



# **Hanwell Holdings Limited**

Company registration No: 197400888M

## **Condensed interim financial statements For the six months and Full Year ended 31 Dec 2021**

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**A. Condensed interim consolidated statement of profit or loss and other comprehensive income**

	Note	THE GROUP			THE GROUP		
		6 months ended	6 months ended	Change	12 months ended	12 months ended	Change
		31 Dec 2021	31 Dec 2020		31 Dec 2021	31 Dec 2020	
		S\$'000	S\$'000	%	S\$'000	S\$'000	%
Revenue	4	275,424	255,557	7.8%	533,268	471,384	13.1%
Cost of sales		(219,691)	(196,515)	11.8%	(420,042)	(361,760)	16.1%
<b>Gross profit</b>		<b>55,733</b>	<b>59,042</b>	-5.6%	<b>113,226</b>	<b>109,624</b>	3.3%
Other income		4,320	2,279	89.6%	5,607	6,052	-7.4%
Other expense		(750)	(21)	n.m.	(1,249)	(227)	450.2%
Distribution expenses		(22,778)	(21,735)	4.8%	(45,639)	(42,400)	7.6%
Administrative expenses		(15,519)	(15,354)	1.1%	(32,466)	(31,001)	4.7%
Impairment losses of trade and other receivables (net)		(447)	(139)	221.6%	(852)	(634)	34.4%
Net finance expense		(1,148)	(806)	42.4%	(1,082)	(1,174)	-7.8%
<b>Profit before taxation</b>	6	<b>19,411</b>	<b>23,266</b>	-16.6%	<b>37,545</b>	<b>40,240</b>	-6.7%
Tax expense	7	(3,434)	(3,657)	-6.1%	(7,652)	(7,142)	7.1%
<b>Profit for the financial period, net of tax</b>		<b>15,977</b>	<b>19,609</b>	-18.5%	<b>29,893</b>	<b>33,098</b>	-9.7%
<b>Other comprehensive income</b>							
<u>Items that may be reclassified to profit or loss in subsequent periods (net of tax)</u>							
Currency translation differences on consolidation of foreign entities (net)		2,232	3,502	-36.3%	5,548	5,629	-1.4%
Effective portion of changes in fair value of cash flow hedges	1	(3)	(3)	n.m.	3	(3)	n.m.
<u>Items that will not be reclassified to profit or loss in subsequent periods (net of tax)</u>							
Net change in fair value of FVOCI financial assets	(4)	6	6	n.m.	8	(5)	n.m.
<b>Total other comprehensive income/(loss) for the period</b>		<b>2,229</b>	<b>3,505</b>	-36.4%	<b>5,559</b>	<b>5,621</b>	-1.1%
<b>Total comprehensive income/(loss) for the period</b>		<b>18,206</b>	<b>23,114</b>	-21.2%	<b>35,452</b>	<b>38,719</b>	-8.4%
<b>Profit/(Loss) attributable to:</b>							
- Owners of the Company		10,637	12,324	-13.7%	19,566	22,243	-12.0%
- Non-controlling interests		5,340	7,285	-26.7%	10,327	10,855	-4.9%
		15,977	19,609	-18.5%	29,893	33,098	-9.7%
<b>Total comprehensive income/(loss) attributable to:</b>							
- Owners of the Company		12,298	15,053	-18.3%	23,147	26,188	-11.6%
- Non-controlling interests		5,908	8,061	-26.7%	12,305	12,531	-1.8%
		18,206	23,114	-21.2%	35,452	38,719	-8.4%
<b>Earnings per share for profit for the period/year attributable to the owners of the Company during the period/year:</b>							
Basic and diluted earnings per ordinary share (SGD in cent) <sup>1</sup>		1.93	2.23		3.54	4.02	

<sup>1</sup> The diluted earnings per ordinary share is the same as the basic earnings per ordinary share as there are no dilutive instruments in issue during the period/year

n.m. - Not meaningful

## B. Condensed interim statements of financial position

	Note	The Group		The Company	
		31 Dec 2021	31 Dec 2020	31 Dec 2021	31 Dec 2020
		\$'000	\$'000	\$'000	\$'000
<b>ASSETS</b>					
<b>Current assets</b>					
Other financial assets	10	560	1,055	560	1,055
Current tax asset		387	197	-	-
Inventories		63,809	52,697	-	-
Trade and other receivables		145,952	132,587	20,435	35,088
Cash and cash equivalents		203,230	163,987	97,977	79,075
<b>Total current assets</b>		<b>413,938</b>	<b>350,523</b>	<b>118,972</b>	<b>115,218</b>
<b>Non-current assets</b>					
Property, plant and equipment	11	159,095	162,230	47,208	49,846
Intangible assets		1,157	1,106	-	-
Investment properties	12	678	11,525	-	-
Subsidiaries		-	-	40,001	40,001
Associates		-	-	-	-
Other financial assets	10	68	60	68	60
Deferred tax assets		3,669	3,339	-	-
Trade and other receivables		37	145	-	-
<b>Total non-current assets</b>		<b>164,704</b>	<b>178,405</b>	<b>87,277</b>	<b>89,907</b>
<b>Total assets</b>		<b>578,642</b>	<b>528,928</b>	<b>206,249</b>	<b>205,125</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Borrowings	13	80,204	51,838	-	-
Lease liabilities		1,771	2,688	323	328
Trade and other payables		72,894	73,242	13,151	12,756
Deferred income		384	505	56	56
Current tax payable		3,386	2,110	-	-
<b>Total current liabilities</b>		<b>158,639</b>	<b>130,383</b>	<b>13,530</b>	<b>13,140</b>
<b>Non-current liabilities</b>					
Borrowings	13	3,815	10,244	-	-
Lease liabilities		15,487	17,045	13,419	13,623
Deferred income		2,235	2,530	262	318
Deferred tax liabilities		5,063	4,641	-	-
<b>Total non-current liabilities</b>		<b>26,600</b>	<b>34,460</b>	<b>13,681</b>	<b>13,941</b>
<b>Total liabilities</b>		<b>185,239</b>	<b>164,843</b>	<b>27,211</b>	<b>27,081</b>
<b>NET ASSETS</b>		<b>393,403</b>	<b>364,085</b>	<b>179,038</b>	<b>178,044</b>
<b>EQUITY</b>					
<b>Equity attributable to equity holders of the Company</b>					
Share capital	14	180,100	180,100	180,100	180,100
Retained profits		113,711	98,666	(1,109)	(2,095)
Other reserves		14,969	11,017	47	39
		<b>308,780</b>	<b>289,783</b>	<b>179,038</b>	<b>178,044</b>
Non-controlling interests		84,623	74,302	-	-
<b>Total equity</b>		<b>393,403</b>	<b>364,085</b>	<b>179,038</b>	<b>178,044</b>

# C. Condensed interim statements of changes in equity

The Group		Issued Capital	Treasury Shares	Share Capital	Other Reserves	Fair Value Reserve	Hedging Reserve	Foreign exchanges translation reserve	Retained Earnings	Total	Non- Controlling Interests	Total Equity
	Note	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>2021</b>												
<b>Balance at 1 January 2021</b>		184,327	(4,227)	180,100	12,534	39	(1)	(1,555)	98,666	289,783	74,302	364,085
<b>Total comprehensive income for the period</b>												
Profit for the period		-	-	-	-	-	-	-	19,566	19,566	10,327	29,893
<b>Other comprehensive income</b>												
Foreign currency translation differences of foreign operations		-	-	-	-	-	-	3,572	-	3,572	1,976	5,548
Net change in fair value - equity investments at FVOCI		-	-	-	-	8	-	-	-	8	-	8
Effective portion of changes in fair value of cash flow hedges		-	-	-	-	-	2	-	-	2	1	3
<b>Total other comprehensive income</b>		-	-	-	-	8	2	3,572	-	3,582	1,977	5,559
<b>Total comprehensive income for the period</b>		-	-	-	-	8	2	3,572	19,566	23,148	12,304	35,452
<b>Transactions with owners, recognised directly in equity</b>												
<b>Distributions to owners of the Company</b>												
Dividend to owners of the Company	8	-	-	-	-	-	-	-	(4,151)	(4,151)	(1,983)	(6,134)
Total distributions to owners of the Company		-	-	-	-	-	-	-	(4,151)	(4,151)	(1,983)	(6,134)
<b>Transfer between reserves</b>												
Appropriation of retained earnings to statutory reserve fund		-	-	-	370	-	-	-	(370)	-	-	-
<b>Balance at 31 December 2021</b>		184,327	(4,227)	180,100	12,904	47	1	2,017	113,711	308,780	84,623	393,403
<b>2020</b>												
<b>Balance at 1 January 2020</b>		184,327	(4,227)	180,100	11,864	44	-	(5,506)	78,477	264,979	62,904	327,883
<b>Total comprehensive income for the period</b>												
Profit for the period		-	-	-	-	-	-	-	22,243	22,243	10,855	33,098
<b>Other comprehensive income</b>												
Foreign currency translation differences of foreign operations		-	-	-	-	-	-	3,951	-	3,951	1,678	5,629
Net change in fair value - equity investments at FVOCI		-	-	-	-	(5)	-	-	-	(5)	-	(5)
Effective portion of changes in fair value of cash flow hedges		-	-	-	-	-	(1)	-	-	(1)	(2)	(3)
<b>Total other comprehensive income</b>		-	-	-	-	(5)	(1)	3,951	-	3,945	1,676	5,621
<b>Total comprehensive income for the period</b>		-	-	-	-	(5)	(1)	3,951	22,243	26,188	12,531	38,719
<b>Transactions with owners, recognised directly in equity</b>												
<b>Distributions to owners of the Company</b>												
Dividend paid	8	-	-	-	-	-	-	-	(1,384)	(1,384)	(1,133)	(2,517)
Total distributions to owners of the Company		-	-	-	-	-	-	-	(1,384)	(1,384)	(1,133)	(2,517)
<b>Transfer between reserves</b>												
Appropriation of retained earnings to statutory reserve fund		-	-	-	670	-	-	-	(670)	-	-	-
<b>Balance at 31 December 2020</b>		184,327	(4,227)	180,100	12,534	39	(1)	(1,555)	98,666	289,783	74,302	364,085

### C. Condensed interim statements of changes in equity

The Company	Note	Issued Capital \$'000	Treasury Shares \$'000	Share Capital \$'000	Other Reserves \$'000	Fair Value Reserve \$'000	Retained Earnings \$'000	Total Equity \$'000
<b>2021</b>								
<b>Balance at 1 January 2021</b>		<b>184,327</b>	<b>(4,227)</b>	<b>180,100</b>	<b>-</b>	<b>39</b>	<b>(2,095)</b>	<b>178,044</b>
<b>Total comprehensive income for the period</b>								
Profit for the period		-	-	-	-	-	5,137	5,137
<b>Other comprehensive income</b>								
Net change in fair value - equity investments at FVOCI		-	-	-	-	8	-	8
<b>Total comprehensive income for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8</b>	<b>5,137</b>	<b>5,145</b>
<b>Transactions with owners, recognised directly in equity</b>								
Dividend paid	8	-	-	-	-	-	(4,151)	(4,151)
<b>Balance at 31 December 2021</b>		<b>184,327</b>	<b>(4,227)</b>	<b>180,100</b>	<b>-</b>	<b>47</b>	<b>(1,109)</b>	<b>179,038</b>
<b>2020</b>								
<b>Balance at 1 January 2020</b>		<b>184,327</b>	<b>(4,227)</b>	<b>180,100</b>	<b>0</b>	<b>44</b>	<b>(4,692)</b>	<b>175,452</b>
<b>Total comprehensive income for the period</b>								
Profit for the period		-	-	-	-	-	3,981	3,981
<b>Other comprehensive income</b>								
Net change in fair value - equity investments at FVOCI		-	-	-	-	(5)	-	(5)
<b>Total comprehensive income for the period</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(5)</b>	<b>3,981</b>	<b>3,976</b>
<b>Transactions with owners, recognised directly in equity</b>								
Dividend paid	8	-	-	-	-	-	(1,384)	(1,384)
<b>Balance at 31 December 2020</b>		<b>184,327</b>	<b>(4,227)</b>	<b>180,100</b>	<b>0</b>	<b>39</b>	<b>(2,095)</b>	<b>178,044</b>

## D. Condensed interim consolidated statement of cash flows

		The Group	
		12 months ended	12 months ended
	Note	31 December 2021	31 December 2020
		\$'000	\$'000
<b>Cash flows from operating activities</b>			
Profit before tax		37,545	40,240
Adjustments for:			
Dividend income		(2)	(2)
Interest income		(1,482)	(1,903)
Amortisation of deferred income		(509)	(424)
Amortisation of intangible assets		-	3
Depreciation of investment properties		35	52
Depreciation of property, plant and equipment		16,018	15,608
Gain on disposal of subsidiary		(2,261)	-
Loss on disposal of property plant and equipment	6	67	180
Finance expense	6	2,071	2,257
Net decrease in fair value of financial assets designated at fair value through profit or loss		495	823
Allowance and write off of inventories/(reversal of allowance)	6	206	(7)
Property, plant and equipment written off	6	16	30
Intangible asset written off	11	-	6
Unrealised exchange gain		(456)	(1,729)
<b>Operating profit before working capital changes</b>		<b>51,743</b>	<b>55,134</b>
- Increase in Inventories		(10,065)	(6,261)
- (Increase)/decrease in trade and other receivables		(9,546)	2,376
- Decrease in trade and other payables		(1,189)	(4,890)
<b>Cash generated from operations</b>		<b>30,943</b>	<b>46,359</b>
Net taxation paid		(6,490)	(4,770)
<b>Net cash from operating activities</b>		<b>24,453</b>	<b>41,589</b>
<b>Cash flows from investing activities</b>			
Interest income received		2,090	1,412
Proceeds from disposal of property, plant and equipment		1,266	268
Proceeds from disposal of subsidiary		12,462	-
Purchase of property, plant and equipment		(10,788)	(7,670)
Improvement to investment properties		-	(16)
<b>Net cash generated from/(used in) investing activities</b>		<b>5,030</b>	<b>(6,006)</b>
<b>Cash flows from financing activities</b>			
Increase in pledged deposits		(3,591)	(1,927)
Interest paid		(2,192)	(2,256)
Payment of lease liabilities		(2,703)	(2,628)
Payment of dividends	8	(6,134)	(2,517)
Proceeds from borrowings		135,841	114,737
Repayment of borrowings		(117,100)	(113,092)
<b>Net cash generated from/(used in) financing activities</b>		<b>4,121</b>	<b>(7,683)</b>
<b>Net increase in cash and cash equivalents</b>		<b>33,604</b>	<b>27,900</b>
Cash and cash equivalents at beginning of the period		152,321	121,990
Effect of exchange rate fluctuations on cash held		1,447	2,431
<b>Cash and cash equivalents at end of the period</b>		<b>187,372</b>	<b>152,321</b>
Comprising:			
Cash at bank and in hand		170,725	78,387
Fixed deposits with banks		32,505	85,600
		203,230	163,987
Cash and cash equivalents classified as asset held for sales		-	-
Deposits pledged		(15,858)	(11,666)
		187,372	152,321

## **E. Notes to the condensed interim consolidated financial statements**

### **1. Corporate information**

Hanwell Holdings Limited is incorporated and domiciled in Singapore and whose shares are publicly traded on the Mainboard of the Singapore Exchange. These condensed interim consolidated financial statements as at and for the six months ended 31 December 2021 comprise the Company and its subsidiaries (collectively, the Group). The primary activities of the Company are supply of provisions and household consumer products. The company also provided management services to its subsidiaries.

The principal activities of the Group are:

- (a) supply of provisions and household consumer products
- (b) manufacture and trading of food products
- (c) manufacture and sales of corrugated cartons and other packaging products

### **2. Basis of Preparation**

The condensed interim financial statements for the six months ended 31 December 2021 have been prepared in accordance with SFRS(I) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The condensed interim 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 performance of the Group since the last interim financial statements for the period ended 30 June 2021.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

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



## **E. Notes to the condensed interim consolidated financial statements**

### **2.1. New and amended standards adopted by the Group**

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

### **2.2. Use of judgements and estimates**

In preparing the condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. 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 31 December 2020.

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.

There is no information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements.

Information about assumptions and judgement that have a significant risk of resulting in a material adjustment within the next financial year are included in the following:

- underlying recoverable amounts of property, plant and equipment: inputs relating to revenue growth rate and pre-tax discount rates

### **3. Seasonal operations**

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

## E. Notes to the condensed interim consolidated financial statements

### 4. Segment and revenue information

The Group is organised into the following main business segments:

- Segment 1: Consumer Essentials Consumer Business;
- Segment 2: Strategic Investments Packaging; and
- Segment 3: Others

These operating segments are reported in a manner consistent with internal reporting provided to the Chief Executive Officer who are responsible for allocating resources and assessing performance of the operating segments.

#### 4.1. Reportable segments

	Segment 1	Segment 2	Segment 3	Consolidated
	\$'000	\$'000	\$'000	\$'000
<b>1 July 2021 to 31 December 2021</b>				
Total segment revenue	83,959	191,495	(0)	275,454
Inter-segment revenue	-	(30)	-	(30)
Revenue from external parties	83,959	191,465	(0)	275,424
Total other income	752	1,308	2,260	4,320
Total revenue and other income	84,711	192,773	2,260	279,744
Depreciation	(2,207)	(5,888)	(9)	(8,104)
Dividend income	1	-	-	1
Interest income	128	365	340	833
Finance expense	(314)	(788)	-	(1,102)
Net increase in fair value of financial assets designated at fair value through profit or loss	(880)	-	-	(880)
Net Finance income/(expense)	(1,065)	(423)	340	(1,148)
Segment profit	5,016	15,696	1,218	21,930
Unallocated expenses				(2,519)
Profit before taxation				19,411
Taxation				(3,434)
Earnings for the interim period				15,977

## E. Notes to the condensed interim consolidated financial statements

### 4.1. Reportable segments (cont'd)

	Segment 1	Segment 2	Segment 3	Consolidated
	\$'000	\$'000	\$'000	\$'000
<b>1 July 2021 to 31 December 2021</b>				
Segment assets	234,075	340,013	885	574,973
Deferred income tax assets	-	3,669	-	3,669
Total assets per statement of financial position				<u>578,642</u>
Expenditures for segment non-current assets				
- Additions to PPE	1,367	7,185	-	8,552
	<u>1,367</u>	<u>7,185</u>	<u>-</u>	<u>8,552</u>
Segment liabilities	35,874	140,600	316	176,790
Current income tax liabilities				3,386
Deferred income tax liabilities				<u>5,063</u>
Total liabilities per statement of financial position				<u>185,239</u>

## E. Notes to the condensed interim consolidated financial statements

### 4.1. Reportable segments (cont'd)

	Segment 1	Segment 2	Segment 3	Consolidated
	\$'000	\$'000	\$'000	\$'000
<b>1 July 2020 to 31 December 2020</b>				
Total segment revenue	81,484	173,995	118	255,597
Inter-segment revenue	-	(40)	-	(40)
Revenue from external parties	81,484	173,955	118	255,557
Total other income	2,525	(27)	(219)	2,279
Total revenue and other income	84,009	173,928	(101)	257,836
Depreciation	(2,263)	(5,634)	(26)	(7,923)
Dividend income	1	-	-	1
Interest income	144	310	344	798
Finance expense	(363)	(782)	-	(1,145)
Net increase in fair value of financial assets designated at fair value through profit or loss	(460)	-	-	(460)
Net Finance income/(expense)	(678)	(472)	344	(806)
Segment profit	5,406	19,474	(656)	24,224
Unallocated expenses				(958)
Profit before taxation				23,266
Taxation				(3,657)
Earnings for the interim period				19,609

## E. Notes to the condensed interim consolidated financial statements

### 4.1. Reportable segments (cont'd)

	<b>Segment 1</b>	<b>Segment 2</b>	<b>Segment 3</b>	<b>Consolidated</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<b>1 July 2020 to 31 December 2020</b>				
Segment assets	218,592	294,649	12,348	525,589
Deferred income tax assets	-	3,339	-	3,339
Total assets per statement of financial position				<u>528,928</u>
Expenditures for segment non-current assets				
- Additions to PPE	2,373	2,617	-	4,990
	<u>2,373</u>	<u>2,617</u>	<u>-</u>	<u>4,990</u>
Segment liabilities	36,691	120,958	443	158,092
Current income tax liabilities				2,110
Deferred income tax liabilities				<u>4,641</u>
Total liabilities per statement of financial position				<u>164,843</u>

## E. Notes to the condensed interim consolidated financial statements

### 4.1. Reportable segments

	Segment 1	Segment 2	Segment 3	Consolidated
	\$'000	\$'000	\$'000	\$'000
<b>1 January 2021 to 31 December 2021</b>				
Total segment revenue	165,684	367,513	130	533,327
Inter-segment revenue	-	(59)	-	(59)
Revenue from external parties	165,684	367,454	130	533,268
Total other income	1,289	2,050	2,268	5,607
Total revenue and other income	166,973	369,504	2,398	538,875
Depreciation	(4,456)	(11,562)	(35)	(16,053)
Dividend income	2	-	-	2
Interest income	207	605	670	1,482
Finance expense	(638)	(1,433)	-	(2,071)
Net increase in fair value of financial assets designated at fair value through profit or loss	(495)	-	-	(495)
Net Finance income/(expense)	(924)	(828)	670	(1,082)
Segment profit	9,407	30,885	423	40,715
Unallocated expenses				(3,170)
Profit before taxation				37,545
Taxation				(7,652)
Earnings for the interim period				29,893

Please refer to Section 2 of Other information required by Listing Rule Appendix 7.2 for additional information.

## E. Notes to the condensed interim consolidated financial statements

### 4.1. Reportable segments (cont'd)

	Segment 1	Segment 2	Segment 3	Consolidated
	\$'000	\$'000	\$'000	\$'000
<b>1 January 2021 to 31 December 2021</b>				
Segment assets	234,075	340,013	885	574,973
Deferred income tax assets	-	3,669	-	3,669
Total assets per statement of financial position				<u>578,642</u>
Expenditures for segment non- current assets - Additions to PPE	1,808	9,145	-	10,953
	<u>1,808</u>	<u>9,145</u>	<u>-</u>	<u>10,953</u>
Segment liabilities	35,874	140,600	316	176,790
Current income tax liabilities				3,386
Deferred income tax liabilities				<u>5,063</u>
Total liabilities per statement of financial position				<u>185,239</u>

## E. Notes to the condensed interim consolidated financial statements

### 4.1. Reportable segments (cont'd)

	Segment 1	Segment 2	Segment 3	Consolidated
	\$'000	\$'000	\$'000	\$'000
<b>1 January 2020 to 31 December 2020</b>				
Total segment revenue	168,067	303,069	320	471,456
Inter-segment revenue	-	(72)	-	(72)
Revenue from external parties	168,067	302,997	320	471,384
Total other income	4,097	1,753	202	6,052
Total revenue and other income	172,164	304,750	522	477,436
Depreciation	(4,462)	(11,146)	(52)	(15,660)
Dividend income	3	-	-	3
Interest income	572	638	693	1,903
Finance expense	(646)	(1,611)	-	(2,257)
Net decrease in fair value of financial assets designated at fair value through profit or loss	(823)	-	-	(823)
Net Finance income/(expense)	(894)	(973)	693	(1,174)
Segment profit	11,905	30,008	(238)	41,675
Unallocated expenses				(1,435)
Profit before taxation				40,240
Taxation				(7,142)
Earnings for the interim period				33,098



## E. Notes to the condensed interim consolidated financial statements

### 4.1. Reportable segments (cont'd)

	Segment 1	Segment 2	Segment 3	Consolidated
	\$'000	\$'000	\$'000	\$'000
<b>1 January 2020 to 31 December 2020</b>				
Segment assets	218,592	294,649	12,348	525,589
Deferred income tax assets	-	3,339	-	3,339
Total assets per statement of financial position				<u>528,928</u>
Expenditures for segment non- current assets				
- Additions to PPE	3,599	5,135	-	8,734
	<u>3,599</u>	<u>5,135</u>	<u>-</u>	<u>8,734</u>
Segment liabilities	36,690	120,958	444	158,092
Current income tax liabilities				2,110
Deferred income tax liabilities				<u>4,641</u>
Total liabilities per statement of financial position				<u>164,843</u>

## E. Notes to the condensed interim consolidated financial statements

### 4.2. Disaggregation of Revenue

The Group				
6 months ended 31 December 2021				
	Segment 1	Segment 2	Segment 3	Total
	\$'000	\$'000	\$'000	\$'000
Types of good or service:				
Sales of goods	83,959	191,465	-	275,424
Total revenue	83,959	191,465	(0)	275,424
Timing of revenue recognition:				
At a point in time	83,959	191,465	-	275,424
Total revenue	83,959	191,465	(0)	275,424
Geographical information:				
Singapore	52,670	28,475	-	81,145
Malaysia	31,289	-	-	31,289
China	-	162,990	-	162,990
Total revenue	83,959	191,465	(0)	275,424

The Group				
6 months ended 31 December 2020				
	Segment 1	Segment 2	Segment 3	Total
	\$'000	\$'000	\$'000	\$'000
Types of good or service:				
Sales of goods	81,484	173,955	-	255,439
Rental income	-	-	118	118
Total revenue	81,484	173,955	118	255,557
Timing of revenue recognition:				
At a point in time	81,484	173,955	-	255,439
Over time	-	-	118	118
Total revenue	81,484	173,955	118	255,557
Geographical information:				
Singapore	49,316	22,868	-	72,184
Malaysia	32,168	-	-	32,168
China	-	151,087	-	151,087
Japan	-	-	118	118
Total revenue	81,484	173,955	118	255,557

## E. Notes to the condensed interim consolidated financial statements

### 4.2. Disaggregation of Revenue

The Group				
12 months ended 31 December 2021				
	Segment 1	Segment 2	Segment 3	Total
	\$'000	\$'000	\$'000	\$'000
Types of good or service:				
Sales of goods	165,684	367,454	-	533,138
Rental income	-	-	130	130
Total revenue	165,684	367,454	130	533,268
Timing of revenue recognition:				
At a point in time	165,684	367,454	-	533,138
Over time	-	-	130	130
Total revenue	165,684	367,454	130	533,268
Geographical information:				
Singapore	103,365	53,847	-	157,212
Malaysia	62,319	-	-	62,319
China	-	313,607	-	313,607
Japan	-	-	130	130
Total revenue	165,684	367,454	130	533,268

The Group				
12 months ended 31 December 2020				
	Segment 1	Segment 2	Segment 3	Total
	\$'000	\$'000	\$'000	\$'000
Types of good or service:				
Sales of goods	168,067	302,997	-	471,064
Rental income	-	-	320	320
Total revenue	168,067	302,997	320	471,384
Timing of revenue recognition:				
At a point in time	168,067	302,997	-	471,064
Over time	-	-	320	320
Total revenue	168,067	302,997	320	471,384
Geographical information:				
Singapore	105,473	45,880	-	151,353
Malaysia	62,594	-	-	62,594
China	-	257,117	-	257,117
Japan	-	-	320	320
Total revenue	168,067	302,997	320	471,384

A breakdown of sales:

The Group			
	Financial year ending 31 December 2021	Financial year ending 31 December 2020	Increase/ (Decrease)
	\$'000	\$'000	%
Sales reported for the first half year	257,844	215,827	19.5%
Operating profit/ (loss) after tax before deducting non-controlling interests reported for first half year	13,916	13,489	3.2%
Sales reported for second half year	275,424	255,557	7.8%
Operating profit/ (loss) after tax before deducting non-controlling interests reported for second half year	15,977	19,609	-18.5%

## E. Notes to the condensed interim consolidated financial statements

### 5. Financial assets and financial liabilities

Note	The Group		The Company	
	31 Dec 2021	31 Dec 2020	31 Dec 2021	31 Dec 2020
	\$'000	\$'000	\$'000	\$'000
<b>Financial Assets</b>				
Financial assets at fair value through other comprehensive income (FVOCI)	10	68	60	68
Financial assets at fair value through other Profit & Loss (FVTPL)		560	1,055	560
Cash and bank balances and trade and other receivables (Amortised cost)*		342,904	292,204	116,477
		343,532	293,319	117,105
				115,228
<b>Financial Liabilities</b>				
Trade and other payables and borrowings (Amortised cost)^		142,705	121,013	12,240
				12,018

\* excludes, prepayment, advance to suppliers and GST/VAT receivables

^ excludes financial derivative liability, accrued staff remuneration, GST/VAT payables

### 6. Profit before taxation

#### 6.1. Significant items

	The Group			
	6 months ended 31 December 2021	6 months ended 31 December 2020	12 months ended 31 December 2021	12 months ended 31 December 2020
	\$'000	\$'000	\$'000	\$'000
<b>Income</b>				
Dividend income	(1)	(1)	(2)	(3)
Interest income	(833)	(798)	(1,482)	(1,903)
<b>Expenses</b>				
Amortisation of deferred income	(193)	(190)	(509)	(424)
Interest on borrowings	1,102	1,145	2,071	2,257
Depreciation of property, plant and equipment and investment property	8,104	7,923	16,053	15,660
Inventories written down	69	42	127	94
Allowance/(reversal of allowance) for impairment loss for inventories	34	(43)	79	(101)
Loss on disposal and write off of property, plant and equipment	33	6	83	210
Net decrease in fair value of financial assets designated at fair value through profit or loss	880	460	495	823
Foreign exchange loss/(gain), net	594	631	989	(8)

#### 6.2. Related party transactions

There are no material related party transactions apart from those disclosed elsewhere in the financial statements

## E. Notes to the condensed interim consolidated financial statements

### 7. Taxation

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the condensed interim consolidated statement of profit or loss are:

	6 months ended 31 December 2021 \$'000	6 months ended 31 December 2020 \$'000	12 months ended 31 December 2021 \$'000	12 months ended 31 December 2020 \$'000
Current income tax expense	2,161	3,422	6,328	6,470
Over provision of tax in respect of prior years	(90)	(738)	(63)	(733)
Withholding tax	1,267	535	1,267	535
Deferred income tax expense relating to origination and reversal of temporary differences	21	583	257	706
(Over)/under provision of deferred tax in respect of prior years	75	(145)	(137)	164
	3,434	3,657	7,652	7,142

### 8. Dividends

#### Paid by the Company to owners of the Company

Ordinary dividends paid:

Final tax exempt dividend paid of 0.50 cents per share (2020: Final tax exempt dividend of 0.25 cents per share)

Interim tax exempt dividend paid of 0.25 cents per share (2020: Interim tax exempt dividend of nil cents per share)

#### Paid by subsidiaries to non- controlling interest

Interim exempt (one-tier) dividend at 1.50 cents (2020: 1.00 cents) per ordinary share in respect of the previous financial year

Special exempt (one-tier) dividend at 1.00 cents (2020: nil cents) per ordinary share in respect of the previous financial year

Final exempt (one-tier) dividend at 1.00 cents (2020: 1.00 cents) per ordinary share in respect of the previous financial year

The Group	
Financial Year 2021 \$'000	Financial Year 2020 \$'000
2,767	1,384
1,384	-
849	567
567	-
567	567

### 9. Net Asset Value

	Group	
	As at 31 December 2021 cents	As at 31 December 2020 cents
Net asset value per ordinary share	55.80	52.36

	Company	
	As at 31 December 2021 cents	As at 31 December 2020 cents
	32.35	32.17

### 10. Financial assets

Financial assets at fair value through other comprehensive income comprise the following:

Singapore listed equity securities

The Group	
31 December 2021 \$'000	31 December 2020 \$'000
68	60

Financial assets at fair value through profit and loss comprise the following:

Hong Kong listed equity securities

The Group	
31 December 2021 \$'000	31 December 2020 \$'000
560	1,055

## E. Notes to the condensed interim consolidated financial statements

### 10. Financial assets (cont'd)

#### 10.1. Fair value measurement

The Group classifies financial assets measured at fair value using a fair value hierarchy which reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

The following table presented the assets measured at fair value:

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>(\$'000)</b>	<b>(\$'000)</b>	<b>(\$'000)</b>	<b>(\$'000)</b>
<b>Group - 31 December 2021</b>				
<b>Financial assets</b>				
FVOCI investments				
(Quoted investments)	68	-	-	68
FVTPL investments				
(Quoted investments)	560	-	-	560
<b>Group - 31 December 2020</b>				
<b>Financial assets</b>				
FVOCI investments				
(Quoted investments)	60	-	-	60
FVTPL investments				
(Quoted investments)	1,055	-	-	1,055

### 11. Property, plant and equipment

During the six months ended 31 December 2021, the Group acquired assets amounting to \$8,551,910 (31 December 2020: \$4,990,729) and disposed of assets amounting to \$89,801 (31 December 2020: \$139,700)

## E. Notes to the condensed interim consolidated financial statements

### 12. Investment properties

The Group's investment properties consist of a number of resort apartments in Malaysia. On 14 July 2021, the Group disposed a subsidiary, Nagomi Co Ltd (Nagomi). Within the books of Nagomi are investment properties comprising of a 5-storey building with an underground basement and a plot of land in Japan.

	The Group	
	2021	2020
	\$'000	\$'000
<i>Cost</i>		
Beginning of financial year	11,896	11,490
Disposal of investment properties	(10,416)	-
Addition	-	16
Currency translation differences	(514)	390
End of interim period	966	11,896
<i>Accumulated depreciation and impairment losses</i>		
Beginning of financial year	372	318
Depreciation charge for the interim period	35	52
Currency translation differences	(8)	2
Disposal of investment properties	(110)	-
End of interim period	288	372
<i>Net book value</i>		
As at 31 December	678	11,525
<i>At valuation:</i>		
Freehold properties	874	12,594

#### 12.1. Valuation

The Group engages external, independent and qualified valuers to determine the fair value of the Group's properties at the end of every half year based on the property's highest and best use. Discussions on the valuation process, key inputs applied in the valuation approach, and the reasons for the fair value changes are held between the management and the independent valuer half-yearly.

The fair value of the Group's investment properties is determined based on significant unobservable inputs and is categorised under Level 3 of the fair value measurement hierarchy. Level 3 fair value has been derived using Comparison Method of Valuation, where the unobservable input is price per square foot. A significant increase in price per square foot would result in a significantly higher fair value measurement.

## E. Notes to the condensed interim consolidated financial statements

### 13. Borrowings

	The Group and the Company	
	31 December 2021	31 December 2020
	\$'000	\$'000
<u>Amount repayable within one year or no demand</u>		
Secured	55,138	44,181
Unsecured	25,066	7,657
<u>Amount repayable after one year</u>		
Secured	3,815	10,244
Unsecured	-	-

Borrowings of S\$58.95 million, secured on leasehold land, certain leasehold buildings and certain plant and machinery held by the Packaging Business with net book value of approximately S\$33.70 million (31/12/2020: S\$44.42 million) and pledged deposits of S\$15.86 million (31/12/2020: S\$11.67 million).

### 14. Share capital

	The Group and the Company			
	31 December 2021		31 December 2020	
	Number of shares	Amount	Number of shares	Amount
	\$'000	\$'000	\$'000	\$'000
Beginning of interim period	553,416	180,100	553,416	180,100
Issue of ordinary shares by virtue of exercise of share options	-	-	-	-
End of interim period	553,416	180,100	553,416	180,100

Since the end of 31 December 2020, there has been no change in the Company's share capital arising from rights issue, bonus issue, subdivision, consolidation, shares buy-back, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose.

There were also no outstanding convertibles for which shares may be issued. Neither was there any treasury shares being transferred, transacted, cancelled or held by the Company during or as at the end of the current financial period and as at the end of the corresponding period of the immediately preceding financial year.

The company held 17,581,000 treasury shares as at 31 December 2021.

There were no sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

The Company's subsidiaries do not hold any shares in the Company as at 31 December 2021 and 31 December 2020.

There were no sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

### 15. Subsequent events

On January 2022, the Company acquired 80% of the issued share in C.K.H. Food Trading Pte. Ltd. and 123 Mart Pte. Ltd., a business in food distribution and online retail, for cash consideration of \$ 3,300,000.



## **Other Information Required by Listing Rule Appendix 7.2**

## OTHER INFORMATION

### 1. Review

The condensed consolidated statement of financial position of Hanwell Holdings Limited and its subsidiaries as at 31 December 2021 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended and certain explanatory notes have not been audited or reviewed.

### 2. Review of performance of the Group

#### Condensed interim consolidated statement of profit or loss and other comprehensive income

The Group recorded revenue of S\$533.27 million in FY 2021. This was S\$61.88 million (13.13%) higher than the revenue of S\$471.38 million accounted in FY 2020. The increase was mainly attributed to higher revenue from the Packaging Business (Tat Seng Group) as a result of increase in sales volume for both Singapore and China region. Additionally, increase in selling price for Singapore operation also contributed to the higher revenue achieved. This is partially offset by lower revenue from Singapore Consumer Business, which has experienced higher demand for essential products last year due to Circuit Breaker implemented in Singapore.

Gross profit for FY 2021 was S\$113.23 million, which is higher than FY 2020 by S\$3.60 million. The gross profit margins for FY 2021 has decreased by 2.02% from 23.26% to 21.23%. The higher gross profit is attributed to higher revenue achieved by Packaging Business, while partially offset by higher cost of sales due to increase in raw material price.

Other income of S\$5.61 million in FY 2021 was lower than S\$6.05 million in FY 2020. This is mainly due to lower one-off grant from the government arising from Covid-19, which is offset by gain on disposal of a subsidiary.

Distribution expenses increased by S\$3.24 million (7.64%) in FY 2021 as compared to FY 2020. The increase is in line with the higher revenue achieved by the Group in FY 2021 as compared to FY 2020. Higher distribution expense is mainly attributable to increase of carriage outwards in FY 2021 as compared to FY 2020.

Administrative expenses increased by S\$1.47 million (4.73%) in FY 2021 mainly due to increased contribution rate on social and pension funds of China's subsidiaries for the Packaging Business. Additionally higher maintenance cost of factory building and professional fees incurred by the Packaging Business contributed to the higher administrative expense. Head Office for Consumer Business also incurred a higher professional fee and director fee in FY 2021 as compared to FY 2020.

Impairment on trade and other receivables increased by S\$0.22 million (34.39%) at S\$0.85 million in FY 2021 as compared to S\$0.64 million in FY 2020.

Other operating expenses increased by S\$1.02 million in FY 2021 as compared to FY 2020. This is mainly due to a exchange loss in FY 2021 as compared to exchange gain in FY 2020. This is partially offset by lower loss on disposal of property, plant and equipment in FY 2021 as compared to FY 2020.

The results from operating activities were S\$38.63 million in FY 2021 as compared to S\$41.41 million in FY 2020, a decrease of S\$2.79 million (6.73%).

FY 2021 reported a net finance expense of S\$1.08 mil as compared to S\$1.17 mil in FY 2020.

The Group achieved a lower profit before tax of S\$37.55 million in FY 2021 as compared to S\$40.24 million in FY 2020. Excluding foreign exchange loss of S\$0.99 million in FY 2021 and foreign exchange gain of S\$0.01 million in FY 2020, the profit before tax would be S\$38.53 million in FY 2021 and S\$40.23 million in FY 2020.

The Group's net profit after tax for FY 2021 was S\$29.89 million as compared to S\$33.10 million reported for FY 2020. The net profit attributable to shareholders was S\$19.57 million for FY 2021 as compared to S\$22.24 million reported for FY 2020.

## OTHER INFORMATION

### 2. Review of performance of the Group

#### Condensed interim consolidated statement of profit or loss and other comprehensive income

The Group recorded revenue of S\$275.42 million in 2H2021. This was S\$19.87 million (7.77%) higher than the revenue of S\$255.56 million accounted in 2H2020. The increase was mainly attributed to higher revenue from the Packaging Business (Tat Seng Group) as a result of higher selling price for both Singapore and China region. Additionally, Singapore Consumer Business also contributed to higher revenue in 2H2021 due to higher demand for essential products in Singapore.

Gross profit for 2H2021 was S\$55.73 million, which is lower than 2H2020 by S\$3.31 million. The gross profit margins for 2H2021 has decreased by 2.87% from 23.10% to 20.24%. The lower gross profit is attributed to higher cost of sales due to increase in raw material price for the Packaging Business.

Other income of S\$4.32 million in 2H2021 was higher than S\$2.28 million in FY 2020. This is mainly due to gain on disposal of a subsidiary, partially offset by lower one-off grant from the government.

Distribution expenses increased by S\$1.04 million (4.80%) in 2H2021 as compared to 2H2020. The increase is in line with the higher revenue achieved by the Group in 2H2021 as compared to 2H2020. Higher distribution expense is mainly attributable to increase of carriage outwards in 2H2021 as compared to 2H2020.

Administrative expenses in 2H2021 is comparable to 2H 2020, which is slightly higher by S\$0.17 million (1.07%).

Impairment on trade and other receivables increased by S\$0.31 million (221.58%) at S\$0.45 million in 2H2021 as compared to S\$0.14 million in 2H2020.

Other operating expenses increased by S\$0.73 million in 2H2021 as compared to 2H2020. This is mainly due to a exchange loss in 2H2021.

The results from operating activities were S\$20.56 million in 2H2021 as compared to S\$24.07 million in 2H2020, a decrease of S\$3.51 million (14.59%).

2H2021 reported a net finance expense of S\$1.15 mil as compared to S\$0.81 mil in 2H2020 due to fair value loss through profit and loss for financial asset.

The Group achieved a lower profit before tax of S\$19.41 million in 2H2021 as compared to S\$23.27 million in 2H2020. Excluding foreign exchange loss of S\$0.59 million in 2H2021 and foreign exchange loss of S\$0.63 million in 2H2020, the profit before tax would be S\$20.01 million in 2H2021 and S\$23.90 million in 2H2020.

The Group's net profit after tax for 2H2021 was S\$15.98 million as compared to S\$19.61 million reported for 2H2020. The net profit attributable to shareholders was S\$10.64 million for 2H2021 as compared to S\$12.32 million reported for 2H2020.

## OTHER INFORMATION

### 2. Review of performance of the Group

#### Condensed interim statements of financial position

Property, plant and equipment decreased by S\$ 3.14 million for the group in 2021 mainly due to depreciation and disposal of fixed asset during the year, which is partially offset by addition of plant and machinery, furniture & fittings, vehicle and installation in progress during the year.

Other financial assets decreased by S\$ 0.50 million for both the Group and the Company mainly due to downward adjustment of the fair value for the financial assets designated at fair value through profit or loss.

At the Group level, inventories increased by S\$ 11.11 million, mainly due to increase in material price and stocking up more inventories in anticipating of increase in raw material price for the Packaging Business. This is partially offset by lower inventory for Singapore Consumer Business due to shipment delay as a result of container shortage.

Trade and other receivables increased by S\$ 13.37 million, mainly from the Packaging Business due to strengthening of Renminbi ("RMB") against Singapore Dollars ("SGD") and increase in term bills receivables (with 6 months' maturity date) received from customers. This is in line with the higher revenue achieved by the Packaging Business. Higher sales for Consumer Business in Q4 2021 also contributed to the higher trade and other receivables.

Total loans and borrowings increased by S\$21.94 million due to increase in bill payables and term loan for the Packaging Business to meet the higher working capital requirement for the Packaging Business China operations.

Lease liabilities decreased by S\$ 2.48 million due to lease repayment during the year.

The decrease of S\$0.35 million in trade and other payables was due to delayed shipment in FY 2021 for Consumer Business.

#### Condensed interim consolidated statement of cash flows

Cash and cash equivalents excluding bank balances pledged as security increased by S\$ 35.05 million. This was primarily due to net cash generated from operating activities amounting to S\$ 24.50 million that arose mainly from operating profits before working capital change. There is net cash generated from investing activities amounting to S\$ 5.03 million, which mainly attributable to sales of subsidiary and net cash generated from financing activities amounting to S\$ 4.12 million, which mainly due to higher proceeds from borrowing.

## OTHER INFORMATION

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

Not applicable

### 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 operating period and the next 12 months

Consumer Business reported a drop of 1.4% in revenue as compared to same period last year. The drop was contributed by both Singapore and Malaysia Consumer Business as there was a surge in demand for basic necessities during Circuit Breaker in FY 2020.

Consumer sentiment is weary and will be careful with their spending. The segment will explore opportunities to expand its distribution network and manage the above risk posed.

For Packaging Business, volatility in raw materials prices, which remains at elevated levels, posed significant challenges to both Singapore and China segments. In addition, inflationary pressure and rising labour cost will continue to compress operating margins. To mitigate these challenges, the Group will focus on key strategies to raise production efficiency and increase sales volume profitably.

Financially, the Group is on a robust footing, with a positive net cash position and a strong balance sheet. We will continue to leverage on our strengths to grow our business and exercise caution when exploring business opportunities in the region for sustainable growth.

## 5. Dividend information

### 5a. Current Financial Period Reported on

Any dividend recommended for the current financial period reported on? Yes

Name of Dividend	Interim	Final
Dividend type	Cash; Tax exempt (1-tier) dividend	Cash; Tax exempt (1-tier) dividend
Dividend per share	S\$ 0.0025 per ordinary share	S\$ 0.0050 per ordinary share
Tax rate	Exempt (1-tier)	Exempt (1-tier)
Date Paid	Paid on 27/9/2021	To be approved by shareholders at the forthcoming AGM

## OTHER INFORMATION

### 5. Dividend information (cont'd)

#### 5b. Corresponding Period of the Immediate Preceding Financial Year

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

Name of Dividend	Final
Dividend type	Cash; Tax exempt (1-tier)
Dividend per share	S\$ 0.0050 per ordinary share
Tax rate	Exempt (1-tier)
Date paid	3 June 2021

#### 5c. Date Payable

3 June 2022

#### 5d. Books Closure Date

20 May 2022

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

Not applicable

### 7. Interested person transactions

The Group has not obtained a general mandate from shareholders of the Company for Interested Person Transactions.

### 8. Confirmation that the issuer has procured undertaking from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1)

The Company has received undertaking from all its directors and executive officers in the format as set out in Appendix 7.7 under Rule 720(1) of the Listing Manual of the SGX-ST.

### 9. Disclosure of persons occupying managerial positions who are related to a director, CEO or substantial shareholder

Pursuant to Rule 704(13) of the Listing Manual, Hanwell Holdings Limited confirms that there are no persons occupying a managerial position in the Company or in any of its principal subsidiaries who is a relative of a director, chief executive officer or substantial shareholder of the Company.

### 10. Disclosure pursuant to Rule 706A of the Listing Manual

On 10 June 2021, one of the company's subsidiary, Topseller Development Pte Ltd entered into a sales and purchase agreement to dispose the entire issued share capital of its wholly owned subsidiary, Nagomi Co. Ltd. The sale was completed on 14 July 2021.

During the year ended 31 December 2021, there were no changes to the Company's and the Group's shareholding percentage in its respective subsidiaries or associated companies nor incorporation of any new subsidiary or associate by the Company or any of the Group's entities.

## **Confirmation by the Board**

On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the financial statements for the six-month period and year ended 31 December 2021 to be false or misleading in any material aspect.

On behalf of the Board of Directors

Goi Seng Hui  
Director

John Chen Seow Phun  
Director

Singapore  
Date: 23 February 2022