Written-off	(5)	-	(5)
As at 31.12.2023	10	75	85
<i>Accumulated depreciation</i>			
As at 1.1.2023	10	-	10
Depreciation charge	5	3	8
Written-off	(5)	-	(5)
As at 31.12.2023	10	3	13
<i>Net carrying amount</i>	-	72	72
As at 31.12.2023			
<u>2022</u>			
<i>Cost</i>			
As at 1.1.2022	15	-	15
Additions	-	-	-
As at 31.12.2022	15	-	15
<i>Accumulated depreciation</i>			
As at 1.1.2022	5	-	5
Depreciation charge	5	-	5
As at 31.12.2022	10	-	10
<i>Net carrying amount</i>			
As at 31.12.2022	5	-	5

- (a) Included in property, plant and equipment are right-of-use assets for foodstalls and workspace with an aggregate carrying amount of S\$1,516,000 (2022: S\$1,175,000) (Note 29(a)).

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11 Property, Plant and Equipment (cont'd)

(b) Non-cash transactions

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Aggregate cost of property, plant and equipment acquired	1,812	378
Less: Acquired under lease arrangement, net of lease incentive	(1,161)	(361)
Net cash outflow for purchase of property, plant and equipment	<u>651</u>	<u>17</u>

12 Intangible Assets

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Goodwill arising on business combination	4,373	4,373
Less: Accumulated impairment of goodwill	(3,905)	(3,905)
Goodwill arising on business combination, net of impairment	<u>468</u>	<u>468</u>
Other intangible assets (a)	<u>279</u>	<u>310</u>
	<u>747</u>	<u>778</u>

(a) Other intangible assets

	<u>Brand name</u>	<u>Favourable</u>	<u>Customer</u>	<u>Computer</u>	<u>Total</u>
	S\$'000	lease	relationship	software	S\$'000
	S\$'000	agreements	S\$'000	S\$'000	S\$'000
Group					
<i>Cost</i>					
As at 1.1.2022	340	73	502	22	937
Additions	-	-	-	22	22
As at 31.12.2022 and 31.12.2023	<u>340</u>	<u>73</u>	<u>502</u>	<u>44</u>	<u>959</u>
<i>Accumulated amortisation</i>					
As at 1.1.2022	42	73	502	4	621
Amortisation charge	17	-	-	11	28
As at 31.12.2022	<u>59</u>	<u>73</u>	<u>502</u>	<u>15</u>	<u>649</u>
Amortisation charge	17	-	-	14	31
As at 31.12.2023	<u>76</u>	<u>73</u>	<u>502</u>	<u>29</u>	<u>680</u>
<i>Net carrying amount</i>					
As at 31.12.2022	<u>281</u>	<u>-</u>	<u>-</u>	<u>29</u>	<u>310</u>
As at 31.12.2023	<u>264</u>	<u>-</u>	<u>-</u>	<u>15</u>	<u>279</u>

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12 Intangible Assets (cont'd)

(b) Impairment assessment

Goodwill and intangible assets acquired through business combination have been allocated to the relevant cash-generating units ("CGUs"), which are attributable to the food and beverages segment, for impairment testing at the reporting date as follows:

	Group Sing Swee Kee CGU	
	<u>2023</u> S\$'000	<u>2022</u> S\$'000
Goodwill	468	468
Intangible asset - Brand name	264	281

The recoverable amounts of the CGUs have been determined from have been determined based on value in use using discounted cash flow forecasts covering a five-year period. The key assumptions for the value-in-use calculations are those regarding the budgeted revenue growth rate, budgeted gross margin, terminal growth rate and discount rate as follows:

	Group Sing Swee Kee CGU	
	<u>2023</u>	<u>2022</u>
Budgeted revenue growth rate ⁽¹⁾	5	5 - 18
Budgeted gross margin ⁽²⁾	22	17
Terminal growth rate ⁽³⁾	2	2.1
Discount rate ⁽⁴⁾	8.3	15.41

⁽¹⁾ Estimated average annual growth rate for the next five-year period.

⁽²⁾ Budgeted gross margin for the next five-year period.

⁽³⁾ Terminal growth rate used to extrapolate cash flows beyond the five-year period.

⁽⁴⁾ Discount rate applied to cash flow projections.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12 Intangible Assets (cont'd)

(b) Impairment assessment (cont'd)

Budgeted revenue growth rate is based on past performance and management's assessment of future trends and development in the relevant markets. Budgeted gross margin is based on past performance. Terminal growth rate does not exceed the average long-term growth rate for the relevant markets. Discount rate reflects current market assessments of the time value of money and the risks specific to the CGUs.

Following the impairment testing, no impairment loss is recognised for the Sing Swee Kee CGU at the reporting date.

Sensitivity analysis

Management is of the view that any sensitivity analysis disclosed for the Hao Kou Wei Group CGU is not meaningful as the goodwill for the Hao Kou Wei Group CGU is fully impaired in the previous financial year.

Management believes that the change in the estimated recoverable amount from any reasonably possible change in any of the above key assumptions would not cause the recoverable amount to be materially lower than the carrying amount of the Sing Swee Kee CGU.

13 Investments in Subsidiaries

	Company	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<i>Unquoted equity shares, at cost</i>		
As at 1 January	9,122	9,112
Incorporation of a subsidiary during the year	-	10
As at 31 December	<u>9,122</u>	<u>9,122</u>
<i>Less: Allowance for impairment</i>		
As at 1 January	(4,628)	-
Allowance recognised for the year	-	(4,628)
As at 31 December	<u>(4,628)</u>	<u>(4,628)</u>
<i>Net carrying amount</i>		
As at 31 December	<u>4,494</u>	<u>4,494</u>

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13 Investments in Subsidiaries (cont'd)

(a) Details of the subsidiaries at the end of the reporting period are as follows:

Name of subsidiaries	Principal place of business/country of incorporation	Principal activities	Group's effective equity interest	
			<u>2023</u> %	<u>2022</u> %
<i>Held by the Company</i>				
Hawkerway Pte Ltd*	Singapore	Letting and operating of food courts, coffee shops and eating house	100	100
Wish Hospitality Holdings Private Limited*	People's Republic of China/Singapore	Provision of branding, operations and procurement services	80	80
GS Innovative Food Pte. Ltd.*	Singapore	Food processing and manufacturing as well as trading and distribution of food and beverage products	100	100
PMAS International Pte. Ltd.*	Singapore	Dormant	100	100
PMAS International Trading (Hainan) Co., Ltd. ⁽¹⁾	People's Republic of China	Dormant	100	100

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13 Investments in Subsidiaries (cont'd)

(a) Details of the subsidiaries at the end of the reporting period are as follows: (cont'd)

Name of subsidiaries	Principal place of business/country of incorporation	Principal activities	Group's effective equity interest	
			<u>2023</u> %	<u>2022</u> %
<i>Held through Hawkerway Pte. Ltd.</i> Hao Kou Wei Pte. Ltd.*	Singapore	Letting and operating of self-owned or leased food court, coffee shop and eating houses	100	100
<i>Held through Hao Kou Wei Pte. Ltd.</i> Hao Kou Wei Food Group Pte. Ltd.*	Singapore	Operating of self-owned or leased food court, coffee shop and eating houses and provision of consultancy and management services in relation to food and beverage industry	100	100
Sing Global Brands Pte. Ltd.* ⁽²⁾	Singapore	Developing, franchising and management of various food and beverage brands, including the central procurement of contractors, equipment, payment systems, supplies, services, utensils etc	100	50

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13 Investments in Subsidiaries (cont'd)

(a) Details of the subsidiaries at the end of the reporting period are as follows: (cont'd)

Name of subsidiaries	Principal place of business/country of incorporation	Principal activities	Group’s effective equity interest	
			<u>2023</u> %	<u>2022</u> %
<i>Held through Hao Kou Wei Pte. Ltd. (cont’d)</i>				
Hao Kou Wei (Shanghai) Food and Beverage Management Co. Ltd. ^{(1) #}	People’s Republic of China	Dormant	100	100
Raffles Coffee Pte. Ltd.*	Singapore	Operating of cafes and coffee houses and also to provide management consultancy services	100	100
Rasa Sayang Village Pte. Ltd.*	Singapore	Letting and operating of self-owned or leased food court, coffee shop and eating houses	100	100
Sing Swee Kee Pte. Ltd.*	Singapore	Operation of a restaurant trading under the name “ Sing Swee Kee ” Chicken Rice Restaurant	100	100
Sing Zhong Brands Management Pte. Ltd.*	Singapore	Operating of self-owned or leased food court, coffee shop and eating houses and provision of consultancy and management services in relation to food and beverage industry	100	100

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13 Investments in Subsidiaries (cont'd)

(a) Details of the subsidiaries at the end of the reporting period are as follows: (cont'd)

Name of subsidiaries	Principal place of business/country of incorporation	Principal activities	Group's effective equity interest	
			<u>2023</u> %	<u>2022</u> %
<i>Held through Wish Hospitality Holdings Private Limited</i>				
Wish Health Management (Shanghai) Co. Ltd. ⁽¹⁾	People's Republic of China	Dormant	80	80
<i>Held through Raffles Coffee Pte. Ltd.</i>				
Raffles Brands Pte. Ltd.*	Singapore	Dormant	51	51
<i>Held through Raffles Brands Pte. Ltd.</i>				
Raffles Brands Management (Shanghai) Co. Ltd. ^{(1) #}	People's Republic of China	Dormant	51	51

* Audited by PKF-CAP LLP.

Hao Kou Wei (Shanghai) Food and Beverage Management Co. Ltd. and Raffles Brands Management (Shanghai) Co. Ltd. were struck-off during the financial year.

⁽¹⁾ Not required to be audited under the laws of incorporation.

⁽²⁾ As announced on 15 May 2023, Hao Kou Wei Pte. Ltd. has on 19 April 2023 completed the acquisition of 50,000 shares in Sing Global Brands Pte. Ltd. from the joint-venture partner.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13 Investments in Subsidiaries (cont'd)

(b) Incorporation of subsidiary

2022

The Company incorporated a wholly owned subsidiary in the financial year ended 31 December 2022, GS Innovative Food Pte. Ltd., in Singapore with a paid up share capital of S\$10,000.

(c) Impairment assessment

As at 31 December 2023, management carried out an impairment assessment on the estimated irrecoverable amounts of the Company's investments in subsidiaries. Based on management's judgement, an allowance for impairment loss of Nil (2022: S\$4,628,000) was recognised on those investments in subsidiaries at the reporting date.

(d) Summarised financial information of subsidiaries with material non-controlling interests ("NCI")

The Group has the following subsidiaries that have NCI that are considered by management to be material to the Group:

Name of subsidiary	Principal place of business/ Country of incorporation	Ownership interests held by NCI
Wish Hospitality Holdings Private Limited	Singapore	20%
Wish Health Management (Shanghai) Co. Ltd.	People's Republic of China	20%

The above NCI attributed approximately 97% (2022: 99%) of the total accumulated non-controlling interests at the reporting date.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13 Investments in Subsidiaries (cont'd)

The followings are the financial information of the Group's subsidiary with NCI that are considered by management to be material to the Group:

Summarised statement of financial position

	Wish Health Management (Shanghai) Co. Ltd.		Wish Hospitality Holdings Private Limited	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000	S\$'000	S\$'000
Current assets	124	4,020	4	23,121
Current liabilities	(3,953)	(4,123)	(3,300)	(8,366)
Net (liabilities)/assets	(3,829)	(103)	(3,296)	14,755
Net (liabilities)/assets attributable to NCI	(767)	(21)	(659)	2,951

Summarised statement of comprehensive income

	Wish Health Management (Shanghai) Co. Ltd.		Wish Hospitality Holdings Private Limited	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000	S\$'000	S\$'000
Revenue	-	-	-	-
Loss before tax	(3,732)	(5)	(22,900)	(533)
Income tax	-	-	5,184	-
Loss after tax and total comprehensive loss	(3,732)	(5)	(17,716)	(533)
Loss allocated to NCI	(746)	(1)	(3,543)	(107)

Summarised statement of cash flows

	Wish Health Management (Shanghai) Co. Ltd.		Wish Hospitality Holdings Private Limited	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000	S\$'000	S\$'000
Cash flows used in operating activities	(182)	(180)	(11)	(164)
Cash flows used in financing activities	-	-	-	163
Impairment loss on financial assets	(3,711)	-	-	-
Net decrease in cash and cash equivalents	(3,893)	(180)	(11)	(1)

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

14 Investment Properties

	Group	
	<u>2023</u> S\$'000	<u>2022</u> S\$'000
As at 1 January	920	2,170
Fair value loss recognised in profit or loss (Note 7)	(440)	(800)
Disposal of investment property	-	(450)
As at 31 December	<u>480</u>	<u>920</u>

The following amounts are recognised in profit or loss:

	Group	
	<u>2023</u> S\$'000	<u>2022</u> S\$'000
Rental income	-	8
Gain on disposal of investment property	-	10
Direct operating expenses arising from investment property that generated rental income	<u>54</u>	<u>61</u>

Investment properties held by the Group are as follows:

Properties	Description	Location	Existing use	Tenure
Property 1	A single-storey eating house with mezzanine office	16A Sungei Kadut Way, Singapore 728794	Commercial	Leasehold 23 years
Property 2*	A ramp-up factory unit	7 Mandai Link #03-40 Mandai Connection Singapore 728653	Commercial	Leasehold 30 years

* Disposed during the financial year ended 31 December 2022 (see below).

Property 1

The Investment Method of valuation was adopted based on the present worth of the expected future income stream in the form of the estimated net profit rental value and capitalised at an appropriate investment yield. This fair value measurement is recognised under Level 3 of the fair value hierarchy.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

14 Investment Properties (cont'd)

Investment properties held by the Group are as follows: (cont'd)

Property 2

On 4 April 2022, the Group has disposed the investment property for a sale consideration of S\$460,000.

Further details on the fair value of the Group's investment properties are disclosed in Note 27(b).

The following table shows the significant unobservable inputs used in the valuation methods:

Description	Fair value S\$	Valuation technique	Significant unobservable input	Range
<u>2023</u>				
Property 1	480,000	Investment method	Discount rate ⁽¹⁾ Rental growth rate ⁽²⁾	0% - 2.90% Nil
<u>2022</u>				
Property 1	920,000	Investment method	Discount rate ⁽¹⁾ Rental growth rate ⁽²⁾	0% - 2.90% Nil

⁽¹⁾ Any significant isolated increases/(decreases) in the significant unobservable input would result in a significantly (lower)/higher fair value measurement.

⁽²⁾ Any significant isolated increases/(decreases) in the significant unobservable input would result in a significantly higher/(lower) fair value measurement.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

15 Inventories

	Group	
	<u>2023</u> S\$'000	<u>2022</u> S\$'000
Finished goods	83	64

The cost of inventories sold included in cost of sales amounted to S\$2,634,000 (2022: S\$2,185,000) during the financial year.

16 Trade and Other Receivables

	Group		Company	
	<u>2023</u> S\$'000	<u>2022</u> S\$'000	<u>2023</u> S\$'000	<u>2022</u> S\$'000
Trade receivables				
- BOP service fees (a)	6,664	6,947	-	-
- third parties	140	106	-	-
	6,804	7,053	-	-
Less: Allowance for impairment loss (Note 26(a))				
- BOP service fees	(6,664)	(6,947)	-	-
- third parties	(34)	(30)	-	-
	(6,698)	(6,977)	-	-
Trade receivables, net	106	76	-	-
Other receivables				
- third parties	28	130	-	128
- subsidiaries	-	-	2,575	2,318
- due from Mr Zhang (b)	18,318	19,073	-	-
	18,346	19,203	2,575	2,446
Less: Allowance for impairment loss (Note 26(a))				
- subsidiaries	-	-	(2,571)	(390)
- due from Mr Zhang (b)	(18,604)	-	-	-
Currency realignment	286	-	-	-
	(18,318)	-	(2,571)	(390)
Other receivables, net	28	19,203	4	2,056
Deposits	319	242	7	23
	453	19,521	11	2,079
GST receivables	-	-	-	14
Prepayments	59	15	31	8
	512	19,536	42	2,101

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16 Trade and Other Receivables (cont'd)

Trade receivables are non-interest bearing with credit period of 0 to 30 days term.

The non-trade amounts due from subsidiaries are unsecured, interest-free, and repayable on demand in cash. Management has assessed the amounts due from subsidiaries, and accordingly, recognised an additional allowance for impairment loss of S\$2,181,000 (2022: S\$86,000) at the reporting date.

(a) Outstanding BOP service fees

Included in the Group's trade and other receivables are outstanding service fees for the provision of management consulting services from 14 Branding, Operations and Procurement ("BOP") outlets in the PRC amounted to RMB35,867,000 (equivalent to S\$6,664,000) (2022: RMB35,867,000 (equivalent to S\$6,947,000)) at the reporting date.

The details of the movement of the outstanding BOP service fees during the financial year are as follows:

	Group			
	Renminbi		S\$ equivalent	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	RMB'000	RMB'000	S\$'000	S\$'000
<u>Outstanding BOP service fees</u>				
As at 1 January	35,867	35,867	6,947	7,608
Currency realignment	-	-	(283)	(661)
As at 31 December	<u>35,867</u>	<u>35,867</u>	<u>6,664</u>	<u>6,947</u>

All the 14 BOP outlets had already terminated the BOP service agreements and health management service agreements with the Group in prior years mainly because the businesses of these outlets had been adversely affected by the COVID-19 pandemic.

In view of the above, the directors of the Company and management had then made an assessment on the recoverability of the outstanding BOP service fees, and accordingly, a full allowance for impairment loss was recognised for the outstanding BOP service fees of RMB35,867,000 (equivalent to S\$6,664k) as at 31 December 2021. Notwithstanding this, the Group continues to engage in enforcement activity to attempt to recover the aforesaid outstanding BOP service fees due. Where recoveries are made, a reversal of the relevant allowance for impairment loss is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16 Trade and Other Receivables (cont'd)

(b) Amount due from Mr Zhang

Included in the Group's other receivables is an amount of RMB98,587,000 (equivalent to S\$18,318,000) (2022: RMB98,466,000 (equivalent to S\$19,073,000)) at the reporting date which is receivable from Mr Zhang Rongxuan ("Mr. Zhang"), the Company's Non-Independent and Non-Executive Chairman and Director.

The details of the movement of the amount due from Mr Zhang during the financial year are as follows:

	Group			
	Renminbi		S\$ equivalent	
	<u>2023</u> RMB'000	<u>2022</u> RMB'000	<u>2023</u> S\$'000	<u>2022</u> S\$'000
<u>Amount due from Mr Zhang</u>				
As at 1 January	98,466	100,000	19,073	21,210
Proceed from partial disposal of received 5,000,000 Listed Shares (see below)	-	(665)	-	(127)
Cash payment received (see below)	-	(869)	-	(178)
Fair value loss on disposal of Listed Shares	121	-	23	-
Currency realignment	-	-	(778)	(1,832)
As at 31 December	98,587	98,466	18,318	19,073

On 1 April 2022, the Company agreed to extend the deadline for Mr Zhang to transfer (or procure the transfer(s) of) the Listed Shares to the Company from the original deadline of 31 March 2022 to 31 May 2022 with Mr Zhang's undertaking to transfer (or procure the transfer(s) of) such number of Listed Shares, the aggregate value of which, when aggregated with previous Listed Shares of 5,000,000 which have been transferred to the Company's appointed licenses brokering firm as disclosed above, is at least RMB50,000,000, to the Company by 30 April 2022.

As at 9 May 2022, save for the aforesaid receipt of 5,000,000 Listed Shares by the Company's appointed licensed brokering firm, the Company has not received any confirmation on the receipt of any additional Listed Shares. In view of the foregoing, on 5 June 2022, the Company announced that Mr Zhang has agreed to pay to the Company the sum of HKD1,000,000 by 15 June 2022. Mr Zhang has also agreed that in the event that the aggregate value of all Listed Shares received by the Company as at 31 July 2022 is less than RMB100 million, Mr Zhang shall undertake to pay to the Company any shortfall in the amount by way of monthly installment of S\$1,000,000 for a period of twelve (12) months commencing from the first week of August 2022. Each monthly installment is to be satisfied:

- (i) in the form of cash payment; or
- (ii) transfer(s) of such number of Listed Shares to the Company (with aggregate value at time of transfer being S\$1,000,000); or
- (iii) a combination of the above (where value of Listed Shares at time of transfer must be S\$1,000,000 when combined with the cash payment made for that instalment).

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16 Trade and Other Receivables (cont'd)

(b) Amount due from Mr Zhang (cont'd)

In the event that the aggregate value of such Listed Shares and monthly installments received by the Company is insufficient to cover the sum of RMB 100 million, Mr Zhang shall pay to the Company the outstanding balance together with the final monthly installment.

On 30 December 2022, the Company disposed of 2,700,000 of the received 5,000,000 Listed Shares for a proceed of RMB356,540 (equivalent to S\$68,000) and the remaining 2,300,000 of the received 5,000,000 Listed Shares were disposed of subsequent to the financial year end for a proceed of RMB308,430 (equivalent to S\$59,000). In addition, Mr Zhang paid S\$178,000 in cash to the Company during the financial year. Except for the foregoing, there is no other receipt in terms of transfer of Listed Shares or cash payment from Mr Zhang up to the date of these financial statements.

On 17 October 2023, the Company had issued letters of demand to Mr Zhang and Kaifeng Jufel for the outstanding debt of RMB98,587,000 owing to the Company which was guaranteed by both Mr Zhang and Kaifeng Jufel.

As announced by the Company on 10 November 2023, neither Mr Zhang nor Kaifeng Jufel responded to such letters of demand. In view of the foregoing, the Company had then recommended an impairment loss provision of approximately 50% of the debt and the Board also engaged lawyers in the PRC to explore the next appropriate steps to take to recover the amount from Mr Zhang and Kaifeng Jufel.

As at 31 December 2023, the Company has recognised 100% impairment loss provision in relation to the amount due from Mr Zhang.

17 Cash and Cash Equivalents

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Cash and bank balances – Cash and cash equivalents per consolidated statement of cash flows	593	5,016
	Company	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Cash and bank balances	6	163

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

17 Cash and Cash Equivalents (cont'd)

a) Bank balances held in bank accounts in the People's Republic of China ("PRC")

	Group		S\$ equivalent	
	Renminbi	Renminbi	S\$ equivalent	S\$ equivalent
	As at 31	As at 31	As at 31	As at 31
	December	December	December	December
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	RMB'000	RMB'000	S\$'000	S\$'000
Wish Health Management (Shanghai) Co. Ltd. (Wish Shanghai)				
Cash at bank – Bank of China (" BOC ")	20,451	20,451	3,961	4,338
Less: Allowance for impairment loss	(20,085)	-	(3,769)	-
Currency realignment	-	-	(124)	(377)
	<u>366</u>	<u>20,451</u>	<u>68</u>	<u>3,961</u>

As announced on 17 October 2023, the monies in BOC have been retained by the authorities in the PRC. The Company further announced on 10 November 2023 that the Company has engaged lawyers in the PRC to obtain further information on the circumstances leading to such retention of funds, liaise with the relevant authorities and the bank officers on the matter and advise the Company on the next steps to be taken in order to seek the release of the funds.

Based on the preliminary report from the PRC lawyer (which is subject to further verification), the payment of monies from the said bank account amounting to RMB 22 million to the authorities in the PRC may not have been duly authorised. The PRC lawyer further advised the Company to amongst others, contact Wish Health Management (Shanghai) Co., Ltd.'s former legal representative, Mr Liu Changsheng to find out the exact circumstances under which such payment was made, and also consider making a police report in the PRC relating to such payment (if it was indeed found to be unauthorised).

In view of the uncertainty as to the recoverability of the RMB 22 million from the authorities or otherwise and in the interest of prudence, the Company has made a full impairment loss provision on the BOC balance amount less bank balance amount of approximately RMB366,000 (equivalent to S\$68,000) as at 31 December 2023.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

18 Loans and Borrowings

			Group	
			2023 S\$'000	2022 S\$'000
<u>Non-current</u>				
Bank loans:				
		<u>Maturity</u>		
Loan A	– Higher of 3-month Swap Offer Rate (“SOR”) or 3.00% p.a. over 3-month Costs of Funds (“COF”)	2024	-	59
Loan B	– Higher of 3-month SOR or 3.00% p.a. over 3-month COF	2024	-	70
Loan C	– Higher of 3-month SOR or 3.00% p.a. over 3-month COF	2020 – 2025	7	102
Loan D	– Fixed at 2.50% p.a.	2021 – 2025	198	531
Loan E	– Fixed at 3% p.a.	2021 – 2026	273	420
Loan F	– Fixed at 8.5% p.a.	2023 – 2028	355	-
Loan G	– Fixed at 8.5% p.a.	2023 – 2028	149	-
Loan H	– Fixed at 8.8% p.a.	2023 – 2028	52	-
			1,034	1,182
Lease liabilities			800	766
			1,834	1,948
<u>Current</u>				
Bank loans:				
Loan A	– Higher of 3-month SOR or 3.00% p.a. over 3-month COF		66	82
Loan B	– Higher of 3-month SOR or 3.00% p.a. over 3-month COF		67	93
Loan C	– Higher of 3-month SOR or 3.00% p.a. over 3-month COF		87	81
Loan D	– Fixed at 2.50% p.a.		333	323
Loan E	– Fixed at 3% p.a.		146	143
Loan F	– Fixed at 8.5% p.a.		89	-
Loan G	– Fixed at 8.5% p.a.		35	-
Loan H	– Fixed at 8.8% p.a.		12	-
			835	722
Lease liabilities			1,050	583
			1,885	1,305
Total loans and borrowings			3,719	3,253

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

18 Loans and Borrowings (cont'd)

The loans and borrowings of the Group are secured by:

- (i) assignment of rental proceeds and all rights of the tenancy agreements;
- (ii) corporate guarantees from the Company;
- (iii) personal guarantee from a director of the Company;
- (iv) personal guarantee from a director of the borrowing subsidiary for some portion of the loans; and
- (v) all monies guarantee.

The carrying amounts of the loans and borrowings approximate their respective fair values either due to their short-term nature or that they are floating rate instruments that are repriced to market interest rates on or near the financial statements date or that they are fixed rate instruments and non-current loans and borrowings whose fair values approximates its carrying amounts computed based on cash flows discounted at market borrowing rate for similar financial liabilities as there were no significant changes for the interest rates available to the Group at the reporting date. This fair value measurement is categorised under Level 3 of the fair value hierarchy.

Reconciliation of movements of liabilities to cash flows arising from financing activities is as follows:

	<u>Bank loans</u> S\$'000	<u>Lease liabilities</u> S\$'000	<u>Total</u> S\$'000
<u>2023</u>			
As at 1 January 2023	1,904	1,349	3,253
Changes from financing cash flows:			
- Repayments	(805)	(1,110)	(1,915)
- Interest paid	(97)	(79)	(176)
Non-cash changes:			
- Interest expense	97	79	176
- New loan	770	-	770
- New leases	-	1,611	1,611
As at 31 December 2023	<u>1,869</u>	<u>1,850</u>	<u>3,719</u>
<u>2022</u>			
As at 1 January 2022	3,040	1,960	5,000
Changes from financing cash flows:			
- Repayments	(1,136)	(922)	(2,058)
- Interest paid	(76)	(66)	(142)
Non-cash changes:			
- Interest expense	76	66	142
- New leases	-	361	361
- Offsetting with deposit paid	-	(50)	(50)
As at 31 December 2022	<u>1,904</u>	<u>1,349</u>	<u>3,253</u>

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

18 Loans and Borrowings (cont'd)

Convertible loan

On 19 June 2021, the Company had entered into a supplemental agreement with the third parties to vary certain terms of the convertible loan agreement to loan up to S\$13,600,000. The loan facility under this supplemental agreement shall be valid until 18 June 2023. Each lender shall have the right to convert all or in parts the loans which have been disbursed by the lenders but excluding accrued interest into fully paid new shares. The maximum number of conversion shares that may be issued to the lenders is 75,555,554 shares. All payments by the Company in respect of a loan to the relevant lender including any interest shall be made in Singapore Dollar unless the lender exercises its conversion right in respect of the loan. The loan bears interest at a rate of 5% per annum and will be payable by the Company in arrears to the lender 3 years from the loan disbursement date.

There is no drawdown of the convertible loan during 31 December 2023 and 2022. The convertible loan agreement lapsed on 18 June 2023.

19 Deferred Tax Liabilities

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<u>Non-current</u>		
Deferred tax liabilities – brand name	42	48

The movements in the deferred tax account are as follows:

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
As at 1 January	48	48
Credited to profit or loss (Note 9)	(6)	-
As at 31 December	42	48

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20 Trade and Other Payables

	Group		Company	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000	S\$'000	S\$'000
Trade payables				
– third parties	533	308	-	-
Other payables				
– third parties	663	741	282	250
– subsidiaries	-	-	1,385	705
– director	34	34	-	-
– dividend payable to non-controlling interest	500	500	-	-
Deposit received				
– third parties	72	57	4	4
Accrued salaries, bonuses and director fees	851	570	421	235
Accrued expenses	538	988	172	306
Amount due to a substantial shareholder	648	350	648	350
	3,839	3,548	2,912	1,850
Deferred income	399	13	-	-
GST payables/(receivables)	76	(10)	-	-
	4,314	3,551	2,912	1,850

Trade payables are non-interest bearing with credit period of 0 to 30 days term.

The amounts due to subsidiaries, director and non-controlling interest are non-trade, unsecured, interest-free and repayable on demand in cash.

The amount due to a substantial shareholder, who is also the executive director and chief executive officer of the Company, is an unsecured loan, interest-free and only repayable as and when the Company has excess funds.

21 Share Capital

	Group/Company			
	<u>2023</u>		<u>2022</u>	
	No. of ordinary shares	S\$'000	No. of ordinary shares	S\$'000
<i>Issued and fully paid:</i>				
As at 1 January and 31 December	188,993,260	21,488	188,993,260	21,488

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares have no par value and carry one vote per share without restriction.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

22 Reserves

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Share options reserve (a)	-	-
Currency translation reserve (b)	(26)	238
Merger reserve (c)	(8,611)	(8,611)
Asset revaluation reserve (d)	2,919	2,919
	<u>(5,718)</u>	<u>(5,454)</u>

Movements of reserves during the financial year are set out in the consolidated statement of changes in equity of the Group.

(a) Share options reserve

The share options reserve represents the fair value of share options granted to employees of the Group under the share options scheme. Further information about the equity-settled share options scheme is disclosed in Note 23(a).

(b) Currency translation reserve

The foreign currency translation reserve represents the accumulated exchange differences arising from the translation of the financial statements of the Group's foreign operations whose functional currencies are different from that of the Group's presentation currency.

(c) Merger reserve

Merger reserve represents the difference between the amount of the share capital of the subsidiaries at the date on which they were acquired by the Group and the amount of the share capital issued as consideration for the acquisition. On disposal or strike off of these subsidiaries, the balance in the merger reserve relating to the subsidiary disposed is transferred to retained earnings.

(d) Asset revaluation reserve

Asset revaluation reserve represents the difference between the carrying amount and the fair value recognised when the Group transferred a leasehold property from property, plant and equipment to investment property in 2014.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

23 Share-based Payments

(a) Equity-settled share options scheme

Share options were granted to certain employees and directors of the Company under the GS Holdings Employee Share Option Scheme (“**GS Holdings ESOS**”) adopted on 17 December 2015.

The scheme is administered by the Remuneration Committee. Options are exercisable at a price based on the average of the last dealt prices for the shares of the Company on the Singapore Exchange Securities Trading Limited for the five consecutive trading days preceding the date of grant. The Remuneration Committee may at its discretion fix the exercise price at a discount not exceeding 20% to the above price. The vesting period is one year. Options are forfeited if the employees or directors leave the Group before the options vest.

Details of the share options outstanding are as follows:

	Group and Company			
	<u>2023</u>		<u>2022</u>	
	Number of share options	Weighted average exercise price S\$	Number of share options	Weighted average exercise price S\$
Outstanding at the beginning of year	-		2,000,000	0.418
Cancelled/Lapsed during the year	-		(2,000,000)	0.418
Outstanding at the end of year	-		-	
Exercisable at the end of year	-		-	

There were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the financial year.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

24 Commitments and Contingent Liabilities

(a) Registered capital which has not been paid

The followings are subsidiaries incorporated by the Group whose registered capital has not been paid as at 31 December 2023 and 2022:

	Group	
	<u>2023</u>	<u>2022</u>
	'000	'000
<u>Held by the Company</u>		
PMAS International Trading (Hainan) Co., Ltd.	US\$1,000	US\$1,000
<u>Held by Hao Kou Wei Pte. Ltd.</u>		
Hao Kou Wei (Shanghai) Food and Beverage Management Co. Ltd. #	-	US\$1,000
<u>Held by Wish Hospitality Holdings Private Limited</u>		
Wish Health Management (Shanghai) Co. Ltd.	US\$1,000	US\$1,000
<u>Held by Raffles Brand Pte. Ltd.</u>		
Raffles Brands Management (Shanghai) Co. Ltd. #	-	US\$100

As at the date of these financial statements, none of the above subsidiaries' registered capital has been paid.

Hao Kou Wei (Shanghai) Food and Beverage Management Co. Ltd. and Raffles Brands Management (Shanghai) Co. Ltd. were struck-off during the financial year.

(b) Entry into memorandum of understanding

A wholly owned subsidiary of the Company, GS Innovative Food Pte. Ltd. (“**GS Innovative**”) on 9 May 2022 entered into memorandum of understanding (the “**MOU**”) with a third party, Ants Innovate Pte. Ltd., in respect of their cooperation in the production and supply of plant-based and cell-based meat products. Subject to the satisfactory completion of certain matters set out in the MOU, the parties have agreed to commit towards entering into a definitive agreement within six (6) months from the date of the MOU.

At the date of these financial statements, there are no further material updates and developments in respect of the MOU and/or entry into the definitive agreement with Ants Innovate Pte. Ltd..

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

24 Commitments and Contingent Liabilities (cont'd)

(c) Corporate guarantees

The Company provided corporate guarantees to banks for the banking facilities granted to the subsidiaries of the Group at the end of the reporting period:

	Company	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<u>Corporate guarantees issued</u>		
Subsidiaries	1,178	1,864

These corporate guarantees issued are subject to the impairment requirements of SFRS(I) 9 *Financial Instruments*. The directors of the Company do not expect credit loss exposure arising from these corporate guarantees in view of the bank loans of the subsidiaries are secured by personal guarantee from a director of the Company.

25 Related Party Transactions

- (a) In addition to the information disclosed elsewhere in the financial statements, the following related party transactions took place between the Group and related parties, who are not members of the Group, during the financial year on terms agreed by the parties concerned:

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<u>With related parties</u>		
Rental expenses	329	232
<u>With substantial shareholder/director of the Company</u>		
Rental expenses	396	396
Loan received	298	350
<u>With director of the Company</u>		
Provision of consultancy services	17	84

Related parties comprise mainly companies which are controlled by close family member of the controlling shareholder of the Company.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

25 Related Party Transactions (cont'd)

(b) Key management personnel compensation

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Directors' fees	159	169
Salaries and bonuses	690	601
Contributions to defined contribution plans	48	45
	<u>897</u>	<u>815</u>
<i>Comprised:</i>		
Directors of the Company	419	411
Key executives of the Group	478	404
	<u>897</u>	<u>815</u>

26 Financial Instruments

(a) Financial risk management

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The directors of the Company review and agree policies and procedures for the management of these risks. The Audit Committee provides independent oversight to the effectiveness of the risk management process. These risks include credit risk, foreign currency risk, interest rate risk and liquidity risk. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks. The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

Foreign currency risk

The Group has transactional currency exposures arising from transactions denominated in currencies other than the functional currency of the entities of the Group. The foreign currency in which the Group's transactions are denominated and have exposure to foreign currency risk is primarily Renminbi ("RMB"). The Group does not hedge against foreign exchange exposure as the currency risk is not expected to be significant.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Foreign currency risk (cont'd)

The Group's currency exposure based on the information provided to key management at the reporting date is as follows:

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<i>Financial assets</i>		
Cash and cash equivalents	1	12
<i>Financial liabilities</i>		
Trade and other payables	(646)	(842)
Net financial liabilities denominated in foreign currency	<u>(645)</u>	<u>(830)</u>

Sensitivity analysis

No sensitivity analysis is disclosed in the financial statements as management considers the impact of a reasonable strengthening/weakening of S\$ against RMB, assuming that all other variables remain constant, at the reporting date is not material.

Management also considers the Company has no exposure to foreign currency risk as the Company has no monetary assets and monetary liabilities denominated in foreign currencies at the reporting date.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's exposure to interest rate risk arises primarily from its loans and borrowings. The Group's policy is to obtain most favourable interest rate available whenever the Group obtains additional financing through bank loans and borrowings. The interest rates and terms of maturity and repayment of loans and borrowings of the Group are disclosed in Note 18. The Group does not utilise derivatives to mitigate its interest rate risk.

As the Group has no significant interest-bearing financial assets, the Group's income is substantially independent of changes in market interest rates.

Sensitivity analysis

No sensitivity analysis is disclosed in the financial statements as management considers the impact of a reasonable change in market interest rates on the Group's loans and borrowings with floating rates, assuming that all other variables remain constant, at the reporting date is not material.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, and obtaining sufficient collateral where appropriate to mitigate credit risk. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

Maximum exposure and concentration of credit risk

The Group has no significant concentration of credit risk except that the Group's trade receivables comprise 10 debtors (2022: 14 debtors) that represented 98% (2022: 98%) of the total trade receivables.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk is the carrying amount of each class of financial instruments presented on the statement of financial position and the amounts relating to corporate guarantees given by the Company for the banking facilities granted to the subsidiaries of the Group at the end of the reporting period as disclosed in Note 24(c).

The credit risk for trade receivables based on the information provided by key management is as follows:

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<u>By geographical areas</u>		
Singapore	101	67
Brunei	5	9
	<u>106</u>	<u>76</u>

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk (cont'd)

The following sets out the Group's internal credit evaluation practices and basis for recognition and measurement of expected credit losses ("ECL"):

Description of evaluation of financial assets	Basis for recognition and measurement of ECL
Debtors has a low risk of default and does not have any past due amount	12-month ECL
Contractual payments are more than 30 days past due or where there has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit-impaired
Contractual payments are more than 90 days past due or there is evidence of credit impairment	Lifetime ECL – credit-impaired
There is evidence indicating that the Company has no reasonable expectation of recovery of payments such as when the debtor has been placed under liquidation or has entered into bankruptcy proceedings	Write-off

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, based on historical experience, that is available without undue cost or effort.

In particular, the Group considers the historical and current payment patterns of the debtors when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the operating results/key financial performance ratios of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk (cont'd)

Significant increase in credit risk (cont'd)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Regardless of the evaluation of the above factors, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group also assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if the financial asset has a low risk of default; if the debtor has a strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the debtor to fulfil its contractual cash flow obligations.

Definition of default

The Group considers a debtor is in default when information developed internally or obtained from external sources indicated that the debtor is unlikely to pay its creditors. Based on historical experience, it indicates that receivables that meet the criteria is generally not recoverable.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred such as evidence that the borrower is in significant financial difficulty, there is a breach of contract such as default or past due event; there is information that it is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; the disappearance of an active market for that financial asset because of financial difficulties; or the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Estimation techniques and significant assumptions

There has been no change in the estimation techniques or significant assumptions made during the current financial year for recognition and measurement of credit loss allowances.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk (cont'd)

The details of the movement of credit loss allowance during the financial year are as follows:

	Trade receivables S\$'000	Other receivables S\$'000	Total S\$'000
Group			
As at 1 January 2022	7,633	1	7,634
Loss allowance measured:			
Lifetime ECL			
- Credit-impaired	5	-	5
Written off	-	(1)	(1)
Currency realignment	(661)	-	(661)
As at 31 December 2022	6,977	-	6,977
Loss allowance measured:			
Lifetime ECL			
- Credit-impaired	-	18,318	18,318
Currency realignment	(279)	-	(279)
As at 31 December 2023	6,698	18,318	25,016
Company			
As at 1 January 2022	-	304	304
Loss allowance measured:			
Lifetime ECL			
- Credit-impaired	-	86	86
As at 31 December 2022	-	390	390
Loss allowance measured:			
Lifetime ECL			
- Credit-impaired	-	2,181	2,181
As at 31 December 2023	-	2,571	2,571

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk (cont'd)

Trade receivables

The Group has applied the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for trade receivables.

The Group estimates the expected credit loss rates for each category of past due status of the debtors based on historical credit loss experience adjusted as appropriate to reflect current conditions and forecasts of future economic conditions with consideration on the ability of the customers to settle the receivables.

Other receivables – third party

The Group has applied the 12-month ECL approach for the expected credit loss model to measure the credit loss allowance on the other receivables – third party. The Group has taken into account the historical default experience and concluded that there has been significant increase in the credit risk.

Other receivables – due from Mr Zhang

The Group has applied the simplified approach by using a provision matrix to measure the lifetime expected credit loss allowance for other receivables – due from Mr Zhang (Note 16(b)).

The Group estimates the expected credit loss rates of past due status based on historical credit loss experience adjusted as appropriate to reflect current conditions and forecasts of future economic conditions with consideration on the ability of the customers to settle the receivables.

Other financial assets

Other financial assets include other receivables (excluding prepayments, grant receivables and GST receivables) and cash and cash equivalents which the expected credit loss is insignificant.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk (cont'd)

Credit quality

The table below details the credit quality of the Group's/Company's financial assets:

		Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
Group				
2023				
Trade receivables arising from BOP arrangement	Lifetime ECL	6,664	(6,664)	-
Trade receivables - third parties	Lifetime ECL	140	(34)	106
Other receivables - third parties	12-month ECL – significant increase in credit risk	25	-	25
Other receivables - due from Mr Zhang	Lifetime ECL	18,318	(18,318)	-
Other receivables (excluding prepayments, grant receivables and GST receivables)	12-month ECL	319	-	319
Cash and cash equivalents	N.A. – exposure limited	4,307	(3,711)	596

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk (cont'd)

Credit quality (cont'd)

The table below details the credit quality of the Group's/Company's financial assets: (cont'd)

		Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
Group				
<u>2022</u>				
Trade receivables arising from BOP arrangement	Lifetime ECL	6,947	(6,947)	-
Trade receivables - third parties	Lifetime ECL	106	(30)	76
Other receivables - third parties	12-month ECL – significant increase in credit risk	130	-	130
Other receivables - due from Mr Zhang	12-month ECL	19,073	-	19,073
Other receivables (excluding prepayments, grant receivables and GST receivables)	12-month ECL	242	-	242
Cash and cash equivalents	N.A. – exposure limited	5,016	-	5,016

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk (cont'd)

Credit quality (cont'd)

The table below details the credit quality of the Group's/Company's financial assets: (cont'd)

		Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
Company				
<u>2023</u>				
Other receivables - subsidiaries	Lifetime ECL – significant increase in credit risk	2,575	(2,571)	4
Other receivables - third party	12-month ECL – significant increase in credit risk	8	-	8
Cash and cash equivalents	N.A. – exposure limited	6	-	6
<u>2022</u>				
Other receivables - subsidiaries	Lifetime ECL – significant increase in credit risk	2,318	(390)	1,928
Other receivables - third party	12-month ECL – significant increase in credit risk	128	-	128
Cash and cash equivalents	N.A. – exposure limited	163	-	163

The Group's/Company's credit risk exposure for cash and cash equivalents are insignificant as at 31 December 2023 and 31 December 2022.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Credit risk (cont'd)

Financial guarantees

The Company has issued financial guarantees to banks for banking facilities granted to the subsidiaries of the Group. These financial guarantees are subject to the impairment requirements of SFRS(I) 9 *Financial Instruments*. The Group/Company has assessed that the subsidiaries have the financial capability to meet the contractual cash flow obligations. In addition, the banking facilities are secured by personal guarantee from a director of the Company. Hence, the Group/Company does not expect significant credit losses arising from these financial guarantees.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group and the Company manages the liquidity risk by maintaining sufficient cash to enable them to meet their normal operating commitments and having an adequate amount of committed credit facilities.

Further details on the Group's/Company's going concern are disclosed in Note 2(a).

The table below summarises the maturity profile of the Group's/Company's financial liabilities at the reporting date based on contractual undiscounted repayment obligations.

	1 year or less S\$'000	1 to 5 years S\$'000	Total \$'000
Group			
<u>2023</u>			
Trade payables	533	-	533
Other payables	3,306	-	3,306
Bank loans	835	1,034	1,869
Lease liabilities	1,050	800	1,850
	<u>5,724</u>	<u>1,834</u>	<u>7,558</u>

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26 Financial Instruments (cont'd)

(a) Financial risk management (cont'd)

Liquidity risk (cont'd)

	1 year or less S\$'000	1 to 5 years S\$'000	Total \$'000
Group			
<u>2022</u>			
Trade payables	308	-	308
Other payables	3,186	-	3,186
Bank loans	775	1,214	1,989
Lease liabilities	756	1,173	1,929
	<u>5,025</u>	<u>2,387</u>	<u>7,412</u>
Company			
<u>2023</u>			
Other payables	2,912	-	2,912
Financial guarantees*	1,178	-	1,178
	<u>4,090</u>	<u>-</u>	<u>4,090</u>
<u>2022</u>			
Other payables	1,846	-	1,846
Financial guarantees*	1,864	-	1,864
	<u>3,710</u>	<u>-</u>	<u>3,710</u>

* At the reporting date, the maximum exposure of the Company in respect of the intra-group financial guarantees (Note 24) based on the amount of banking facilities drawn down by the subsidiaries of the Group are S\$1,178,000 (2022: \$1,864,000).

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27 Fair Values of Assets and Liabilities

(a) Fair value hierarchy

The tables below analyse the fair value measurements by the levels in the fair value hierarchy based on the inputs to the valuation techniques. The different levels are defined as follows:

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

There has been no transfer between Level 1, Level 2 and Level 3 during the financial years ended 31 December 2023 and 2022.

(b) Fair value measurements of assets and liabilities that are measured at fair value

The following table presents the level of fair value hierarchy for each class of assets and liabilities measured at fair value at the end of the reporting date:

	Level 1 S\$'000	Level 2 S\$'000	Level 3 S\$'000	Total S\$'000
Group				
<i>Recurring fair value measurements</i>				
<u>2023</u>				
Non-financial assets:				
Investment properties (Note 14)	-	-	480	480
<u>2022</u>				
Non-financial assets:				
Investment properties (Note 14)	-	-	920	920

Management is responsible for selecting and engaging valuation experts that possesses the relevant credentials and knowledge for the valuation of the investment properties. The professional valuer holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued.

For valuation performed by the professional valuer, management reviews the appropriateness of the valuation methodologies and assumptions adopted. In determining the fair value of the investment properties, the valuation of the investment properties is based on comparable market transactions of similar properties and the estimated future income stream to be achieved from the properties.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27 Fair Values of Assets and Liabilities (cont'd)

(c) Movements in Level 3 assets and liabilities measured at fair value

The following table shows a reconciliation from the beginning balances to the ending balances for Level 3 fair value measurements:

	Investment properties	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
As at 1 January	920	2,170
Disposal	-	(450)
Fair value loss recognised in profit or loss	(440)	(800)
As at 31 December	<u>480</u>	<u>920</u>

(d) Determination of fair values

Loans and borrowings

The basis of determining the fair value of loans and borrowings for disclosure at the end of the reporting period is disclosed in Note 18.

Other financial assets and liabilities

The carrying amounts of the Group's/Company's current financial assets and current financial liabilities approximate their fair values due to their short-term maturity.

28 Segment Information

The Group is organised into business units based on its services for management purposes. The reportable segments are food and beverages ("F&B"), branding, operations and procurement ("BOP") services and investment holdings. Management monitors the operating results of its business units separately for making decisions about allocation of resources and assessment of performances of each segment.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Segment Information (cont'd)

The segment information provided to management for the reportable segments are as follows:

2023	F&B S\$'000	BOP Services S\$'000	Investment Holdings S\$'000	Eliminations S\$'000	Total S\$'000
Segment revenue					
Sales to external customers	9,232	-	-	-	9,232
Intersegment sales	120	-	-	(120)	-
Total revenue	9,352	-	-	(120)	9,232
Segment profit/(loss)	145	(22,701)	(1,365)	(47)	(23,968)
<i>Significant non-cash items:</i>					
Depreciation of property, plant and equipment	939	-	8	-	947
Amortisation of intangible assets	31	-	-	-	31
Impairment loss on financial assets	65	22,373	-	(65)	22,373
Fair value loss on investment properties	-	-	440	-	440
Segment assets	3,769	76	654	-	4,499
Additions to property, plant and equipment	1,591	-	-	-	1,591
Segment liabilities	(5,537)	(831)	(1,707)	-	(8,075)

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28 Segment Information (cont'd)

The segment information provided to management for the reportable segments are as follows: (cont'd)

2022	F&B S\$'000	BOP Services S\$'000	Investment Holdings S\$'000	Eliminations S\$'000	Total S\$'000
Segment revenue					
Sales to external customers	7,107	-	-	-	7,107
Intersegment sales	103	-	-	(103)	-
Total revenue	7,210	-	-	(103)	7,107
Segment profit/(loss)	1,150	(544)	(7,043)	-	(6,437)
<i>Significant non-cash items:</i>					
Bad debts written off	(8)	-	-	-	(8)
Depreciation of property, plant and equipment	(731)	-	(17)	-	(748)
Amortisation of intangible assets	(19)	-	(9)	-	(28)
Gain on disposal of property, plant and equipment	61	-	31	(11)	81
Gain on disposal of investment property	-	-	10	-	10
Impairment losses on non-financial assets	(270)	-	(3,905)	-	(4,175)
Impairment loss on financial assets	(5)	-	-	-	(5)
Fair value loss on investment properties	-	-	(800)	-	(800)
Segment assets	1,344	23,110	3,079	-	27,533
Additions to property, plant and equipment	378	-	-	-	378
Segment liabilities	(5,519)	(5,164)	(1,296)	-	(11,979)

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28 Segment Information (cont'd)

Segment results

Performance of each segment is evaluated based on segment profit or loss which is measured differently from the net profit or loss before tax in the consolidated financial statements.

Segment assets

The amounts provided to the management with respect to total assets are measured in a manner consistent with that of the financial statements. Management monitors the assets attributable to each segment for the purposes of monitoring segment performance and for allocating resources between segments. All assets are allocated to reportable segments.

Segment liabilities

The amounts provided to the management with respect to total liabilities are measured in a manner consistent with that of the financial statements. All liabilities are allocated to the reportable segments based on the operations of the segments.

Geographical information

Revenue and non-current assets information based on geographical location of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000	S\$'000	S\$'000
Singapore	9,202	7,079	3,311	6,966
Brunei	30	28	-	-
	<u>9,232</u>	<u>7,107</u>	<u>3,311</u>	<u>6,966</u>

Major customers

There is no single external customer which amounted to 10% or more of the Group's revenue for the financial years ended 31 December 2023 and 2022.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29 Leases

- (a) The Group as a lessee:

Nature of the Group's leasing activities

- (i) The Group has entered into operating lease on its investment properties. The right-of-use asset is classified as investment properties in Note 14.
- (ii) The Group leases foodstalls from non-related parties. The leases have an average tenure of between 1 – 5 years.
- (iii) In addition, the Group leases foodstalls with contractual terms of 3 months. These leases are short-term. The Group has elected not to recognised right-of-use assets and lease liabilities for these leases.

The maturity analysis of the lease liabilities is disclosed in Note 26(a).

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<u>Classified within property, plant and equipment</u> (Note 11)		
Foodstalls and workspace	1,516	1,175
Disposal to right-of-use assets	-	(475)

Amounts recognised in profit or loss:

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<u>Depreciation charge for the financial year</u> (Note 11)		
Foodstalls and workspace	820	680
<u>Impairment of non-financial assets</u>		
Foodstalls	-	230

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29 Leases (cont'd)

(a) The Group as a lessee: (cont'd)

Amounts recognised in profit or loss: (cont'd)

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
<u>Lease expense/(income) not included in the measurement of lease liabilities</u>		
Lease expense – short term leases (Note 7)	150	46
Rental rebate (Note 5)	-	(9)
	<u>150</u>	<u>37</u>
Interest expense on lease liabilities (Note 6)	<u>79</u>	<u>66</u>

Total cash flows for the Group's leases amounted to S\$ 1,339,000 (2022: S\$1,034,000).

As at 31 December 2023, the Group is committed to S\$150,000 (2022: S\$46,000) of short-term leases.

(b) The Group as a lessor

Nature of the Group's leasing activities – Group as a lessor

The Group leased out its foodstalls to third parties for monthly lease payments. The lease is classified as an operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental income from foodstalls and investment properties are disclosed in Notes 4 and 14, respectively.

Maturity analysis of lease payments – the Group as a lessor

Undiscounted lease payments from the operating leases to be received after the reporting date are as follows:

	Group	
	<u>2023</u>	<u>2022</u>
	S\$'000	S\$'000
Less than one year	857	707
One to two years	480	631
	<u>1,337</u>	<u>1,338</u>

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

30 Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholders' value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

The capital of the Group consists of share capital and retained earnings/accumulated losses and the Group's overall strategy remains unchanged from 2022.

The Group monitors capital based on gearing ratio of loans and borrowings to shareholders' funds which is defined as equity attributable to owners of the parent.

	Group	
	2023 S\$'000	2022 S\$'000
Interest-bearing liabilities	1,869	1,904
Equity attributable to owners of the parents	(2,107)	12,643
Gearing ratio (times)	(0.89)	0.15

31 Assistance with Investigation

As set out in the Company's announcement dated 30 October 2023, the Company has received a letter dated 26 October 2023 from the Commercial Affairs Department ("CAD") and the Monetary Authority of Singapore ("MAS") pursuant to Section 20 of the Criminal Procedure Code 2010 requiring the Company to provide certain information and documents in relation to an investigation into an offence under the Securities and Futures Act 2001 ("Investigation"). Mr. Pang Pok, the Company's Executive Director and Chief Executive Officer also attended an interview with CAD to assist in the Investigation.

Aside from Mr. Pang Pok, the Company, its subsidiaries, directors and employees are not currently the subject of the Investigation and there have been no requests made for any director or management to surrender their travel documentation. The Company has handed over all requested information/documents to the relevant CAD officer and the directors of the Company (the "Board") and management will extend their full cooperation to CAD and MAS to assist with the Investigation, if required.

The Board and management do not expect the Group's business and operations to be affected nor there to be any material impact on the Group's financials arising from the Investigation. As at the date of these financial statements, there are no further material developments on the matter.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32 Events subsequent to reporting date

- a) The Company had on 25 January 2024 entered into a Convertible Loan Agreement with Eliza Investment Pte. Ltd. pursuant to which the Lender has agreed to extend to the Company a loan amount of up to S\$1,000,000.

Pursuant to the Convertible Loan Agreement, the loan amount which is disbursed (and all interest accruing thereon) may be converted into new ordinary shares of the Company on the terms and subject to the conditions of the Convertible Loan Agreement.

As of the date of these financial statements, the Company has received the first tranche of the loan amounting to S\$500,000. According to the Convertible Loan Agreement, the remaining amount of S\$500,000 will be disbursed within three (3) months from the date of the Convertible Loan Agreement subject to the Company having formulated and announced to the Singapore Exchange Securities Trading Limited (“SGX-ST”) such fund raising and/or appropriate corporate exercise(s) on terms acceptable to the Lender.

- b) On 27 March 2024, Mr Chong Paw Long, the Chief Financial Officer of the Company, has tendered his resignation and his last day of employment will be 21 May 2024.

On 1 April 2024, the Company has announced the appointment of Mr Ng Wai Jif as the new Chief Financial Officer (Designate).

- c) The Company had on 1 April 2024 entered into a share subscription agreement (the “**Subscription Agreement**”) with ZTS Holdings Pte. Ltd. (the “**Subscriber**”) which the Company shall issue an aggregate of 29,239,766 shares (the “**Placement Shares**”) and allot to the Subscriber such number of ordinary shares in the capital of the Company (the “**Placement**”). Each Placement Share shall be issued at the issue price of S\$0.0171.

Completion of the Placement is conditional upon the following:

- (a) the receipt by the Company from the SGX-ST of the approval in-principle for the listing of and quotation for the Placement Shares on the Catalist Board of the SGX-ST (the “**Listing Approval**”) and such Listing Approval not being revoked or amended, and any condition(s) attached to the Listing Approval which is/are required to be fulfilled on or before the date of issue of the Placement Shares, having been fulfilled on or before that date to the satisfaction of the SGX-ST unless waived by the SGX-ST; and
- (b) the Company having obtained all relevant approvals from its shareholders for the allotment and issuance of the Placement Shares to the Subscriber, such approvals as may be required under Section B of the Listing Manual: Rules of Catalist of SGX-ST, and such approvals remaining in full force and effect and not being revoked or amended prior to the date of issue of the Placement Shares,

Pursuant to the Subscription Agreement, the Placement shall be completed within 5 market days after the fulfilment of the Conditions.

The estimated net proceeds from the Placement, after deducting expenses of approximately S\$34,000 incurred in connection with the Placement, is expected to amount to approximately S\$466,000.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

33 Disclaimer Opinion on the Financial Statements for the Financial Year Ended 31 December 2022

The preceding auditor's report dated 13 June 2023 contains a disclaimer of opinion on the financial statements for the financial year ended 31 December 2022. Below is the extract of the basis for disclaimer opinion.

Basis for Disclaimer of Opinion

3 Opening Balances

Our independent auditor's report dated 30 June 2022 contains a disclaimer of opinion on the financial statements for the financial year ended 31 December 2021. The basis for disclaimer of opinion on the financial statements for the financial year ended 31 December 2021 is disclosed in Note 34 to the financial statements.

In view of the matters that remain unresolved as described in the basis for disclaimer of opinion paragraphs on the financial statements for the financial year ended 31 December 2021, we were unable to determine whether the opening balances as at 1 January 2022 are fairly stated.

Since the opening balances as at 1 January 2022 are entered into the determination of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2022 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended 31 December 2022, we were unable to determine whether adjustments, if any, might have been found to be necessary in respect of the consolidated financial statements of the Group and the statement of the financial position of the Company for the financial year ended 31 December 2022.

Our opinion on the current financial year's consolidated financial statements of the Group and the statement of financial position of the Company is also modified because of the possible effects of these matters on the comparability of the current year's figures and the corresponding figures.

4 Recoverability of Amount Due from Mr Zhang

As at 31 December 2022, included in the Group's other receivables is an amount of RMB98,466,000 (equivalent to S\$19,073,000) (2021: RMB100,000,000 (equivalent to S\$21,210,000)) as set out in Note 16(b) to the financial statements which is receivable from Mr Zhang Rongxuan ("Mr. Zhang"), the Company's Non-Independent and Non-Executive Chairman and Director. As disclosed in Note 16(b) to the financial statements, the foresaid amount was previously recorded as cash and bank balances but was reclassified to other receivables as amount due from Mr. Zhang as at 31 December 2021.

However, we were unable to ascertain the recoverability of the aforesaid amount due from Mr Zhang at the reporting date. Consequently, we were unable to determine whether any adjustments to the amount due from Mr Zhang of RMB98,466,000 (equivalent to S\$19,073,000) as at 31 December 2022 were necessary.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

33 Disclaimer Opinion on the Financial Statements for the Financial Year Ended 31 December 2022 (cont'd)

Basis for Disclaimer of Opinion (cont'd)

5 Existence and Quantum of Bank Balance Held in the People's Republic of China ("PRC")

As disclosed in Note 17(a) to the financial statements, the Group is unable to ascertain the bank balance amount of RMB20,451,000 (equivalent to S\$3,961,000) (2021: RMB20,451,000 (equivalent to S\$4,338,000)) held in Bank of China in the PRC due to management's inability to obtain the relevant bank statements.

We are also unable to arrange for bank confirmation for the aforesaid bank balance amount. Consequently, we were unable to carry out our audit procedures to obtain sufficient appropriate audit evidence to ascertain the existence and the quantum of the bank balance amount of RMB20,451,000 (equivalent to S\$3,961,000) held in Bank of China in the PRC, and related information that may require disclosures in the financial statements as at 31 December 2022.

6 Impairment Assessment of Property, Plant and Equipment and Intangible Assets

As at 31 December 2022, the carrying amounts of the Group's property, plant and equipment ("PPE") and intangible assets ("ITA") were S\$1,219,000 (including right-of-use assets of S\$1,187,000) (2021: S\$1,901,000 (including right-of-use of S\$1,725,000)) and S\$778,000 (including goodwill of S\$468,000) (2021: S\$4,689,000 (including goodwill of S\$4,373,000)), respectively, as disclosed in Note 11 and Note 12, respectively to the financial statements, which are attributable to the food and beverages segment. As disclosed in Note 11 and Note 12 respectively to the financial statements, management has estimated the recoverable amount of the Group's PPE and ITA (collectively the "Non-Financial Assets") based on value-in-use calculations. Consequently, management recognised an impairment loss for PPE of S\$270,000 (2021: Nil) (Note 11 (c) to the financial statements) and an impairment loss for ITA (Note 12(b) to the financial statements) in relation to goodwill of S\$3,905,000 (2021: Nil) at the reporting date.

However, we are unable to obtain sufficient appropriate audit evidence with respect to the cash flow forecasts used and the key estimates and assumptions applied in the value-in-use calculations to arrive at the recoverable amount of the Non-Financial Assets. Consequently, we were unable to determine whether the carrying amount of the Group's PPE of S\$1,219,000 (including right-of-use assets of S\$1,187,000) and the impairment loss of S\$270,000 recognised as at 31 December 2022 is appropriate. We were also unable to determine whether the carrying amount of the Group's ITA of S\$778,000 (including goodwill of S\$468,000) and the impairment loss in relation to goodwill of S\$3,905,000 recognised as at 31 December 2022 is appropriate.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

33 Disclaimer Opinion on the Financial Statements for the Financial Year Ended 31 December 2022 (cont'd)

Basis for Disclaimer of Opinion (cont'd)

7 Impairment Assessment of Investments in Subsidiaries and Amounts Due from Subsidiaries

As at 31 December 2022, the carrying amounts of the Company's investments in subsidiaries and amounts due from subsidiaries were S\$4,494,000 (2021: S\$9,112,000) and S\$1,928,000 (2021: S\$2,272,000), respectively, as disclosed in Note 13 and Note 16, respectively to the financial statements. As disclosed in Note 13(d) to the financial statements, based on management's judgement, an allowance for impairment loss of S\$4,628,000 (2021: Nil) was recognised for the Company's investments in certain subsidiaries at the reporting date. Also as disclosed in Note 16 to the financial statements, management has assessed the amounts due from subsidiaries, and accordingly, recognised an addition allowance for impairment loss of S\$86,000 at the reporting date.

However, we were unable to obtain sufficient appropriate audit evidence to conclude on the appropriateness of the carrying amount of the Company's investments in subsidiaries of S\$4,494,000, including the allowance for impairment loss of S\$4,628,000 recognised as at 31 December 2022. We were also unable to obtain sufficient appropriate audit evidence to conclude on the appropriateness of the carrying amount of the amounts due from subsidiaries of S\$1,928,000, including the addition allowance for impairment loss of S\$86,000 recognised as at 31 December 2022.

8 Going Concern Assumption

We draw attention to Note 2(a) to the financial statements which indicates that for the financial year ended 31 December 2022, the Group incurred a net loss of S\$6,431,000 (2021: S\$10,420,000) and a total comprehensive loss of S\$7,843,000 (2021: S\$9,383,000). Notwithstanding this, in the opinion of the Board of Directors of the Company, the financial statements can be prepared on a going concern basis as the Group has adequate resources, including the availability of banking facilities and a renewed letter of commitment from a substantial shareholder of the Company, who is also the Company's Executive Director and Chief Executive Officer, for loans of up to S\$2 million that can be drawn down by the Group over a period of 2 years, if required, which will enable the Group to pay its debts as and when they fall due and that the Group will continue to generate adequate cash flows from its operations for the foreseeable future. Further, the Group is taking certain corporate actions, amongst others, expanding its business presence across high-growth end markets within Asia with new food and beverage brands, concepts and franchises to drive new growth, while diversifying the Group's revenue base and generating new cash flows.

However, due to the uncertainties surrounding the outcome of matters highlighted in paragraphs 3 to 7 above which may require further adjustments to the financial statements, we were unable to conclude on the appropriateness of the going concern assumption used in the preparation of the financial statements.

NOTES TO THE FINANCIAL STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

33 Disclaimer Opinion on the Financial Statements for the Financial Year Ended 31 December 2022 (cont'd)

Basis for Disclaimer of Opinion (cont'd)

8 Going Concern Assumption (cont'd)

In the event the Group is unable to continue as a going concern, the Group and the Company may be unable to discharge their liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and noncurrent liabilities, where applicable, as current assets and current liabilities, respectively. No such adjustments have been made to these financial statements.

SHAREHOLDERS' STATISTICS

AS AT 21 MARCH 2024

CLASS OF SHARES

Ordinary Shares

NUMBER OF SHARES

188,993,260

NUMBER OF ORDINARY SHAREHOLDERS

The number of ordinary shareholders as at 21 March 2024 is 284.

VOTING RIGHTS

1 vote for each Ordinary Share held

TREASURY SHARES

Nil

SUBSIDIARY HOLDINGS

Nil

SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on information provided and to the best knowledge of the Directors, approximately 42.68% of the total number of issued shares (excluding treasury shares) in the capital of the Company are held in the hands of the public as at 21 March 2024. Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited Section B: Rules of Catalist has therefore been complied with.

DISTRIBUTION OF SHAREHOLDINGS AS AT 21 MARCH 2024**DISTRIBUTION OF SHAREHOLDERS**

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	1	0.35	50	0.00
100 – 1,000	34	11.97	29,400	0.01
1,001 – 10,000	73	25.70	445,500	0.24
10,001 – 1,000,000	159	55.99	24,976,655	13.22
1,000,001 AND ABOVE	17	5.99	163,541,655	86.53
TOTAL	284	100	188,993,260	100

SHAREHOLDERS' STATISTICS

AS AT 21 MARCH 2024

SUBSTANTIAL SHAREHOLDERS AS AT 21 MARCH 2024

Substantial Shareholder	Shareholdings registered in the name of the substantial shareholder	Shareholdings in which the substantial shareholder are deemed to be interested	Total	Percentage of Issued Shares
Pang Pok ⁽¹⁾	79,705	71,660,000	71,739,705	37.96
Ang Siew Kiock ⁽²⁾	5,000,000	66,739,705	71,739,705	37.96
Marvel Earn Limited	18,655,555	0	18,655,555	9.87
Zhang Liying ⁽³⁾	0	18,655,555	18,655,555	9.87

Notes:

- (1) Mr. Pang Pok holds 79,705 Shares directly and is deemed interested in 66,660,000 Shares held through DBS Nominees (Private) Limited and 5,000,000 Shares held by his wife, Ms. Ang Siew Kiock.
- (2) Ms. Ang Siew Kiock holds 5,000,000 Shares directly and is deemed to be interested in the 66,739,705 Shares held directly and indirectly by her spouse, Mr. Pang Pok.
- (3) Pursuant to an instrument of transfer dated 1 October 2021, Raffles Financial Pte. Ltd. transferred 100% shares in the issued share capital of Marvel Earn Limited held by Raffles Financial Pte. Ltd. to Ms. Zhang Liying. Accordingly, Ms. Zhang Liying has become the sole shareholder of Marvel Earn Limited. By virtue of sections 4(4) and 4(5) of the Securities and Futures Act 2001 (the "SFA"), Ms. Zhang Liying is deemed to be interested in the 18,655,555 Shares held by Marvel Earn Limited.

SHAREHOLDERS' STATISTICS

AS AT 21 MARCH 2024

TOP 20 SHAREHOLDERS AS AT 21 MARCH 2024

NO.	NAME	NO. OF SHARES	%
1	DBS NOMINEES (PRIVATE) LIMITED	67,053,700	35.48
2	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	22,681,400	12.00
3	MARVEL EARN LIMITED	18,655,555	9.87
4	PANG JIE LONG	9,000,000	4.76
5	LOW CHIN YEW	7,891,900	4.18
6	CHEW KEA KOON	5,192,900	2.75
7	ANG SIEW KIOCK	5,000,000	2.65
8	IN NANY SING CHARLIE	4,456,700	2.36
9	KEK YEW LENG @KEK BOON LEONG	3,786,300	2.00
10	PANG LIM	3,615,600	1.91
11	TAN POK MIN	3,600,000	1.90
12	KOH KIM SENG	3,090,000	1.63
13	ZHONG BIHUA	3,000,000	1.59
14	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	2,768,900	1.47
15	AU SWEE LING	1,295,000	0.69
16	YEO POH HUAT	1,280,000	0.68
17	PHILLIP SECURITIES PTE LTD	1,173,700	0.62
18	CHEW KOK CHIANG (ZHOU GUOJIANG)	898,500	0.48
19	LIM HEAN NERNG	894,400	0.47
20	CHONG PAW LONG	889,300	0.47
TOTAL		166,223,855	87.96

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Surbana Jurong Campus, 38 Cleantech Loop, Tower 8 Lift Lobby, Basement 1, Multi-purpose Room 2, Singapore 636741 on Tuesday, 30 April 2024 at 3.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

- | | | |
|----|---|---------------------|
| 1. | To receive and adopt the Directors' Statements and the Audited Financial Statements for the financial year ended 31 December 2023 together with the Auditors' Report therein. | Resolution 1 |
| 2. | To re-elect Mr. Lim Kee Way Irwin as Director who is retiring pursuant to Article 113 of the Company's Articles of Association. | Resolution 2 |
| | [See Explanatory Note (i)] | |
| 3. | To note the retirement of Mr. Zhang Rongxuan as Director pursuant to Article 113 of the Company's Article of Association. | |
| | [See Explanatory Note (ii)] | |
| 4. | To note the retirement of Mr. Lim Chee San as Director pursuant to Article 113 of the Company's Articles of Association | |
| | [See Explanatory Note (iii)] | |
| 5. | To re-elect Mr. Tan Boon Hwa as Director who is retiring pursuant to Article 117 of the Company's Articles of Association. | Resolution 3 |
| | [See Explanatory Note (iv)] | |
| 6. | To re-elect Mr. Loo Hee Guan as Director who is retiring pursuant to Article 117 of the Company's Articles of Association. | Resolution 4 |
| | [See Explanatory Note (v)] | |
| 7. | To re-elect Ms. Pauline Teh @ Pauline Teh Abdullah as Director who is retiring pursuant to Article 117 of the Company's Articles of Association. | Resolution 5 |
| | [See Explanatory Note (vi)] | |
| 8. | To approve the payment of directors' fees of S\$136,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears (FY2023: S\$178,000). | Resolution 6 |
| 9. | To re-appoint PKF-CAP LLP as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 7 |

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:-

10. ORDINARY RESOLUTION - AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES Resolution 8

"That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Section B: Rules of Catalist (the "**Catalist Rules**") and Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements, or options (collectively, the "**Instruments**") that might or would require Shares to be issued or other transferable rights to subscribe for or purchase shares, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible or exchangeable into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue:
 - (i) additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force; and
 - (ii) Shares in pursuance of any Instruments made or granted by the directors while this Resolution was in force or such additional Instruments in (b)(i) above,

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below) or such other limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed, of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed;
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from the exercising of share options or vesting of share awards outstanding and/or subsisting at the time this Resolution is passed; provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, the Constitution for the time being of the Company; and
- (4) (unless previously revoked or varied by the Company in general meeting) such authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (vii)]

NOTICE OF ANNUAL GENERAL MEETING

11. **ORDINARY RESOLUTION – AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE GS HOLDINGS EMPLOYEE SHARE OPTION SCHEME** Resolution 9

"That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to:

- (i) offer and grant options (the "**Options**") from time to time in accordance with the provisions of the GS Holdings Employee Share Option Scheme (the "**GS Holdings ESOS**"); and
- (ii) allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the GS Holdings ESOS,

provided always that the aggregate number of Shares to be issued and issuable pursuant to the GS Holdings ESOS, GS Holdings PSP and any other share based incentive schemes of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), on the day immediately preceding the date on which an offer to grant an Option is made and that the grant of Options can be made at any time and from time to time."

[See Explanatory Note (viii)]

12. **ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE GS HOLDINGS PERFORMANCE SHARE PLAN** Resolution 10

"That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (i) offer and grant awards (the "**Awards**") from time to time in accordance with the provisions of the GS Holdings Performance Share Plan (the "**GS Holdings PSP**"); and
- (ii) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of Awards granted under the GS Holdings PSP,

provided always that the aggregate number of Shares to be issued and issuable pursuant to the GS Holdings ESOS, GS Holdings PSP and any other share based incentive schemes of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) on the day immediately preceding the date on which an Award is granted."

[See Explanatory Note (ix)]

Any Other Business

13. To transact any other business which may properly be transacted at an annual general meeting.

On Behalf of the Board

Lim Kee Way Irwin
Lead Independent Director and Acting Chairman

12 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr. Lim Kee Way Irwin will, upon re-election as Director of the Company, be the Independent and Non-Executive Chairman of the Company, Chairman of the Audit and Risk Committee, and member of the Remuneration Committee and Nominating Committee. Mr. Lim Kee Way Irwin will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr. Lim Kee Way Irwin is found under the **"Board of Directors"** and **"Disclosure of Information on Directors Seeking Re-Election"** sections in the Company's Annual Report.
- (ii) Mr. Zhang Rongxuan will not be seeking re-election and will retire as the Non-Independent and Non-Executive Chairman of the Company at the close of the Annual General Meeting. Mr. Zhang Rongxuan will step down from his position as the Non-Independent and Non-Executive Chairman of the Company.
- (iii) Mr. Lim Chee San will not be seeking re-election and retire as an Independent Director of the Company at the close of the Annual General Meeting. Mr. Lim Chee San will step down from his position as an Independent Director of the Company, Chairman of the Nominating Committee, and member of the Audit and Risk Committee and Remuneration Committee.

The position of Chairman of the Nominating Committee will become vacant until the appointment of a new Nominating Committee chairman by the Board as soon as practicable.

- (iv) Mr. Tan Boon Hwa will, upon re-election as Director of the Company, remain as an Independent Director of the Company, Chairman of the Remuneration Committee, and member of the Audit and Risk Committee and Nominating Committee. Mr. Tan Boon Hwa will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr. Tan Boon Hwa is found under the **"Board of Directors"** and **"Disclosure of Information on Directors Seeking Re-Election"** sections in the Company's Annual Report.
- (v) Mr. Loo Hee Guan will, upon re-election as Director of the Company, remain as an Executive Director of the Company. Detailed information on Mr. Loo Hee Guan is found under the **"Board of Directors"** and **"Disclosure of Information on Directors Seeking Re-Election"** sections in the Company's Annual Report.
- (vi) Ms. Pauline Teh @ Pauline Teh Abdullah will, upon re-election as Director of the Company, remain as an Independent Director of the Company and member of the Audit and Risk Committee, Nominating Committee and Remuneration Committee. Ms. Pauline Teh @ Pauline Teh Abdullah will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Ms. Pauline Teh @ Pauline Teh Abdullah is found under the **"Board of Directors"** and **"Disclosure of Information on Directors Seeking Re-Election"** sections in the Company's Annual Report.
- (vii) Resolution 8, if passed, will empower the Directors from the date of this annual general meeting until the date of the next annual general meeting or the date by which the next general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments. The aggregate number of share (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company, of which the total number of shares issued other than on a pro-rata basis to existing shareholders of the Company, shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company.
- (viii) Resolution 9, if passed, will empower the Directors of the Company, to offer and grant options under the GS Holdings ESOS and to allot and issue shares pursuant to the exercise of such options under the GS Holdings ESOS, provided that the aggregate number of Shares to be issued and issuable pursuant to the GS Holdings ESOS, GS Holdings PSP and any other share based incentive schemes of the Company shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.
- (ix) Resolution 10, if passed, will empower the Directors of the Company, to allot and issue Shares pursuant to the vesting of Awards under the GS Holdings PSP, provided that the aggregate number of Shares to be issued and issuable pursuant to the GS Holdings ESOS, GS Holdings PSP and any other share based incentive schemes of the Company shall not exceed fifteen percent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.

IMPORTANT NOTES:

Participation in the AGM

1. The members of the Company are invited to attend physically at the Annual General Meeting ("**AGM**"). There will not be an option for shareholders to participate virtually.
2. The Annual Report, notice of AGM and proxy form will be published on the Company's website at URL <https://gsholdings.com.sg> and also on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

A member who wishes to request for a printed copy of the Annual Report may do so by completing and returning the Request Form to the Company by 22 April 2024.

NOTICE OF ANNUAL GENERAL MEETING

Shareholders' Questions and Answers

3. Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolutions to be tabled for approval at the AGM. The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.
4. Alternatively, shareholders who have any questions in relation to the resolution of this notice, can submit their queries to the Company in advance of the AGM, by 3.00 p.m. on Friday, 19 April 2024 either via:-
 - (a) if submitted by post, to be deposited at the registered office of the Company at 22 Sin Ming Lane, #04-73 Midview City, Singapore 573969; or
 - (b) if submitted electronically, to be submitted via email to info@gsholdings.com.sg.

Shareholders who submit questions in advance of the AGM should identify themselves by stating his/her/its (i) full name as it appears on his/her/its CDP or SRS share records, (ii) contact number, (iii) NRIC/Passport/Company Registration number and (iv) state the manner in which he/she/it holds his/her/its shares in the Company (e.g. via CDP or SRS) for verification purposes.

5. The Company will endeavour to respond to substantial and relevant queries (as may be determined by the Company in its sole discretion) from shareholders by Thursday, 25 April 2024 via publication on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

Appointment of Proxies

6. Shareholders may cast their votes for each resolution at the AGM or appoint the Chairman of the AGM (or any person other than the Chairman) as their proxy or proxies to vote on their behalf at the AGM. If a Shareholder wishes to appoint the Chairman of the AGM (or any person other than the Chairman) as proxy to vote on their behalf at the AGM, duly executed proxy forms must be submitted in hard copy or electronically via email:
 - (a) if submitted in hard copy by post, to be deposited at the registered office of the Company at 22 Sin Ming Lane, #04-73 Midview City, Singapore 573969; or
 - (b) if submitted electronically, be submitted via email to info@gsholdings.com.sg; or

in either case, **not less than forty-eight (48) hours before the time appointed for the holding of the AGM** and/or any adjournment thereof. A Shareholder who wishes to submit the proxy form must complete and sign the proxy form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

7. If no specific direction as to voting is given, (i) the proxy/proxies (except for the Chairman of the AGM) will vote or abstain from voting at his/her/their discretion on any matter arising at the AGM and at any adjournment thereof; or (ii) the appointment of Chairman of the AGM as proxy for the resolution will be treated as invalid at the AGM and at any adjournment thereof. A proxy need not be a member of the Company.
8. The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
10. A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.
11. A Shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

12. Investors who hold shares through relevant intermediaries and wish to participate in the AGM must approach their respective agents so that the necessary arrangements can be made by the relevant agents for their participation in the AGM or the appointment of the Chairman (or other person(s)) to act as their proxy.
13. Investors who hold shares through the Supplementary Retirement Scheme ("SRS Investors") may attend and vote at the AGM in person. SRS Investors who are unable to attend the AGM but would like to vote should contact their SRS operators to appoint the Chairman of the AGM to act as their proxies at least seven (7) working days before the AGM by Thursday, 18 April 2024 at 3.00 p.m., in which case the SRS Investors shall be precluded from attending the AGM.

A "Relevant Intermediary" is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

FY2023 ANNUAL REPORT

The FY2023 Annual Report of the Company, Notice of AGM and the proxy form may be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://gsholdings.com.sg>. Please note that only printed copies of this Notice of AGM, the proxy form and the request form (on how to request for a printed copy of the FY2023 Annual Report of the Company) will be despatched to Shareholders as the Company has opted for electronic dissemination.

PERSONAL DATA PRIVACY

"Personal data" in this notice has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the AGM, or (b) an instrument appointing the Chairman of the AGM (or any person other than the Chairman) as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (c) any questions prior to the AGM in accordance with this Notice of AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman (or any person other than the Chairman) as proxy for the AGM, processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the AGM, addressing relevant and substantial questions from members received before the AGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Use of Data Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Use of Data Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings at the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

GS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 201427862D

ANNUAL GENERAL MEETING

PROXY FORM

IMPORTANT

- The annual general meeting of the Company ("**AGM**" or "**Meeting**") is being convened, and will be held, in a wholly physical format at the venue, date and time stated below. Shareholders and their duly appointed proxy (or proxies) will not be able to attend the AGM virtually.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as a shareholder's proxy to vote on his/her/its behalf at the AGM.
- By submitting this proxy form, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 April 2024.

I/We* _____ (Name), _____ (NRIC/Passport/Company Registration No.)
of _____ (Address)
being a member/members of **GS HOLDINGS LIMITED** (the "**Company**") hereby appoint:

Name	NRIC/Passport No.	Address	No. of Shares	Proportion of Shareholding (%)

*and/or (delete as appropriate)

Name	NRIC/Passport No.	Address	No. of Shares	Proportion of Shareholding (%)

OR failing him/her/them*, the Chairman of the Meeting as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the Annual General Meeting of the Company to be held at Surbana Jurong Campus, 38 Cleantech Loop, Tower 8 Lift Lobby, Basement 1, Multi-purpose Room 2, Singapore 636741, on Tuesday, 30 April 2024 at 3.00 p.m. and/or at any adjournment thereof.

I/We* direct my/our proxy/proxies* to vote for, against or to abstain from the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, my/our* proxy/proxies* may vote or abstain from voting at his or her discretion. Where the Chairman of the Meeting is appointed as proxy, in the absence of specific directions as to voting, the appointment of Chairman of the Meeting for that resolution will be treated as invalid at the AGM and any adjournment thereof.

(Please indicate your vote "**For**", "**Against**" or "**Abstain**" with an "**X**" within the boxes provided below. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.)

No.	Resolutions Relating To:	For	Against	Abstain
Ordinary Business				
1	Adoption of the Directors' Statements and the Audited Financial Statements for the financial year ended 31 December 2023 together with the Auditors' Report therein			
2	Re-election of Mr. Lim Kee Way Irwin as a Director of the Company			
3	Re-election of Mr. Tan Boon Hwa as a Director of the Company			
4	Re-election of Mr. Loo Hee Guan as a Director of the Company			
5	Re-election of Ms. Pauline Teh @ Pauline Teh Abdullah as a Director of the Company			
6	Approval of directors' fees of S\$136,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears			
7	Re-appointment of PKF-CAP LLP as auditors of the Company			
Special Business				
8	Authority to allot and issue shares and convertible securities pursuant to Section 161 of the Companies Act 1967 of Singapore			
9	Authority to grant options and issue shares under the GS Holdings Employees' Share Option Scheme			
10	Authority to allot and issue shares under the GS Holdings Performance Share Plan			

* Delete whichever not applicable.

Dated this _____ day of _____ 2024

Total number of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) of Member(s) and/or
Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF



NOTES:-

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as proxy shall be deemed to relate to all the shares held by you.
2. A shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such shareholder's proxy form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first-named or at the Company's option to treat this proxy form as invalid.

A shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder's proxy form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

3. If a shareholder wishes to appoint a proxy or proxies to vote on their behalf at the AGM, duly executed proxy forms must be submitted in hard copy form via post or electronically via email:
 - (a) If submitted by post, to be deposited at the registered office of the Company at 22 Sin Ming Lane, #04-73 Midview City, Singapore 573969; or
 - (b) If submitted electronically, be submitted via email to info@gsholdings.com.sg,

in either case, **not less than forty-eight (48) hours before the time appointed for the holding of the AGM** and/or any adjournment thereof. A Shareholder who wishes to submit the proxy form must complete and sign the proxy form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

4. The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
6. Investors who hold shares through relevant intermediaries and wish to participate in the AGM must approach their respective agents so that the necessary arrangements can be made by the relevant agents for their participation in the AGM or the appointment of the Chairman (or other person(s)) to act as their proxy.
7. Investors who hold shares through the Supplementary Retirement Scheme ("**SRS Investors**") may attend and vote at the AGM in person. SRS Investors who are unable to attend the AGM but would like to vote should contact their respective SRS operators at least seven (7) working days before the AGM by Thursday, 18 April 2024 at 3.00 p.m., in which case the SRS Investors shall be precluded from attending the AGM.

A "**Relevant Intermediary**" is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting this proxy form, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 12 April 2024.

GENERAL

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as proxy). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as proxy lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.



GS HOLDINGS LIMITED

(Incorporated in Singapore on 19 September 2014)

(Company Registration Number: 201427862D)

22 Sin Ming Lane, Midview City #04-73 Singapore 573969

www.gsholdings.com.sg