

Condensed Interim Financial Statements

For the First Quarter of the 3-month financial period ended 31 December 2021

Pursuant to Rule 705(2C) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Singapore Exchange Regulation requires the Company to continue to announce its quarterly financial statements with effect from 7 February 2020.

No Signboard Holdings Ltd. (the “**Company**”) was listed on Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 30 November 2017.

This announcement has been prepared by the Company and its contents have been reviewed by the Company’s Sponsor for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement. This has not been examined or approved by the SGX-ST and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FIRST QUARTER OF THE THREE MONTHS FINANCIAL PERIOD ENDED 31 DECEMBER 2021

Group				
	Note	1 st Quarter ended 31 December		Increase (Decrease) %
		2021	2020	
		(unaudited)	(unaudited)	
		\$	\$	
Revenue		2,025,231	2,471,467	(18.1)
Other income		529,699	470,340	12.6
Raw materials and consumables used		(556,241)	(787,184)	(29.3)
Changes in inventories		(44,077)	(113,598)	(61.2)
Employee benefits expense		(1,648,641)	(1,762,232)	(6.4)
Rental income		106,538	72,142	47.7
Rental expense		(128,428)	(48,688)	163.8
Depreciation and amortisation expense		(433,009)	(1,173,036)	(63.1)
Other operating expenses		(772,916)	(717,832)	7.7
Finance costs		(67,177)	(87,905)	(23.6)
Loss before income tax	5	(989,021)	(1,676,526)	(41.0)
Income tax		-	-	N.M.
Loss for the year, representing loss attributable to the owners of the Company		(989,021)	(1,676,526)	(41.0)
Other comprehensive income				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of foreign operations		(6,652)	(10,685)	(37.7)
Total comprehensive loss for the year, representing total comprehensive loss attributable to the owners of the Company		(989,021)	(1,687,211)	(41.0)

N.M.: Not meaningful

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

CONDENSED INTERIM STATEMENT OF FINANCIAL POSITION

	Note	Group		Company	
		31/12/2021	30/09/2021	31/12/2021	30/09/2021
		(unaudited)	(audited)	(unaudited)	(audited)
		\$	\$	\$	\$
<u>ASSETS</u>					
Current assets					
Cash and bank balances		1,491,097	2,727,025	565,722	2,048,549
Pledged deposit		3,000,000	3,000,000	3,000,000	3,000,000
Trade and other receivables	6	813,311	915,359	530,705	616,476
Amount due from subsidiaries	7	-	-	-	-
Inventories		359,257	425,093	47,394	45,494
Grant receivables		74,746	142,513	42,151	98,196
Total current assets		5,738,411	7,209,990	4,185,972	5,808,715
Non-current assets					
Other receivables	6	336,798	292,465	-	-
Intangible asset	8	5,707	22,827	-	-
Plant and equipment	9	1,189,528	1,150,773	-	-
Right-of-use assets		2,526,705	2,751,393	-	-
Amount due from subsidiaries	7	-	-	711,940	556,240
Investment in subsidiaries		-	-	50,103	105
Total non-current assets		4,058,738	4,217,458	762,043	556,345
Total assets		9,797,149	11,427,448	4,948,015	6,365,060
<u>LIABILITIES AND EQUITY</u>					
Current liabilities					
Trade and other payables	10	4,048,616	3,569,768	1,927,279	1,652,052
Lease liabilities		1,448,262	1,937,084	122,956	440,486
Contract liabilities	10	241,985	241,985	-	-
Amount due to holding company		111,773	99,581	57,043	44,851
Loan and borrowings – current portion	11	4,936,482	3,172,712	4,936,482	3,172,712
Provisions		186,020	209,986	106,814	152,814
Income tax payable		-	-	-	-
Total current liabilities		10,973,138	9,231,116	7,150,574	5,462,915
Non-current liabilities					
Provisions		216,122	246,122	76,706	76,706
Lease liabilities		1,978,805	2,262,953	1,540	14,640
Loan and borrowings	11	-	2,062,500	-	2,062,500
Total non-current liabilities		2,194,927	4,571,575	78,246	2,153,846
Equity					
Share capital	12	25,181,005	25,181,005	25,181,005	25,181,005
Capital reserve		(695,938)	(695,938)	2,063,751	2,063,751
Accumulated losses		(27,762,776)	(26,773,755)	(29,525,561)	(28,496,457)
Translation reserve		(93,207)	(86,555)	-	-
Total equity		(3,370,916)	(2,375,243)	(2,280,805)	(1,251,701)
Total liabilities and equity		9,797,149	11,427,448	4,948,015	6,365,060

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

CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY

	Group				
	Share capital	Capital reserve	Translation reserve	Accumulated losses	Total
	\$	\$	\$	\$	\$
Balance at 1 October 2020 (audited)	25,181,005	(695,938)	(15,740)	(17,661,580)	6,807,747
Total comprehensive loss for the year					
Loss for the period	-	-	-	(1,676,526)	(1,676,526)
Other comprehensive loss	-	-	(10,685)	-	(10,815)
Total	-	-	(10,685)	(1,676,526)	(1,687,211)
Balance at 31 December 2020 (unaudited)	25,181,005	(695,938)	(26,425)	(19,338,106)	5,120,536

Balance at 1 October 2021 (audited)	25,181,005	(695,938)	(86,555)	(26,773,755)	(2,375,243)
Total comprehensive loss for the year					
Loss for the period	-	-	-	(989,021)	(989,021)
Other comprehensive loss	-	-	(6,652)	-	(6,652)
Total	-	-	(6,652)	(989,021)	(995,673)
Balance at 31 December 2021 (unaudited)	25,181,005	(695,938)	(93,207)	(27,762,776)	(3,370,916)

	Company			
	Share capital	Capital reserve	Accumulated losses	Total
	\$	\$	\$	\$
Balance as at 1 October 2020 (audited)	25,181,005	2,063,751	(18,318,625)	8,926,131
Loss for the year, representing total comprehensive loss for the period	-	-	(1,410,887)	(1,410,887)
Balance as at 31 December 2020 (unaudited)	25,181,005	2,063,751	(19,729,512)	7,515,244

Balance at 1 October 2021 (audited)	25,181,005	2,063,751	(28,496,457)	(1,251,701)
Loss for the year, representing total comprehensive loss for the period	-	-	(1,029,104)	(1,029,104)
Balance as at 31 December 2021 (unaudited)	25,181,005	2,063,751	(29,525,561)	(2,280,805)

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

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2021

	Note	Group	
		1 st Quarter ended 31 December	
		2021	2020
		(unaudited)	(unaudited)
		\$	\$
Operating activities			
Loss before income tax		(989,021)	(1,676,526)
Adjustments for:			
Depreciation and amortisation expense		433,009	1,173,036
Allowance for expected credit loss		(460)	-
Gain on disposal of plant and equipment		(3,800)	(467)
Write-off of inventories		26	44,365
Foreign exchange		(6,650)	(10,703)
Interest income		(104)	(1,380)
Interest expense		67,177	87,905
Operating cash flows before movements in working capital		(499,823)	(383,770)
Changes in working capital			
Trade and other receivables		125,943	(83,946)
Inventories		65,810	80,768
Other assets		-	39,401
Trade and other payables		272,893	(449,713)
Contract liabilities		-	(5,179)
Amount due to holding company		12,192	26,075
Provisions		(53,966)	-
Cash used in operations		(76,951)	(776,364)
Income tax paid		-	-
Net cash used in operating activities		(76,951)	(776,364)
Investing activities			
Purchase of plant and equipment	A	(24,667)	(25,720)
Proceeds from disposal of plant and equipment		3,800	-
Interest received		104	1,380
Net cash used in investing activities		(20,763)	(24,340)
Financing activities			
Proceeds from short-term loans		-	2,000,000
Repayment of short-term loans		(298,729)	(429,190)
Repayment of lease liabilities		(772,308)	(751,348)
Interest portion of lease liabilities		(35,656)	(60,336)
Interest paid on bank borrowings		(31,521)	(27,569)
Net cash (used in) generated from financing activities		(1,138,214)	731,557
Net decrease in cash and cash equivalents		(1,235,928)	(69,147)
Cash and cash equivalents at beginning of period		1,727,025	12,921,780
Cash and cash equivalents at end of period		1,491,097	12,852,633
Note A			
Purchase of plant and equipment (Note 10)		(229,960)	(33,047)
Less non-cash movement:			
Provision for reinstatement costs		(53,966)	-
Payable to suppliers of plant and equipment		259,259	7,327
		(24,667)	(25,720)

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

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate information

No Signboard Holdings Ltd. (the "Company") was incorporated on 1 June 2017 in the Republic of Singapore with its principal place of business and registered office at 10 Ubi Crescent, #03-02 Ubi Techpark, Singapore 408564.

The condensed financial statements as at and for the first quarter ended 31 December 2021 comprise of the Company and its subsidiaries (collectively, the "Group").

The principal activities of the Group and Company are those relating to the management and operation of food & beverage outlets and investment holding.

2. Basis of preparation

2.1 Statement of compliance

The condensed financial statements for the period ended 31 December 2021 have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and the performance of the Group since the last annual financial statements for the year ended 30 September 2021.

The condensed financial statements are presented in Singapore dollar which is the Company's functional currency.

Other than the adoption of the amended standards as set out in Note 2.4, there were no changes in accounting policies and methods of computation adopted in the financial statements for the current reporting period as compared to the most recent audited annual financial statements as at 30 September 2021, which were in accordance with SFRS(I)s.

2.2 Basis of measurement

The condensed financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

The condensed financial statements have been prepared on a going concern basis as the Board is of the view that based on the assumption that the restructuring exercise and proposed Investment as disclosed below will be completed successfully, and that the Group will be able to generate cashflows from operations to meet the Group's working capital requirements and to operate as a going concern.

2.3 Uses of estimates and judgements

The preparation of the condensed financial statements in conformity with SFRS(I) requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 30 September 2021.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (cont'd)

2.3 Uses of estimates and judgements (cont'd)

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next reporting period are included in the following notes:

- Note 6 – Provision for expected credit losses of trade and other receivables
- Note 7 - Impairment of investments and recoverability of amounts due from subsidiaries; key assumptions underlying recoverable amounts
- Note 9 - Depreciation of plant and equipment
- Note 8, 9 - Impairment of right-of-use assets, plant and equipment and intangible assets of seafood restaurants and other restaurants business: key assumptions underlying recoverable amounts
- Note 10 - Classification and recognition of upfront sponsorship, volume rebates and promotional support

2.4 Changes in accounting policies

New and amended standards adopted by the Group

A number of amendments to Standards have become applicable for the current reporting year. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

3 Segment information

Group	Revenue		Net loss	
	Group			
	1 st Quarter ended 31 December	1 st Quarter ended 31 December	1 st Quarter ended 31 December	1 st Quarter ended 31 December
	2021	2020	2021	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	\$	\$	\$	\$
Seafood Restaurant business	291,167	732,468	58,151	(539,350)
Other Restaurant business	1,628,303	1,562,678	21,056	(117,296)
Beer business	105,761	176,321	(100,840)	(64,891)
	2,025,231	2,471,467	(21,633)	(721,537)
Other operating expenses			(127,690)	(86,261)
Corporate office expenses			(772,625)	(782,203)
Interest income			104	1,380
Finance costs			(67,176)	(87,905)
Loss before tax			(989,021)	(1,676,526)
Income tax credit / (expense)			-	-
Loss after tax			(989,021)	(1,676,526)

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (cont'd)

3 Segment information (cont'd)

	Group	
	31/12/2021 (unaudited) \$	30/09/2021 (audited) \$
<u>Segment assets</u>		
Seafood Restaurant business	4,375,039	5,846,608
Other Restaurant business	5,208,535	5,440,730
Beer business	213,573	140,110
	9,797,147	11,427,448
<u>Segment liabilities</u>		
Seafood Restaurant business	7,279,873	7,663,170
Other Restaurant business	5,136,956	5,400,591
Beer business	751,235	738,929
	13,168,065	13,802,691

Group	Depreciation and amortisation expense		Capital expenditure	
	1st Quarter ended 31 December			
	2021 (unaudited) \$	2020 (unaudited) \$	31/12/2021 (unaudited) \$	30/09/2021 (audited) \$
Seafood Restaurant business	28,945	110,644	-	238,757
Other Restaurant business	396,647	1,031,848	225,978	718,889
Beer business	7,417	30,544	-	7,777
	433,009	1,173,036	225,978	965,423

Reportable segment

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is specifically focused on the restaurant business and beer business which forms the basis of identifying the operating segments of the Group under SFRS(I) 8 *Operating Segments*.

The accounting policies of the reportable segment are the same as the Group's accounting policies. Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise income tax.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (cont'd)

3 Segment information (cont'd)

Geographical information

The Group operates in Singapore and the People's Republic of China.

The following table provides an analysis of the Group's revenue from external customers based on the geographical location where revenue is generated:

	Group	
	Sales revenue by geographical market	
	1st Quarter ended 31 December 2021	31 December 2020
	(unaudited)	(unaudited)
	\$	\$
Singapore	2,025,231	2,304,374
People's Republic of China	–	167,093
	<hr/>	<hr/>
	2,025,231	2,471,467
	<hr/> <hr/>	<hr/> <hr/>

The following is an analysis of the carrying amount of non-current assets analysed by the geographical location in which the assets are located:

	Group	
	Non-current assets	
	31/12/2021	30/09/2021
	(unaudited)	(audited)
	\$	\$
Singapore	4,058,738	4,217,458
People's Republic of China	–	–
	<hr/>	<hr/>
	4,058,738	4,217,458
	<hr/> <hr/>	<hr/> <hr/>

Non-current assets information presented above consist of non-current other receivables, plant and equipment, right-of-use assets and intangible assets as presented in the consolidated statement of financial position.

Information about major customers

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.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (cont'd)

4 Financial assets and liabilities

Set out below is an overview of the financial assets and financial liabilities of the Group as at 31 December 2021 and 30 September 2021:

	Group		Company	
	31/12/2021 (unaudited) \$	30/09/2021 (audited) \$	31/12/2021 (unaudited) \$	30/09/2021 (audited) \$
Financial assets				
At amortised cost:				
Trade and other receivables	1,051,806	1,033,693	465,505	518,946
Cash and bank balances	1,491,097	5,727,025	565,722	5,048,549
Pledged deposit	3,000,000	–	3,000,000	–
Amount due from subsidiaries	–	–	711,940	556,240
Total	5,542,903	6,760,718	4,743,167	6,123,735
Financial liabilities				
At amortised cost:				
Loans and borrowings	4,936,482	5,235,212	4,936,482	5,235,212
Trade and other payables	4,031,375	3,569,769	1,927,079	1,652,052
Amount due to holding company	111,773	99,581	57,043	44,851
Lease liabilities	3,593,963	4,200,037	126,208	455,126
Total	12,673,593	13,104,599	7,046,812	7,387,241

5 Loss before income tax

Includes the following:

	Group	
	1 st Quarter ended 31 December 2021 (unaudited) \$	2020 (unaudited) \$
Franchise fee income	36,000	36,000
JSS grant	116,119	374,130
Write-off of inventories	(26)	(44,365)
Depreciation and amortisation expenses:		
Amortisation of intangible assets (Note 8)	(17,120)	(17,120)
Depreciation of plant and equipment (Note 9)	(191,201)	(302,154)
Depreciation of right-of-use assets	(224,688)	(853,762)

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (cont'd)

6 Trade and other receivables

	Group		Company	
	31/12/2021 (unaudited) \$	30/09/2021 (audited) \$	31/12/2021 (unaudited) \$	30/09/2021 (audited) \$
Trade receivables:				
Third parties	551,990	525,391	12,784	3,358
Less: Loss allowances	(411,208)	(411,208)	–	–
	140,782	114,183	12,784	3,358
GST recoverable	–	39,001	32,093	34,888
	140,782	153,184	44,877	38,246
Other receivables:				
Third parties	114,996	185,317	57,227	97,597
Refundable security deposits	796,028	773,001	395,494	417,991
Prepayments	137,111	135,130	33,107	62,642
	1,048,135	1,093,448	485,828	578,230
Less: Loss allowances	(38,808)	(38,808)	–	–
	1,009,327	1,054,640	485,828	578,230
Less: Non- current portion refundable security deposits	(336,798)	(292,465)	–	–
	(336,798)	(292,465)	–	–
Current portion	813,311	915,359	530,705	616,476

Expected credit loss (“ECL”) assessment

Loss allowance for trade receivables has always been measured at an amount equal to lifetime expected credit losses (ECL). The ECL on trade receivables are estimated by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which debtors operate as at the reporting date.

There has been no change in the estimation techniques or significant assumptions made during the current reporting year.

A trade or other receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect recovery.

7 Amount due from subsidiaries

	Company	
	31/12/2021 (unaudited) \$	30/09/2021 (audited) \$
Amount due from subsidiaries (non-trade)	16,773,183	16,617,484
Loss: Loss allowance	(16,061,243)	(16,061,243)
	711,940	556,240

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (cont'd)

The table below shows the movement in lifetime ECL that has been recognised for amount due from subsidiaries in accordance with SFRS(I) 9:

	Company	
	Lifetime ECL	
	(Credit-impaired)	
	31/12/2021	30/09/2021
	(unaudited)	(audited)
	\$	\$
Balance as at 1 October	16,061,243	11,882,912
Charge for the period/year	–	4,178,331
Balance as at 31 December/ 30 September	16,061,243	16,061,243

7 Intangible assets

Group	Trademark	Franchise licenses	Total
	\$	\$	\$
Cost:			
At 1 October 2020, 30 September 2021 and 31 December 2021	620,000	986,373	1,606,373
Accumulated amortisation:			
At 1 October 2020	–	157,003	157,003
Additions	–	68,482	68,482
At 30 September 2021	–	225,485	225,485
Additions	–	17,120	17,120
At 31 December 2021	–	242,605	242,605
Accumulated impairment:			
At 1 October 2020	620,000	264,399	884,399
Additions	–	473,662	473,662
At 30 September 2021 and 31 December 2021	620,000	738,061	1,358,061
Carrying amount:			
At 31 December 2021 (unaudited)	–	5,707	5,707
At 30 September 2021 (audited)	–	22,827	22,827

The intangible asset - franchise license are amortised over its useful lives of 5 to 10 years (2021: 5 to 10 years). The amortisation expense has been included in the line item "depreciation and amortisation expense" in profit or loss.

During the period ended 31 December 2021, management identified an impairment indicator for the other restaurants business which is not profitable. The Group carried out a review of the recoverable amount on the intangible asset – franchise licenses and an impairment loss of \$Nil (1Q2021: \$Nil) was recognised as at 31 December 2021.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (cont'd)

8 Plant and equipment

During the period ended 31 December 2021, the Group acquired plant and equipment with an aggregate cost of \$229,956 (1Q2021: \$33,047). Cash payments of \$24,666 (1Q2021: \$25,720) were made to purchase property, plant and equipment.

The cost of plant and equipment is depreciated on straight-line basis over their estimated useful lives. The Group reviews the estimated useful lives of the plant and equipment at the end of each reporting year. Management has assessed and determined the useful lives of plant and equipment to be 3 to 5 years.

Impairment of plant and equipment of seafood restaurants and other restaurants business

The assessment for impairment of plant and equipment is based on cash generating units ("CGU") comprising the seafood restaurants, other restaurants and beer business. The impairment of plant and equipment during period ended 31 December 2021 represents the write-down of the carrying values of certain plant and equipment in the seafood restaurants, other restaurants and beer business to their recoverable amounts. In light of the COVID-19 pandemic, the deterioration of its earnings and closure of outlets led to indicators of impairment on the plant and equipment relating to seafood restaurants and other restaurants. As at the reporting date, management recognised an impairment loss on the Group's plant and equipment of an impairment loss of \$Nil (1Q2021: \$Nil).

9 Trade, other payables and contract liabilities

Included in other payable are accruals relating to contracts entered into by the Group with customers in the beer business segment with upfront sponsorship, volume rebates and promotional support expenses. As of 31 December 2021, accruals for volume rebates and upfront sponsorship and contract liabilities on promotional support expenses amount to \$426,118 (30/09/2021: \$420,452).

10 Bank borrowings

	Group and Company	
	31/12/2021	30/09/2021
	(unaudited)	(audited)
	\$	\$
Bank loans	4,936,482	5,235,212
	4,936,482	3,172,712
Current portion	-	2,062,500
Non-current portion		
	4,936,482	5,235,212

The Group is required to maintain a tangible net worth of more than \$10,000,000 as at the end of the reporting period. As at 31 December 2021, the Group breached the covenant as its tangible net worth amounted to \$(3,376,623). The loans were presented as current liabilities as at 31 December 2021 as the Group is still in discussion with the bankers on the repayment terms of the outstanding amounts.

Details of any collaterals

Excluded from the borrowings above are lease liabilities of \$3.4 million under SFRS(I) 16 arising from lease contracts for restaurant premises and office equipment used in its operations.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (cont'd)

11 Share capital

	Group and Company			
	31/12/2021		30/09/2021	
	Number of ordinary shares	\$ (unaudited)	Number of ordinary shares	\$ (audited)
Issued and paid-up:				
At beginning and end of the financial year	462,392,475	25,181,005	462,392,475	25,181,005

There is no change in the Company's share capital since the end of the previous period reported on.

As at 31 December 2021 and 30 September 2021, the Company's issued and paid-up capital was \$25,181,005.

There are no outstanding convertibles, shares held as treasury shares and subsidiary holdings as at 31 December 2021 and 30 September 2021.

There are no treasury shares held by the Company.

As at the end of the current financial year reported on, there were no sales, transfers, cancellation and/or use of subsidiary holdings.

12 Loss per share

	Group	
	1 st Quarter ended 31 December	
	2021 (unaudited)	2020 (audited)
Earnings (loss) per ordinary share (cents):-		
(a) Based on the weighted average number of ordinary shares in issue; and	(0.21)	(0.36)
(b) On a fully diluted basis	(0.21)	(0.36)

13 Net asset value per share

	Group		Company	
	31/12/2021 (unaudited)	30/09/2021 (audited)	31/12/2021 (unaudited)	30/09/2021 (audited)
Net asset value per ordinary share based on existing issued share capital (cents)	(0.73)	(0.51)	(0.49)	(0.27)
No. of shares	462,392,475	462,392,475	462,392,475	462,392,475

14 Subsequent events

To strategically reduce its liabilities, the Group's loss-making and non-core subsidiaries, Hawker QSR Pte Ltd and Danish Breweries Pte Ltd have been placed under creditors' voluntary liquidation with effect from 23 February 2022 and 12 April 2022 respectively and has ceased all the related operations effective from these dates.

In March 2022, the Group has closed its No Signboard Seafood Esplanade outlet. The closure of this outlet allows the Group to focus its efforts and resources on operating the Group's two casual and quick-serve restaurant outlets, Little Sheep Hotpot at Orchard Gateway and nosignboard Sheng Jian at Northpoint City.

OTHER INFORMATION

1. The condensed consolidated statement of financial position of No Signboard Holdings Ltd. (the "Company", together with its subsidiaries, the "Group") as at 31 December 2021 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statements of changes in equity and condensed consolidated cash flow statement for the three months then ended and the selected explanatory notes (the "Condensed Financial Statements") have not been audited or reviewed by the Company's auditors.

Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:

- (a) **Updates on the efforts taken to resolve each outstanding audit issue.**
- (b) **Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.**

This is not required for any audit issue that is a material uncertainty relating to going concern.

- (a) The independent auditor of the Company, Messrs Ernst & Young LLP, have in their Independent Auditor's Report for the financial year ended 30 September 2021 ("FY2021") dated 14 October 2022 expressed a qualified opinion in respect of i) Impairment assessment of the Group's and Company's plant and equipment and, right-of-use assets, and the Company's amount due from subsidiaries and ii) use of going concern assumption.

The Group and Company has put through all the adjustments recommended by the auditors in the financial year ended 30 September 2021.

For the financial period ended 31 December 2021, the management of the Company has assessed the impairment of the Group's and Company's plant and equipment and right-of-use assets, and the Company's amount due from subsidiaries for the period and has made the necessary adjustments.

In addition, the Company has entered into an Implementation Agreement dated 30 June 2022 with Gazelle Ventures Pte Ltd (the "Investor") pursuant to which the Investor agrees to invest up to S\$5m into the Company upon completion of the Proposed Investment. The Company is cautiously optimistic that the funds from the Investment will be sufficient to assist in meeting the Group's working capital requirements and operate as a going concern.

- (b) There are no outstanding audit issues for the financial year ended 31 September 2021. The Board confirms that the impact of the audit issues (if any) on the financial statements has been adequately disclosed.

2. Review of Group Performance

Consolidated Statement of Profit or Loss

Revenue

The Group's revenue of \$2.0 million for the three months ended 31 December 2021 ("1Q2022") was lower by 18.1% as compared to \$2.5 million in the previous period ("1Q2021"). The seafood restaurants sales accounted for 14.4% of total revenue for 1Q2022 as compared to 29.6% in 1Q2021. Hotpot sales contributed to 27.4% of total revenue for 1Q2022 as compared to 39.7% in 1Q2021. Mom's Touch outlets contributed 23.5% of total revenue in for 1Q2022 and 23.6% in 1Q2021. The new business concept, no**signboard** Sheng Jian Bao, which opened in September 2021 accounted for 29.7% of the total revenue for 1Q2022. Beer business was significantly impacted during the year as most of the outlets where its beer is distributed remained closed as of 31 December 2021.

Since February 2020 in 2Q2020, the topline has been impacted by the decline in number of customers when Singapore implemented travel entry restrictions on short term visitors into Singapore. Till the end of 1Q2022, the Group's revenue continues to be impacted by the travel restrictions and safe distancing regulations implemented due to the COVID-19 pandemic as the outlets are not able to operate on the same level as prior to the onset of COVID-19 and the ongoing travel restrictions have significantly reduced the tourist footfall at our seafood outlets.

Other Income

Other income in 1Q2022 comprise of rental support schemes of \$357k and job support scheme ("JSS") grant funded by the Singapore Government amounting to \$116K.

Raw materials and consumables used and changes in inventories

Total raw materials and consumables used and changes in inventories reduced by 33.4% in 1Q2022 as compared to previous period due to a corresponding decrease in revenue.

OTHER INFORMATION (cont'd)

Employee benefits expense, rental income and expense, and Other operating expenses

Employee benefits reduced by 6.4% in 1Q2022 due to reduction in number of outlet staff as a result of outlet closures.

Other operating expenses increased by 7.7% in 1Q2022, which is due to increase in professional and legal fees incurred for corporate restructuring and fund-raising exercise.

Rental income increased by 47.7% in 1Q2022 due to more rental rebates received from the landlords which is offset by the higher rental expenses incurred in 1Q2022 due to Esplanade's lease was not capitalised as a right of use assets.

Depreciation and amortisation expenses

The depreciation and amortisation expense decreased by 63.1% to \$433k in 1Q2022 (1Q2021: \$1.2 million) mainly due to termination/expiry of leases and plant and equipment and right-of-use assets that have been fully written down/impaired as at the end of the previous financial year.

Finance costs

Finance costs comprise of interest portion of lease liabilities which has decreased to \$35.7k in 1Q2022 (1Q2021: 60.3K). This was offset by an increase in interest on bank borrowing to \$31.5k in 1Q2022 (1Q2021: \$27.8K) due to bank borrowings drawn down during the period.

Loss before income tax and loss for the period

The Group has reported a loss before income tax of \$0.99 million in 1Q2022 (1Q2021: \$1.7 million) due to the loss of revenue arising from the effects of the COVID-19 pandemic on the Group's various business segments which was offset by the reduced depreciation expenses due to plant and equipment that have been fully impaired as of 30 September 2021.

Consolidated Statement of Financial Position

The Group

Current assets

Current assets declined from \$7.2 million as at 30 September 2021 ("FY2021") to \$5.7 million as at 31 December 2021 ("FY2022"), mainly due to the decrease in cash and bank balances, which has been utilized to support the Group's operations.

Non-current assets

There is decrease in non-current assets from \$4.2 million as at FY2021 to \$4.1 million as at FY2022. This was mainly due to a decrease in Right-of-use ("ROU") assets of \$0.2 million.

Current liabilities

Current liabilities decreased from \$9.2 million as at FY2021 to \$9.1 million as at FY2022 mainly due to decrease in current lease liabilities of \$0.5 million and short-term bank borrowing of \$0.1 million which offset by increase in trade and other payables of \$0.5 million.

Non-current liabilities

The decrease in non-current liabilities from \$4.6 million as at FY2021 to \$4.1 million as at FY2022 was mainly due to the decrease in non-current lease liabilities of \$0.3 million and decrease in bank borrowing of \$0.1 million.

OTHER INFORMATION (cont'd)

The Company

There is a decrease in total assets from \$6.4 million as at FY2021 to \$4.9 million as at FY2022. This was mainly due to decrease in cash and bank balances of \$1.4 million.

Total liabilities decrease from \$7.6 million as at FY2021 to \$7.2 million as at FY2022 mainly due to a decrease in lease liabilities of \$0.5 million and bank borrowings of \$0.3 million which is offset by the increase in trade and other payables of \$0.3 million, due to slower repayment.

Consolidated Statement of Cash Flows

The Group's net cash used in operating activities in 1Q2022 amounting to \$77k mainly attributable to working capital usage for restaurant and beer business.

The Group's net cash used in investing activities amounted to \$20.8k in 1Q2022 mainly due to purchase of plant and equipment.

The Group's net cash used in financing activities amounted to \$1.1 million in 1Q2022 mainly due to the payment of short-term loans and lease liabilities.

As at 31 December 2021, the Group's cash and cash equivalents stood at \$1.5 million.

3. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

There was no forecast made.

4. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months

The Group expects the operating environment of the local food and beverage industry to remain challenging in the next 12 months, due to uncertain economic outlook aggravated by high inflation and risks of recession that has dampened consumers' demand and spending.

In view of the headwinds ahead, the Group has been conscientiously managing its costs and is taking measured steps on reviewing and implementing various cost-cutting and cost control measures. The Group's current priority is to preserve cash to support working capital requirements, continue to keep operating costs low and to ensure that the Group has sufficient resources to tide through this period while the Group is in the process of a court-supervised restructuring exercise which includes the Scheme, to reorganize the Group's liabilities and deleverage the balance sheet of the Group ("Restructuring Exercise").

At the Scheme Meetings held on 11 October 2022, the Scheme Creditors have approved the schemes between the Scheme Companies and Scheme Creditors and the Court has on 28 October 2022 granted Orders of Court sanctioning the Schemes under Section 210 of the Companies Act so as to be binding on the Scheme Companies and their Scheme Creditors.

In addition, the Company has entered into an Implementation Agreement with Gazelle Ventures Pte Ltd (the "Investor") pursuant to which the Investor agrees to invest up to S\$5m into the Company upon completion of the Proposed Investment.

The Company is in the midst of preparing the application for the resumption of trading of the Shares (the "Trading Resumption Application"), the circular and relevant documents for the purpose of convening the EGM to seek approval from Shareholders for the Proposed Transactions. The Company aims to convene the EGM and submit the resumption proposal as soon as possible.

OTHER INFORMATION (cont'd)

5. Use of IPO proceeds

Pursuant to the Company's IPO, the Company received net proceeds from the IPO of approximately S\$19.3 million (the "**Net Proceeds**"). Please refer to the Offer Document for further details. As at the date of this announcement, the Net Proceeds have been utilised as follows:

Purpose	Allocation of Net Proceeds \$'000	Net Proceeds utilised as at the date of this announcement \$'000	Balance of Net Proceeds as at the date of this announcement \$'000
Development for the Beer Business	2,267	(2,267)	-
Establishing new chains of restaurants	7,000	(7,000)	-
Development of Ready Meal Business	-	-	-
General working purposes	10,033	(10,033)	-
	<u>19,300</u>	<u>(19,300)</u>	<u>-</u>

6. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

No

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

No

(c) Date payable

N.A.

(d) Record date

N.A.

If no dividend has been declared (recommended), a statement to that effect and the reason(s) for the decision.

The Company has reviewed its dividends payment and no dividend has been declared or recommended by the board of directors ("Board" or "Directors") for the financial period ended 31 December 2021 as there are no distributable profits.

OTHER INFORMATION (cont'd)

7. Interested person transactions

The Company has not obtained a general mandate from shareholders for Interested Person Transactions ("IPTs").

The aggregate value of interested person transactions entered into during year ended 31 December 2021 is as follows:

Name of interested person	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
GuGong Pte. Ltd.	\$11,400 ⁽¹⁾	Not applicable

Note:

⁽¹⁾ During the period, the Company and Group has:

- (i) a payable of \$11,400 as rental expense to GuGong Pte. Ltd. ("GuGong") for the lease of its corporate office.

8. Disclosures on Incorporation of Entities, Acquisition and Realisation of Shares pursuant to Catalist Rule 706A

There are no incorporation of entities, acquisition or realization of shares during first quarter and three months ended 31 December 2021.

9. Confirmation Pursuant to Rule 705(5) of SGX-ST Listing Manual Section B: Rule of Catalist

To the best of our knowledge, nothing has come to the attention of the Board of Directors which may render the unaudited financial results of the Company for the first quarter and three months ended 31 December 2021 presented in this announcement, to be false or misleading in any material aspect.

10. Confirmation of undertaking from directors and executive officers

The Company confirms that it has procured undertakings from all its Directors and Executive Officers in the required format set out in Appendix 7H under Rule 720(1).

ON BEHALF OF THE BOARD OF DIRECTORS

Lim Yong Sim (Lin Rongsen)
CEO and Executive Chairman

Singapore
7 November 2022