
TSH Corporation Limited
ANNUAL
2023
REPORT

TSH Corporation Limited

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CORPORATE PROFILE

TSH Corporation Limited (“**TSH**”) runs a chain of whisky and cocktail bars, namely, Quaich Bar Collector, Quaich Bar Avant-garde, Quaich Bar Wanderlust, The Other Room, Signature Reserve, Capitol Cigar & Whisky Lounge. TSH also distributes premium spirits through The Whisky Store and run Singapore’s whisky-dedicated exhibition - Whisky Journey.

Operating Outlets

(a) Quaich Bar

The name ‘*Quaich*’ (pronounced as quake) is derived from the Scottish Gaelic word “cuach” which refers to a traditional two-handed drinking cup or bowl and remains a symbol of welcome and friendship in Scotland.

Each *Quaich Bar* stocks over 200-500 different whisky expressions with an emphasis on boutique single malt Scotch whiskies, and a sizeable range of selections of world whiskies including American, Irish, Indian, and South African whiskies. Food, snacks and other alcoholic beverages such as beer, wine and other spirits are also offered.

We differentiated and solidified each Quaich Bar’s unique offerings:

- *Quaich Bar at Waterfront Plaza* is named *Quaich Bar Collector*. *Quaich Bar Collector* started operations as a dedicated whisky bar in Singapore in 2007, and is a quality whisky institution and hub for fellow whisky afficionados and for those keen to learn more about whisky alike. It houses an extensive selection of old and vintage boutique bottles and is a regular pit stop for globally-acclaimed distillers for whisky tastings and masterclasses.

- *Quaich Bar at South Beach* is named *Quaich Bar Avant-garde*. *Quaich Bar Avant-garde* started operations in 2016 and continued the same legacy of getting individuals to connect through quality whiskies. The outlet was distinguished with the honourable title of the ‘Best Glen Scotia Bar’ by Glen Scotia in collaboration with Gentleman’s Journal in 2021. With over 500 boutique whiskies available, it strives to be at the forefront of quality and distinctive whisky launches island-wide – perfect for avant-garde souls who love being experimental with their whiskies. *Quaich Bar Avant-garde* provides a convenient respite after a long day of work and impresses whisky adventurers, or anyone who is on the lookout for quality whisky that is unique.

QUAICH BAR
Avant-garde

30 Beach Road
#01-16 South Beach Avenue
Singapore 189763

https://www.instagram.com/quaichbar_avantgarde/

- *Quaich Bar at Intercontinental Hotel* is named *Quaich Bar Wanderlust*. *Quaich Bar Wanderlust* started operations in October 2022 and attracts fellow party-goers and globetrotters who are looking for a unique bar experience. It offers a perfect marriage of cocktail and whisky paired with exquisite bites which are reminiscent and dear to various cultures around the world, reminding one of home or ushering them into memorable globetrotting adventures. *Quaich Bar Wanderlust* has organised diverse events, including guest shifts featuring internationally renowned bartenders and whisky experts, as well as the initiation of regular weekly DJ night sessions – gearing patrons towards a memorable night out.

QUAICH BAR
Wanderlust

80 Middle Road
Intercontinental Singapore
Lobby Level
Singapore 188966

https://www.facebook.com/QuaichBarWanderlust/

https://www.instagram.com/quaichbar_wanderlustsg/~

The three Quaich Bar establishments also host curated whisky tasting sessions and pairing events, aimed at fostering a heightened understanding and appreciation of whisky in Singapore. Additionally, the outlets also provide retail offerings of a selection of single malt Scotch whiskies, spirits, wines, and liquors.

www.quaichbar.com.sg

(b) The Other Room

The Other Room at Marriott Tang Plaza Hotel, which started operations in 2016, is a speakeasy-style cocktail bar with interior design inspired by the Prohibition era. The outlet was awarded the prestigious title of 'Asia 50 Best Bars' in 2019. The outlet offers vintage spirits and over 300 in-house cask finished products and vintage spirits, which is unique in Singapore. These casks allow the creation of bespoke cocktails through the art of finishing, where spirits are transferred into a second barrel that has previously stored different liquid such as wine, sherry, madeira or port. These former inhabitants of the cask lend different flavours and aromas to the spirits.

The outlet also finishes spirits with spices, roots, teas, herbs, fruits, barks and coffee to obtain uniquely balanced flavour combinations. In addition, the outlet also offers an extensive selection of food options and conventional alcoholic beverages including whisky, rum, champagne, wine and beer.

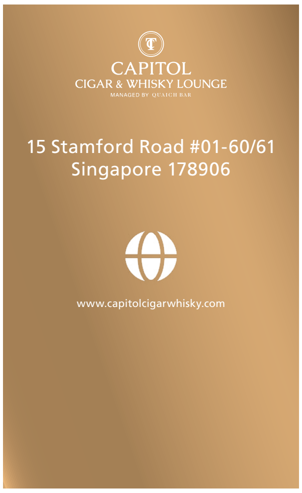
(c) Signature Reserve

Signature Reserve, nestled within The Fullerton Hotel, started operations in March 2021 and offers an extensive selection of whisky by glass as well as tasting sets. Its curated collection of signature boutique whiskies caters to all, whether a seasoned connoisseur or someone new to the world of whisky.

Signature Reserve is not just a bar; it is a vibrant hub of whisky celebration. It hosts captivating events to honour distillers and highly coveted whiskies from across the globe. One will be guided by expert Whisky Specialists, amid a range of alluring settings from a cold kitchen bar to an intimate private room crafted to match one's mood and satisfy one's whisky cravings. The outlet also offers an extensive range of boutique wines and bubbles, along with signature cocktails that are inspired from Singapore's rich gastronomical heritage to match one's mood and palate.

(d) Capitol Cigar & Whisky Lounge

Capitol Cigar & Whisky Lounge at The Capitol Kempinski Hotel, which began operations in September 2022, cossets one in plush and comfortable surroundings. High-backed leather chairs, private rooms, and a luxe environment are set to enhance any occasion that calls for the best whisky and wine. The atmosphere is complemented by an indoor climate system – the first of its kind in Asia, keeping the air crisp and fresh all night long.



Other Businesses

(a) The Whisky Store

The Whisky Store imports whiskies with over 20 brands from boutique distilleries in Scotland, Ireland and South Africa, independent bottlers and wholesalers in the United Kingdom, as well as other spirits and liquors. In addition, it also distributes on a wholesale basis to other bars, country clubs, hotels, restaurants, corporates and individuals who wish to purchase whiskies in volume, and offers online retail sale of whiskies.

The Whisky Store also engages in the acquisition of entire whisky casks for bottling under our own brand names, obtaining exclusive 'single cask' whiskies that are not accessible elsewhere. Its services extend to whisky enthusiasts seeking to procure casks or specific-label whiskies of distinct maturities not readily available in the market. It recently revamped and redesigned its warehouse space at Tan Boon Liat Building as a brick-and-mortar retail space. This space empowers patrons to explore a variety of whiskies before making a purchase.

In 2023, *The Whisky Store* expanded its portfolio by introducing captivating new brand, Bladnoch, recognised as the world's oldest privately owned Scotch distillery. We also expanded beyond whisky, with Jacoulot and Killahora.

(b) Whisky Journey

The inception of our annual flagship event, *Whisky Journey*, was driven by the strategic objectives of enhancing distribution and retail sales, fostering greater engagement within the local whisky ecosystem, creating a platform to promote awareness of our whisky outlets, and fortifying our enduring whisky legacy in Singapore. It also allows whisky enthusiasts to experience, explore and get further educated in the vast and exciting world of whisky.

Whisky Journey in 2023 showcased 30 esteemed exhibitors and a selection of over 300 distinct whiskies and expressions during the two-day exhibition at Marina Bay Sands Expo and Convention Centre. Participants could enjoy free whisky tasting samples, access to whiskies at special prices and exclusive bottlings, and attend whisky master classes.

Events and collaborations in 2023

In 2023, TSH Corporation Limited orchestrated a diverse array of events and collaborations, spotlighting renowned whisky distillers, acclaimed distilleries, and exclusive whiskies, some making their debut in the Singapore market:

11 March 2023

Tour Quaich Bars with the Whisky Maker of Glen Scotia, Iain McAlister.

3 May 2023

Launch of Shirakawa 1958 and Tomatin 50 Year Old with Scott Adamson, Global Brand Ambassador and Blender at Tomatin Distillery.

24 to 29 July 2023

Launch of Teaninich 14 Year Old and Ledaig 30 Year Old by esteemed whisky legend, Frank McHardy.

25 October 2023

Launch of Duncan Taylor Port Ellen 1983 Whisky by Fergus Simpson.

20 November 2023

Intimate Masterclass with Mackenzie Kasey from Bladnoch.

1 to 2 December 2023

Whisky Journey 2023

5 December 2023

Cadenhead tasting session featuring Original Collection Bottling with Jenna Mcintosh.

Launch of new Loyalty Program

In 2023, as a gesture of gratitude for the steadfast support from our valued customers, we introduced a rewarding loyalty program to provide our esteemed patrons with enhanced benefits and incentives, further enriching their experience with us.

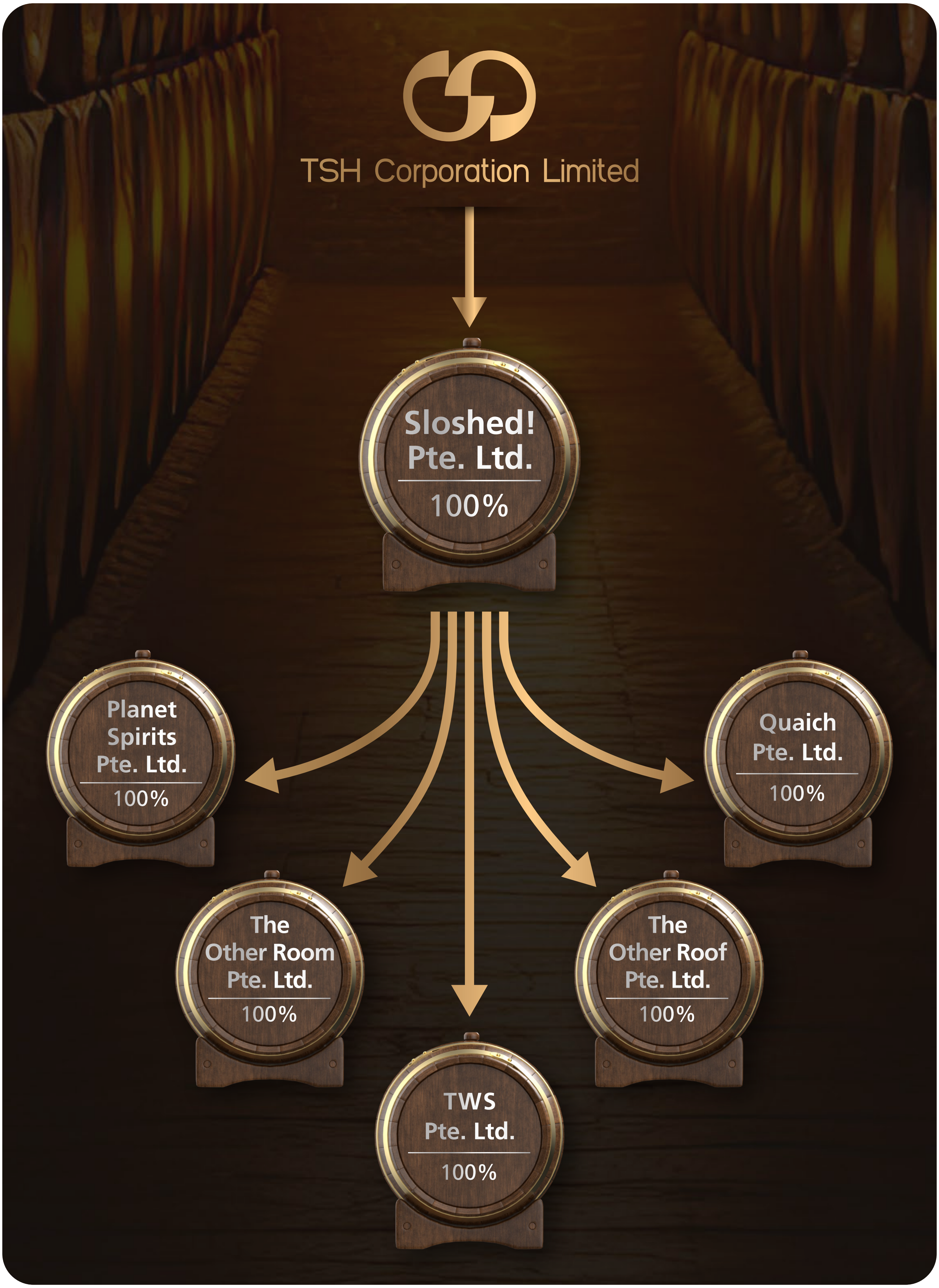
Under the program, customers can earn Quaich Star points from their purchases across all three Quaich Bar outlets, as well as at Signature Reserve, and redeem the points on their subsequent purchases.

OUR PRESENCE

As at 31 March 2024

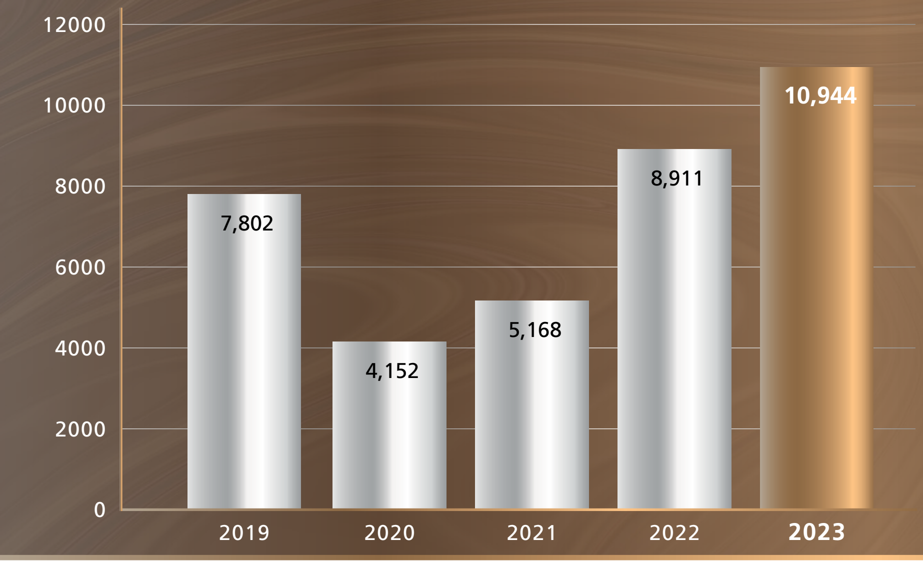
CAPITOL CIGAR & WHISKY LOUNGE 15 Stamford Road #01-60/61 Singapore 178906	**QUAICH BAR AVANT-GARDE** 30 Beach Road #01-16 South Beach Avenue Singapore 189763	**QUAICH BAR COLLECTOR** 390A Havelock Road #01-09/10 Waterfront Plaza Singapore 169663
QAUICH BAR WANDERLUST 80 Middle Road Intercontinental Singapore Lobby Level Singapore 188966	**SIGNATURE RESERVE** 1 Fullerton Square The Fullerton Hotel Singapore 049178	**THE OTHER ROOM** 320 Orchard Road #01-05 Marriott Tang Plaza Hotel Singapore 238865
	THE WHISKY STORE 315 Outram Road #14-02 Tan Boon Liat Building Singapore 169074	

As at 31 March 2024



GROUP FINANCIAL HIGHLIGHTS

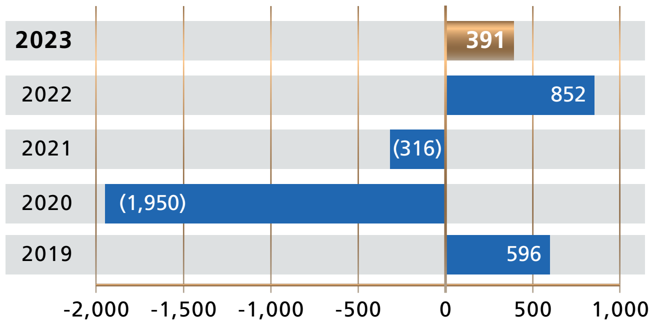
Revenue
($'000)



$2.0m
22.8%
YOY

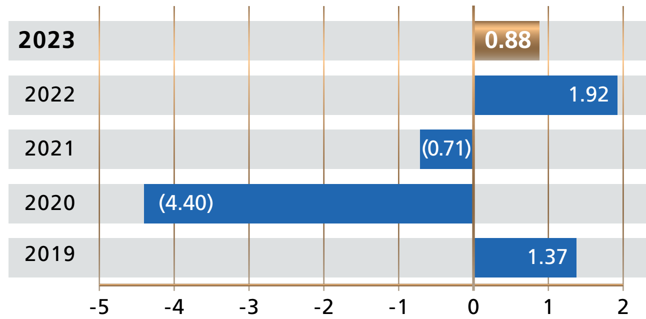
to $10.9m
in FY23

Profit/(Loss) for the year
($'000)



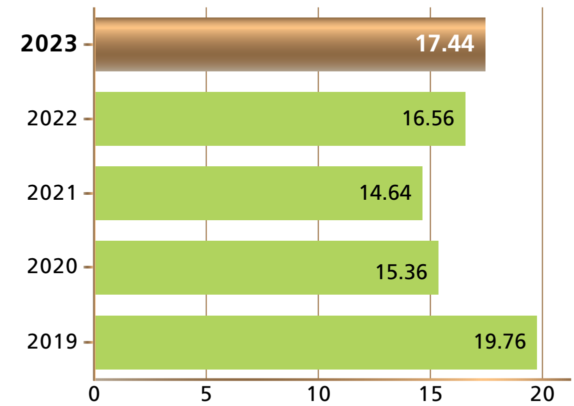
$0.5m YOY to $0.4m in FY23

Earnings/(Loss) per share - basic
(Cents)



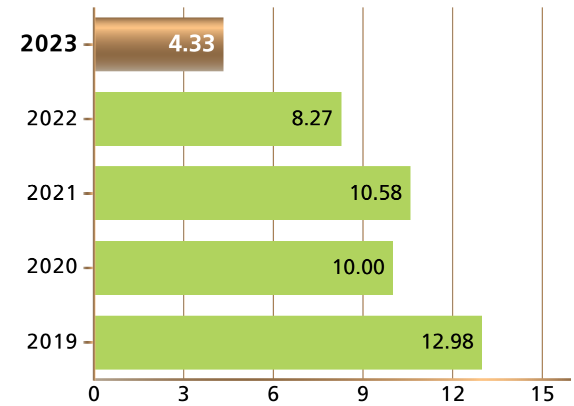
1.04 Cents YOY to 0.88 Cents in FY23

Net assets value per share
(Cents)



5.3% YOY to 17.44 cents at 31 Dec 2023

Cash per share
(Cents)



47.6% YOY to 4.33 cents at 31 Dec 2023

	2023	2022	2021	2020	2019
Income Statement (S$'000)					
Revenue	**10,944**	8,911	5,168	4,152	7,802
Gross profit	**8,150**	6,741	3,717	3,062	5,849
Profit/(Loss) before tax	**398**	912	(295)	(1,934)	565
Profit/(Loss) for the year	**391**	852	(316)	(1,950)	596
Balance Sheet (S$'000)					
Plant and equipment	**267**	84	90	185	892
Right-of-use assets	**2,821**	2,505	418	754	2,198
Inventories	**9,019**	7,381	5,460	3,955	3,181
Cash and bank balances	**1,922**	3,668	4,692	4,435	5,756
Other assets	**1,095**	887	839	828	910
Total assets	**15,124**	14,525	11,499	10,157	12,937
Equity	**7,738**	7,346	6,494	6,815	8,766
Borrowings	**1,330**	1,947	2,500	–	–
Other liabilities	**6,056**	5,232	2,505	3,342	4,171
Total equity and liabilities	**15,124**	14,525	11,499	10,157	12,937
Financing Ratios					
Earnings/(Loss) per share - basic (cents)	**0.88**	1.92	(0.71)	(4.40)	1.37
Net assets value per share (cents)	**17.44**	16.56	14.64	15.36	19.76
Cash per share (cents)	**4.33**	8.27	10.58	10.00	12.98
Gearing ratio (times)	**0.41**	0.32	0.05	n.m.	n.m.
Return on Equity (%)	**5.1%**	11.6%	-4.9%	-28.6%	6.8%
Return on total assets (%)	**2.6%**	5.9%	-2.7%	-19.2%	4.6%

n.m.: not meaningful

MESSAGE TO SHAREHOLDERS

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present TSH Corporation Limited's annual report for the financial year ended 31 December 2023 ("**FY2023**").

We are pleased to report that our revenue has surpassed the $10.0 million mark to reach $10.9 million in FY2023, marking our highest revenue achievement since the completion of the reverse acquisition in 2019. This growth surge was mainly attributed to the full-year contribution from the outlets that commenced operations in the second half of 2022 and the increase in sales of limited and customised labelled whiskies. Despite revenue growth, our net profit experienced a decline from $0.9 million to $0.4 million in FY2023 due to escalating costs such as manpower and rental, as well as an increase in impairment of right-of-use assets of non-performing outlets.

During the year, we remained steadfast in our commitment to investing in premium whisky bottles and casks, ensuring the sustainability of our supply and margin. Our collaboration with renowned Master Distiller, Frank McHardy, has led to a successful launch of the exclusive Signature Reserve Frank McHardy series since 2021. This collaboration has received positive reception, prompting us to unveil two new whiskies under the series, namely Teaninich 14-Year-Old and the Island Treasures Ledaig 30-Year-Old in FY2023.

We have started investing in casks since 2017. Whisky values have increased, as illustrated by an upward trajectory in the Rare Whisky Apex 1000 Index[1], over the past years and this will provide an opportunity for the Group to capitalise on the appreciation and unlock potential value of these casks in the future. Our strategy of "investing now for the future" has resulted in positive outcomes and will help us in building a sustainable business.

Besides operating the bar business, as a premium lifestyle food and beverage service provider dedicated to excellence and world-class hospitality, we curated an array of high-profile events and partnerships within the whisky industry. These included exclusive dinners, product launches, and master classes, showcasing renowned distillers, acclaimed distilleries, and luxury whiskies, highlighting our commitment to delivering exceptional whisky experiences. Notably, we spearheaded the successful launch of the Shirakawa 1958, the oldest single malt vintage Japanese whisky, and Tomatin 50-Year-Old by Scott Adamson, Global Brand Ambassador & Blender at Tomatin Distillery, as well as the exclusive limited edition Port Ellen 1983 whisky from Duncan Taylor's, a leading luxury scotch whisky specialist.

Whisky events play a vital role in fostering a vibrant community for whisky appreciation and thriving whisky culture in Singapore. Towards this, we featured esteemed experts such as Iain McAllister from Glen Scotia, Mackenzie Kasey from Bladnoch Distillery and Jenna Mcintosh from Cadenhead, to name a few, in our exclusive events, as well as, organising the 4th edition of the Whisky Journey in December 2023. The Whisky Journey, which showcased more than 30 esteemed exhibitors with a selection of over 300 distinct whiskies and expressions during the 2-day event at the Marina Bay Sands Expo Convention Centre. With Singapore being such a pivotal hub for luxury whisky in the region, we expect to organise the Whisky Journey with more interesting exhibiting brands and wider variety of whisky expressions, and plan for more collaborations and launch events in 2024.

[1] https://www.rarewhisky101.com/

Over the years, we have marked our presence in the cocktail market through our acclaimed cocktail bar, The Other Room. To further entrench our presence and strategic operations in the cocktail market, we have merged the realms of whisky and cocktails in our cocktail and whisky bar, Quaich Bar Wanderlust. Furthermore, in FY2023, we have broadened our portfolio by distributing several new whiskies, notably Bladnoch Single Malt Scotch Whisky, alongside a range of luxury lifestyle products, including Jacoulot Marc and the Killahora line of natural ciders, perry, and apple ice wine.

While the challenges posed by rising costs and manpower constraints within the food and beverage sector in Singapore remain, the demand for whisky remains robust. Overall, we hold an optimistic outlook for our business and maintain prudent in managing costs and expenses.

ACKNOWLEDGEMENTS

On behalf of the Board, we would like to take this opportunity to thank everyone in the TSH team for their diligence, dedication, and contribution during the year. Our heartfelt gratitude also goes out to our independent directors, valued customers, vendors, business partners, and shareholders for their unwavering support and trust in us.

Last but not least, with the retirement of Mr Tan Dah Ching at the forthcoming annual general meeting, we would like to extend our appreciation to Mr Tan Dah Ching for his contributions during his tenure as the Independent Director of the Group. He has provided invaluable advice to the Board, and we wish him success in his future endeavours.

We look forward to the continuing support of all the stakeholders in the coming years.

Dr Yu Lai Boon
Independent Chairman

Chua Khoon Hui
CEO and Executive Director

BUSINESS REVIEW

BACKGROUND

TSH Corporation Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") are principally engaged in the business of operating a multi-concept chain of pubs and bars, and importation and distribution of spirits and wines.

With the closure of The Other Roof ("**ROOF**") outlet in the first half of 2023, the Group operated in total 6 outlets as at 31 December 2023.

PROFIT AND LOSS

Revenue
The revenue of the Group increased by 22.8% or $2.03 million to $10.94 million in FY23 due mainly to the full-year sales contribution from the outlets that commenced operations in second half of FY22 ("**2H22**") and the increase in sales of limited and customised labelling whiskies to customers. This was moderated by the decrease in contribution from ROOF upon cessation of its operations.

Gross Profit and Margin
The gross profit of the Group increased by $1.41 million or 20.9% to $8.15 million in FY23 from $6.74 million in FY22, which was in line with the higher revenue generated. The gross margin decreased by 1.1% to 74.5% in FY23 attributed mainly to higher sales mix of lower margin items in FY23.

Other Income
The other income increased by $0.05 million or 13.4% to $0.44 million in FY23 from $0.39 million in FY22 due mainly to the recognition of a gain on termination of lease of $0.09 million resulting from lease liability balance of ROOF no longer payable upon early termination of the lease, increase in miscellaneous income and one-off write-back of payable of $0.03 million, but moderated by the decrease in rental rebates and government grants received in FY23.

General and Administrative Expenses
The general and administrative expenses increased by $0.81 million or 15.9% to $5.94 million in FY23 from $5.12 million in FY22 due mainly to the increase in manpower costs and the full-year impact of the outlets that commenced operations in 2H22, but moderated mainly by the decrease in rental expenses as a result of the cessation of short-term leases in FY23.

Selling and Distribution Expenses
The selling and distribution expenses increased by $0.06 million or 28.0% to $0.27 million in FY23 from $0.21 million in FY22 attributed mainly to the activities to boost sales and management of customer relationship.

Other Operating Expenses
The other operating expenses increased by $1.00 million or 133.8% to $1.75 million in FY23 from $0.75 million in FY22 due mainly to the increase in depreciation of right-of-use assets ("**ROUA**"), impairment of ROUA, and inventories written off in FY23. The depreciation of ROUA increased by $0.65 million or 133.1% to $1.15 million in FY23 in line with the increase in ROUA arising from the long-term leases entered in FY23 and the full-year impact of the leases entered in 2H22 as mentioned above. The impairment of ROUA increased by $0.25 million or 166.0% to $0.41 million in FY23 attributed to non-performing outlets, and the inventories written off of $0.08 million were related to goods lost in transit in FY23.

<u>Finance Costs</u>
The finance costs increased by $0.10 million or 74.8% to $0.24 million in FY23 from $0.13 million in FY22 due mainly to the increase in interest expense on lease liabilities in line with the increase in lease liabilities arising from the leases entered in FY23 and the full-year impact of the leases entered in 2H22 as mentioned above.

<u>Profit Before Taxation</u>
The Group profit before tax decreased by $0.51 million or 56.4% to $0.40 million in FY23 from $0.91 million in FY22 despite higher revenue due mainly to the increase in expenses, but moderated by higher other income as mentioned above.

<u>Profit For the Year</u>
Consequently, the Group reported a decrease in net profit by $0.46 million or 54.1% to $0.39 million in FY23 from $0.85 million in FY22.

FINANCIAL POSITION

<u>Non-Current Assets</u>
The non-current assets of the Group increased by $0.63 million or 22.4% to $3.44 million as at 31 December 2023 due to the increase in ROUA, plant and equipment ("**PE**"), and other receivables.

The ROUA increased by $0.32 million or 12.6% to $2.82 million as at 31 December 2023 due mainly to the additions of ROUA in relation to leases entered in FY23. The PE increased by $0.18 million or 219.2% to $0.27 million as at 31 December 2023 due mainly to the refurbishment carried out for Signature Reserve at Fullerton Hotel in FY23. The other receivables increased by $0.14 million or 70.7% to $0.33 million as at 31 December 2023 due mainly to the reclassification of deposits for leases from current assets to non-current assets upon signing of long-term leases and the deposit placed for a new lease in FY23.

<u>Current Assets</u>
The current assets decreased by $0.03 million or 0.3% to $11.68 million as at 31 December 2023 from $11.71 million as at 31 December 2022 due to the decrease in cash and bank balances, but moderated by the increase in inventories and trade and other receivables. The cash and bank balances decreased by $1.75 million or 47.6% to $1.92 million as at 31 December 2023. The inventories increased by $1.64 million or 22.2% to $9.02 million as at 31 December 2023 attributed mainly to the adding of new brands into the product range, whisky casks for own bottling, and core whisky bottles for sales. The trade and other receivables increased by $0.08 million or 11.7% to $0.74 million as at 31 December 2023 due mainly to the increase in trade debtors as a result of higher year-end sales, but moderated mainly by the reclassification of current deposits to non-current deposits as mentioned above, and lower advance payments to suppliers as at 31 December 2023.

<u>Current Liabilities</u>
The current liabilities increased by $0.62 million or 16.1% to $4.44 million as at 31 December 2023 from $3.82 million as at 31 December 2022 due mainly to the increase lease liabilities and contract liabilities, but moderated by the decrease in provisions. The current lease liabilities increased by $0.57 million or 68.8% to $1.40 million as at 31 December 2023 due mainly to the leases entered in FY23. The increase in contract liabilities by $0.14 million or 148.8% to $0.24 million as at 31 December 2023 was due mainly to deposits collected for goods to be delivered after 31 December 2023. The provisions decreased by $0.06 million or 90.3% to $0.01 million as at 31 December 2023 due mainly to the settlement of the reinstatement costs of ROOF upon termination of its lease and the reclassification of the related provisions for reinstatement costs from current liabilities to non-current liabilities upon signing of the long-term leases in FY23.

Non-Current Liabilities
The non-current liabilities decreased by $0.41 million or 12.2% to $2.95 million as at 31 December 2023 from $3.36 million as at 31 December 2022 due to the decrease in bank borrowing, but moderated by the increase in lease liabilities and provisions. The bank borrowing decreased by $0.63 million or 47.4% to $0.70 million as at 31 December 2023 due to the repayments made in FY23. The lease liabilities increased by $0.18 million or 8.9% to $2.16 million as at 31 December 2023 for the same reason mentioned above. The provisions increased by $0.05 million or 96.0% to $0.09 million as at 31 December 2023 due mainly to the reclassification of provision for reinstatement costs for the same reason mentioned above.

CASH FLOWS

Cash and Cash Equivalents
The Group reported a decrease in cash and cash equivalents of $1.75 million in FY23 due to the net cash flows used in financing activities and investing activities, but moderated by the cash flows generated from operating activities.

Operating Activities
The net cash flows generated from operating activities of $0.35 million was attributed mainly to the operating cash flows before changes in working capital of $2.25 million, but moderated by the increase in inventories of $1.72 million and increase in trade and other receivables of $0.23 million.

Investing Activities
The net cash flows used in investing activities of $0.22 million was related mainly to the payments made for the purchase of PE.

Financing Activities
The net cash flows used in financing activities of $1.87 million was attributed to the payments of principal portion of lease liabilities, bank borrowing and interest paid of $1.03 million, $0.62 million, and $0.22 million respectively.

The Group intends to grow its business with strategic initiatives such as procuring and bottling of whisky casks, expanding its foothold organically, or entering into joint ventures or strategic alliances with parties that can complement the Group’s business amidst the headwinds from manpower challenges and rising costs.

BOARD OF DIRECTORS

Dr. Yu Lai Boon
Non-Executive Chairman and Independent Director

Board Committees served	Chairman of AC and RC and a member of NC
Date of first appointment as Director	16 November 2018
Date of last re-election as Director	24 April 2023
Length of service as a director (as at 31 December 2023)	5 years 1 month
Present directorships in other listed companies (as at 31 December 2023)	OTS Holdings Limited
Past directorships in other listed companies (within the last 5 years from 31 December 2023)	Koufu Group Limited
Other present principal commitments	Non-Executive Chairman and Independent Director of OTS Holdings Limited

Dr. Yu has over 25 years of experience in sovereign wealth fund investment, private equity investment, fund management, real estate development, and real estate-related consultancy works. He joined the then Department of Real Estate, School of Design and Environment at National University of Singapore as a Post-Graduate Researcher, Research Assistant and Teaching Assistant between March 1988 and September 1997. Between October 1997 and March 2006, he joined Jones Lang Wootton as an Associate Director, was appointed as the National and Regional Director and Asia Pacific Head of Consultancy and Research in Jones Lang LaSalle Incorporated subsequently, and became the Managing Director and Country Head eventually. After that, he was employed by Nakheel PJSC in Dubai as the Chief Financial Officer and Chief Investment Officer from April 2006 to July 2006, and subsequently joined Dubai World as the Group Chief Investment Officer from July 2006 to April 2010.

Between August 2000 and December 2000, he was also a focus group member for the Ministry of National Development, providing advice on urban land economics in the formulation of the concept plan of the Urban Redevelopment Authority for the development of Singapore. He was also appointed as the Honorary Real Estate Consultancy Advisor of the Real Estate Developer's Association of Singapore between June 2003 and December 2005. Dr Yu acted as a member of the Advisory Panel of Singapore Land Authority from July 2014 to July 2016, and he was an Adjunct Associate Professor of the then Department of Real Estate, School of Design and Environment at the National University of Singapore between March 2014 and December 2015.

Dr. Yu was the Lead Independent Director of Koufu Group Limited from 2018 to 2022. He is currently also a Non-Executive Chairman and Independent Director of OTS Holdings Limited, a company listed on the Catalist of the SGX-ST.

Dr. Yu holds a Bachelor of Science (Estate Management) (Honours) degree and a Master of Science (Estate Management) degree from the National University of Singapore. He also holds a Doctor of Philosophy degree in Urban Land Economics from the University of Aberdeen in Scotland. He is a member of the Singapore Institute of Surveyors and Valuers.

Mr. Chua Khoon Hui
Chief Executive Officer and Executive Director

Board Committees served	Nil
Date of first appointment as director	7 February 2019
Date of last re-election as director	24 April 2023
Length of service as a director (as at 31 December 2023)	4 years 10 months
Present directorships in other listed companies (as at 31 December 2023)	Nil
Past directorships in other listed companies (within the last 5 years from 31 December 2023)	Nil
Other present principal commitments	Nil

Mr. Chua is in charge of the day-to-day management and smooth operations of the Group. He oversees the business development activities, sales, marketing, and procurement functions of the Group. He is also responsible for formulating corporate strategies for the Group, together with the Board of Directors.

Mr. Chua joined KPMG LLP as an audit assistant in 1999 and left as an audit senior in 2001. Between 2002 to 2005, Mr. Chua ran a café called Joyce Restaurant & Pub together with his wife, Ng Pei Wah, who is currently the Director, Operations of the Group. In November 2005, he founded The Whisky Store and expanded it into the food and beverages lifestyle business today.

Mr. Chua holds a Bachelor of Accountancy degree from Nanyang Technological University.

Mr. Tan Dah Ching
Non-Executive Independent Director

Board Committees served	Chairman of NC and a member of AC and RC
Date of first appointment as director	7 April 2014
Date of last re-election as director	29 April 2022
Length of service as a director (as at 31 December 2023)	9 years 8 months
Present directorships in other listed companies (as at 31 December 2023)	Elite Commercial REIT Management Pte. Ltd., the manager of Elite Commercial REIT
Past directorships in other listed companies (within the last 5 years from 31 December 2023)	Nil
Other present principal commitments	Executive Director of Jin Leng Investments Pte. Ltd.

Mr. Tan has close to 20 years of experience in corporate finance. He was an associate at Genesis Capital Pte Ltd involved in initial public offerings and corporate finance advisory works from 2003 to 2006. Between 2006 and 2008, he worked as an Investment Manager at Kim Seng Holdings Pte Ltd. He joined Swissco Holdings Limited as the Business Development Manager responsible for corporate finance activities from 2008 to 2013. Subsequently, he was managing his own portfolio of investments. From 2019 to 2023, he was the Executive Director of Elite Partners Capital Pte Ltd, where he managed the capital markets and fundraising functions. He is currently the Non-Independent Non-Executive Director of Elite Commercial REIT Management Pte Ltd, the manager of Elite Commercial REIT, since 2019.

Mr. Tan holds a Bachelor of Engineering (Chemical Engineering) degree from the National University of Singapore.

Mr. Teo Kok Woon
Non-Executive Non-Independent Director

Board Committees served	Member of AC, NC and RC
Date of first appointment as Director	11 August 2006
Date of last re-election as Director	29 April 2022
Length of service as a director (as at 31 December 2023)	17 years 4 months
Present directorships in other listed companies (as at 31 December 2023)	Nil
Past directorships in other listed companies (within the last 5 years from 31 December 2023)	Nil
Other present principal commitments	Chairman of Cockpit International Pte. Ltd. Group Executive Director of Goodearth Realty Private Limited

Mr. Teo has approximately 29 years of experience as a hotelier, and is currently the Chairman of Cockpit International Pte Ltd and the Group Executive Director of Goodearth Realty Private Limited, which is his family business in hotel and property investment. He is responsible for charting the strategic direction of these companies, in addition to overseeing their investment decisions, including looking for organic and inorganic growth opportunities. He is also responsible for providing operational guidance to the managers of the real estate investments, hotels and developments owned by these companies.

Mr. Teo holds a Bachelor of Business (Business Administration) degree from the Royal Melbourne Institute of Technology University.

EXECUTIVE OFFICERS

Mr. Chua Khoon Hui
Chief Executive Officer

Please refer to his profile set out in the "Board of Directors" section of this annual report.

Mr. Ng Kim Chew
Group Chief Financial Officer

Date of appointment: 7 February 2019

Mr. Ng is responsible for the accounting, corporate finance, treasury and tax functions of the Group.

Mr. Ng was with the assurance and advisory business services division of Ernst & Young LLP, Singapore covering various industries since 1996 and left as a manager in 2004. He joined the Company as Finance Manager in 2004 before assuming the position of Group Chief Financial Officer ("**CFO**") in March 2006. He oversaw the accounting, corporate finance, treasury, tax, legal, human resource, IT and administrative functions of the Group then. The businesses involved were distribution and repair services of aircraft parts, homeland security services, events management, consumer electronic products research and development, manufacturing, distribution and retailing, and property development. The countries covered included Singapore, China, Taiwan and Australia. He stepped down as the Group CFO in December 2016 when the Company became a cash company and continued to assist the Board of Directors on all matters concerning the Company. He was involved in the reverse acquisition of Sloshed! Pte Ltd, focusing on food and beverages business, and was re-appointed as the Group CFO in February 2019.

Mr. Ng is a Fellow of the Association of Chartered Certified Accountants and a Fellow of the Institute of Singapore Chartered Accountants. He holds an MBA as well as a Graduate Certificate in Real Estate Finance from the National University of Singapore. He also holds a Specialist Diploma in Business Analytics from Temasek Polytechnic.

REPORT ON CORPORATE GOVERNANCE

The Board of Directors (the "**Board**" or "**Directors**") of TSH Corporation Limited (the "**Company**") is committed to maintaining a high standard of corporate governance within the Company and its subsidiaries (the "**Group**"). Good corporate governance establishes and maintains an ethical environment in the Group, which strives to enhance the interests of the shareholders of the Company.

The Company has adopted the Code of Corporate Governance issued by the Monetary Authority of Singapore on 6 August 2018 (the "**2018 Code**"), with the aim to enhance board quality and create value for the Company by strengthening Board independence and diversity and encourage better engagement between the Company and all stakeholders. The 2018 Code aims to promote high levels of corporate governance by putting forth Principles of good corporate governance and Provisions with which companies are expected to comply. The Practice Guidance complements the 2018 Code by providing guidance on the application of the Principles and Provisions and setting out best practices for companies.

This report summarises the Company's corporate governance practices pursuant to the 2018 Code (this "**Report**"). The Board confirms that the Company had, for the financial year ended 31 December 2023 ("**FY23**"), complied with and observed the Principles as set out in the 2018 Code, as required by Rule 710 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**") and the Company will explain how its practices are consistent with the intent of the relevant Principles for any deviations of the provisions of the 2018 Code.

A. BOARD MATTERS

The Board's Conduct of Affairs

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 Group.

<u>Provision 1.1 – Principal functions of the Board</u>

The Board recognises that it is collectively responsible for the success of the Group by setting strategic objectives and strives to protect and enhance long-term shareholders' value. The Directors are fiduciaries who act objectively in the best interests of the Company, and the Board works closely with the management ("**Management**") and reviews the performance of Management. The Directors monitor Management through various mechanisms, develop organisational culture, set in place a code of conduct and ethics with appropriate tone-from-the-top through conversations in each of the meetings attended by executive officers and the Directors. Should any conflict of interest arise, the particular Director is to disclose his interest and recuse himself from discussions and decisions involving the issues of conflict.

The Board's principal functions include:

(a) setting and approving broad policies, strategies and objectives of the Group;
(b) monitoring and reviewing the performance of Management;
(c) overseeing and evaluating the adequacy and effectiveness of internal controls, risk management, financial reporting and compliance;
(d) approving annual budgets, major funding, investment and divestment proposals;
(e) assuming responsibility for the corporate governance framework of the Group as well as setting the Group's values and standards; and
(f) considering sustainability issues as part of its formulation of the Group's strategic directions.

A. BOARD MATTERS - *continued*

Provision 1.2 – Directors' orientation and training

All Directors know the business of the Group and understand their duties and roles as Executive, Non-Executive or Independent Directors of the Company. Each Director exercises due diligence and independent judgement, and is obliged to act in good faith and considers at all times in the best interests of the Group. The Directors attend other trainings, conferences and seminars that have a bearing on their duties and contribution to the Board, organised by professional bodies, regulatory institutions and corporations at the Company's expense.

A formal letter will be sent to a newly-appointed Director upon his/her appointment setting out his/her duties and obligations as a Director. New Directors, upon appointment, will also be briefed on the Group's business and governance practices to facilitate the effective discharge of their duties. Any newly-appointed Directors with no prior experience as a director of a listed company in Singapore will undergo training in the roles and responsibilities of a listed company director as prescribed by the SGX-ST in accordance to Rule 406(3) of the Catalist Rules. No new Director was appointed in FY23.

Provision 1.3 – Matters requiring Board's approval

The Group has adopted internal guidelines governing matters that require the Board's approval which has been clearly communicated to Management. The Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those prescribed limits to the respective Board Committees and specific members of the key management personnel ("**KMP**").

Matters which are specifically reserved for the approval of the Board include, among others:

- approving the Group's policies, strategies and financial objectives, and monitoring the performance of the Management;
- overseeing the processes for evaluating the adequacy and effectiveness of internal controls, risk management system, financial reporting and compliance;
- any material acquisitions and disposals of assets and major undertakings (other than in the ordinary course of business);
- approval of financial results; and
- interested person transactions of a material nature.

Clear directions have also been given to Management that such matters must be approved by the Board.

Provision 1.4 – Delegation by the Board

Certain functions have been delegated to various board committees, namely, the Audit Committee (the "**AC**"), the Nominating Committee (the "**NC**") and the Remuneration Committee (the "**RC**") (individually, the "**Board Committee**" and collectively, the "**Board Committees**"), which are governed by their respective terms of references. Further information regarding the functions of the respective Board Committees is set out in the later part of this Report. Where necessary, the terms of reference and operating procedures would be updated to keep in line with the Catalist Rules and the Code.

The Board acknowledges that while these various Board Committees have the authority to examine particular issues and report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board.

A. BOARD MATTERS - *continued*

Provision 1.5 – Board meetings, attendance and multiple commitments

The Board conducts regular scheduled meetings, with Board and AC meetings held at least twice a year, and RC and NC meetings held at least once a year. During FY23, the Board conducted two (2) regular scheduled meetings. Ad-hoc meetings are convened as and when circumstances require. The Company's constitution ("**Constitution**") allows Board and Board Committee meetings to be conducted by way of teleconferencing, provided that the requisite quorum of at least two (2) Directors are present. Minutes of all Board meetings and Board Committee meetings are circulated for review and confirmation, enabling the respective members to keep abreast of the matters discussed at such meetings. Directors also made decisions by passing resolutions in writing as if they had been passed at the Directors' meeting.

The number of Board meetings and Board Committee meetings held in FY23 and the attendance of each Board member at those meetings are as follows:

Attendance Record of the Board and Board Committee Meetings

	Board		Audit Committee		Remuneration Committee		Nominating Committee	
Directors	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
Dr Yu Lai Boon	2	2	2	2	1	1	1	1
Mr Chua Khoon Hui	2	2	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr Tan Dah Ching	2	2	2	2	1	1	1	1
Mr Teo Kok Woon	2	2	2	2	1	1	1	1

N.A.: Not applicable

All Directors update and declare their board appointments to the Board and the Company Secretary. When a Director has multiple board representations, the NC will consider whether the Director is able to and has adequately carried out his/her duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. The NC has reviewed and is satisfied that notwithstanding multiple board appointments, the Directors have been able to devote sufficient time and attention to the affairs of the Company to adequately discharge their duties as Director of the Company. Please refer to "Board of Directors" section for further disclosure in relation to multiple board representations.

Provision 1.6 – Access to information

The Board receives management accounts on a half-yearly basis, as well as relevant background information and documents relating to items of businesses to be discussed at Board or Board Committee meetings before the scheduled meeting. These management accounts present a balanced and understandable assessment of the Group's performance, position and prospects on a half-yearly basis, which has been assessed by the Board to be sufficient. The Board was provided with timely, adequate and complete information, enabling Directors to engage in meaningful discussions for decision-making in the best interests of the Company. The Chief Executive Officer ("**CEO**") provided the Board with business updates from time to time. For other matters where the Board is required to make decisions, the Directors received sufficient background and explanatory information on financial, business and corporate issues to enable the Directors to be properly briefed on issues to be considered. Any additional materials or information requested by the Directors are promptly furnished.

The Board takes adequate steps to ensure compliance with legislative and regulatory requirements.

A. BOARD MATTERS - *continued*

Provision 1.7 – Access to Management, Company Secretary and External Advisers

The Directors have separate and independent access to the Management, Company Secretary and external advisers (where necessary) at the Company's expense. The Company Secretary and/or their representatives attend all Board and Board Committee meetings and assist the Board and the Board Committees in ensuring that the Board procedures are followed, and that applicable rules and regulations are complied with.

Under the direction of the Chairman, the Company Secretary's responsibilities include ensuring good information flows with the Board and its Board Committees and between Management and Non-Executive and Independent Directors, advising the Board on all governance matters as well as facilitating orientation and assisting with professional development as required.

The appointment and removal of the Company Secretary are subject to the Board's approval as a whole.

The Board as a whole is updated on risk management and the key changes in the relevant regulatory requirements and accounting standards. In FY23, the Directors were provided with updates on changes in the relevant laws, regulations and Singapore Financial Reporting Standards (International) by the external auditor, Sponsor and the Company Secretary. The Board (whether individually or as a group) has, in the furtherance of its duties, separate and independent access to external advisers for independent professional advice, if necessary, at the Company's expense.

All Directors are also provided with regular updates on changes in the relevant laws, regulations and commercial risks, to enable them to make well-informed decisions and to ensure that the Directors are competent in carrying out their expected roles and responsibilities.

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.

Provision 2.1 – Board Independence
Provision 2.2 - Majority Independent Directors where Chairman is not independent
Provision 2.3 - Majority Non-Executive Directors in a Board

The Company believes that there should be a strong and independent element in the Board to exercise objective judgment on corporate affairs. As at date of this Report, the Board comprises four (4) Directors, of which two (2) are Independent Directors as follows:

Dr Yu Lai Boon	(Non-Executive Chairman and Independent Director)
Mr Chua Khoon Hui	(CEO and Executive Director)
Mr Tan Dah Ching	(Non-Executive Independent Director)
Mr Teo Kok Woon	(Non-Executive Non-Independent Director)

There is a strong and independent element on the Board with Independent Directors making up half of the Board composition. Moreover, the Non-Executive Directors make up a majority of the Board. As the Chairman of the Board is independent, Provision 2.2 of 2018 Code requiring Independent Directors to make up a majority of the Board does not apply to the Company. The Group is in compliance with the Catalist Rules, which require the Independent Directors to make up at least one-third of the Board, and Provision 2.3 of 2018 Code, which require the Non-Executive Directors making up majority of the Board.

The NC is of the opinion that the Board is able to exercise objective judgement on corporate affairs independently and no individual or small group of individuals dominate the Board's decision-making process.

A. BOARD MATTERS - *continued*

Provision 2.1 – Board Independence - *continued*
Provision 2.2 - Majority Independent Directors where Chairman is not independent - *continued*
Provision 2.3 - Majority Non-Executive Directors in a Board - *continued*

The Board and the NC consider a Director to be "independent" if he 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 that Director's independent business judgement in the best interests of the Company. In assessing the independence of the Independent Directors, the NC had reviewed the declaration of independence of each Independent Director for FY23 and are satisfied that the Independent Directors are considered independent for the purpose of Provision 2.1 of the 2018 Code and Rule 406(3)(d) of the Catalist Rules having considered the following:

(i) The Independent Directors:

(a) are not employed or has been employed by the Company or any of its related corporations in the current or any of the past three financial years;

(b) do not have an immediate family member who is, or has been employed by the Company or any of its related corporation in the current or any of the past three financial years, and whose remuneration is or was determined by the RC;

(c) save for Mr Tan Dah Ching ("**Mr Tan**") will no longer be deemed independent at the conclusion of the forthcoming AGM for FY23, have not been appointed for an aggregate period of more than 9 years (whether before or after listing). Mr Tan will be retiring as Director of the Company.

(ii) None of the Independent Directors and their immediate family members had, in the current or immediate past financial year:

(a) provided to or received from the Company or any of its subsidiaries any significant payments or material services aggregated over any financial year in excess of S$50,000 (which may include uditing, banking, consulting and legal services), other than compensation for board service.

(b) is or was, a substantial shareholder or a partner in (with 5% or more stake), or an executive officer of, or a director of, any organisation which provided to or received from the Company or any of its subsidiaries any significant payments or material services aggregated over any financial year in excess of S$200,000 (which may include auditing, banking, consulting and legal services).

(iii) None of the Independent Directors are or have been directly associated with, a substantial shareholder of the Company.

The Board concurred with the aforementioned independence review of the NC.

A. BOARD MATTERS - *continued*

Provision 2.4 - Board composition and diversity

The current size of the Board is appropriate to facilitate effective decision making. The Board is of the opinion that the current Board size of four (4) Directors and composition is appropriate taking into account the scope and nature of the operations of the Company and of the Group, the requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees. The Board is further of the view that the current members of the Board, collectively as a group, provides sufficient diversity of expertise and knowledge in leading and governing the Group effectively. The Board will continue to review the size of the Board on an ongoing basis. As a team, the Board collectively provides core competencies in the areas of finance and business.

The Board has always placed diversity as an agenda in strengthening the performance of the Board and its Board Committees. The Company's board diversity policy provides a framework to promote diversity in the Board with the objective to utilise diversity practices through the effective blend of competencies and extensive experiences of the Directors who are prepared to navigate diverse cultures, geographies and markets to make decisions in the best interests of the Group. The NC and the Board considered the benefits of all aspects of diversity, including but not limited to diversity of background, experience, gender, age and other relevant factors that the Board may consider relevant and applicable from time to time, in achieving the long-term objectives of the Company.

While it is important to promote boardroom diversity in terms of gender, age and ethnicity, the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge to strengthen the Board remain a priority. In addition to ensuring a balanced composition of skills and experience at the Board, the NC has deliberated having female candidates who met the required skills and experiences, for appointment as a Director. In addition to gender diversity, the Board will also consider the average tenure of each of its Independent Directors to be less than 9 years. The Board targets to appoint a new Director who can contribute to the core competencies and enhance the diversity of the Board following the retirement of Mr Tan, within two (2) months, but in any case no later than three (3) months from the date of the forthcoming AGM.

Provision 2.5 – Meeting of Non-Executive Directors without Management

The Non-Executive Directors constructively challenge and assist in the development of proposals on strategy, and review the performance of Management on a regular basis. The Non-Executive Directors, led by the Independent Chairman, meet regularly without Management's presence to facilitate a more effective check on Management, and provide feedback to the Board as appropriate.

A. BOARD MATTERS - *continued*

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.

<u>Provision 3.1 – Separation of the role of the Chairman and the CEO</u>
<u>Provision 3.2 – Role of the Chairman and the CEO</u>

Dr Yu Lai Boon ("**Dr Yu**") is currently the Independent Director and the Non-Executive Chairman of the Board while Mr Chua Khoon Hui ("**Mr Chua**") is the CEO and Executive Director. Dr Yu and Mr Chua are not related. The Chairman and the CEO have defined responsibilities which ensure that there is an appropriate balance of power and increased accountability and greater capacity of the Board, in terms of independent decision-making. The Chairman is responsible for the effective functioning of the Board, while the CEO is responsible for the operations and management of the Group's businesses.

The Chairman's duties and responsibilities include:

(i) leading the Board to ensure its effectiveness on all aspects of its role;
(ii) setting the agenda and ensuring that adequate time is available for discussion of all agenda items;
(iii) promoting a culture of openness and debate at the Board;
(iv) exercising control over the quality, quantity and timeliness of the flow of information between Management and the Board;
(v) ensuring effective communication with shareholders;
(vi) encouraging constructive relations within the Board and between the Board and Management;
(vii) facilitating the effective contribution of Non-Executive Directors;
(viii) promoting high standards of corporate governance.

In addition to the above duties, the Chairman will assume other duties and responsibilities as may be required from time to time.

The CEO is responsible for formulating corporate strategies for the Company and the Group as well as being in-charge of the day-to-day management, ensuring that its operations run smoothly and overseeing the business development activities, sales and marketing and procurement functions of the Group. All major proposals and decisions made by the CEO are discussed and reviewed by the Board. His performance and appointment to the Board is reviewed periodically by the NC and his remuneration is reviewed periodically by the RC. As the AC, NC and RC consist of mainly Independent Directors, the Board believes that there is a sufficiently strong independent element on the Board and adequate safeguards are in place to check against an uneven concentration of power and authority in a single individual.

<u>Provision 3.3 – Lead Independent Director</u>

The Chairman is independent with each Board Committee chaired and led by an Independent Director. There is a balance of power in the Board with the Chairman being independent and each Board Committee chaired and led by an Independent Director. As there is separation in the roles of the Chairman and CEO to preserve effective corporate governance, the appointment of a Lead Independent Director as set out in Principle 3.3 of the 2018 Code is not necessary. Independent Directors meet regularly without the presence of other Directors. Independent Directors are available to shareholders where they have concerns and for which contact through the normal channels of communication with Management is inappropriate or inadequate.

A. BOARD MATTERS - *continued*

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.

Provision 4.1 and 4.2 – Roles and composition of the NC

Nominations of new Directors and retirement of Directors are recommended by the NC and considered by the Board as a whole.

As at the date of this Report, the NC comprises the following members, majority of whom including the Chairman of the NC are Independent Directors:

Mr Tan Dah Ching (Independent Director)	(Chairman)
Mr Teo Kok Woon (Non-Independent Director)	(Member)
Dr Yu Lai Boon (Independent Director)	(Member)

The key terms of reference of the NC are summarised as follows:

(a) Reviews and makes recommendations to the Board on all Board appointments and re-appointments of Directors;

(b) Reviews of succession plans for Directors, in particular the appointment and/or replacement of the Chairman, the CEO and Management;

(c) Reviews the Board structure, size and composition and makes recommendations to the Board with regards to any adjustments that are deemed necessary;

(d) Determines the independence of the Board having reviewed the circumstances in Provision 2.1 of the 2018 Code and Rule 406(3)(d) of the Catalist Rules;

(e) Recommends the process and criteria to assess the effectiveness and performance of the Board, its Board Committees and contribution of each Director; and

(f) Reviews training and professional development programmes for the Board.

During FY23, the NC performed the aforementioned activities.

Provision 4.3 – Board Renewal
Provision 4.4 – Independence review of Directors

The NC will review succession plans annually to ensure continuity of leadership. For new appointments to the Board, the NC will consider the current size, composition and diversity of the Board, and decide if the candidate's background, expertise and knowledge will complement the skills and competencies of the existing Board. The candidate must be a person of integrity and able to commit sufficient time and attention to the affairs of the Group, especially if the candidate has multiple Board representations and/or principal commitments.

If a vacancy arises under any circumstances, or where it is considered that the Board would benefit from the services of a new Director, the NC, in consultation with the Board, will determine the selection criteria taking into consideration the aforementioned and select the appropriate candidate for the position.

A. BOARD MATTERS - *continued*

Provision 4.3 – Board Renewal - *continued*
Provision 4.4 – Independence review of Directors - *continued*

In its search and nomination process for new Director, other than through a formal search process via external search consultants, if required, the NC will also tap on the resources of the Directors' personal contacts and their recommendations for potential candidates. The NC will shortlist and interview potential candidates with the appropriate profile to assess his/her suitability before nominating the most suitable candidate to the Board for approval and appointment as a Director.

Based on Rule 720(4) of the Catalist Rules, a listed issuer must have all Directors submit themselves for re-nomination and re-appointment at least once every three years. In accordance with the Constitution, one-third of the Directors shall retire from office at every AGM of the Company and a retiring Director shall be eligible for re-election at the said AGM. All Directors shall retire from office at least once every three (3) years. Newly appointed Directors are required to submit themselves for re-nomination and re-election at the next AGM following their appointment. Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his performance or re-nomination as a Director.

At the forthcoming AGM, Mr Teo Kok Woon ("**Mr Teo**") and Mr Tan will be retiring pursuant to Regulation 107 of the Constitution. Mr Teo, being eligible for re-election, has offered himself for re-election. Mr Tan will not be seeking re-election as a Director, and will retire after the conclusion of the forthcoming AGM to facilitate Board renewal. Please refer to the "Disclosure of Information on Director Seeking Re-election" section of the Annual Report for information on Mr Teo.

The NC had recommended to the Board that Mr Teo be nominated for re-appointment at the forthcoming AGM. In making their recommendations, the NC evaluated the contributions of Mr Teo to the Group and his performance in the Board and Board Committees, where applicable, his participations, candour and special contributions. Further details of Mr Teo can be found in the "Board of Directors" section of the Annual Report.

The NC is responsible for determining annually, or as and when circumstances require, whether a Director is independent, with reference to the guidelines set out in the 2018 Code and the Catalist Rules. Further details on the NC's assessment in respect of the independence of the Independent Directors have been set out under Principle 2 of this Report above. Each NC member does not take part in determining his own re-nomination or independence. Each Independent Director is required to submit a return of independence to the Company Secretary as to his/her independence, who in turn submits the returns to the NC. The NC reviews the returns and determines the independence of each of the Directors and makes its recommendation to the Board. An Independent Director shall notify the NC immediately if, as a result of a change in circumstances, he/she no longer meets the criteria for independence. The NC shall review the change in circumstances, and make its recommendation to the Board.

The NC has assessed the independence of the Independent Directors, namely Dr Yu and Mr Tan, based on the criteria of independence defined in the 2018 Code and Rule 406(3)(d) of the Catalist Rules. The NC is satisfied that there are no relationships or circumstances which were likely to interfere, or could appear to interfere with the independent business judgement of Dr Yu and Mr Tan with a view to the best interests of the Group or which would deem them not to be independent. Dr Yu and Mr Tan have abstained from deliberations in respect of assessment of their independence.

A. BOARD MATTERS - *continued*

Provision 4.3 – Board Renewal - *continued*
Provision 4.4 – Independence review of Directors - *continued*

The NC and Board have rigorously reviewed the independence of Mr Tan who has been appointed as a Director of the Company for an aggregated period of more than nine (9) years since 7 April 2014. Based on the assessments and review, the NC is satisfied that Mr Tan remains objective and independent-minded in Board deliberations and has discharged his duties independently with integrity and competence.

Notwithstanding the above, the Board and the NC note Rule 406(3)(d)(iv) of the Catalist Rules which states that a director will not be independent if he has been a director of a company for an aggregate period of more than nine years. Accordingly, Mr Tan will cease to be an Independent Director of the Company at the forthcoming AGM pursuant to Rule 406(3)(d)(iv) of the Catalist Rules. The NC is in the midst of identifying a suitable candidate for the appointment of new Independent Director and will make necessary recommendations to the Board, having considered the composition of the Board and Board Committees and board diversity policy.

Provision 4.5 - Duties and obligations of Directors

The NC ensures that all newly-appointed Directors are aware of their duties and obligations. Although some of the Non-Executive Directors hold multiple directorships in other companies or principal commitments, the Board is of the view that such multiple board representations or principal commitments do not hinder them from carrying out their duties as Directors of the Company. All Directors are required to declare their board representations and other principal commitments outside of the Group. The NC has determined that the maximum number of listed company board representations and principal commitments which any Director of the Company may hold should not be more than four (4). Despite this limit, the NC will continue to monitor and determine annually, on a case-by-case basis, whether the Directors have given sufficient time and attention to the affairs of the Company and adequately carry out his/her duties as a Director of the Company. As at the date of this Report, the number of listed company directorships and principal commitments held by the Directors is within the maximum limit, save for Mr Teo who is a Non-Executive and Non-Independent Director of the Company.

The NC, together with the Board, is satisfied that the Directors have discharged their duties diligently, given that sufficient time, attention, resources and expertise have been given by the Directors to the affairs of the Group, notwithstanding that some Directors having multiple board representations as well as any other principal commitments. The NC is of the view that these Directors with other directorship experience may contribute to the Board with broader perspective.

Please refer to the "Board of Directors" section of the Annual Report for the profile of the Directors, including the listed company directorships and principal commitments of each Director. The shareholdings of the individual Directors of the Company are set out in the Directors' Statement of the "Financial Statements" section of the Annual Report.

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.

Provisions 5.1 and 5.2 – Board Evaluation Process

A formal assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution of each Director to the effectiveness of the Board is conducted annually by having the Directors complete a questionnaire. The process and criteria set out in such questionnaire is recommended by the NC and approved by the Board. The findings are analysed and discussed with a view to implement certain recommendations to further enhance the effectiveness of the Board.

A. BOARD MATTERS - *continued*

Board Performance - *continued*

Provisions 5.1 and 5.2 – Board Evaluation Process - *continued*

For FY23, the NC, in assessing the contribution of each Director, had considered the attendance and participation at Board and Board Committee meetings, the qualifications, experience, expertise, the time and effort dedicated to the Group's business and affairs, including Management's access to the Directors for guidance or exchange of views as and when necessary.

Each member of the NC shall abstain from voting on any resolution in respect of the assessment of his performance or re-nomination as Director.

In assessing the effectiveness of the Board and Board Committees, the criteria including the size, composition, processes of the Board and Board Committees, Board's and Board Committees' access to information, strategic planning and accountability were taken into consideration.

The NC is of the opinion that the above performance evaluation criteria are currently adequate. The NC has assessed the performance of the Board and each individual Director for FY23 and is of the view that the performance of the Board as a whole and each individual Director was satisfactory and able to continue to contribute effectively and demonstrate commitment to the appointed role.

There was no change in the process of evaluation in FY23.

The Board has not engaged any external consultant to conduct an assessment of the performance of the Board, Board Committees and each individual Director for FY23. Where relevant, the NC will consider such an engagement.

B. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

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.

Provisions 6.1 and 6.2 – Composition of the RC

As at the date of this Report, the members of the RC comprise the following Non-Executive Directors, majority of whom including the Chairman are independent:

Dr Yu Lai Boon (Independent Director)	(Chairman)
Mr Tan Dah Ching (Independent Director)	(Member)
Mr Teo Kok Woon (Non-Independent Director)	(Member)

The Chairman of the RC, Dr Yu, has a good working knowledge of human resource and executive compensation from his many years of general management experience.

The functions of the RC contained in its written terms of reference include, among others:

B. REMUNERATION MATTERS - *continued*

Provisions 6.1 and 6.2 – Composition of the RC - *continued*

(a) the review of a framework of remuneration and implementation of formal and transparent processes by which the remuneration packages of all the Executive Directors (in the form of service agreements) and the KMPs (in terms of aggregate remuneration) for recommendation to the Board;

(b) the review and recommendation to the Board on specific remuneration packages for each Director and KMP; and

(c) to consider long-term incentives schemes for Executive Directors and KMPs and review their eligibility for benefits under the schemes.

In FY23, the RC has duly performed the aforementioned activities.

Provision 6.3 – Remuneration framework

In their review, the RC considers all aspects of remuneration, including termination terms, to ensure they are fair. The RC also reviewed the remuneration packages of employees who are immediate family members of a Director, CEO or substantial shareholder.

No RC member or any Director is involved in deliberations in respect of any remuneration, compensation, options or any form of benefits to be granted to himself, except for providing information and documents specifically requested by the RC to assist it in its deliberations.

Directors' fees are recommended by the RC and submitted for endorsement by the Board. Directors' fees are subject to approval by shareholders at the AGM.

Provision 6.4 – Remuneration consultant

The RC has access to professional advice from experts outside the Company on remuneration matters for Directors and KMPs as and when necessary. No remuneration consultants were engaged by the Company in FY23.

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.

Provisions 7.1 and 7.3 – Remuneration of Executive Directors and KMPs

In setting the remuneration packages of the Executive Director and KMPs, the RC ensures that remuneration packages of the Executive Director and KMPs are comparable within the industry as well as with similar companies. Accordingly, a significant and appropriate proportion of the remuneration packages of the Executive Director and KMPs is structured to link rewards to corporate and individual performance, whereby the performance-related remuneration is aligned with the interests of shareholders and link rewards to corporate and individual performance so as to promote the long-term sustainability of the Group.

The RC considers the Group's relative performance, the contributions and responsibilities of the individual Executive Director and KMPs in its review and recommendation of their remuneration. The RC also takes into consideration criteria such as leadership, people development, commitment and teamwork in assessing the individual's performance.

B. REMUNERATION MATTERS - *continued*

Provisions 7.1 and 7.3 – Remuneration of Executive Directors and KMPs - *continued*

The Company entered into a service agreement (the "**Service Agreement**") with Mr Chua, CEO and Executive Director of the Company. The Service Agreement took effect on 7 February 2019 and shall continue for an initial period of three (3) years and upon the expiry of such period, the employment of Mr Chua shall be automatically renewed on a year-to-year basis on such terms and conditions as the parties may agree. Mr Chua's employment was renewed in February 2024. The remuneration of Mr Chua includes, among others, a fixed salary and a variable performance bonus at the discretion of the RC, taking into account his performance as well as the performance of the Group, and there are no onerous compensation commitments on the part of the Company in the event of an early termination of the service of Mr Chua.

The remuneration package of the KMPs comprises a basic salary component and a variable component which is the annual bonus, based on the performance of the Group as a whole and their individual performance.

Provision 7.2 – Remuneration of Non-Executive Directors

The Non-Executive Directors (including Independent Directors) do not have any service agreements with the Company. Independent Directors are paid a basic fee for sitting on any of the Board Committees and an additional fee to reflect their added responsibility as Chairman of the respective Board Committees, where applicable. Save for the Directors' fees, which have to be approved by the shareholders at every AGM, the Non-Executive Directors do not receive any remuneration from the Group. The remuneration of the Non-Executive Directors is appropriate, having taken into consideration the level of contribution, as well as effort, time spent and responsibilities of the Non-Executive Directors.

Provision 7.3 – Long Term incentives

The NC is of the view that the current remuneration framework as discussed in Provisions 7.1, 7.2 and 7.3 is appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and KMPs to successfully manage the Group for the long term.

The Company had on 24 April 2023, adopted an employee share scheme known as the TSH Performance Share Plan 2023 ("**TSH PSP 2023**"). The RC's duties also include the administration of TSH PSP 2023. Further details of which are set out in respect of Provision 8.3 below.

The Group does not use contractual provisions to allow the Group to reclaim incentive components of remuneration from the Executive Director and KMPs in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Group. The Executive Director owes a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Director in the event of such breach of fiduciary duties. The RC would review such contractual provision as and when necessary.

B. REMUNERATION MATTERS - *continued*

Disclosure on Remuneration

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.

Provision 8.1 – Disclosure of remuneration

The 2018 Code recommends that companies fully disclose the name and remuneration of each Director and the CEO. The Board is cognizant of Rule 1204(10D) of the Catalist Rules which requires issuers to disclose the exact amounts and breakdown of remuneration paid to each individual Director and the CEO by the issuer and its subsidiaries. Such breakdown must include (in percentage terms) base or fixed salary, variable or performance-related income or bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives.

For FY23, the Board is of the opinion that it is not in the best interests of the Company to disclose the Directors' remuneration in dollar terms for commercial sensitivity reasons, and that the current disclosure on a named basis and in bands of S$250,000 including the provision of a breakdown in percentage terms is sufficient. The Board will comply with the new disclosure requirements in its Annual Report for no later than the financial year ending 31 December 2024.

A breakdown of the level and mix of remuneration paid/payable to each Director in remuneration bands of S$250,000 for FY23 are as follows:

(a) Directors

Remuneration band and Name of Director and CEO	Fee %	Salary %	Bonus %	Other Benefits %	Total %
S$250,001 to S$500,000					
Chua Khoon Hui	—	100	—	—	100
Below S$250,000					
Dr Yu Lai Boon	100[1]	—	—	—	100
Tan Dah Ching	100[1]	—	—	—	100
Teo Kok Woon	—	—	—	—	—

Note: -

[1] The fee is subject to approval by shareholders at the forthcoming AGM.

There are no termination, retirement and post-employment benefits that may be granted to the Directors.

B. REMUNERATION MATTERS - *continued*

Provision 8.1 – Disclosure of remuneration - *continued*

(b) Key Management Personnel

The 2018 Code recommends the Company to name and disclose the remuneration of at least the top five (5) KMPs, who are not Directors or CEO of the Company. For FY23, the Company had three (3) KMPs (who are not a Director or CEO of the Company).

A breakdown showing the remuneration level and mix of the Company's KMPs (who are not a Director or CEO of the Company) is as follows:

Remuneration band and Name of Key Management Personnel	Fee %	Salary %	Bonus %	Other Benefits %	Total %
Below S$250,000					
New Kheng Tiong (Director, HR and Admin)	—	100	—	—	100
Ng Pei Wah (Director, Operations)	—	100	—	—	100
Ng Kim Chew (Group CFO)	—	100	—	—	100

There are no termination, retirement and post-employment benefits that may be granted to the KMPs.

The Board is of the opinion that it is not in the best interests of the Company to disclose the aggregate remuneration paid to the KMPs due to commercial sensitivity reasons.

Provision 8.2 – Remuneration of related employees

Ms Ng Pei Wah, Director, Operations of the Group, is the spouse of Mr Chua, CEO and Executive Director. Her remuneration for FY23 is in the band of S$150,001 to S$200,000. The remuneration of such employees will be reviewed annually by the RC and Board to ensure that their remuneration packages is in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibilities. Any bonuses, pay increases and/or promotions for these related employees will also be subject to the review and approval of the RC and Board.

Save as disclosed above, there are no other employees who are substantial shareholders of the Company, or are immediate family members of a Director or the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S$100,000 during the financial year.

B. REMUNERATION MATTERS - *continued*

Provision 8.3 – Forms of remuneration and details of employee share schemes

Details pertaining to the form of remuneration and other payments and benefits of Directors and KMPs are disclosed under Provisions 8.1 and 8.2 above.

The Company has adopted the TSH PSP 2023 on 24 April 2023 and it shall continue in force at the discretion of the RC, subject to a maximum period of 10 years commencing on the date of adoption. The TSH PSP 2023 is designed to reward its eligible participants (including Non-Executive Directors and Independent Directors) by the issue and/or transfer of fully paid shares according to the extent to which they complete certain time-based service conditions or achieve their performance conditions over performance periods ranging from short to medium terms. The specific incentive serves to align eligible participants' performance goals with relevant performance cycles of the Group, as well as develop a Group culture of rewarding participants for their good performance.

The extension of the TSH PSP 2023 to the Non-Executive Directors of the Group allows the Company to have a fair and equitable system that recognises and benefits not only persons who are in the direct employment of the Group but also persons who are not employed but nevertheless work closely with the Group and/or are in the position to provide valuable support, input and business contacts and to contribute their experience, knowledge and expertise to the development and success of the Group.

The TSH PSP 2023 is based on the principle of pay-for-performance and under the TSH PSP 2023, the RC, in consultation with the Executive Director, will be able to determine the performance conditions for employees (including the Executive Director) to fulfil, upon which they may be awarded shares. As employees work towards attaining such performance conditions, which can be tied to the financial performance or results of the Company, an anticipated award of shares can provide additional motivation for such employees to hit or exceed such performance conditions, seeing as such employees' interests will be aligned with the positive performance and long-term success of the Group.

During FY23, no awards have been granted under TSH PSP 2023.

C. 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

Provision 9.1 – Nature and extent of risks

The Board as a whole undertakes the oversight responsibilities for risk governance of the Group and determines the nature and extent of risks which the Company is willing to take in achieving its strategic objectives and value creation. Based on the Group's business and operations, the Board agreed that a separate Board Risk Committee will not be effective to preserve corporate governance. However, the Board regularly reviews the Group's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. The Company's outsourced internal auditor was tasked to review key internal controls and highlight any significant matters to the AC and the Board.

C. ACCOUNTABILITY AND AUDIT - *continued*

Provision 9.2 – Assurance from the CEO and Group Chief Financial Officer ("**CFO**")

For the financial year under review,

(i) the CEO and Group CFO have provided assurance that the financial records have been properly maintained and the consolidated financial statements of the Group give a true and fair view of the Group's operations and finances, and

(ii) the CEO and Group CFO have provided assurance regarding the adequacy and effectiveness of the Group's risk management and internal control systems.

The Board and the AC will continue to review such risk management and internal control systems at least on an annual basis.

With the concurrence of the AC, the Board is of the opinion that the system of internal controls and risk management processes throughout the financial year is adequate for the Group. The AC constantly reviews the effectiveness and adequacy of internal controls and the risk management processes adopted by the Group. The Board, with the concurrence of the AC, is satisfied that the Group has a robust internal control system (including financial, operational, compliance and information technology) and risk management which is adequate and effective as at the date of this Report to meet the needs of the Group in its current business environment.

Audit Committee

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

Provisions 10.1, 10.2 and 10.3 – Composition of the AC
Provision 10.4 – Internal audit function
Provision 10.5 – AC activities during the financial year

The AC comprises three (3) Non-Executive Directors, majority of whom including the Chairman are independent. Majority of the AC possess recent and relevant accounting experience and/or related financial management expertise. The members of the AC as at the date of this Report are as follows:-

Dr Yu Lai Boon (Independent Director)	(Chairman)
Mr Tan Dah Ching (Independent Director)	(Member)
Mr Teo Kok Woon (Non-Independent Director)	(Member)

The AC has explicit authority to investigate any matter within its terms of reference. It has full access to, and the co-operation of, Management and full discretion to invite any Director or Management to attend its meetings. The AC has adequate resources to enable it to discharge its responsibilities properly. The AC also does not comprise former partners or Directors of, nor have any financial interest in the Company's external auditor, Ernst & Young LLP ("**EY**").

C. ACCOUNTABILITY AND AUDIT - *continued*

Provisions 10.1, 10.2 and 10.3 – Composition of the AC - *continued*
Provision 10.4 – Internal audit function - *continued*
Provision 10.5 – AC activities during the financial year - *continued*

The responsibilities of the AC contained in its written terms of reference include:

(a) reviewing the half-year and annual financial statements and results announcements before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, and compliance with accounting standards, the Catalist Rules and any other relevant statutory or regulatory requirements;

(b) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the consolidated financial statements of the Group and any announcements relating to the Group's financial performance;

(c) reviewing the independence, scope, results and the adequacy and effectiveness of the external audit and internal audit functions, and to evaluate, with the assistance of internal auditor, the adequacy and effectiveness of the Group’s internal controls and risk management systems;

(d) reviewing the assurance from the CEO and the Group CFO on the financial records and financial statements;

(e) reviewing the cost effectiveness of the external audit and, where the external auditor provide a substantial volume of non-audit services to the Company and/or the Group, to review the nature, extent and costs of such services so as to avoid an erosion of the independence and objectivity of the external auditor;

(f) recommending to the Board the nomination for appointment, re-appointment and removal of the external auditor and the terms of engagement and their level of audit fee;

(g) 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; and

(h) reviewing the interested person transactions and improper activities of the Group, if any.

In FY23, the AC met two (2) times. Details of the members’ attendance at AC meetings in FY23 are provided under Principle 1 of this Report.

The Company has put in place a whistle-blowing policy, endorsed by the AC, where employees of the Group and any other persons including members of the public may, in good faith and confidence raise concerns about the possible corporate improprieties in matters of financial reporting or other matters. Details of the whistle-blowing policy are disseminated to the employees of the Group, and is available on the Company’s website. Employees and any other persons including members of the public may direct their concerns directly to the AC Chairman at email address whistleblow@tshcorp.com.sg. The AC’s objectives are to ensure that arrangements are in place for the independent investigation of such matters and for appropriate follow-up action. The AC is responsible for oversight and monitoring of whistle-blowing and report to the Board. The Company advocates a confidentiality mechanism to protect the whistle-blower against reprisal or victimisation.

C. ACCOUNTABILITY AND AUDIT - *continued*

Provisions 10.1, 10.2 and 10.3 – Composition of the AC - *continued*
Provision 10.4 – Internal audit function - *continued*
Provision 10.5 – AC activities during the financial year - *continued*

The AC performed the following functions in FY23:

(a) External Auditor

The AC reviewed together with the external auditor:

(i) the audit plan (including, among others, the nature and scope of the audit before the commencement of audit and the risk management issues of the Group);

(ii) the consideration of financial controls in areas which could have a material impact on the financial statements;

(iii) the audit report;

(iv) the assistance given to them; and

(v) the financial statements of the Group.

The AC is kept abreast by the external auditor of changes to accounting standards, the Catalist Rules and other regulations which could have an impact on the Group's business and financial statements. Where the external auditor raises any significant issue (e.g. adjustment) which has a material impact on the interim financial statements or financial updates previously announced by the Company, the AC will bring this to the Board's attention, and the Board will then consider whether an immediate announcement under Rule 703 of the Catalist Rules is required. The AC will also advise the Board if changes are needed to improve the quality of future interim financial statements or financial updates. In the report to the AC in relation to the FY23 audit results presented by the external auditor, there was no significant issue which has a material impact to the financial results of the Group raised by the external auditor except for the Key Audit Matters (the "**KAM**") which had been included in the Independent Auditor's Report of the "Financial Statements" section of the Annual Report.

The AC deliberated the KAM presented by EY together with Management. The AC reviewed the KAM and concurred with EY and Management on their assessment, judgements and estimates on the significant matters reported by EY as set out under the Independent Auditor's Report of the "Financial Statements" section of the Annual Report.

The AC considered the report from the external auditor, including their findings on the significant risks and audit focus areas. Significant matters that were discussed with Management and the external auditor have been included as the KAM in the audit report for FY23. In assessing the KAM, the AC took into consideration the approach and methodology applied as well as the reasonableness of the estimates and key assumptions used. The AC concluded that Management's accounting treatment and estimates in the KAM were appropriate.

The AC constantly bears in mind the need to maintain a balance between independence and objectivity of the external auditor and the work carried out by the external auditor based on value for money considerations. The aggregate amount of fees payable to the external auditor for audit and non-audit services for the financial period from 1 January 2023 to 31 December 2023 amounted to S$114,200 and S$6,800 respectively.

C. ACCOUNTABILITY AND AUDIT - *continued*

Provisions 10.1, 10.2 and 10.3 – Composition of the AC - *continued*
Provision 10.4 – Internal audit function - *continued*
Provision 10.5 – AC activities during the financial year - *continued*

(a) External Auditor - *continued*

The AC conducted a review of the nature and extent of non-audit services provided by the external auditor to satisfy itself that such services do not prejudice the independence and objectivity of the external auditor before confirming their re-nomination.

The AC, having reviewed all non-audit services provided by the external auditor to the Company, is satisfied that the nature and extent of such services would not affect the independence of the external auditor.

The AC shall continue to monitor the scope and results of the external audit, its cost effectiveness and the independence and objectivity of the external auditor. For FY23, the AC also received the Audit Quality Indicators as presented by the external auditor. The AC gives its recommendations to the Board and the Company regarding the appointment, re-appointment or removal of the external auditor. The AC is satisfied that the Company's external auditor is able to meet the audit requirements and statutory obligation of the Group. The AC has recommended to the Board the re-appointment of EY as the Company's external auditor at the forthcoming AGM.

The AC is satisfied that the Company is in compliance with Rules 712 and 715 of the Catalist Rules.

(b) Review of financial statements

For FY23, the AC reviewed the half-year and full year financial statements of the Group, including announcements relating thereto, to shareholders and the SGX-ST.

(c) Review of interested person transactions and material contracts

The Company monitors all its interested person transactions and ensures that all transactions with interested persons are reported in a timely manner and that the transactions are conducted on an arms' length basis for review by the AC.

There was no interested party transaction entered into with value more than S$100,000 in FY23. The Company does not have a general mandate for interested person transactions pursuant to Rule 920 of the Catalist Rules.

(d) Internal Auditor

The Board believes in the importance of maintaining a sound system of internal controls to safeguard the interests of the shareholders and the Group's assets. The system of internal controls provides reasonable, but not absolute assurance that the Group will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives.

The Company outsources its internal audit function to Foo Kon Tan Advisory Services Pte Ltd ("**FKT**"). The internal audit was led by a Partner who holds the Certified Internal Auditor qualification from the Institute of Internal Auditors and has over 20 years of internal audit and risk advisory experience. The primary reporting line of the internal auditor is to the AC and the AC decides on the appointment, evaluation, termination and remuneration of the internal auditor. The internal auditor has unfettered access to all the Group's documents, records, properties and personnel, including access to the AC.

C. ACCOUNTABILITY AND AUDIT - *continued*

Provisions 10.1, 10.2 and 10.3 – Composition of the AC - *continued*
Provision 10.4 – Internal audit function - *continued*
Provision 10.5 – AC activities during the financial year - *continued*

(d) Internal Auditor - *continued*

The AC has reviewed and confirmed that FKT is a suitable professional service firm to meet the Group's internal audit obligations, having regard to the adequacy of resources and experience of the firm and the assigned engagement Partner, number and experience of supervisory and professional staff assigned to internal audits. The internal auditor is guided by the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.

The AC reviews and approves the internal audit scope and plan to ensure that there is sufficient coverage of the Group's activities. It also oversees the implementation of the internal audit plan and ensures that Management provides the necessary co-operation to enable the internal auditor to perform its function.

The internal auditor completed the internal audit assessment for FY23 in accordance with the internal audit plan approved by the AC. The Board has adopted the recommendations of the internal auditor set out in the risk assessment report.

The AC is satisfied that the internal audit function is independent, effective and adequately resourced. Hence, it has appropriate standing within the Group.

The AC will meet with internal and external auditors without the presence of Management at least once annually. During FY23, the AC met twice with internal and external auditors without the presence of Management.

D. SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

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.

Provisions 11.1, 11.2, 11.3 and 11.4 - Conduct of general meetings

Shareholders are encouraged to attend the general meetings of the Company to participate effectively in and vote at such general meetings, to ensure a high level of accountability and to stay informed of the Company's strategy and goals. Shareholders are also informed of the rules and voting procedures governing such meetings. A Notice of AGM is despatched to shareholders, together with explanatory notes or a circular (if necessary), at least fourteen (14) calendar days or twenty-one (21) calendar days (as the case may be) before the meeting. All Directors attend general meetings of shareholders. The Board welcomes questions from shareholders who have an opportunity to raise issues either informally or formally before or at the general meetings of the Company. The Chairman of the AC, RC and NC will be available at the meeting to respond to those questions relating to the functions of the Board Committees. The external auditor will also be present to address shareholders' queries on the conduct of audit and the preparation and content of the auditor's report. All Directors, save for Mr Teo, had attended the AGM held on 24 April 2023.

D. SHAREHOLDER RIGHTS AND ENGAGEMENT - *continued*

The Company ensures that there are separate resolutions at general meetings on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. “Bundling” of resolutions are kept to a minimum and are done only where the resolutions are interdependent so as to form one significant proposal and only where there are reasons and material implications involved. Where the resolutions are “bundled”, the Company explains the reasons and material implications in the notice of meeting.

To enhance shareholder participation and in adherence of the Catalist Rules, resolutions put forth at the general meetings are voted by poll. Voting results of all votes cast for and against each resolution and the respective percentages will be announced via SGXNet.

If any shareholders are unable to attend the general meetings of the Company, he/she is allowed to appoint up to two (2) proxies to vote on his/her behalf at the general meeting through proxy forms sent in advance. Relevant intermediary which includes the provision of nominee and custodial services and CPF Board, are entitled to appoint more than two (2) proxies to attend, speak and vote at the Company’s general meetings provided that each proxy is appointed to exercise the rights attached to different shares held by shareholders. As the authentication of shareholders’ identity information and other related integrity issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail or electronic means as required by Provision 11.4 of the 2018 Code. The Board will review its Constitution from time to time. Where amendment to its Constitution is required to align the relevant provisions with the requirements of the Catalist Rules, shareholders’ approval will be obtained.

The forthcoming FY23 AGM of the Company will be held physically. Shareholders can attend the AGM, raise questions to the Directors and external auditor and vote in person or through an appointment of proxy. Nevertheless, shareholders may continue to submit questions in advance of the AGM. The Company will address substantial and relevant questions at or prior to the AGM. Shareholders will have the option to appoint Chairman of the AGM as proxy at the forthcoming AGM of the Company.

Provision 11.5 – Minutes of general meetings

Minutes of general meetings including substantial and relevant queries or comments from shareholders relating to the agenda of the meeting and responses from the Board and Management would be published on SGXNet and the Company’s website for shareholders’ information within one month after the date of the meeting or as soon as practicable.

Minutes of the AGM held on 24 April 2023 were published on SGXNet and the Company’s website.

Provision 11.6 – Dividend policy

The Board notes that Provision 11.6 of the 2018 Code sets out that the Company should have a dividend policy and communicate it to shareholders. Currently, the Group does not have a fixed dividend policy. The Board would consider establishing a dividend policy when appropriate.

Nonetheless, the Company is of the view that the following disclosure would constitute a balanced and understandable assessment of its position on a dividend policy, and such practice is consistent with the intent of Principle 11 of the 2018 Code. Additionally, the Company also discloses the reasons for the decision of the Board not to declare or recommend a dividend, together with the announcement of the financial statements, which is in line with Rule 704(23) of the Catalist Rules.

The form, frequency and amount of dividends declared each year will take into consideration the Group’s profit, cash position, positive cash flow generated from operations, projected capital requirements for business growth and other factors as the Board may deem appropriate.

D. SHAREHOLDER RIGHTS AND ENGAGEMENT *- continued*

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.

Provisions 12.1, 12.2 and 12.3 – Stakeholder engagement

Information is communicated to shareholders on a timely basis and in an accurate and comprehensive manner, through annual reports that are issued to all shareholders within the mandatory period, half-year/ full year announcements, disclosures to the SGX-ST via SGXNet and other announcements, where required, under the provision of the Catalist Rules. The Company adopts the practice of regularly communicating major developments in its businesses and operations through SGXNet and, where appropriate, directly to shareholders, other investors, analysts, the media, the public and its employees. The Company also encourages all shareholders to attend the AGM to keep informed of the Group's strategy and goals and participate in the question-and-answer session.

The Company does not practice selective disclosure of material information. Material information is excluded from briefings with investors or analysts, unless it has been publicly released either before, or concurrently with, such meetings. The Board provides the shareholders with a balanced and understandable assessment of the Group's performance, position and prospects on a half-yearly basis. Such responsibility is extended to the other price-sensitive public reports and reports to regulators (if required).

Provisions 12.2 and 12.3 of the 2018 Code sets out that the Company should have in place an investor relations policy that allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders, and the mechanism through which shareholders may contact the Company with questions. However, the Company does not have a standalone investor relations department, and there is no investor relations policy. Based on the current size and operations of the Group, the Board is of the view that the current practices and the disclosure of information to shareholders as set out above is in line with the intention of Principle 12. Further, shareholders can send questions to the Company's email at ir@tshcorp.com.sg and the Company will respond to such questions. Where required, the Company may, on an ad-hoc basis, hold media and analysts' briefings and publish press releases of its financial results.

E. MANAGING STAKEHOLDERS 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.

Provisions 13.1, 13.2 and 13.3 – Stakeholder engagement

The Company engages its material stakeholders through different engagement channels to establish, address and monitor the material environmental, social and governance ("ESG") factors of the Group's operations and the impact on them. Such stakeholders include employees, customers, communities, regulators, shareholders, suppliers and shareholders.

Engagement channels and frequencies are reviewed periodically to ensure that they are sufficient to deal with current identified stakeholders' ESG-related issues.

E. MANAGING STAKEHOLDERS RELATIONSHIPS - *continued*

Provisions 13.1, 13.2 and 13.3 – Stakeholder engagement - *continued*

More information on the Company's approach to stakeholder engagement is disclosed in the Sustainability Report for FY23, which will be published as a standalone report by 30 April 2024.

The Company also maintains a corporate website to communicate and engage with stakeholders at www.tshcorp.com.sg.

F. MATERIAL CONTRACTS

Save for the service agreement entered into between the Company and Mr Chua, there were no material contracts entered into by the Group in FY23.

G. DEALINGS IN SECURITIES

The Company has adopted and implemented policies in line with the SGX-ST's best practices in relation to the dealing of shares in the Company. The Company's policies on share dealings have been issued to all Directors and employees of the Group. The Company has informed its Directors and employees not to deal in the Company's shares on short-term considerations or whilst they are in possession of unpublished material price sensitive information and during the period commencing one (1) month before the half-year and full year announcement of the Group's financial results and ending on the date of the announcement of such financial results. In addition, the Directors and employees of the Group are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period.

H. SUSTAINABILITY REPORT

Catalist Rule 711A requires every listed issuer to prepare an annual sustainability report, which must describe the issuer's sustainability practices with reference to the primary components set out in Catalist Rule 711B on a 'comply or explain' basis.

The Board recognises its responsibility to provide a strategic direction, specifically considering sustainability issues as part of its strategic formulation. The Board also believes that to grow sustainably as a forward-looking entity, the Group has to regularly reach out and work with its stakeholders, from its employees to the communities, and be a responsible steward to the natural environment. Please refer to the Sustainability Report for more information.

I. NON-SPONSOR FEE

The non-sponsor fee paid and/or payable to its Sponsor, SAC Capital Private Limited, during FY23 amounted to S$18,000.

Mr Teo Kok Woon is the Director seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 29 April 2024 ("**AGM**") (the "**Retiring Director**").

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"), the following is the information relating to the Retiring Director as set out in Appendix 7F to the Catalist Rules:

MR TEO KOK WOON	
Date of Appointment	11 August 2006
Date of last re-appointment	29 April 2022
Age	56
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	In the re-election of Mr Teo Kok Woon ("**Mr Teo**") as Non-Executive Non-Independent Director of the Company, the Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee and has reviewed and considered the contributions to the Company and his performance, including attendance at meetings of the Board and Board Committees participations, candour and special contribution. The Board has reviewed and concluded that Mr Teo possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Non-Independent Director, a member of Audit Committee, Nominating Committee and Remuneration Committee.
Professional qualifications	None
Working experience and occupation(s) during the past 10 years	Chairman of Cockpit International Pte. Ltd. and the Group Executive Director of Goodearth Realty Private Limited, which is his family business in hotel and property investment.
Shareholding interest in the listed issuer and its subsidiaries	Mr Teo is deemed interested in 3,028,363 shares held by Cockpit International Pte Ltd and 25,382,303 shares held by UOB Kay Hian Private Limited as nominee of Mr Teo.
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

MR TEO KOK WOON	
Conflict of Interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships	
Past (for the last 5 years)	Director of: Cask Reserve Pte Ltd (appointed in 2023 and resigned in 2024) Duncan Taylor & Co Holdings Ltd EZ Living (UK) Ltd EZZI Living International Pte Ltd Fotia Souvlaki Pte Ltd Goodearth (AP) Pte Ltd Hotel de L'Europe Pte Ltd Kuo Bin DMC Pte Ltd Phix Investments (Blair) Pte Ltd Phix Investments Pte Ltd Right Positive Sdn Bhd Termimesh (Malaysia) Sdn Bhd Termi-mesh (Singapore) Pte Ltd Unique Beverages Sdn Bhd Vivaverde International Pte Ltd
Present	Director of: Anthology Pte Ltd Bausum Assets Sdn Bhd Bedford Apartments Ltd Bletchley Developments Ltd Casa Del Fuego Pte Ltd Cockpit Development Ltd Cockpit Golf Resort Sdn Bhd Cockpit Hotel (London) Ltd Cockpit International Pte Ltd Cockpit Properties (Singapore) Pte Ltd EZ Living Pte Ltd EZZI Living Solutions Sdn Bhd FavorWell Ltd First World Estates Sdn Bhd Five Minutes Sdn Bhd FOC Holdings Pte Ltd FOC Orchard Pte Ltd FOC Restaurants Pte Ltd FOC Sentosa Pte Ltd

*: Principal Commitments has the same meaning as defined in the 2018 Code.

	MR TEO KOK WOON
	Foris Investments Pte Ltd Fotia Pte Ltd Fotia Siglap Pte Ltd Gold Tower Management Services Pty Ltd Goodearth Grenfell Pte Ltd Goodearth Hotels Australia (Cairns) Pty Ltd Goodearth Hotels Australia (Colonial Club) Pty Ltd Goodearth Hotels Australia (Gold Coast) Pty Ltd Goodearth Hotels (Empire) Pty Ltd Goodearth Hotels Ltd Goodearth Hotels Management (Colonial Club) Pty Ltd Goodearth Hotels NZ (Auckland) Ltd Goodearth Land Holdings (Malaysia) Sdn Bhd Goodearth New Zealand Pte Ltd Goodearth Properties (Ampang Hilir) Sdn Bhd Goodearth Realty Private Limited Guan Soon Development Pte Ltd JKF Capital Pte Ltd JKF Capital Sdn Bhd JTF Assets Sdn Bhd Kozan Investments Ltd Leadgroup Commercial LLC Leadgroup Enterprise Ltd Leadgroup Industrial LLC Leadgroup Leisure LLC Leadgroup Properties Ltd Leadgroup Residential LLC Lillie Investments Ltd Lunarich Holdings Pte Ltd Lunarich International Ltd M3 Investments Ltd Melbourne Apartments Bedford Ltd Momentos Events Pte Ltd Origen Trading Pte Ltd Paddy Pte Ltd Palm Royale Pte Ltd Phix Consulting Limited Phix Holdings Pte Ltd Phix Investments (Emerald Hill) Pte Ltd Phix (Melbourne House) Ltd Phix (Mercury House) Ltd Phix (Newmarket) Ltd Phix Pte Ltd Phix Residential Ltd Phix Ventures Pte Ltd Quaich Pte. Ltd. Queen’s Hotel International Pte Ltd

	MR TEO KOK WOON
	Ravenswood Management Ltd Sloshed Pte. Ltd. Strandline Investments Ltd Tambusu Holdings Ltd The Emperor Hotel Sdn Bhd The Other Roof Pte Ltd The Other Room Pte Ltd ThinkVal Pte Ltd TWS Pte Ltd VCCP Advisory Pte Ltd Vietsky Pte Ltd What's Pide (International) Pte Ltd What's Pide (Singapore) Pte Ltd Worthy Heritage Sdn Bhd

MR TEO KOK WOON	
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.	
(a) Whether at any time during the last 10 years, an application or a 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 at any time within 2 years from the date he ceased to be a partner?	No
(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, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	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

	MR TEO KOK WOON
(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
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings 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 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 or dishonesty on his part?	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
(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

	MR TEO KOK WOON
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–	No
i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
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	No
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
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	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No

MR TEO KOK WOON	
(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
Disclosure applicable to the appointment of Director only	
Any prior experience as a director of a listed company? 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. This relates to re-appointment of Director.

FINANCIAL STATEMENTS

The directors are pleased to present their statement to the members together with the audited financial statements of TSH Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group") 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 and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial 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 debts as and when they fall due.

2. Directors

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

Dr Yu Lai Boon
Chua Khoon Hui
Tan Dah Ching
Teo Kok Woon

The re-election of Teo Kok Woon (who is due for retirement pursuant to Regulation 107 of the Company's Constitution) will be tabled at the forthcoming Annual General Meeting for shareholders' approval.

3. Arrangements to enable directors to acquire shares and 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 or debentures of the Company or any other body corporate.

4. Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings, required to be kept under Section 164 of the Singapore Companies Act 1967, an interest in shares of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest			Deemed interest		
Name of director	At 1.1.2023	At 31.12.2023	At 21.1.2024	At 1.1.2023	At 31.12.2023	At 21.1.2024
The Company						
Ordinary shares						
Chua Khoon Hui	6,500,216	6,505,216	6,505,216	–	–	–
Teo Kok Woon	–	–	–	28,410,666	28,410,666	28,410,666

By virtue of Section 7 of the Singapore Companies Act 1967, Teo Kok Woon is deemed to have an interest in the subsidiaries of the Company.

4. Directors' interests in shares and debentures - *continued*

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning or at the end of the financial year.

5. Share-based Incentive Plans

Performance Share Plan 2023

The Performance Share Plan (the "Plan") was approved at the Annual General Meeting ("AGM") held on 24 April 2023 to motivate, retain and recognise eligible participants, instill stronger identification with the long-term growth and profitability of the Company, attract potential employees, and to align with the interests of the Shareholders.

The Plan is administered by the Nominating Committee and the Remuneration Committee duly authorised and appointed by the Board.

The aggregate number of Shares which may be issued and/or transferred pursuant to awards granted under the Plan shall not exceed 15% of the total number of Shares (excluding Treasury Shares and subsidiary holdings) on the date preceding the award date. The Plan shall be in force up to a maximum period of 10 years from the date of the AGM and may continue beyond the stipulated period with the approval of members by way of ordinary resolution in general meeting and of such relevant authorities which may then be required.

There were no rewards granted from the commencement of the Plan to the end of the financial year.

The Group does not have any Share Option Scheme. No options were issued by the Company or its subsidiaries during the financial year. As at 31 December 2023, there were no options on the unissued shares of the Company or its subsidiaries which were outstanding.

6. Audit Committee

The Audit Committee performed the functions specified in the Singapore Companies Act 1967, and in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual, including the Code of Corporate Governance. The functions performed are detailed in the Report on Corporate Governance.

7. Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors,

Dr. Yu Lai Boon
Director

Chua Khoon Hui
Director

Singapore
28 March 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TSH CORPORATION LIMITED AND ITS SUBSIDIARIES

Report on the audit of the financial statements

We have audited the financial statements of TSH Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2023, the statements of changes in equity of the Group and the Company, and the consolidated statement of comprehensive income 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.

Opinion

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company 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 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 and changes in equity of the Company for the year ended on that date.

Basis for opinion

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 opinion.

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. For the matters below, our description of how our audit addressed the matters are provided in that context.

We have fulfilled our responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to the matters below. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters - *continued*

Risk of loss of inventories

As of 31 December 2023, the Group's inventories amounted to $9.0 million. Inventories consist principally of casks, bottled alcoholic beverages held for sale and include high value items of liquor which are susceptible to loss due to pilferage. As such, we consider the risk of loss of inventories to be a key audit matter.

We obtained an understanding of management's process for the purchase and management of inventories and tested key controls over the purchases and inventory management processes.

We evaluated management's instructions and procedures for recording and controlling the results of the Group's physical inventory count exercise to ascertain the inventory value at the financial year-end. We observed the Group's inventories count procedures and performed test counts. We traced the results from the test counts to management's inventory compilation and evaluated whether the inventory compilation accurately reflects actual inventory count results. We also requested direct confirmation of inventories held at third party locations at the financial year-end and traced confirmed quantities to management's inventory compilation.

We reviewed management's reconciliation of the physical inventory compilation with the general ledger account balances and the inventory records and investigated any unusual items and tested reconciling items. We also traced cut-off information obtained during the physical observation to the accounting records of sales and purchases of inventories to check that inventory movements are recorded in the correct period. We performed analytical review procedures on the inventory balances at the financial year-end.

Impairment assessment of plant and equipment ("PPE"), right-of-use assets ("ROUA") and investment in subsidiaries

As of 31 December 2023, the carrying amounts of the Group's PPE and ROUA amounted to $0.3 million and $2.8 million respectively, and the carrying amount of the Company's investment in subsidiaries amounted to $12.3 million. Certain outlets did not perform according to expectations. Accordingly, there were indications that assets belonging to certain outlets may be impaired. Management performed impairment assessments on these assets and as a result, the Group recognised impairment losses of $0.02 million and $0.41 million in respect of PPE and ROUA for the financial year ended 31 December 2023. Management's estimation of the recoverable amounts of the cash generating units ("CGUs") to which the assets belong using value-in-use calculations involved the use of significant judgement and estimation. As such, we consider the impairment assessment of PPE, ROUA and investment in subsidiaries to be a key audit matter.

Our audit procedures included, amongst others, reviewing management's process in identification of impairment indicators. In evaluating management's estimation of the recoverable amounts of CGUs, we assessed the reasonableness of management's key assumptions underlying the value-in-use calculations. These assumptions include projections of revenue growth rate, gross profit margins, discount rates and long-term growth rates. We assessed the reasonableness of projected revenue growth rates and gross profit margins by comparing them to historical and current performance of the outlets as well as available external market data, taking into consideration the current market conditions.

Key audit matters - *continued*

Impairment assessment of plant and equipment ("PPE"), right-of-use assets ("ROUA") and investment in subsidiaries- continued

We engaged our internal valuation specialists to assist us in reviewing the discount rates and long-term growth rates used in the value-in-use calculations. We compared the discount rates used to those of comparable companies in the same industry and compared the long-term growth rates to external market data such as economic growth and inflation rate. We also reviewed the adequacy of the related disclosures set out in Note 11, Note 12 and Note 14 to the financial statements.

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. We have nothing to report in this regard.

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 Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised 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 of 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.

Auditor's responsibilities for the audit of the financial statements - *continued*

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.

- 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.

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, the accounting and other records required by the Act to be kept by the Company and by 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 Sharon Peh.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
28 March 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2023

	Note	Group 2023 $	Group 2022 $
Revenue	4	**10,943,932**	8,910,818
Cost of sales		**(2,794,045)**	(2,170,177)
Gross profit		**8,149,887**	6,740,641
Other income	5	**442,063**	389,991
General and administrative expenses		**(5,936,774)**	(5,122,328)
Selling and distribution expenses		**(274,428)**	(214,366)
Other operating expenses	6	**(1,747,096)**	(747,119)
Finance costs	7	**(235,952)**	(134,949)
Profit before tax	8	**397,700**	911,870
Income tax expense	9	**(6,300)**	(59,975)
Profit for the year, representing total comprehensive income for the year		**391,400**	851,895
Earnings per share			
- Basic and diluted (cents per share)	10	**0.88**	1.92

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

As at 31 December 2023

	Note	Group 2023 $	Group 2022 $	Company 2023 $	Company 2022 $
Non-current assets					
Plant and equipment	11	**266,915**	83,619	**–**	–
Right-of-use assets	12	**2,821,020**	2,504,563	**–**	–
Intangible assets	13	**1,793**	1,650	**–**	–
Investment in subsidiaries	14	**–**	–	**12,286,667**	12,286,667
Other receivables	15	**328,543**	192,461	**–**	–
Deferred tax assets	9	**23,300**	29,600	**–**	–
		3,441,571	2,811,893	**12,286,667**	12,286,667
Current assets					
Inventories	16	**9,018,635**	7,380,687	**–**	–
Trade and other receivables	15	**741,994**	664,397	**7,152,214**	6,211,220
Cash and cash equivalents	17	**1,922,029**	3,668,003	**893,755**	2,125,132
		11,682,658	11,713,087	**8,045,969**	8,336,352
Total assets		**15,124,229**	14,524,980	**20,332,636**	20,623,019
Current liabilities					
Contract liabilities	4	**238,210**	95,761	**–**	–
Trade and other payables	18	**2,164,007**	2,211,290	**1,462,506**	1,056,659
Bank borrowing	19	**630,629**	616,686	**630,629**	616,686
Lease liabilities	12	**1,399,805**	829,501	**–**	–
Provisions	20	**6,700**	69,375	**–**	–
		4,439,351	3,822,613	**2,093,135**	1,673,345
Net current assets		**7,243,307**	7,890,474	**5,952,834**	6,663,007
Non-current liabilities					
Bank borrowing	19	**699,346**	1,329,975	**699,346**	1,329,975
Lease liabilities	12	**2,155,193**	1,978,828	**–**	–
Provisions	20	**92,635**	47,260	**–**	–
		2,947,174	3,356,063	**699,346**	1,329,975
Total liabilities		**7,386,525**	7,178,676	**2,792,481**	3,003,320
Net assets		**7,737,704**	7,346,304	**17,540,155**	17,619,699
Equity attributable to owners of the Company					
Share capital	21	**4,569,422**	4,569,422	**12,545,472**	12,545,472
Capital reserve	22	**1,452,106**	1,452,106	**–**	–
Revenue reserve		**1,716,176**	1,324,776	**4,994,683**	5,074,227
Total equity		**7,737,704**	7,346,304	**17,540,155**	17,619,699
Total equity and liabilities		**15,124,229**	14,524,980	**20,332,636**	20,623,019

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2023

	Share capital (Note 21) $	Capital reserve (Note 22) $	Revenue reserve $	Total equity $
Group				
At 1 January 2022	4,569,422	1,452,106	472,881	6,494,409
Profit for the year, representing total comprehensive income for the year	–	–	851,895	851,895
At 31 December 2022 and 1 January 2023	**4,569,422**	**1,452,106**	**1,324,776**	**7,346,304**
Profit for the year, representing total comprehensive income for the year	**–**	**–**	**391,400**	**391,400**
At 31 December 2023	**4,569,422**	**1,452,106**	**1,716,176**	**7,737,704**

	Share capital (Note 21) $	Revenue reserve $	Total equity $
Company			
At 1 January 2022	12,545,472	136,049	12,681,521
Profit for the year, representing total comprehensive income for the year	–	4,938,178	4,938,178
At 31 December 2022 and 1 January 2023	12,545,472	5,074,227	17,619,699
Loss for the year, representing total comprehensive income for the year	**–**	**(79,544)**	**(79,544)**
At 31 December 2023	**12,545,472**	**4,994,683**	**17,540,155**

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

For the financial year ended 31 December 2023

	Note	2023 $	2022 $
Operating activities			
Profit before tax		**397,700**	911,870
Adjustments for:			
Amortisation of intangible assets	6	**1,756**	5,455
Depreciation of plant and equipment	6	**68,547**	67,148
Depreciation of right-of-use assets	6	**1,145,952**	491,558
Finance costs	7	**235,952**	134,949
Gain on disposal of plant and equipment	5	**(6,345)**	–
Gain on termination of lease	5	**(91,356)**	–
Impairment of plant and equipment	6	**17,000**	27,219
Impairment of right-of-use assets	6	**408,300**	153,490
Inventories written off	16	**77,652**	–
Interest income	5	**(5,409)**	(9,069)
Plant and equipment written off	6	**360**	1,171
Operating cash flows before changes in working capital		**2,250,109**	1,783,791
Changes in working capital			
Increase in inventories		**(1,715,600)**	(1,920,203)
Increase in trade and other receivables		**(227,545)**	(150,583)
Increase in trade and other payables and contract liabilities		**33,378**	618,647
Cash flows generated from operations		**340,342**	331,652
Interest received		**5,409**	7,758
Income taxes refunded		**–**	3,925
Net cash flows generated from operating activities		**345,751**	343,335
Investing activities			
Purchase of intangible assets	13	**(1,899)**	–
Purchase of plant and equipment		**(223,917)**	(80,454)
Proceeds from disposal of plant and equipment		**6,345**	–
Net cash flows used in investing activities		**(219,471)**	(80,454)
Financing activities			
Payment of principal portion of lease liabilities		**(1,032,684)**	(630,871)
Interest paid		**(222,884)**	(102,180)
Repayment of bank borrowing	19	**(616,686)**	(553,339)
Net cash flow used in financing activities		**(1,872,254)**	(1,286,390)
Net decrease in cash and cash equivalents		**(1,745,974)**	(1,023,509)
Cash and cash equivalents at beginning of the year		**3,668,003**	4,691,512
Cash and cash equivalents at end of the year	17	**1,922,029**	3,668,003

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. CORPORATE INFORMATION

TSH Corporation Limited is a limited liability company incorporated and domiciled in Singapore and is listed on the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and principal place of business of the Company is located at 315 Outram Road, #14-02 Tan Boon Liat Building, Singapore 169074 and 50 Armenian Street, #02-01 Wilmer Place, Singapore 179938 respectively.

The principal activities of the Company are investment holding and the provision of management services. The principal activities of the subsidiaries are disclosed in Note 14 to the financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)").

The consolidated financial statements are presented in Singapore Dollars ("SGD" or "$") and have been prepared on the historical cost basis except as disclosed in the accounting policies below.

2.2 Changes in accounting policies and disclosures

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 new and revised standards which are effective for annual financial periods beginning on or after 1 January 2023. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1: Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to SFRS(I) 16: Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to SFRS(I) 1-1: Non-current Liabilities with Covenants	1 January 2024
Amendments to SFRS(I) 1-7 and SFRS(I) 7: Supplier Finance Arrangements	1 January 2024
Amendments to SFRS(I) 1-21: Lack of Exchangeability	1 January 2025

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

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it:

– derecognises the assets (including 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;

– derecognises the cumulative translation differences recorded in equity;

– recognises the fair value of the consideration received;

– recognises the fair value of any investment retained;

– recognises any surplus or deficit in profit or loss;

– re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

2.5 Foreign currency

The financial statements are presented in SGD, which is also the functional currency of the Company and each of the entities within the Group.

Transactions and balances

Transactions in foreign currencies are measured in SGD and are recorded on initial recognition in SGD at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.6 Plant and equipment

All items of plant and equipment are initially recorded at cost. Subsequent to recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Bar and tableware	– 2 years
Furniture and fittings	– 3 to 5 years
Equipment	– 3 to 5 years
Renovation	– 3 to 5 years

Assets under construction included in plant and equipment are not depreciated as these assets are not yet available for use.

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

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the financial year the asset is derecognised.

2.7 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.8 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less impairment losses.

2.9 Financial instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial assets at initial recognition.

At initial recognition, the Group measures a financial asset at its fair value, plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Investments in debt instruments measured at amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received is recognised in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.9 Financial instruments - *continued*

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are initially recognised at fair value plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. On de-recognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.10 Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.11 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, and short-term deposits with maturities of three-months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value.

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for on a first-in first-out basis.

Where necessary, allowance is provided for damaged, obsolete or slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.13 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 an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.14 Government grants

Government grants are not recognised until there is reasonable assurance that the grants will be received, and all attaching conditions will be complied with.

Where the grant relates to income, it shall be presented as a credit in profit or loss under "Other income". Alternatively, it is deducted in reporting the related expense. When the grant relates to an asset, it is presented in the statement of financial position by deducting the grant in arriving at the carrying amount of the asset.

2.15 Borrowing costs

Borrowing costs not directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.16 Employee benefits expense

(a) Defined contribution plan

The Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.16 Employee benefits expense - *continued*

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

2.17 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Leased premises – 2 to 5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policy in Note 2.7.

(ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.17 Leases - *continued*

Group as a lessee - continued

(ii) Lease liabilities - *continued*

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.18 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which usually coincides with the customer obtaining control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation. The following specific recognition criteria must also be met before revenue is recognised:

(a) Sale of goods

The Group principally engages in the sale of food and beverages to customers. Revenue from the sale of goods is recognised upon the satisfaction of each performance obligation, which is usually the delivery of goods to customers and all criteria for acceptance have been satisfied at a point in time. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(b) Rendering of services

The Group provides services such as events and management services to customers. Revenue from rendering of services is recognised over time as and when the services are rendered.

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.19 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

– Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

– Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

2. MATERIAL ACCOUNTING POLICY INFORMATION - *continued*

2.19 Taxes - *continued*

(b) Deferred tax - continued

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of sales tax included.

2.20 Share capital and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.21 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

(i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statement of financial position of the Group.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated 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 could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

Management is of the opinion that there is no significant judgement made in applying accounting policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Impairment of non-financial assets

The Group assesses whether there are indicators of impairment for plant and equipment and right-of-use asset at each reporting date. The Company also assesses whether there are indicators of impairment for investment in subsidiaries at each reporting date. These assets are tested for impairment where there are indications that the carrying amounts may not be recoverable. This requires an estimation of the recoverable amount of the cash generating units to which the assets belong which is determined based on the higher of fair value less cost to sell and value-in-use methods. In determining the recoverable amounts of the cash generating units, the Group evaluates, amongst other factors, the market and economic environment in which the cash generating units operate and the economic performance of these assets.

The recoverable amounts of the plant and equipment, right-of-use assets and investment in subsidiaries have been determined based on value-in-use calculations using cash flow projections prepared by management. Key assumptions adopted in the value-in-use calculations include projections of revenue growth rate, gross profit margins, discount rates and long-term growth rates, where relevant. The pre-tax discount rate applied to cash flow projections is 9% to 25% (2022: 9% to 15%). For the financial year ended 31 December 2023, the Group recognised impairment losses on its plant and equipment and right-of-use assets of $17,000 (2022: $27,219) and $408,300 (2022: $153,490) respectively, and the Company reversed an impairment loss recognised previously on its investment in subsidiaries of $Nil (2022: $4,581,000).

The carrying amounts of the Group's plant and equipment and right-of-use assets and the Company's investment in subsidiaries at the end of each reporting period are disclosed in Notes 11, 12 and 14 to the financial statements respectively.

4. REVENUE

	Group	
	2023	2022
	$	$
Sale of goods	**10,725,101**	8,759,412
Rendering of services	**218,831**	151,406
	10,943,932	8,910,818
At a point in time	**10,725,101**	8,759,412
Over time	**218,831**	151,406
	10,943,932	8,910,818

Contract liabilities

Contract liabilities relate to the advances received from customers for goods to be delivered, or services to be rendered, and outstanding customer loyalty points. The Group has a loyalty program which allows members to accumulate points when they spend in certain outlets. The points can be offset against subsequent spendings at certain outlets.

Contract liabilities are recognised as revenue as the Group performs its obligations under the contract.

	Group	
	2023	2022
	$	$
Advance from customers	**175,883**	95,761
Customer loyalty points	**62,327**	–
	238,210	95,761
At 1 January	**95,761**	128,039
Additions for performance obligations not fulfilled	**238,108**	68,514
Revenue recognised that was included in the contract liabilities balance at the beginning of year	**(95,659)**	(100,792)
At 31 December	**238,210**	95,761

5. OTHER INCOME

	Group	
	2023	2022
	$	$
Other income includes:		
Government grants	**187,715**	213,786
Gain on disposal of plant and equipment	**6,345**	–
Gain on termination of lease	**91,356**	–
Interest income	**5,409**	9,069
Rental rebates	**5,366**	91,208
Sponsorship income	**82,116**	67,452
Write-back of payable	**26,400**	–

Government grants comprise mainly grant income received under the Special Employment Credit, Wage Credit Scheme, Jobs Support Scheme, Jobs Growth Incentive and Enterprise Singapore Grant.

6. OTHER OPERATING EXPENSES

	Group	
	2023	2022
	$	$
Other operating expenses include:		
Amortisation of intangible assets (Note 13)	**1,756**	5,455
Depreciation of plant and equipment (Note 11)	**68,547**	67,148
Depreciation of right-of-use assets (Note 12)	**1,145,952**	491,558
Impairment of plant and equipment (Note 11)	**17,000**	27,219
Impairment of right-of-use assets (Note 12)	**408,300**	153,490
Net foreign exchange loss	**27,529**	1,078

7. FINANCE COSTS

	Group	
	2023	2022
	$	$
Interest expense on bank borrowing	**36,659**	50,354
Interest expense on lease liabilities (Note 12)	**185,426**	51,109
Interest expense on discounting of non-current receivables	**13,867**	33,486
	235,952	134,949

8. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

	Group	
	2023	**2022**
	$	**$**
Audit fees		
- Auditor of the Company	**114,200**	114,000
Non-audit fees		
- Auditor of the Company	**6,800**	4,100
Employee benefits expense (including directors)		
- Salaries, bonuses and other costs	**3,441,993**	2,997,383
- Central Provident Fund contributions	**341,200**	303,482
Expenses not included in lease liabilities		
- Short-term leases and leases of low-value assets	**189,507**	392,421
- Variable lease payments	**145,437**	74,419

9. INCOME TAX

(a) Income tax expense

The major components of income tax expense for the years ended 31 December 2023 and 2022 are as follows:

	Group	
	2023	**2022**
	$	**$**
Current tax		
- Over provision in respect of previous years	–	(4,125)
	–	(4,125)
Deferred tax		
- Origination and reversal of temporary differences	**5,500**	64,100
- Under provision in respect of previous years	**800**	–
	6,300	64,100
Income tax expense recognised in consolidated statement of comprehensive income	**6,300**	59,975

9. INCOME TAX - *continued*

(b) Relationship between tax expense and profit before tax

The reconciliations between tax expense and the product of profit before tax multiplied by the applicable corporate tax rate for the years ended 31 December 2023 and 2022 are as follows:

	Group	
	2023	**2022**
	$	**$**
Profit before tax	**397,700**	911,870
Tax calculated at statutory tax rate of 17%	**67,609**	155,018
Adjustments:		
Non-deductible expenses	**3,836**	4,857
Income not subject to tax	**(2,103)**	(6,855)
Under/(over) provision in respect of previous years	**800**	(4,125)
Utilisation of deferred tax assets not recognised previously	**(136,670)**	(103,320)
Deferred tax assets not recognised	**73,600**	14,400
Others	**(772)**	–
Income tax expense recognised in consolidated statement of comprehensive income	**6,300**	59,975

(c) Deferred tax

Deferred tax as at 31 December relates to the following:

	Consolidated statement of financial position		Consolidated statement of comprehensive income	
	2023	**2022**	**2023**	**2022**
	$	**$**	**$**	**$**
Deferred tax assets:				
Differences in depreciation of plant and equipment for tax purposes	**10,900**	21,500	**(10,600)**	(1,300)
Lease liabilities	**484,700**	426,700	**58,000**	–
Unused tax losses	**–**	–	**–**	(63,600)
Provisions	**6,400**	5,700	**700**	(700)
Others	**1,000**	1,500	**(500)**	1,500
	503,000	455,400		
Deferred tax liabilities:				
Right-of-use assets	**(479,700)**	(425,800)	**(53,900)**	–
Net deferred tax assets	**23,300**	29,600		
Deferred tax expense			**(6,300)**	(64,100)

9. INCOME TAX - *continued*

(c) Deferred tax - continued

Unrecognised tax losses

At the end of the year, the Group has unrecognised tax losses and capital allowance of approximately $6,669,000 and $8,000 (2022: $6,809,000 and $8,000) respectively that are available for offset against future taxable profits, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these unrecognised tax losses and capital allowance is subject to agreement of the tax authority and compliance with certain provisions of the tax legislation in Singapore.

10. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit for the year by the weighted average number of ordinary shares outstanding during the year. Diluted profit per share is the same as basic profit per share as there are no dilutive potential ordinary shares.

The following reflects the profit and share data used in the basic and diluted earnings per share computations for the years ended 31 December 2023 and 2022:

	Group	
	2023	2022
	$	$
Profit for the year attributable to owners of the Company	**391,400**	851,895
	Number of shares	Number of shares
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share computation	**44,355,491**	44,355,491

11. PLANT AND EQUIPMENT

Group	Bar and tableware $	Equipment $	Furniture and fittings $	Renovation $	Total $
Cost:					
At 1 January 2022	40,493	344,280	463,841	1,099,425	1,948,039
Additions	18,902	60,957	8,135	1,500	89,494
Write-offs	–	(20,966)	(18,504)	–	(39,470)
At 31 December 2022 and 1 January 2023	**59,395**	**384,271**	**453,472**	**1,100,925**	**1,998,063**
Additions	**–**	**72,954**	**82,811**	**113,438**	**269,203**
Disposals	**–**	**(74,898)**	**(69,470)**	**–**	**(144,368)**
Write-offs	**(22,115)**	**(60,563)**	**(26,635)**	**(413,608)**	**(522,921)**
At 31 December 2023	**37,280**	**321,764**	**440,178**	**800,755**	**1,599,977**
Accumulated depreciation and impairment losses:					
At 1 January 2022	40,493	319,273	443,995	1,054,615	1,858,376
Depreciation	2,497	20,569	13,705	30,377	67,148
Write-offs	–	(19,795)	(18,504)	–	(38,299)
Impairment losses	1,359	8,547	2,783	14,530	27,219
At 31 December 2022 and 1 January 2023	**44,349**	**328,594**	**441,979**	**1,099,522**	**1,914,444**
Depreciation	**8,674**	**31,928**	**10,602**	**17,343**	**68,547**
Disposals	**–**	**(74,898)**	**(69,470)**	**–**	**(144,368)**
Write-offs	**(22,115)**	**(60,563)**	**(26,275)**	**(413,608)**	**(522,561)**
Impairment losses	**2,046**	**9,174**	**3,937**	**1,843**	**17,000**
At 31 December 2023	**32,954**	**234,235**	**360,773**	**705,100**	**1,333,062**
Net carrying amount:					
At 31 December 2022	15,046	55,677	11,493	1,403#	83,619
At 31 December 2023	**4,326**	**87,529**	**79,405**	**95,655#**	**266,915**

#: The amount includes capitalised restoration costs of $14,580 (2022: $1,403).

Impairment of plant and equipment

Please refer to Note 3.2 for details on the impairment assessment of plant and equipment.

12. LEASES

Group as a lessee

The Group has lease contracts for premises used for its operations. Leased premises generally have lease terms of 2 to 5 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning or subleasing the leased assets. There are several lease contracts that include extension and termination options and variable lease payments. The Group also has certain leases of premises with lease terms of 12 months or less and leases of low-value assets. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Right-of-use assets

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Group	Premises $
At 1 January 2022	418,088
Additions	2,731,523
Depreciation	(491,558)
Impairment loss	(153,490)
At 31 December 2022 and 1 January 2023	**2,504,563**
Additions	**1,870,709**
Depreciation	**(1,145,952)**
Impairment loss	**(408,300)**
At 31 December 2023	**2,821,020**

Impairment of right-of-use assets

Please refer to Note 3.2 for details on the impairment assessment of right-of-use assets.

Lease liabilities

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	Group	
	2023 **$**	**2022** **$**
At 1 January	**2,808,329**	707,677
Additions	**1,870,709**	2,731,523
Accretion of interest	**185,426**	51,109
Gain on termination of lease	**(91,356)**	–
Payments	**(1,218,110)**	(681,980)
At 31 December	**3,554,998**	2,808,329
Current	**1,399,805**	829,501
Non-current	**2,155,193**	1,978,828

12. LEASES - *continued*

Group as a lessee - *continued*

The aggregate net amounts recognised in profit or loss in relation to the Group's leases is $1,977,900 (2022: $1,071,789) as disclosed in Notes 5, 6, 7 and 8 to the financial statements.

The Group has total net cash outflows for leases of $1,547,688 in 2023 (2022: $1,057,612). The Group also has non-cash additions to right-of-use assets and lease liabilities of $1,870,709 in 2023 (2022: $2,731,523).

Extension options

Some leases contain extension options whereby notice must be served to the landlord prior to the expiry of the lease to negotiate on the new renewal terms and conditions. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. Extension options are only included in the lease term if the Group is reasonably certain to exercise the options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

The Group has estimated that the potential future cash flows arising from the extension options not reflected in the measurement of lease liabilities is $2,970,000 (2022: $1,941,000).

13. INTANGIBLE ASSETS

Group	Software $
Cost:	
At 1 January 2022, 31 December 2022 and 1 January 2023	**28,512**
Addition	**1,899**
At 31 December 2023	**30,411**
Accumulated amortisation:	
At 1 January 2022	21,407
Amortisation	5,455
At 31 December 2022 and 1 January 2023	**26,862**
Amortisation	**1,756**
At 31 December 2023	**28,618**
Net carrying amount:	
At 31 December 2022	1,650
At 31 December 2023	**1,793**

14. INVESTMENT IN SUBSIDIARIES

	Company	
	2023	2022
	$	$
Unquoted equity shares, at cost	**12,286,667**	12,286,667

Composition of the Group

The Group has the following subsidiaries as at 31 December:

Name of subsidiaries	Country of incorporation and place of business	Principal activities	Proportion of ownership interest	
			2023	2022
			%	%
Held by the Company				
Sloshed! Pte. Ltd.	Singapore	Investment holding	**100**	100
Held through Sloshed! Pte. Ltd.				
TWS Pte.Ltd.	Singapore	Food and beverage outlets operator	**100**	100
Quaich Pte.Ltd.	Singapore	Food and beverage outlets operator	**100**	100
The Other Room Pte. Ltd.	Singapore	Food and beverage outlets operator	**100**	100
The Other Roof Pte. Ltd.	Singapore	Inactive	**100**	100
Planet Spirits Pte. Ltd.	Singapore	Import, export and distribution of spirits and wines	**100**	100

The subsidiaries are audited by Ernst & Young LLP, Singapore.

15. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2023	2022	2023	2022
	$	$	$	$
Trade and other receivables (current)				
Trade debtors:				
- Third parties	**369,872**	100,044	**–**	–
- Director-related companies	**15,056**	–	**–**	–
- Director	**3,474**	–	–	–
Advances to suppliers	**189,248**	248,892	**9,985**	–
Other debtors:				
- Third parties	**10,849**	62,709	–	–
- Subsidiaries	**–**	–	**7,140,747**	6,195,381
GST receivables	**19,600**	–	–	–
Prepayments	**102,991**	95,639	**1,482**	15,839
Deposits	**30,904**	148,863	**–**	–
Government grants receivable	**–**	8,250	**–**	–
	741,994	664,397	**7,152,214**	6,211,220
Other receivables (non-current)				
Deposits	**328,543**	192,461	**–**	–
Total trade and other receivables (current and non-current)	**1,070,537**	856,858	**7,152,214**	6,211,220
Add:				
Cash and cash equivalents (Note 17)	**1,922,029**	3,668,003	**893,755**	2,125,132
Less:				
Advances to suppliers	**(189,248)**	(248,892)	**(9,985)**	–
Prepayments	**(102,991)**	(95,639)	**(1,482)**	(15,839)
Government grants receivable	**–**	(8,250)	**–**	–
GST receivables	**(19,600)**	–	**–**	–
Total financial assets carried at amortised cost	**2,680,727**	4,172,080	**8,034,502**	8,320,513

Trade debtors are unsecured, non-interest bearing and are generally on 7 to 30 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The amounts due from subsidiaries are unsecured, interest bearing at rates ranging from 7.06% to 7.25% (2022: 3.44% to 7.17%) per annum, and are repayable on demand.

15. TRADE AND OTHER RECEIVABLES - *continued*

Expected credit losses

There is no allowance for expected credit losses as at 31 December 2023 and 2022.

Trade and other receivables denominated in foreign currencies as at 31 December are as follows:

	Group		Company	
	2023 $	2022 $	2023 $	2022 $
Great Britain Pound	**9,440**	–	–	–

16. INVENTORIES

	Group	
	2023 $	2022 $
Goods for sale, representing mainly beverages	**8,707,364**	7,289,931
Goods-in-transit	**311,271**	90,756
	9,018,635	7,380,687
Recognised in statement of comprehensive income		
- Inventories recognised as cost of sales	**2,783,298**	2,161,354
- Inventories written off as other operating expenses	**77,652**	–

17. CASH AND CASH EQUIVALENTS

	Group		Company	
	2023 $	2022 $	2023 $	2022 $
Cash at banks and on hand	**1,922,029**	3,668,003	**893,755**	2,125,132

Cash at banks do not earn interest, except for a bank balance of $391,950 (2022: $1,486,602), which earns interest at floating rates based on daily bank deposit rates.

Cash and cash equivalents denominated in foreign currencies as at 31 December are as follows:

	Group		Company	
	2023 $	2022 $	2023 $	2022 $
Great Britain Pound	**10,583**	10,252	–	–

18. TRADE AND OTHER PAYABLES

	Group		Company	
	2023 $	2022 $	2023 $	2022 $
Trade creditors:				
- Third parties	**614,795**	490,111	**22,554**	5,467
- Director-related company	**856**	856	**–**	–
Accrued operating expenses	**568,882**	738,358	**242,496**	300,900
Other creditors:				
- Third parties	**221,256**	217,664	**122,944**	122,944
- Director-related companies	**9,692**	25,265	**–**	–
- Subsidiaries	**–**	–	**1,054,096**	594,500
- Shareholder	**637,025**	637,025	**–**	–
GST payable	**111,501**	102,011	**20,416**	32,848
Total trade and other payables	**2,164,007**	2,211,290	**1,462,506**	1,056,659
Add:				
Bank borrowing (Note 19)	**1,329,975**	1,946,661	**1,329,975**	1,946,661
Less:				
GST payable	**(111,501)**	(102,011)	**(20,416)**	(32,848)
Total financial liabilities carried at amortised cost	**3,382,481**	4,055,940	**2,772,065**	2,970,472

Trade creditors are unsecured, non-interest bearing and are generally on 30 days' terms.

Related party balances

The non-trade amounts due to subsidiaries, director-related companies and a shareholder are unsecured, non-interest bearing and are repayable on demand.

Trade and other payables denominated in foreign currencies are as follows:

	Group		Company	
	2023 $	2022 $	2023 $	2022 $
Euro	**8,040**	–	**–**	–
Great Britain Pound	**382,771**	321,725	**–**	–
Renminbi	**48,378**	50,357	**48,378**	50,357
Swiss Franc	**–**	13,987	**–**	–
United States Dollar	**29**	–	**–**	–

19. BANK BORROWING

	Group and Company	
	2023	2022
	$	$
Current	**630,629**	616,686
Non-current	**699,346**	1,329,975
	1,329,975	1,946,661

The bank borrowing is interest bearing at the weighted average effective interest rate of 2.25% per annum and is repayable in equal instalments until 2025. Certain subsidiaries have provided corporate guarantees for the bank borrowing.

A reconciliation of liabilities arising from financing activities is as follows:

	2022	Cash flows	2023
	$	$	$
Bank borrowing	**1,946,661**	**(616,686)**	**1,329,975**

	2021	Cash flows	2022
	$	$	$
Bank borrowing	2,500,000	(553,339)	1,946,661

20. PROVISIONS

	Group	
	2023	2022
	$	$
At 1 January	**116,635**	115,135
Additions	**20,700**	1,500
Utilisation	**(38,000)**	–
At 31 December	**99,335**	116,635
Current	**6,700**	69,375
Non-current	**92,635**	47,260

Provisions relate to the estimated costs to reinstate the Group's leased premises to their original state upon expiry of the leases.

21. SHARE CAPITAL

	Group		Company	
	No. of ordinary shares	$	No. of ordinary shares	$
Issued and fully paid ordinary shares:				
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	**44,355,491**	**4,569,422**	**44,355,491**	**12,545,472**

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

22. CAPITAL RESERVE

Capital reserve represents the amount waived by the former shareholders of Sloshed! Pte. Ltd in prior years.

23. RELATED PARTY TRANSACTIONS

(a) Sale and purchase of goods and services

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place on terms agreed between the parties during the year:

	2023 $	2022 $
Sale of goods to directors	**41,629**	30,289
Sale of goods to director-related companies	**337**	761
Rental income from a director	**5,481**	–

(b) Compensation of key management personnel

The compensation of 7 (2022: 7) key management personnel is included in the table below:

	2023 $	2022 $
Salaries, bonuses and other costs	**835,889**	766,218
Central Provident Fund contributions	**63,512**	58,990
	899,401	825,208

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. The Group does not hold or issue derivative financial instruments for speculative purposes.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

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.

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and cash equivalents), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all borrowers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived based on the Group's historical information.

A significant increase in credit risk is presumed if a debtor is more than 60 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- there is significant difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- there is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 120 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES - *continued*

(a) Credit risk - continued

Trade and other receivables

The Group's trade debtors at amortised cost are considered to have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Management considers 'low credit risk' for the debt instruments measured at amortised cost when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term.

As for other debtors, the Group assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in. The Group measured the impairment loss allowance using general approach of ECL and determined that the ECL is insignificant.

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial assets.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and cash equivalents that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

The Group does not have financial assets that are either past due or impaired.

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds.

The Group monitors and maintains a level of cash and cash equivalents deemed sufficient to finance the Group's operations.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the financial assets used for managing liquidity risk and financial liabilities at the end of the year based on contractual undiscounted repayment obligations.

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES - *continued*

(b) Liquidity risk - *continued*

Analysis of financial instruments by remaining contractual maturities - continued

Group	One year or less $	More than one year to less than five years $	Total $
2023			
Financial assets:			
Trade and other receivables	**430,155**	**376,245**	**806,400**
Cash and cash equivalents	**1,922,029**	**–**	**1,922,029**
Total undiscounted financial assets	**2,352,184**	**376,245**	**2,728,429**
Financial liabilities:			
Trade and other payables	**2,052,506**	**–**	**2,052,506**
Bank borrowing	**654,144**	**708,552**	**1,362,696**
Lease liabilities	**1,568,096**	**2,270,044**	**3,838,140**
Total undiscounted financial liabilities	**4,274,746**	**2,978,596**	**7,253,342**
Total net undiscounted financial liabilities	**(1,922,562)**	**(2,602,351)**	**(4,524,913)**
2022			
Financial assets:			
Trade and other receivables	311,616	225,947	537,563
Cash and cash equivalents	3,668,003	–	3,668,003
Total undiscounted financial assets	3,979,619	225,947	4,205,566
Financial liabilities:			
Trade and other payables	2,109,279	–	2,109,279
Bank borrowing	654,144	1,362,696	2,016,840
Lease liabilities	950,791	2,131,875	3,082,666
Total undiscounted financial liabilities	3,714,214	3,494,571	7,208,785
Total net undiscounted financial assets/(liabilities)	265,405	(3,268,624)	(3,003,219)

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES - *continued*

(b) Liquidity risk - *continued*

Analysis of financial instruments by remaining contractual maturities - continued

Company	One year or less $	More than one year to less than five years $	Total $
2023			
Financial assets:			
Trade and other receivables	**7,140,747**	**–**	**7,140,747**
Cash and cash equivalents	**893,755**	**–**	**893,755**
Total undiscounted financial assets	**8,034,502**	**–**	**8,034,502**
Financial liabilities:			
Trade and other payables	**1,442,090**	**–**	**1,442,090**
Bank borrowing	**654,144**	**708,552**	**1,362,696**
Total undiscounted financial liabilities	**2,096,234**	**708,552**	**2,804,786**
Total net undiscounted financial assets/(liabilities)	**5,938,268**	**(708,552)**	**5,229,716**
2022			
Financial assets:			
Trade and other receivables	6,195,381	–	6,195,381
Cash and cash equivalents	2,125,132	–	2,125,132
Total undiscounted financial assets	8,320,513	–	8,320,513
Financial liabilities:			
Trade and other payables	1,023,811	–	1,023,811
Bank borrowing	654,144	1,362,696	2,016,840
Total undiscounted financial liabilities	1,677,955	1,362,696	3,040,651
Total net undiscounted financial assets/(liabilities)	6,642,558	(1,362,696)	5,279,862

24. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES - *continued*

(c) *Foreign currency risk*

The Group has transactional currency exposures arising from purchases that are mainly denominated in Great Britain Pound ("GBP"). Approximately 58% (2022: 70%) of the Group's purchases are denominated in GBP.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in the GBP exchange rate against the SGD, with all other variables held constant.

	Profit before tax (lower)/higher	
	2023 $	2022 $
GBP against SGD		
– strengthened by 5%	**(18,137)**	(15,522)
– weakened by 5%	**18,137**	15,522

25. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios to support its business and maximises shareholder value.

The Group and Company manage its capital structure and make adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2023 and 2022.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, trade and other payables, lease liabilities, contract liabilities and provisions less cash and cash equivalents. Capital refers to equity attributable to owners of the Company.

		Group	
	Note	2023 $	2022 $
Trade and other payables	18	**2,164,007**	2,211,290
Lease liabilities	12	**3,554,998**	2,808,329
Contract liabilities	4	**238,210**	95,761
Bank borrowing	19	**1,329,975**	1,946,661
Provisions	20	**99,335**	116,635
Less: Cash and cash equivalents	17	**(1,922,029)**	(3,668,003)
Net debt		**5,464,496**	3,510,673
Equity attributable to owners of the Company		**7,737,704**	7,346,304
Capital and net debt		**13,202,200**	10,856,977
Gearing ratio (times)		**0.41**	0.32

26. SEGMENT INFORMATION

Reportable segment

Information reported for the purposes of resource allocation and assessment of segment performance is specifically focused on the wholesale and retail sale of food and beverages businesses which form the basis of identifying the operating segments of the Group under SFRS(I) 1-8 Operating Segments. Management considers the aggregated wholesale and retail sale of food and beverages businesses as a single operating segment.

Geographical information

The Group operates in Singapore with revenue generated in Singapore. Accordingly, analysis of revenue and assets of the Group by geographical distribution has not been presented.

Information about major customers

During the years ended 31 December 2023 and 2022, there is no single major customer that contributed more than 5% of the Group's total revenue. The revenue is spread over a broad base of customers.

27. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors on 28 March 2024.

SHARE CAPITAL

Total number of issued shares excluding treasury shares and subsidiary holdings	:	44,355,491
Number of treasury shares held	:	NIL
Number of subsidiary holdings held	:	NIL
Class of Shares	:	Ordinary shares
Voting Rights	:	One vote per share

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholdings
1 - 99	94	11.52	3,509	0.01
100 - 1,000	307	37.62	174,861	0.40
1,001 - 10,000	355	43.50	1,141,702	2.57
10,001 - 1,000,000	57	6.99	7,049,237	15.89
1,000,001 AND ABOVE	3	0.37	35,986,182	81.13
TOTAL	816	100.00	44,355,491	100.00

LIST OF TWENTY LARGEST SHAREHOLDERS

(as shown in the Register of Members)

No.	Name of Shareholders	No. of Shares	% of Shareholdings
1	UOB KAY HIAN PRIVATE LIMITED	26,452,603	59.64
2	CHUA KHOON HUI (CAI KUNHUI)	6,505,216	14.67
3	COCKPIT INTERNATIONAL PTE LTD	3,028,363	6.83
4	H'NG TIEN YAO	916,700	2.07
5	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	910,551	2.05
6	LIM KIAN BOON CHARLES	838,737	1.89
7	DANIEL GOH YING WAI	655,120	1.48
8	DARIO NOCENTINI	638,900	1.44
9	WANG YANLI	436,400	0.98
10	MAYBANK SECURITIES PTE. LTD.	408,039	0.92
11	KHO CHUAN THYE PATRICK	254,210	0.57
12	OCBC SECURITIES PRIVATE LIMITED	252,324	0.57
13	LOH WAI LENG	155,520	0.35
14	DBS NOMINEES (PRIVATE) LIMITED	150,420	0.34
15	TIO HONG TJOEN @ TARWIDJAJA WIHARDJA OR THAM MEI KHENG	113,635	0.26
16	PHILLIP SECURITIES PTE LTD	105,557	0.24
17	GOH HAN PENG (WU HANPING)	84,255	0.19
18	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	79,733	0.18
19	LEE SZE KIAN	64,550	0.14
20	KHOO BEE LENG, JOANNA (QIU MEILING, JOANNA)	64,520	0.14
	TOTAL	42,115,353	94.95

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 18 March 2024)

	Direct Interest		Deemed Interest		Total Interest	
Name	No. of shares	%	No. of shares	%	No. of shares	%
Teo Kok Woon	-	-	28,410,666[1]	64.05	28,410,666	64.05
Cockpit International Pte Ltd	3,028,363	6.83	-	-	3,028,363	6.83
Yeo Gek Lang, Susie	-	-	3,028,363[2]	6.83	3,028,363	6.83
Goodearth Realty Private Limited	-	-	3,028,363[2]	6.83	3,028,363	6.83
Chua Khoon Hui	6,505,216	14.67	-	-	6,505,216	14.67

Notes :-

(1) Teo Kok Woon is deemed to be interested in 3,028,363 shares held by Cockpit International Pte Ltd and 25,382,303 shares held by UOB Kay Hian Private Limited as nominee of Teo Kok Woon.

(2) 3,028,363 shares were held in the name of Cockpit International Pte Ltd in which Yeo Gek Lang, Susie and Goodearth Realty Private Limited are deemed to be interested.

COMPLIANCE WITH RULE 723 OF THE SGX-ST LISTING MANUAL SECTION B : RULES OF CATALIST (CATALIST RULES)

Based on information available and to the best knowledge of the Company as at 18 March 2024, approximately 21.28% of the ordinary shares of the Company are held by the public. Therefore, the Company is in compliance with Rule 723 of the Catalist Rule.

BOARD OF DIRECTORS

Dr. Yu Lai Boon
Non-Executive Chairman and Independent Director

Mr. Chua Khoon Hui
Chief Executive Officer and Executive Director

Mr. Tan Dah Ching
Non-Executive Independent Director

Mr. Teo Kok Woon
Non-Executive Non-Independent Director

NOMINATING COMMITTEE

Mr. Tan Dah Ching
Chairman

Mr. Teo Kok Woon
Dr. Yu Lai Boon

REMUNERATION COMMITTEE

Dr. Yu Lai Boon
Chairman

Mr. Tan Dah Ching
Mr. Teo Kok Woon

AUDIT COMMITTEE

Dr. Yu Lai Boon
Chairman

Mr. Tan Dah Ching
Mr. Teo Kok Woon

COMPANY SECRETARY

Ms. Chan Lai Yin

REGISTERED OFFICE

315 Outram Road
#14-02 Tan Boon Liat Building
Singapore 169074
Tel : (65) 6732 3452
Email : contact@tshcorp.com.sg

COMPANY OFFICE

50 Armenian Street
#02-01 Wilmer Place
Singapore 179938

COMPANY REGISTRATION NO.

200003865N

AUDITORS

Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583
Engagement Partner: Ms. Sharon Peh (with effect from financial year ended 31 December 2023)

SHARE REGISTRAR

Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

PRINCIPAL BANKERS

DBS Bank Ltd
Oversea-Chinese Banking Corporation Limited
RHB Bank Berhad
United Overseas Bank Limited

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TSH Corporation Limited

Company Registration No: 200003865N