



三盅兩件

SOUP  
RESTAURANT

同心  
超越

Together,  
we Transcend

Annual Report 2023

## CORPORATE PROFILE

Founded in 1991, Soup Holdings Limited has its humble beginnings as a niche restaurant in Chinatown serving herbal soups and home-cooked dishes at affordable prices.

Today, the Company is listed on the Mainboard of the Singapore Exchange Limited and operates a portfolio of well-known food and beverage brands. The Group currently has 16 restaurant outlets in Singapore and Malaysia, as well as one franchised outlet in Indonesia.

The Company has through the years expanded its business into other areas including the distribution of sauces, central kitchen operations and a social enterprise.

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# 同心 Together, 超越 we Transcend

In the fast-paced food and beverage industry, our journey is shaped not only by individual triumphs but also by our shared resolve, collaborative spirit, and resilience. We believe in unity and collaboration, encapsulated by our ethos of “同心，超越” —standing united together, surpassing boundaries as one. This principle underpins our unwavering commitment to collective success, recognising that our achievements stem from mutual support and combined effort.

At the core of our efforts lies a steadfast commitment, reminding us to remain grounded amidst the ever-evolving industry landscape. When confronted with challenges or opportunities, we stand united, leveraging the diverse talents and perspectives within our organisation to propel us towards excellence. Together, we advance, confident that our unity and determination will lead us to greater achievements and prosperity.

## CHAIRMAN'S MESSAGE

**“ Our unwavering resilience has led us through turbulent times to achieve improvements in both revenue and profits ”**

Dear Shareholders,

It is with pleasure that I present to you the Annual Report of Soup Holdings Limited for the financial year ended 31 December 2023 (“FY2023”).

### IMPROVED PERFORMANCE DESPITE POST-COVID CHALLENGES

FY2023 marked the first full year since Singapore fully reopened its borders, removing all COVID-19 measures for travelers, regardless of vaccination status. Despite the persistent challenges posed by the global pandemic, I am pleased to announce that both Group revenue and profit have shown improved. This positive outcome can be attributed to the diligent efforts of our management team, who have worked together to boost sales and continuously refine our business processes.

The most significant challenges we faced during FY2023 were the profound shift in customer behaviour and intense competition. Since the reopening following COVID-19 restrictions, we have observed heightened competition, with new players continually entering the market. Local rivals have intensified their efforts, and we are also contending with overseas competitors seeking expansion opportunities in our market.

To maintain our competitive edge, the Group remains focused on leveraging our strengths and adopting flexible and adaptable strategies. We have incorporated initiatives related to technology, sustainability, and customer engagement to stay relevant. In response to changing consumer behaviours, we expanded our distribution networks for ready meals and ventured into new territories, including manufacturing and exporting bottled sauces overseas. The diversification strategy resulted in a 46% improvement in revenue for the food processing, distribution, and procurement services segment as compared to FY2022.

### NEW OPENINGS AND NEW CONCEPTS

The Group is actively taking steps to enhance its current operations and introduce new concepts with streamlined efficiency. The Group is expanding its reach by opening new outlets to capitalise on the ongoing recovery from the global pandemic.

During the year, the Group opened two “Cafe O” outlets at Changi Airport Terminal 2 and Bugis Village. These outlets feature a unique local multi-racial culture coffee shop concept and have been serving “Singapore Comfort Food, Kopi & Teh” since 2013.

## CHAIRMAN'S MESSAGE

Furthermore, the Group introduced a new concept called "Little Teahouse" or "小茶樓" at Bugis Village. This concept pays tribute to the teahouses that were prevalent in Chinatown during the 1950s to 1970s. The establishment offers a casual and quick-serve dim sum experience, serving a wide selection of handmade dim sum alongside popular local favourites such as chee cheong fun, congee, individual rice bowls, as well as signature dishes like our Samsui Ginger Chicken Bao and our Little Teahouse Egg Tarts.

### STRATEGIC LEADERSHIP TRANSITION

With effective from 1 December 2023, Mr. Wong Wei Teck and Mr. Wong Chi Keong have assumed the roles of Joint Managing Directors of the Company.

Mr. Wong Wei Teck and Mr. Wong Chi Keong have both demonstrated exceptional leadership and dedication to our company's success. Mr. Wong Wei Teck will continue to lead corporate development, manufacturing, product development and distribution, building on his proven track record of success in these areas. Meanwhile, Mr. Wong Chi Keong will focus on restaurant operations, overseeing brand development, marketing, promotion, design, project management, and the enhancement of our restaurant outlets.

With this new leadership structure in place, I am confident it will further fortify our company's position.

### WELCOMING A NEW INDEPENDENT DIRECTOR TO THE BOARD

We are delighted to welcome Ms Teh Bee Gek ("Ms Teh") as our new Independent Director. With a wealth of experience and expertise, Ms. Teh brings valuable insights and perspectives to our boardroom discussions. Her appointment reaffirms our commitment to fostering a diverse and independent board, reflective of the evolving needs and challenges of our industry.

### DIVIDENDS

To reward our shareholders for their loyalty and support throughout the difficult years, I am pleased to announce that the Board of Directors has proposed a special dividend of 0.10 (FY2022: 0.20) Singapore cents per share and a final tax-exempt dividend of 0.20 (FY2022: 0.20) Singapore cents per share in respect of profit for the FY2023.

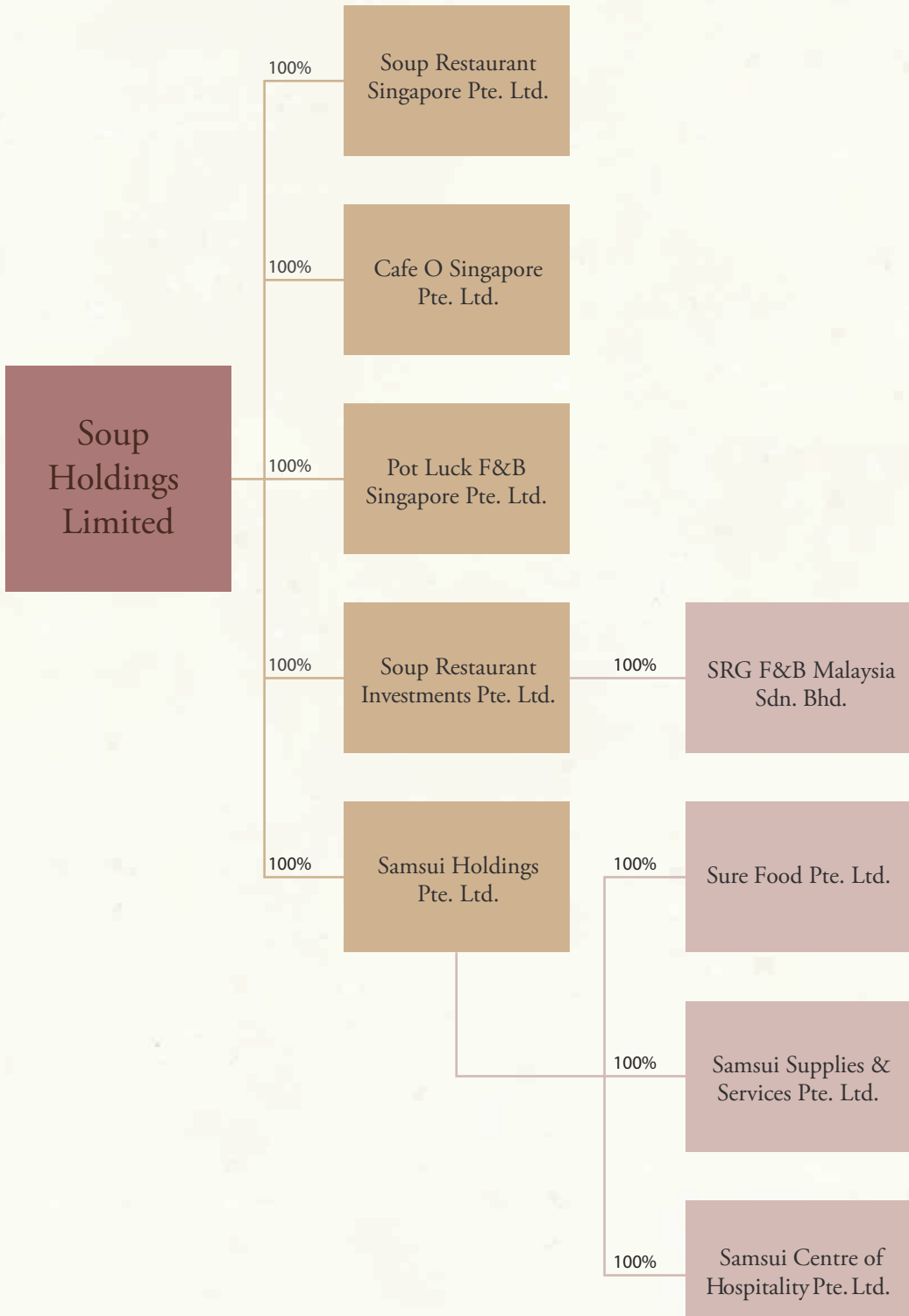
### FUTURE OUTLOOK

Looking ahead, we remain cautiously optimistic about the outlook of the food & beverage businesses, as we continue to adapt to evolving market dynamics while staying true to our core values and strategic objectives. With the dedication of our talented team and the unwavering support of our stakeholders, I am confident that we will overcome any obstacles that lie ahead and achieve sustained growth and success in the years.

**Professor Cham Tao Soon**  
*Non-Executive Chairman*  
5 April 2024



# CORPORATE STRUCTURE



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### *Chairman*

Professor Cham Tao Soon

### *Members*

Wong Wei Teck  
Wong Chi Keong  
Then Khek Koon  
Chua Koh Ming  
Tan Choon Seng  
Teh Bee Gek

## COMPANY SECRETARY

Chong In Bee

## REGISTERED OFFICE

150 Kampong Ampat  
#04-01 KA Centre  
Singapore 368324  
Tel: +65 6222 4668  
Fax: +65 6222 4667  
Email: [email@souprestaurant.com.sg](mailto:email@souprestaurant.com.sg)  
Website: [www.souprestaurant.com.sg](http://www.souprestaurant.com.sg)

## AUDIT COMMITTEE

### *Chairman*

Tan Choon Seng

### *Members*

Professor Cham Tao Soon  
Chua Koh Ming  
Teh Bee Gek

## SHARE REGISTRAR

*Boardroom Corporate & Advisory Services Pte Ltd*  
1 Harbourfront Avenue  
#14-03/07  
Keppel Bay Tower  
Singapore 098632

## NOMINATING COMMITTEE

### *Chairman*

Chua Koh Ming

### *Members*

Professor Cham Tao Soon  
Tan Choon Seng  
Teh Bee Gek  
Wong Wei Teck

## AUDITORS

### *BDO LLP*

*Public Accountants and Chartered Accountants*  
600 North Bridge Road  
#23-01 Parkview Square  
Singapore 188778

### *Audit Partner-In-Charge*

Leong Wenjie, Stephen  
(appointed in financial year 2021)

## REMUNERATION COMMITTEE

### *Chairman*

Professor Cham Tao Soon

### *Members*

Chua Koh Ming  
Tan Choon Seng  
Teh Bee Gek



# BOARD OF DIRECTORS

## PROFESSOR CHAM TAO SOON

*(Non-Executive Chairman and Independent Director)*

Professor Cham was appointed as Non-Executive Chairman on 1 August 2012. He is also the Chairman of Remuneration Committee and a member of the Nominating and Audit Committees. He has more than 30 years of experience in the academia sector and is currently the Supervisor to United Overseas Bank (China) Limited. He also serves on the boards of the public listed companies, NSL Ltd and Powermatic Data Systems Limited, as well as on the board of the public company limited by guarantee, Institution of Engineers (Singapore) Fund Ltd.

Professor Cham holds a Bachelor of Engineering (Civil, Honours) from the University of Malaya, a Bachelor of Science (Mathematics, Honours) from the University of London and a Doctorate of Philosophy (Fluid Mechanics) from University of Cambridge.

## WONG WEI TECK

*(Joint Managing Director)*

Mr Wong was appointed as Managing Director of the Group on 1 May 2016 and was re-designated to Joint Managing Director on 1 December 2023. He is a co-founder and has been with the Company since 1991. Mr Wong was instrumental to the Group's growth and development over the years and its listing on the Singapore Exchange.

When he was appointed as the Managing Director from 1 May 2016, he was responsible for the overall management, strategic planning and business development of the Group. He led the management team through the challenges posed by the Covid-19 pandemic, during which the Company received several awards, including Workforce Resilience Awards Commendation by the Workforce Singapore of the Ministry of Manpower, achieved the Made With Passion national mark jointly awarded by the Enterprise Singapore and the Singapore Tourism Promotion Board, and successfully exported the Samsui Ginger Sauce into Japan market during the pandemic.

After the redesignation as Joint Managing Director on 1 December 2023, he is responsible for the corporate development of the Group including finance, human resource, information technology, procurement, corporate social responsibility and in charge of manufacturing, product development and distribution.

Mr Wong holds a Bachelor in Civil Engineering from the National University of Singapore and was a Chartered Engineer of the UK Engineering Council and a Professional Engineer of the Singapore Professional Engineers Board.

## BOARD OF DIRECTORS

### WONG CHI KEONG

*(Joint Managing Director)*

Mr Wong, a co-founder of the Company, was appointed as Executive Director on 15 June 2011 and was re-designated to Joint Managing Director on 1 December 2023. He is jointly responsible for the overall management, strategic planning, and business development of the Group.

He oversees restaurant operations, including brand development, marketing and promotion, design and project management as well as upgrading and maintenance of the restaurant outlets.

Mr Wong has many years of experience in engineering consultancy and property investment. He holds a Master of Science (Civil Engineering) and a Master of Business Administration.

### THEN KHEK KOON

*(Executive Director)*

Mr Then was appointed as Non-Executive Director on 19 September 2004 and was re-designated to Executive Director on 1 January 2012. He oversees the Samsui line of companies and the corporate social responsibility of the Group. A veteran in the oil and gas sector, Mr Then has over 20 years of experience leading oil trading, bunkering and risk management teams and was appointed an expert advisor in a forensic audit project in this sector. He has vast experience in corporate management and governance, having held directorships of various companies in different sectors.

Mr Then holds a Bachelor of Mechanical Engineering from the University of Singapore and was the past President of the NUS Engineering Alumni as well as the Engineering Society.

### CHUA KOH MING

*(Independent Director)*

Mr Chua was appointed as Independent Director on 23 March 2007. He is the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. He has extensive experience in the engineering field and has been providing his own consultancy services to the construction industry since 2006.

## BOARD OF DIRECTORS

Mr Chua holds a Bachelor of Electrical Engineering from the National University of Singapore and is a registered Professional Engineer in practice.

### TAN CHOON SENG

*(Independent Director)*

Mr Tan was appointed as an Independent Director on 27 April 2019 and is currently the Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees. He is the Lead Independent Director of Koda Limited and the Chairman of the Audit Committee and a member of the Remuneration, Nominating and Governance Committees.

Mr Tan was previously the Group Chief Executive Officer and a Non-independent and Executive Director of WBL Corporation Ltd. He was also previously Vice President (Customer Solutions Group) and Managing Director of Hewlett-Packard Southeast Asia, a post he held from June 2002 when Hewlett-Packard acquired Compaq. He also served as the Vice President and Managing Director for the ASEAN region of Compaq Computer Asia Pte Ltd between June 1999 and June 2002. He joined Compaq in 1996 as the Chief Financial Officer for its Asia-Pacific operations. Prior to joining Compaq, he spent 20 years in various multinational organisations in audit and tax, oil services and information technology industries, where he held a number of senior leadership positions in operations, sales, strategy and business development.

Mr Tan holds an Accountancy degree from the University of Singapore and is a non-practising Fellow Chartered Accountant of Singapore.

### TEH BEE GEK

*(Independent Director)*

Ms Teh was appointed as an Independent Director on 22 March 2024 and currently serves as a member of the Audit, Remuneration and Nominating Committees. She is an Entrepreneur, Chief Executive Officer, Founder, Corporate Advisor, and Sustainability Advisor with extensive experience in various industries.

Ms Teh was previously the Chief Executive Officer of Mount Faber Leisure Group Pte Ltd ("**Mount Faber**"), a prominent company specialising in leisure and tourism in Singapore. Following her successful tenure at Mount Faber, she transitioned to Temasek Holdings Private Limited, where she contributed her expertise in Consumer and Real Estate Investment. Thereafter, she was also appointed as Corporate Advisor for National Gallery Singapore where she contributed in the art scene. She is currently the Chief Executive Officer and Founder for Holocene Pte. Ltd. and STBG Pte. Ltd.

Ms Teh is a graduate of Nanyang Technological University Singapore, holding a Master of Science in Technopreneurship and Innovation. Additionally, she completed an Executive Master of Business Administration (EMBA) in International Marketing from Berne University

## KEY MANAGEMENT

### CHONG IN BEE

*(Chief Financial Officer)*

Ms Chong was appointed as Financial Controller on 3 July 2015 and was promoted to Chief Financial Officer on 1 March 2023. She is responsible for the financial reporting and compliance functions of the Group. She is also the Company Secretary for the Company and its subsidiaries in Singapore.

Ms Chong has more than 20 years of experience in the auditing and accounting profession. Prior to joining the Group, she worked as Finance Manager in a public-listed company and an auditor in public accounting firms.

She holds a Bachelor of Accountancy from Multimedia University, Malaysia and is a Chartered Accountant of Singapore (CA Singapore) as well as a Fellow of Chartered Certified Accountant (FCCA).



## OUR BRANDS

### SOUP RESTAURANT

In 1991, Soup Restaurant started serving our customers from a shophouse in Chinatown with only 6 staff and 6 dining tables. After 32 years of conscientious effort in improving the quality and consistency of our food and service, we have grown into a restaurant chain with outlets spread across Singapore, Malaysia and Indonesia.



Soup Restaurant specializes in serving traditional Chinatown home-cooked dishes which are collectively known as Chinatown Heritage Cuisine. At Soup Restaurant, our unique Samsui Ginger Chicken, steamed minced pork and herbal soup remind our customers of the tasty and nutritious meals that have bonded families for generations.

The recipe for our signature Samsui Ginger Chicken was handed down from the Samsui Woman, who was among the pioneers who built modern Singapore. In the 1920s and 1940s, she immigrated to Singapore from southern China in search of employment. With her trademark red-clothed headgear, she toiled in the construction sites, working with her bare hands. Every day, she looked forward to her daily ritual of a simple meal with her sisters from their home town.

During Chinese New Year, they gathered to enjoy their favourite dish – Samsui Ginger Chicken. An icon of Chinatown known for her strength of character and resilience, the Samsui Woman leaves behind a heritage of unspoken simplicity and humility. At Soup Restaurant, we believe in simplicity and we strive for extraordinary results out of the ordinary.

### TEAHOUSE by Soup Restaurant

During the 1950s to 1970s, there were many renowned tea houses in Chinatown where enjoying a pot of hot Chinese tea with dim sum delicacies was a daily ritual for the locals. At "TEAHOUSE by SOUP RESTAURANT", we serve a wide variety of Nanyang inspired Dim Sum, such as our special "4 Beauties ( Samsui Ginger Bao, Earthen Bowl Carrot Cake, Spinach Dumpling with Prawns and Crispy Prawn Cheong Fun)", " Ma Jie Chives Dumpling" and more.

Amidst an authentic tea house setting, customers can now relive the good old days while enjoying our handmade Dim Sum and our Soup Restaurant's Chinatown Heritage Cuisine.



## OUR BRANDS

### LITTLE TEAHOUSE

Paying tribute to the teahouses that dotted Chinatown during the 1950s to 1970s, Little Teahouse is a casual and quick-serve dim sum place that does not charge any service fee. Its menu comprises a wide selection of handmade dim sum as well as familiar local favourites such as chee cheong fun, congee, individual rice bowls and mainstays such as Char Siew Wonton Noodles and Spicy and Sour Dumplings. Little Teahouse is a paradise for dim sum lovers to indulge in Chinatown-style dim sum all day long with a wide repertoire of handmade dim sum. From the essence of the Samsui Ginger Chicken of Soup Restaurant, the team has come up with speciality dishes such as Samsui Ginger Chicken Bao, a reimagination of the classic dish. Besides dim sum, Little Teahouse also offers traditional dishes such as chee cheong fun, congee, noodles and steamed rice.



### CAFE O

CAFE O is a unique local multi-racial culture coffee shop which is Halal certified and has been serving “Singapore Comfort Food, Kopi & Teh” since 2013.

The name of the cafe is inspired by the local coffee shop drink – ‘Kopi O’ where ‘Kopi’ is the Malay term for coffee and ‘O’ is the Hokkien dialect term for black. In line with the meaning behind the name, the logo and signage is presented in ‘black’ wordings over a white background.



The logo is specially designed by combining the name of CAFE O in Singapore’s 4 national languages (Chinese, English, Malay & Tamil). It embodies the equal standing that all races enjoy in Singapore and expresses the cafe’s wishes to embrace this harmonious relationship. This tribute to Singapore’s multi-racial culture sets CAFE O apart from other brands in the market.

True to CAFE O’s multi-racial culture focus, customers can enjoy local drinks from *Kopi-O* to *Teh Tarik*; local breakfast from *Soft Bun Set* to *Roti Prata & Murtabak* ; local tea-time snack from *Chee Cheong Fun* to *Putu Mayam*; local rice meals from *Nasi Lemak* to *Nasi Bryani* and local noodles from *Laksa & Lontong* to *Mee Siam & Mee Rubus*. The cafe has also created new items with a multi-racial twist, such as our *Nian Gao Prata* and *Malay Ginger Fried Chicken Rice*. As the Group comes from a restaurant background, CAFE O takes pride in the quality of the food and drinks which we serve.

In addition, CAFE O respects and strives to preserve the dining experience of Singapore’s traditional coffee shops but in a clean, hygienic and updated approach. For example, as a salute to the traditional *Kopi* uncles who used to wear their blue striped pyjama pants to work, CAFE O has adopted blue as the corporate colour to signify our continuation of the Singapore coffee shop culture.

Together with the photos of Singapore families of various ethnic groups mounted on old photo frames displayed in the cafe, customers can sip their kopi and relive the good old days, but in a clean and comfortable cafe.

# OUR FOOTPRINT

## Singapore

### SOUP RESTAURANT

#### Clementi Mall

3155 Commonwealth Avenue West  
#03-62/63  
The Clementi Mall  
Singapore 129588

#### Compass One

1 Sengkang Square  
#03-12  
Compass One  
Singapore 545078

#### Holland Village

118 Holland Avenue  
#01-02  
Raffles Medical Holland Village  
Singapore 278997

#### Hougang Mall

90 Hougang Avenue 10  
#02-21  
Hougang Mall  
Singapore 538766

#### nex

23 Serangoon Central  
#02-15/16  
nex  
Singapore 556083

#### Paragon

290 Orchard Road  
#B1-07  
Paragon  
Singapore 238859

#### United Square

101 Thomson Road  
#B1-10/66/67  
United Square  
Singapore 307591

### VivoCity

1 HarbourFront Walk  
#02-141  
VivoCity  
Singapore 098585

### Jewel

78 Airport Boulevard  
#03-201  
Singapore 819666

### Suntec City

3 Temasek Boulevard  
#B1-127  
Suntec City Mall  
Singapore 038983

### TEAHOUSE BY SOUP RESTAURANT

### Century Square

2 Tampines Central 5  
#01-20  
Century Square  
Singapore 529509

### LITTLE TEAHOUSE BY SOUP RESTAURANT

### Bugis Village

229 Victoria Street  
Singapore 188023

### CAFE O

#### Holland Village

118 Holland Avenue  
#01-01  
Raffles Medical Holland Village  
Singapore 278997

#### Changi Airport T2

Singapore Changi Airport Terminal 2  
#02-07/08/09  
Departure/Check-In Hall North  
Singapore 819643

#### Bugis Village

229 Victoria Street  
Singapore 188023

## Malaysia

### SOUP RESTAURANT

#### 1 Utama

Lot G210A Ground Floor  
1 Utama Shopping Center  
1 Lebuhraya Bandar Utama  
Petaling Jaya 47800  
Selangor Darul Ehsan  
Malaysia

## Indonesia\*

### SOUP RESTAURANT

#### Plaza Indonesia

3rd Floor, Unit 29-31A  
Central Jakarta

\* Franchised outlets



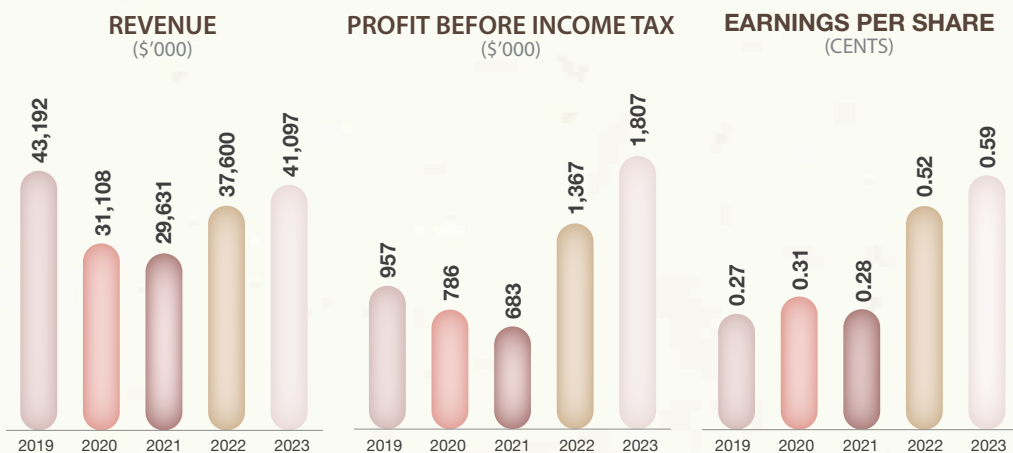


# FINANCIAL HIGHLIGHTS

	FY2023	FY2022	FY2021	FY2020	FY2019
	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Revenue and Profitability</b>					
Revenue	41,097	37,600	29,631	31,108	43,192
Profit before income tax	1,807	1,367	683	786	957
Profit attributable to owners of the Company	1,645	1,462	773	867	761
<b>Financial and Cash Flow Position</b>					
Current assets	16,103	16,190	14,198	13,968	12,543
Current liabilities	12,843	10,371	9,315	10,413	11,852
Total assets	32,107	27,228	22,489	25,436	29,095
Total liabilities	20,236	15,893	12,072	15,236	19,200
Total equity	11,871	11,335	10,417	10,200	9,894
Cash and cash equivalents	13,108	13,067	10,811	10,100	8,288
<b>Per Share (cents)</b>					
Earnings per share <sup>(1)</sup>	0.59	0.52	0.28	0.31	0.27
Net asset value per share <sup>(2)</sup>	4.25	4.06	3.73	3.65	3.54

Remarks:

1. Based on weighted average number of ordinary shares for the financial year.
2. Based on total number of issued shares as at the end of the financial year (excluding treasury shares).



# OPERATING AND FINANCIAL REVIEW

## REVENUE AND PROFITABILITY

### Revenue

The Group's revenue for the financial year ended 31 December 2023 ("FY2023") was \$41.1 million, an increase of \$3.5 million or 9.3% compared to \$37.6 million for the financial year ended 31 December 2022 ("FY2022"). The revenue for the operation of restaurants segment increased by \$2.2 million, primarily driven by a \$1.3 million increase from existing outlets, especially in city areas and airport, rebounding from the impacts of Covid-19, and a \$0.9 million increase attributed to the opening of new outlets.

Additionally, revenue for the food processing, distribution, and procurement services segment has also increased by \$1.3 million, reflects the Group's efforts to expand its distribution networks for ready meals through the central kitchen location in the Enabling Village.

### Other Income

Other income decreased by \$0.7 million or 36.3% was mainly due to a reduction in rent concessions granted, amounting to \$0.5 million, lease modification reduction of \$0.1 million, and a decline in gains from the disposal of plant and equipment, totaling \$0.2 million. The decrease was partially offset by an increase in government grants of \$0.1 million.

### Purchases and other consumables

Purchases and other consumables increased by 0.5 percentage points at 21.8% of revenue as compared to FY2022 due to the rise in raw materials costs. The Group will continue to closely monitor the fluctuating costs of raw materials to ensure sustainable growth.

### Employee benefits expense

Employee benefits expense increased by \$1.5 million or 10.9% in FY2023, primarily due to higher related staff costs and bonuses amounting to \$1.0 million. This aligns with our commitment to fostering a supportive work environment and addressing the challenges posed by ongoing manpower crunch, also commensurate with higher business activities. Additionally, there was an increase of \$0.4 million attributed to the opening of new outlets.

### Depreciation and amortisation expenses and impairment loss

Depreciation and amortisation expenses increased by \$0.4 million, primarily driven by a \$0.5 million increase in amortisation of right-of-use assets resulting from the opening of new outlets. The increase was partially offset by a decrease in depreciation related to plant and equipment at existing outlets.

The impairment loss of plant and equipment and right-of-use assets totaling \$0.3 million, which are non-cash in nature, were related to the five underperforming restaurant outlets.

# OPERATING AND FINANCIAL REVIEW

## Other expenses

Other expenses decreased by \$0.1 million or 1.5% in FY2023. The decrease was mainly due to a decrease in repair and maintenance costs, totaling \$0.2 million due to the net impact of an insurance claim received and repair works, a decrease in sales commission of \$0.2 million associated with lower online delivery services post-COVID and a decrease in advertising fee of \$0.1 million. The decrease was partially offset by overall higher operating expenses of \$0.4 million, including utilities, contract workers, cleaning materials and credit card charges, all of which are commensurate with higher business activities and the opening of new outlets.

## Results For The Year

In line with the above, the Group's profit before income tax improved by \$0.4 million or 32.1% in FY2023 as compared to FY2022. Earnings per share based on weighted average number of ordinary 3 shares stood at 0.59 cents in FY2023.

## FINANCIAL POSITION REVIEW

### Assets

Non-current assets increased by \$5.0 million from \$11.0 million, as at 31 December 2022 ("FY2022"), to \$16.0 million as at 31 December 2023 ("FY2023"), mainly due to addition and lease modification of right-of-use assets amounting to \$10.2 million resulting from lease renewals and the opening of three new outlets. Additionally, there was an acquisition of plant and equipment totaling \$2.3 million during the financial year. The increase was offset against the depreciation and amortisation expenses of \$7.2 million and an impairment loss of \$0.3 million on plant and equipment and right-of-use assets.

Current assets decreased by \$0.1 million compared to FY2022, mainly due to a decrease in trade and other receivables of \$0.1 million. The net change in cash and cash equivalents is marginal, as a result of the net cash from operating activities of \$9.4 million, proceeds from disposal of plant and equipment of \$0.1 million and grant income received of \$0.4 million, which was offset by payments made for purchases of plant and equipment and intangible assets of \$1.4 million, payment of a final dividend of \$1.1 million and repayment of obligations under leases and its related interest expenses of \$7.3 million.

### Liabilities

Total liabilities increased by \$4.3 million from \$15.9 million as at FY2022 to \$20.2 million as at FY2023. This increase was primarily due to a net increase in lease liabilities of \$3.4 million resulting from an increase in lease liabilities for opening of outlets offset by the repayment of obligations under leases, an increase in trade and other payables of \$0.9 million, and an increase in provisions for costs of restoration of \$0.1 million. Trade and other payables increased attributed to an increase in accrued staff bonus of \$0.6 million and increase in other payables of \$0.5 million due to contractors for purchases of plant and equipment for the opening of the new outlets, as well as the absence of deposits received in advance Chinese New Year's celebrations of \$0.2 million.

### Total Equity

Total equity increased by \$0.5 million from \$11.3 million, as at FY2022, to \$11.9 million in FY2023, attributable mainly to the payment of the final dividend of \$1.1 million offset by the profit reported during the financial year. The Group's net asset value per share stood at 4.25 cents as at FY2023.



**CAFE O @  
CHANGI AIRPORT T2**



**NIAN GAO PRATA  
CAN CELEBRATE  
CNY EVERYDAY!**



**CAFE O @  
BUGIS VILLAGE**



# SUSTAINABILITY REPORT

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# SUSTAINABILITY REPORT

## BOARD STATEMENT

The Board of Directors (“**the Board**”) of Soup Holdings Limited (the “**Company**”) is pleased to present the seventh Sustainability Report (the “**Report**”) of the Company and its subsidiaries (the “**Group**” or “**we**”). Initiatives undertaken by the Group in the past years have a common focus on the health, safety and well-being of both its customers and its employees, fulfilling the Group’s vision of “百年三盅- 百年精神，造福人群”.

The direct engagement with stakeholders enabled the Group to identify and disclose its environmental, social and governance (“**ESG**”) practices and performances in order to stay relevant to its stakeholders. The Group demonstrates a strong will to act on its long-term and continuing commitment for better future performance and positive impacts while progressing towards achieving the Group’s vision. For target setting and progress made against the targets in each material ESG factor, please refer to the section headed “Our Commitment and Targets” for further details.

The Group is committed to working towards sustainable development and to establishing, promoting, and maintaining a culture in sustainability, environmental and social responsibility within its staff and members. The Board has considered sustainability issues in the Group’s business and strategy, determined the material ESG factors and overseen the management and monitoring of the material ESG factors. The senior management and management staff across the Group’s businesses and operations will foster governance and leadership in sustainability and will work collaboratively to follow and promote good sustainability practice, to reduce the environmental and social impacts of all its activities and to work with its clients and partners to do the same. Please refer to the section of “Sustainability Governance Structure” for further details.

The climate crisis is one of the most urgent societal issues of our time. A rise in global mean temperature could impact our ability to source ingredients and distribute quality products to our customers. It is imperative that we identify climate-related risks and develop clear plans and targets for mitigating the risks. Consistent with the recommendations of the Task Force on Climate-Related Financial Disclosures (“**TCFD**”), we herein present our approach to climate-related governance, strategy, risk management, operation procedures and targets in this Report. Please refer to the section headed “Climate Mitigation and Adaptation” for further details.

## REPORTING PERIOD AND COVERAGE

The Group publishes the sustainability report on an annual basis and published this Report on 11 April 2024. The Report describes the sustainability performance of the Group for the financial year ended 31 December 2023 (“**FY2023**”). The Report covers the Group’s business activities in Singapore, where it is headquartered, which contributed approximately 97% (financial year ended 31 December 2022 (“**FY2022**”): 98%) of the Group’s revenue for FY2023. The entities included in the reporting scope are our headquarter, 19 restaurant outlets and 2 central kitchens in Singapore as at 31 December 2023. For the full list of entities in the financial reporting, please refer to the “Note 4. Investments in subsidiaries” under the section headed “Notes to the Financial Statements”.

# SUSTAINABILITY REPORT

## REPORTING FRAMEWORK

The Report is prepared with reference to the internationally accepted Global Reporting Initiative (“GRI”) Standards published in 2021 and published pursuant to Listing Rule 711A and 711B and Practice Note 7.6 of Singapore Exchange Securities Trading Ltd (“SGX-ST”). We applied the principles of accuracy, balance, clarity, comparability, completeness, sustainability context, timeliness and verifiability of GRI when preparing the Report. GRI framework is chosen as it is most established international sustainability reporting standard and well recognised among the SGX-ST listed companies. In addition, this Report is consistent with TCFD recommendations as required by SGX-ST.

We have not yet planned to seek external assurance for our sustainability report at the moment. Instead, we provide assurance over the sustainability report through more effective back-to-back assurance with our businesses and operations as well as internal review by the internal audit functions. Our internal audit function has performed independent reviews of the design of sustainability policies, compliance with policies and related reporting process reported in this Report.



## FEEDBACK

We welcome feedback from all stakeholders on this Report to improve our sustainability practices. You may send your comments or feedback to our investor relations email account at [email@souprestaurant.com.sg](mailto:email@souprestaurant.com.sg)

## STAKEHOLDERS ENGAGEMENT





An important step for the success of the Group’s sustainability practices is to identify the stakeholders. Regular engagement with the stakeholders has allowed us to gain a better understanding of the material issues that impact them and helped us prioritise our efforts on creating the desired sustainable value.

The Group has identified the key stakeholders who affect and/or could be affected by its activities, products or services and engages them in a variety of formal and informal ways through the following channels:

S/N	Key Stakeholder	Engagement Channel	Frequency of Engagement
1	Customers 	We encourage customers to provide their feedback, primarily through emails to our sales and services team and social media platforms such as Facebook. All the feedback is circulated to the management team, including the executive directors (“ <b>Executive Directors</b> ”) of the Company. Customer satisfaction is important to us and the feedback collected enables the Group to improve its services, operations and business.	Daily
2	Employees 	Executive Directors and senior management personnel visit our restaurants and central kitchens regularly to discuss the working schedule, progress and to understand first-hand the working conditions of our employees. During these sessions, the management is able to communicate with employees directly and share the business goals and values of the Group. Employees are encouraged to express their views and provide insights and information. By engaging in direct communication with our staff, we align employees with the Group’s goals and values, and they are motivated to contribute to organisational success, with an enhanced sense of their own well-being. Other channels used include emails, regular meetings and annual staff evaluation sessions.	Throughout the year



# SUSTAINABILITY REPORT

3	 <p>Community</p>	<p>We work closely with various charity organisations and voluntary welfare homes to provide nutritious meals to their beneficiaries. We leverage on our core competency in the food and beverage (“F&amp;B”) sector to do good for the community. We also facilitate employment for the under-served groups in our community, such as ex-convicts and persons with disabilities. We strive to create an ecosystem for doing good as we believe this promotes sustainable positive vibes in the community.</p>	Throughout the year
4	 <p>Regulators</p>	<p>We regularly attend training sessions and seminars organised by regulators, auditors and consultants to raise awareness of changes in laws and regulations that impact our business and to ensure compliance with them.</p>	Throughout the year
5	 <p>Shareholders</p>	<p>We announce half-yearly and full-year results and any material and price-sensitive information to the public via SGXNet on a timely basis.</p> <p>Shareholders are encouraged to participate at annual general meetings and communicate their views on various matters affecting the Group.</p>	Throughout the year  Annually
6	 <p>Suppliers</p>	<p>We maintain a good relationship with our suppliers and work closely with them. Suppliers are assessed and evaluated in terms of pricing, quality, delivery reliability, service performance and environmental and social risks. Feedback on any quality issues arising is communicated to suppliers immediately to ensure transparency. This is also to ensure the quality of products or services delivered to the Group.</p>	Throughout the year

## SUSTAINABILITY GOVERNANCE STRUCTURE

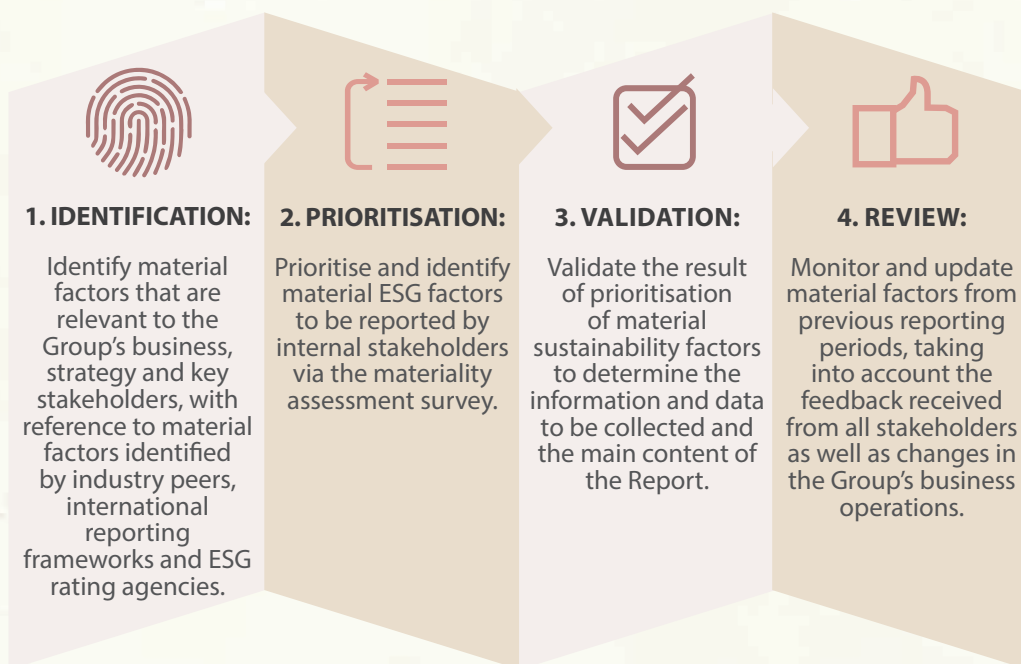
The Board has the ultimate responsibility for the Group’s sustainability strategy and maintains oversight of the Group’s sustainability direction. To promote sustainability management, the Corporate Sustainability Committee (“**CSC**”) of the Company acts as an advisory committee to the Board. The Group’s sustainability strategies and the management of material ESG factors are discussed in the CSC under the lead of the managing director (“**Managing Director**”) of the Company. The progress of environmental and social activities as well as business risks and opportunities are reported to the Board on half-yearly basis.



# SUSTAINABILITY REPORT

## SUSTAINABILITY REPORTING PROCESSES

The sustainability process begins with the identification of relevant factors. Relevant factors are then prioritised as material factors which are then validated. The end result of this process is a list of material factors disclosed in the Report. The chart below shows the processes involved.



## MATERIALITY ASSESSMENT

Under the Group's policy and materiality assessment process above, each sustainability factor is assigned a reporting priority that determines the actions required as illustrated in the table below:

Reporting Priority	Description	Criteria
I	High	Factors with high reporting priority are reported in detail.
II	Medium	Factors with medium reporting priority are considered for inclusion in the Report. They may not be included in this Report if not material.
III	Low	Factors with low reporting priority may be reported to fulfil regulatory or other reporting requirements. They are not included in this Report if not material.

# SUSTAINABILITY REPORT

## MATERIAL FACTORS

The material factors selected for sustainability reporting are listed below.

	Material Factor	Reporting Priority	Stakeholder
Social	Product Quality and Safety	I	Customers
	Diversity and Equal Opportunity	I	Employees
	Employee and Talent Retention	I	Employees
	Occupational Health and Safety	I	Employees
	Giving Back to Community	II	Community
Environmental	Energy and Water Conservation	II	Community
	Climate Change Mitigation and Adaptation	I	Community
	Waste Management	II	Community
Economic	Sustainable Business Performance	I	Shareholders
Governance	Corporate Compliance	I	All Stakeholders and Regulators

## SOCIAL

### I. PRODUCT QUALITY AND SAFETY

The Group's principal activities are in the operations of restaurant outlets and central kitchen food processing facilities. There is absolutely no room for any compromise in food safety. The health and safety of our customers is our top priority, and we are committed to produce and serve safe and clean quality food with high standards of food safety best practices that conform to all regulatory requirements.

For our customers, we strive to serve healthy and nutritious food reminiscent of home-style cooking of the Samsui Women of yesteryear. Most of our dishes originate from family recipes and are distinctive and traditional. We aim to offer our customers delectable cuisines that are prepared in a home-cooked style. As we pride ourselves on serving homemade goodness in every dish, our chef-designed menus focus on less salt and less oil to ensure that the meals we serve from both our restaurants and central kitchens are healthy and nutritious.

The Group centralised procurement team sources from responsible suppliers. They select, monitor and assess suppliers according to the Group's Standard Operating Procedures ("SOPs"), which include carrying out interviews, periodic performance reviews, sample tests and visits to suppliers' storage locations. Suppliers are assessed and evaluated in terms of pricing, quality, delivery reliability and service performance. Feedback on any quality issues arising is communicated to suppliers immediately to ensure transparency. This is also to ensure the product quality or services delivered to our customers and end-users.

In terms of operations, the Group established a set of SOPs to govern and monitor the day-to-day food preparation and food-handling processes. From time to time, we conduct a review of the SOPs to update and improve our practices.

# SUSTAINABILITY REPORT

## I. PRODUCT QUALITY AND SAFETY (CONT'D)

To uphold our high standards of product quality and safety, the following policies are in place:

1. In-house audit team conducts regular Branch Quality Checks to ensure strict compliance with our SOPs.
2. Central kitchens implement a manual for the Hazard Analysis Critical Control Point (“**HACCP**”), a globally recognised system used to identify, reduce and eliminate potential food safety hazards.
3. A third-party laboratory service is engaged to perform periodic testing of food products to ensure food safety and quality.
4. All staff handling food at the outlets and central kitchens must attend courses on food and beverage safety and hygiene.
5. All food will be stored and processed under safe conditions and within specified range of temperature according to statutory requirements and recommended approved guidance.
6. All employees must maintain personal cleanliness and wear the correct protective clothing supplied at all times during their hours of work.

In FY2023, the Group has 40 (FY2022: 20) certified food hygiene officers and will continue to train and promote more employees to qualify as food hygiene officers. In addition, there were no major food safety incidents<sup>1</sup> in FY2023 (FY2022: Nil).

Notwithstanding our best efforts, there was 5 (FY2022:1) incidents of non-compliance with regulations resulting in a warning issued by the Singapore Food Agency (“**SFA**”) and 1 incident resulting in a letter of intended summons (FY2022: Nil) in FY2023. We take it very seriously and brought it to the attention of our Executive Directors.

To address the incident and to prevent recurrence, the Group conducts meetings with the persons in charge of our outlets and central kitchens to understand the course of incidents and what corrective actions should be undertaken. In addition, we continuously reinforce our internal processes and practices to ensure compliance with the regulations.

Note(s):

1. A major food safety incident is defined as an incident whereby at least 5 unrelated customers (within the same period) are affected from consuming food items by the Group.

## II. DIVERSITY AND EQUAL OPPORTUNITY

The Group recruits across different demographics and believe that a diverse team can boost problem-solving capabilities and lead to greater productivity with varied skills and working experiences. We work as a family and there are no differentiations regardless of age, gender, race, religion, nationality, disability or family status. Inclusive hiring has become a tenet of the Group's values and we have included it as a policy statement in our Employee Handbook.

The Board consists of 6 male Directors, all of whom are above the age of 50 as at 31 December 2023. As at 31 December 2023, the Group has a total of 282 employees (as at 31 December 2022: 245 employees) in Singapore within the reporting scope.

# SUSTAINABILITY REPORT

## II. DIVERSITY AND EQUAL OPPORTUNITY (CONT'D)

The number of employees by different employment types, employee contracts and age groups with a breakdown by gender<sup>2</sup> are as follows:

As at 31 December 2023	Male	Female	Total	Total
By Employee Type				
Permanent	167	106	273	97%
Temporary	4	5	9	3%
By Employee Contract				
Full-time	169	86	255	90%
Part-time	2	25	27	10%
By Age Group				
< 30 years old	55	20	75	26%
30-50 years old	82	47	129	46%
≥ 51 years old	34	44	78	28%
<b>Total</b>	<b>171</b>	<b>111</b>	<b>282</b>	<b>100%</b>
<b>Total</b>	<b>61%</b>	<b>39%</b>	<b>100%</b>	

As at 31 December 2022	Male	Female	Total	Total
By Employee Type				
Permanent	141	102	243	99%
Temporary	1	1	2	1%
By Employee Contract				
Full-time	137	74	211	86%
Part-time	5	29	34	14%
By Age Group				
< 30 years old	38	20	58	24%
30-50 years old	70	44	114	46%
≥ 51 years old	34	39	73	30%
<b>Total</b>	<b>142</b>	<b>103</b>	<b>245</b>	<b>100%</b>
<b>Total</b>	<b>58%</b>	<b>42%</b>	<b>100%</b>	

The percentage of employees per employee category with breakdowns by gender and age group are as follows:

As at 31 December 2023	Senior Management	Middle Management	Administrative and Office Executive	Non-management	Production
By Gender					
Male	71%	68%	6%	62%	83%
Female	29%	32%	94%	38%	17%
By Age Group					
< 30 years old	-	10%	39%	35%	-
30-50 years old	57%	67%	44%	35%	50%
≥ 51 years old	43%	23%	17%	30%	50%

# SUSTAINABILITY REPORT

## II. DIVERSITY AND EQUAL OPPORTUNITY (CONT'D)

As at 31 December 2022	Senior Management	Middle Management	Administrative and Office Executive	Non-management	Production
By Gender					
Male	71%	67%	21%	56%	83%
Female	29%	33%	79%	44%	17%
By Age Group <sup>2</sup>					
< 30 years old	-	14%	31%	30%	17%
30-50 years old	57%	65%	53%	35%	33%
≥ 51 years old	43%	21%	16%	35%	50%

Note(s):

2. To align with requirements of GRI, the disclosures on employee diversity by employment types and employee category are updated, and the data for FY2022 was supplemented for comparison.

In FY2023, the Group recorded a total of 175 (FY2022: 163) new hires and the overall rate of new employee hires<sup>3</sup> of approximately 35% (FY2022: approximately 67%). The breakdown of number and rate of new employee hires is as follows:

Category	FY2023			FY2022		
	Number	Percentage <sup>5</sup>	Rate <sup>3</sup>	Number	Percentage <sup>5</sup>	Rate <sup>3</sup>
By Gender						
Male	107	61%	63%	102	63%	72%
Female	68	39%	61%	61	37%	59%
By Age Group						
< 30 years old	72	41%	96%	58	36% <sup>4</sup>	100%
30-50 years old	30	17%	23%	72	44%	63%
≥51 years old	73	42%	94%	33	20% <sup>4</sup>	45%

Note(s):

3. The rate of new employee hires = the number of new employees hired (in the specific category) during the year ÷ the number of employees (in the specific category) at the end of the year × 100%
4. The figures are restated after internal data review.
5. The percentage of new employee hires = the number of new employees hired in the specific category during the year ÷ the total number of new hires during the year × 100%

# SUSTAINABILITY REPORT

## II. DIVERSITY AND EQUAL OPPORTUNITY (CONT'D)

In FY2023, the Group has recorded a total of 139 (FY2022: 160) employee turnover and the overall employee turnover rate<sup>6</sup> of approximately 49% (FY2022: approximately 65%). The breakdown of number and rate of employee turnover is as follows:

Category	FY2023			FY2022		
	Number	Percentage <sup>7</sup>	Rate <sup>6</sup>	Number	Percentage <sup>7</sup>	Rate <sup>6</sup>
By Gender						
Male	79	57%	46%	101	63%	71%
Female	60	43%	54%	59	37%	57%
By Age Group						
< 30 years old	51	37%	68%	55	34%	95%
30-50 years old	63	45%	49%	72	45%	63%
≥51 years old	25	18%	32%	33	21%	45%

Note(s):

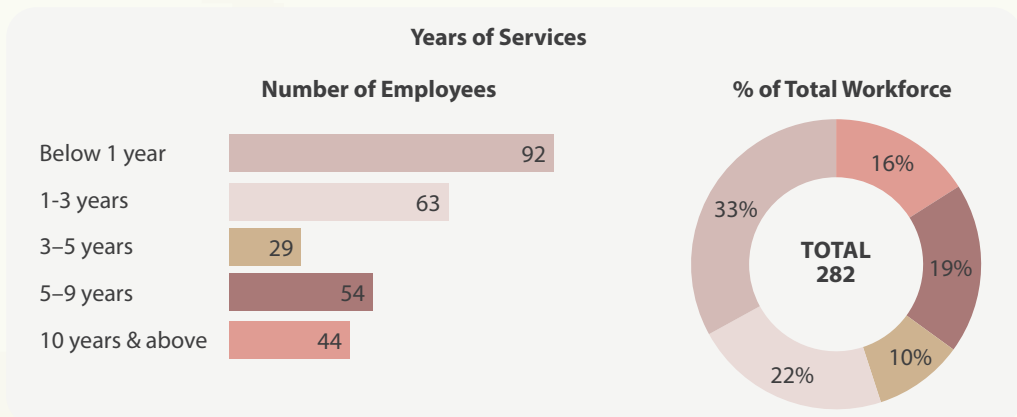
- The rate of employee turnover = the number of employee turnover (in the specific category) during the year ÷ the number of employees (in the specific category) at the end of the year × 100%
- The percentage of employee turnover = the number of employee turnover in the specific category during the year ÷ the total number of employee turnover during the year × 100%

The Group has 1 (FY2022: 1) ex-convicts and 1 (FY2022: 7) employees with disabilities. Additionally, some employees come from underprivileged backgrounds, working in varied positions within the Group. As part of our commitment, we will continue to design and create job opportunities for the underprivileged wherever possible.

## III. EMPLOYEE AND TALENT RETENTION

The Group acknowledges the importance of employees as valuable assets to a company, particularly in the labour-intensive F&B sector. Having a low turnover and a stable workforce allows us to develop skilled employees, reduce recruitment and training costs, and maintain a high standard of quality service, which is crucial for our organisation's success.

As the economy gradually recovers from the pandemic, there was an increase in the Group's number of employees in FY2023. Although the F&B industry is known for its high turnover rates, as at 31 December 2023, approximately 45% (as at 31 December 2022: approximately 51%) of our employees have been with the Group for not less than 3 years.



# SUSTAINABILITY REPORT

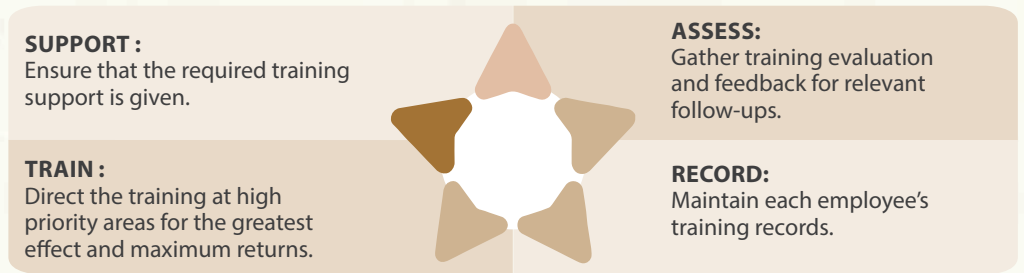
## III. EMPLOYEE AND TALENT RETENTION (CONT'D)

### Learning and Development

Learning is one of the four core values that the Group aims to embed not only in the workplace but also to encourage employees to incorporate it in their daily lives.

The Group has an in-house training department, which was set up in 2015, and is accredited as an Approved Training Organisation (“ATO”) by Workforce Singapore Agency (“WSG”). The Group has also established the Training Management Policy which outlines the roles and responsibilities of different functions across the Group in supporting and monitoring the training and development of our employees as well as standard operating procedures, including training support system, training management system, training effectiveness assessment system, training records management system, and casual worker training. In FY2023, the Company has awarded an additional 110 (FY2022: 59) Statement of Attainment certificates to our staff, which is recognised nationwide.

Training Department conducts regular in-house training for our employees by harnessing a unique training framework STAR as follows:



In FY2023, the average training hours<sup>8</sup> per employee per year is approximately 12 (FY2022: 10) hours, representing 20% increase in average training hours. During FY2022, training department has spent substantial time to train on the digitalisation projects across the Group, which its training hours are not tracked and included in the number of hours as the implementation of digitalisation projects were embedded into daily operation. In FY2023, all the training hours have been recorded under new Human Resource Management System. There is an increase in average training hours compared with FY2022.





# SUSTAINABILITY REPORT

## III. EMPLOYEE AND TALENT RETENTION (CONT'D)

The average hours of training per employee by gender and employee category breakdown is as follows:

Category	FY2023	FY2022
By Gender		
Male	11	8
Female	14	13
By Employee Category		
Senior Management	10	3
Middle Management	15	11
Administrative and Office Executive	7	10
Non-management	12	11
Production	1	6

Note(s):

8. *The average training hours = the training hours of employees (in the specific category) during the year ÷ the number of employees (in the specific category) at the end of the year × 100%*

The Group continues to offer both traineeships and internships to students from the Institute of Technical Education (“ITE”), which we have been providing since 2018. In FY2023, 6 (FY2022: 14) students have completed their traineeships and internships.

The Group will continue to assess the training needs of all employees across the organisation. In FY2023, 100% (FY2022: 100%) of eligible employees received regular performance and career development reviews. We will develop the training programmes internally or collaborate with external trainers when needed.

### Outstanding Service Awards

In FY2022, the Group is extremely honoured to have received the top Excellent Service Award (“EXSA”) - the coveted Star award - presented to our Senior Restaurant Manager, Mr Henry Teo Ah Herr. EXSA is a prestigious national recognition bestowed upon individuals who consistently deliver quality service.

In FY2023, we are pleased to announce that an additional 35 staff members have been honoured with EXSA awards across three levels: Silver, Gold, and the Star award.



# SUSTAINABILITY REPORT

## IV OCCUPATIONAL HEALTH AND SAFETY

The Group committed to creating a safe and healthy workplace environment for our employees, including reconceptualising the workplace and rendering full support to employees who are diagnosed with illness and facing difficulties.

The Group has implemented an occupational health and safety management system in accordance with the Workplace Safety and Health Act of Singapore and guidelines by The Workplace Safety and Health Council. Such system covers all of our employees. Regardless of the circumstances, the following steps were implemented at all time for the Group's workplace health and safety:

1. Inculcate an “everybody plays a part to create a safe and healthy working environment” mind-set to all staff through orientation programmes and training sessions. Staff are also given a workplace safety and health handbook for easy reference;
2. Create awareness of workplace safety issues by sharing workplace accident cases through regular newsletters and team-sharing sessions;
3. Workplace safety and health checklist is completed and relevant items are inspected by the outlet managers regularly;
4. If any employee identifies any potential hazards or risky work activities during their daily tasks, they are encouraged to report such events and provide their recommendations for improvement to the district manager. This can be done by filling out the Workplace Safety and Health Feedback and Improvement Form. The district manager will review the report, and after a thorough assessment, it will be submitted for approval by senior management. Once approved, the necessary improvements will be implemented accordingly;
5. All outlets are provided with a risk management file with risk assessment questionnaires on respective critical areas. The risk assessment exercise is conducted regularly to identify and prioritise the potential hazards, therefore assigning each hazard to responsible personnel for risk mitigation or prevention actions; and
6. Enhance safety measures by installing the following in all our kitchens:
  - i. Automatic Trip System - to ensure electrical system shut-down once there is a gas leak.
  - ii. Gas Leak Detector - to shut down the gas inflow once a leak is detected.
  - iii. Exhaust Control System – to shut down the gas inflow if the exhaust system malfunctions.

In FY2023, more than 30 staff of the Group received workplace safety and health training. In FY2023, there were no workplace injuries resulting in a fatality or high-consequence injury (FY2022: Nil). The number of recordable work-related injuries has decreased by 31% from 13 cases in FY2022 to 9 cases in FY2023. Majority of such cases were related to burns and cuts during cooking. All the affected staff were cared for and given medical or hospitalisation leave in accordance with applicable laws and regulations. All cases were resolved insofar as we had thoroughly investigated each incident, found out the root cause of the incident, reviewed and improved our health and safety procedures, and reminded our staff to place safety first.



# SUSTAINABILITY REPORT

## V GIVING BACK TO COMMUNITY

The Group's mission is to enable multi-pronged impact for the community through our core competency in the F&B sector.

A cornerstone of the Group's values is to look after the people we come into contact with. We adhere to this value by serving simple healthy and nutritious meals, but without compromising on taste, to beneficiaries of the nursing homes and voluntary welfare organisations ("**VWOs**") that we cater to. These chef-designed meals adhere to the Health Promotion Board's guidelines and cater to a variety of diets such as diabetic, low-salt, easy-chew, blended and vegetarian. In this way, the Group strives to build a sustainable and inclusive ecosystem to do good. The Group mainly takes up its social responsibility through the operation of our subsidiary, Samsui Supplies and Services Pte Ltd ("**SSS**"). SSS takes on the arduous task of catering up to 6,000 meals per day to VWOs and school, tapping into resources such as central kitchens. In addition, the Group leverages on its expertise in food, building an ecosystem to train and utilise under-served groups in bringing healthy home-cooked food to the needy in Singapore. The Group owns the Samsui Centre of Hospitality Pte Ltd which is a training provider specialising in Train and Place programmes for persons with disabilities in the F&B industry.

### ***Care for the Vulnerable during COVID-19***

SSS has been providing Meals on Wheels services under the Medical and Elderly Care Endowment Schemes Act of Singapore for people who are unable to buy and prepare their own meals and do not have a caregiver to help them to do so under. During the COVID-19 periods, when the government's "Heightened Safe Distancing Measures" were implemented, SSS also joined the meal delivery services to the vulnerable groups, mostly seniors who are unable to leave their homes or too frail to cook or buy their own meals, and do not have adequate family support or existing food delivery services. In FY2023, SSS was awarded COVID-19 Resilience Certificate by the Minister For Health of Singapore for its direct and significant contributions to Singapore's fight against COVID-19.

### ***Care for the less fortunate***

The Group has established long-time partnership with Alzheimer's Disease Association ("**ADA**") since 2017. In FY2023, we hosted 10 Memories Café sessions at 4 outlets, which accounts for approximately 21% of outlets within the reporting scope. Each session had around 15 to 20 beneficiaries each time and the Group's staff volunteer to host and participate in these sessions. The sessions provide persons with dementia and their caregivers a safe and warm environment, away from their long-term care setting, for social interaction, engagement activities, such as sing-a-longs and dancing, and topped off by a sumptuous lunch. In addition, the Group joined the Community, Assurance, Rewards, Acceptance Project ("**CARA Project**") together with ADA to provide low-barrier access for persons with dementia and caregivers to connect to an eco-system of solutions, serving as a key touchpoint for personalised support across the journey of living and caring for dementia.

# SUSTAINABILITY REPORT

## ENVIRONMENTAL

### VI CLIMATE CHANGE MITIGATION AND ADAPTATION

The Group acknowledges that TCFD provides recommendations regarding the disclosure of climate-related financial information. We recognise climate change would have significant impact on our business operations and the community and that our business operations also impact the climate via our energy use and greenhouse gas (“GHG”) emissions. We assessed the impact of key climate-related risks and opportunities and disclosed the adopted strategies under four overarching elements, including governance, strategy, risk management and metrics and targets.

#### **Governance**

The Board oversees the management and monitoring of the Group’s sustainability factors. The Board oversees the formulation of its strategy with consideration of sustainability issues, including climate change. Its responsibility includes reviewing climate-related disclosure, assessing the Group’s actions to enhance climate resilience, approving relevant objectives and targets, and reviewing the Group’s performance towards the targets set.

Under the Board’s delegations, the CSC is responsible for identifying and assessing the climate-related risks and opportunities, developing and implementing mitigation plans, developing relevant objectives and targets, and collecting and reviewing performance metrics against the objectives. CSWG facilitates the execution of the identification, assessment and management of the climate-related risks and opportunities. CSC will report to the Board at least annually regarding the identified climate-related risks and opportunities and the corresponding target, performances and initiatives for the Board’s review, discussion and approval. Please refer to the section headed “Sustainability Governance Structure” for further details regarding the responsibility and reporting mechanisms among different layers of the Group’s sustainability governance structure.

#### **Strategy**

Under the assistance of an external sustainability consultant, the management of the Group has carried out a scenario analysis to identify and evaluate the climate-related risk material to the Group based on the available information. Details of the scenario analysis are as follows:

Scope:	The operation of restaurants and food processing business in Singapore	
Time horizon:	Short-term (1-3 year(s)) Medium-term (3-10 years) Long-term (10-30 years)	
Scenario explored:	High emissions scenario used for physical risk assessment:  Intergovernmental Panel on Climate Change (“IPCC”) Representative Concentration Pathway (“RCP”) 8.5	Low emissions scenario used for transition risk assessment:  International Energy Agency (“IEA”) Net Zero Emissions by 2050 Scenario (NZE Scenario); and World Business Council for Sustainable Development (“WBCSD”) 1.5°C Societal Transformation Scenario

The management of the Group evaluates the risk level (high, medium and low) of the identified climate-related risk based on the result of the scenario analysis. The risk level of the climate-related risks is comprised of the 2 factors: i) Likelihood: the probability of the risk to materialise in a certain time horizon; and ii) Consequence: the level of impact of the risk on the Group. The table below shows the Group’s understanding of its most significant climate-related risks over the short-, medium- and long-term based on the result of scenario analysis:

# SUSTAINABILITY REPORT

Risk Category	Description of Risk and Financial Impact	Time Horizon	Risk Level	Risk and Opportunity Management
Physical  Acute	<p><b><u>Disruption to operations due to extreme weather event</u></b></p> <p>The increased frequency and severity of extreme weather, such as extreme heat, extreme precipitation, river flooding and typhoon, can disrupt the Group's business operations by damaging the power grid, communication infrastructures and the Group's assets, hampering and injuring our employees on the way to work or during their work. These events may lead to reduced revenue, as well as an increase in the cost of repairing or restoring damaged sites.</p> <p>Moreover, the Group's restaurant business heavily relies on nature produce, vegetables and livestock as ingredients. The extreme weather makes it difficult to predict the stability of supply and reinforce the need for a more diverse supply chain. Failure to accurately predict and plan production, source, and purchase of raw material could result in delays or failures in delivery of quality products to our customers. The disruptions of supply could create volatility in ingredients costs, lead to lower margins and affecting the Company's growth plan due to shortage in supply of main ingredients.</p>	Short to medium-term	High	<p><b><u>Risk Management:</u></b></p> <p>The Group's strategy focuses on mitigating the negative impacts on the Group's business operation and key natural resources used in food production and supply. The Group strives to integrate climate change risks into its business plans, which involves identifying and planning for potential risks stemming from extreme weather events and long-term climate changes at its facilities and throughout its value chain. The Group provides clear guidelines for staff under extreme weather condition in accordance with government's regulations and guidance.</p> <p>To reduce the climate risks in the supply chain, the Group will seek collaboration with additional third-party responsible sourcing suppliers. This approach provides flexibility and avoids dependence on a single supplier, offering a safety net in case of difficulties and the ability to handle unexpected events that might compromise capacity.</p> <p><b><u>Opportunity Management:</u></b></p> <p>Supply chain disruptions due to climate change have prompted companies to reconsider their supply chains, leading to the emergence of new opportunities. The Group has proactively sought new sources of supply beyond Singapore and Malaysia, opening doors to new business prospects and diversifying market penetration. This approach allows the Group to explore overseas markets without being reliant on limited sources of supply, building its supply resilience.</p>

# SUSTAINABILITY REPORT

Risk Category	Description of Risk and Financial Impact	Time Horizon	Risk Level	Risk and Opportunity Management
Transition	<p><b>Policy and Law</b></p> <p><b><u>Carbon pricing risk</u></b></p> <p>The government may set carbon threshold for the various industries and launch a carbon emissions trading market to push companies to reduce emissions. If the Group fails to keep its carbon emissions below the threshold, it may face the risk of increased carbon costs. Additionally, the Group's suppliers who have high carbon emissions may pass on the increased carbon costs to the Group. This means that the Group will have to pay a higher price for ingredients and energy, thus increasing its cost.</p>	Short-term	Medium	<p><b><u>Risk Management:</u></b></p> <p>To address the risk, the Group closely monitors and assesses its GHG emissions, sets relevant targets and implement measures to reduce emissions, stays informed and complies with regulations, diversifies sourcing to mitigate increased carbon costs, and continuously innovates and optimises its operations for improved energy efficiency. These actions will help the Group manage the risk, reduce its carbon footprint, and enhance operational resilience.</p>
	<p><b>Policy and Law</b></p> <p><b><u>Compliance risk</u></b></p> <p>With the strengthening of global commitments to decarbonisation, there have been stricter climate legislations and regulations worldwide to support the vision of global carbon neutrality. These stricter environmental laws and regulations may increase the compliance costs for the Group and also expose the Group to higher claims and litigation risks. Failures to act on the change exposes our business to reputation risk may affect investors' confidence and impair our ability to efficiently raise capital for future business opportunities or sustain share value.</p>	Short to long-term	Medium	<p><b><u>Risk Management:</u></b></p> <p>The Group recognises the significance of regular reporting on its ESG and climate change management journey, including its measures, progress towards targets and achievements. The Group's management actively participates in trainings to stay updated on relevant regulations and collaborates with industry associations to understand best practices, which enables us to anticipate and prepare for significant policy changes in the markets where we operate.</p> <p><b><u>Opportunity Management:</u></b></p> <p>The Group recognises the opportunity presented by the growing awareness of climate-related risks among regulators, investors and other stakeholders. To enhance our image and attract capital, we will continue to develop a resilient business model, comply with all applicable regulations, and improve disclosure and transparency. This enables us to demonstrate our climate resilience and align our business practices with stakeholder expectations.</p>

# SUSTAINABILITY REPORT

Risk Category	Description of Risk and Financial Impact	Time Horizon	Risk Level	Risk and Opportunity Management
Market	<p><b>Market demand risk</b></p> <p>Consumers' awareness of the climate change issues has increased over the years and consumers tend to choose sustainable food or companies which promote sustainability in their operations. If the Group fails to cater to the change in consumers' preferences and improve its sustainability practices, it may face the risk of reduced sales and revenue due to change in market demand and even loss its competitiveness.</p>	Medium-term	Medium	<p><b>Risk Management:</b></p> <p>We promote responsible sourcing, which will create supply chain diversity and focus on the ESG issues that matter to our customers and other stakeholders. We will increase product offerings with more sustainably sourced food ingredients that will reduce our market risk from changing consumers' demand. The efforts are not limited to food ingredients but also materials used in the value chain, for e.g. packing materials.</p> <p><b>Opportunity Management:</b></p> <p>New markets and products will emerge as part of the transition process to lower carbon economy. The Group will be able to expand business and product portfolios into new markets and increase profitability by adopting the above strategy and measures.</p>

## Risk Management

To effectively identify, assess and manage risks, the Group has adopted the Environmental Policy, integrating climate change into its internal control procedures and enterprise risk management ("ERM") process.

The Board is responsible for risk governance and maintaining a comprehensive system of risk management and internal controls within the Group. The climate-related risks and opportunities and their impact on the Group's financial performance, strategy, operation and reputation are identified and assessed by the management based on the likelihood and consequence described above. For risks with medium to high level (i.e., material risks), the management will identify the responsible personnel and then determines the appropriate risk mitigation plans. These plans undergo regular monitoring by management to ensure timely and effective resolution. Annually, management reports material risks, including climate risks, responsible personnel, and progress in mitigation efforts to the Board. This structured approach ensures that climate-related risks are given due consideration and are managed in line with the Group's broader risk management strategy.

During FY2023, the Group has conducted an ERM exercise and the material climate-related risks and their corresponding mitigation actions are described above in detail. The Group will continue to monitor and review current and emerging trends regarding climate-related risk and opportunities, while incorporating best practices in climate risk management and fine-tuning its ERM framework when appropriate.



# SUSTAINABILITY REPORT

## Metrics and Targets

We have measured the direct (Scope 1) and energy indirect (Scope 2) GHG emissions. The major sources of GHG emissions of the Group were from diesel consumed by delivery trucks and natural gas consumed by cooking equipment (Scope 1) as well as purchased electricity (Scope 2). The data on GHG emissions are calculated based on widely recognised standards, including but not limited to, “The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards” issued by the World Resources Institute and the World Business Council for Sustainable Development, “Energy Statistics Manual” from the IEA, “Greenhouse Gas Emissions Measurement and Reporting Guidelines – Appendix to Part II: Monitoring Plan” from National Environment Agency of Singapore, the latest emission factors of Singapore’s power grid released by the Energy Market Authority of Singapore, and the global warming potential values from the IPCC Sixth Assessment Report. The following is the Group’s GHG performance:

Indicator	Unit	FY2023	FY2022 <sup>10</sup>
Scope 1 – Direct GHG Emissions	tCO <sub>2</sub> e	893	947
• Diesel	tCO <sub>2</sub> e	7	-
• Natural Gas <sup>9</sup>	tCO <sub>2</sub> e	886	947
Scope 2 – Energy Indirect GHG Emissions	tCO <sub>2</sub> e	997	1,010
• Purchased Electricity			
Total GHG Emissions (Scope 1 and Scope 2)	tCO <sub>2</sub> e	1,890	1,957
Total GHG Emissions Intensity	tCO <sub>2</sub> e/revenue (S\$’000) <sup>11</sup>	0.046	0.052

Note(s):

9. To ensure reporting accuracy, the liquefied petroleum gas is corrected as natural gas to align with the Group’s actual fuel consumption. The same adjustment is made in the energy consumption table in the section headed “Energy and Water Conservation”.
10. The scope 1 GHG emissions have been restated due to the change of reported item as explained in note 9. The scope 2 GHG emissions have been restated based on the updated 2022 electricity grid emission factors issued by the Energy Market Authority of Singapore. All other data affected in FY2022 have been restated accordingly.
11. The Group recorded a revenue of approximately S\$41.1 million in FY2023 (FY2022: \$37.6 million). This data will be used to calculate the intensity for environmental data.

The Group recognised the necessity to reduce GHG emissions to mitigate climate change and minimise its impact and is committed to reducing our GHG emissions by setting emissions reduction targets. Our goal for FY2024 is to maintain or reduce the current level of GHG emissions intensity. Please refer to the section headed “Our Commitment and Targets” for further details. To achieve the target, the Group will continue to adopt energy-saving measures to reduce GHG emissions from fuel consumption and purchase electricity, details of which can be found in the section headed “Energy and Water Conservation”. Meanwhile, the Group will keep monitoring its GHG emissions, review and adjust the GHG reduction strategies when appropriate to enhance its GHG performance, achieve relevant target and effectively manage the climate-related risks and opportunities.

# SUSTAINABILITY REPORT

## VII. ENERGY AND WATER CONSERVATION

The Group understands the importance of a resource-saving and environmentally friendly society and is committed to the responsible usage of energy and water in its daily operation. The Group has adopted the Environmental Policy to manage and monitor its direct and indirect environmental impact, including energy consumption and water usage. As part of our efforts, we have been adopting the following conservation initiatives:

- Maximise the use of lighting control circuits to offer flexibility in lighting the premises at specific areas for more efficient energy use;
- Replace T5 lighting with LED lighting gradually;
- Introduce water efficiency labelling for basins, taps and sinks;
- Track and monitor energy and water consumption regularly to control usage; and
- Introduce green technologies such as UVC emitters and electronic air filtration devices, where appropriate.

The Group's level of consumption for energy and water are as follows:

Indicator	Unit	Purpose	FY2023	FY2022
<b>Energy</b>				
Diesel <sup>12</sup>	kWh	<ul style="list-style-type: none"> <li>• Delivery of goods and raw materials</li> </ul>	24,801	-
Natural Gas	kWh	<ul style="list-style-type: none"> <li>• Operating cooking equipment</li> </ul>	4,382,040	4,684,814
Purchased Electricity	kWh	<ul style="list-style-type: none"> <li>• Used for refrigerator, lighting, cold-room, chiller and office work</li> </ul>	2,391,162	2,423,633
Total Energy Consumption	kWh		6,798,003	7,108,447
Total Energy Consumption Intensity	kWh/revenue (S\$'000)		165.40	189.05
<b>Energy</b>				
Total Water Consumption	CuM	<ul style="list-style-type: none"> <li>• Food preparations such as thawing of frozen meat</li> <li>• Food ingredients such as soup base</li> <li>• Cleaning and dishwashing</li> </ul>	55,568	56,122
Total Water Consumption Intensity	CuM/revenue (S\$'000)		1.35	1.49

Note:

12. The unit conversion method of diesel is based on the "Energy Statistic Manual" issued by the IEA.

# SUSTAINABILITY REPORT

## VII. WASTE MANAGEMENT

In line with Singapore’s Green Plan 2030 to reduce the amount of waste to landfill, the Group is committed to the responsible management of waste generated in its operation and preservation of the environment the Group operates in. The Group has implemented the Environmental Policy to manage and monitor its environmental impact, including waste management. Major waste generated from the Group’s restaurants and food processing centres are food waste and waste cooking oil while paper is the major waste generated from the office.

Improper treatment and disposal of waste oil can pose harm to human health and the environment. All waste cooking oil generated from the Group’s operation is disposed via a licensed used oil collector so that it can be properly treated before recycling through an accredited oil collector.

For food waste and paper consumption, the Group has implemented business process redesign and data automation in the areas of procurement, inventories and human resource management. The digitalisation efforts enable us to track and manage amount of food waste generated and paper consumed. The Group has also provided relevant training and guidelines to responsible personnel so that they can get familiar with the process update and gradually reduce food waste and paper consumption. Further analysis and quantitative figures will be provided when the data collection system is fully implemented.



## ECONOMIC

### IX. SUSTAINABLE BUSINESS PERFORMANCE

The Group is committed to keeping our vision alive moving towards our 100th year and beyond as a Singapore iconic brand. Despite facing many challenges, the Group has managed to remain profitable for FY2023. The Group’s revenue increased by 9.3% to \$41.1 million (FY2022: \$37.6 million) and our profit before income tax increased by 28.6% to \$1.8 million (FY2022: \$1.4 million).

The Board is recommending a special and final dividend payout to our shareholders. The Group has consistently declared dividends comprising more than 50% of the profits attributable to owners of the Company.

Please refer to the Financial Statements of the Annual Report 2023 for the details of our economic performance.

Indicator	FY2023	FY2022
Revenue	\$41.1 million	\$37.6 million
Profit Before Income Tax	\$1.8 million	\$1.4 million
Net Cash from Operating Activities	\$9.4 million	\$9.3 million

# SUSTAINABILITY REPORT



## GOVERNANCE

### X. CORPORATE COMPLIANCE

We are committed to high standards of corporate governance and adhere to the applicable laws and regulations. Our objectives are not merely to be a profitable organisation, but we view maintaining public trust and balancing the interests of our stakeholders as our utmost priority.

The Board and the management believe that good corporate governance provides the framework for attaining the Group's objectives in a structured and robust manner. We use the framework in practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. Our corporate governance practices are set out in detail in the Corporate Governance Report of our Annual Report 2023.

#### ***Anti-corruption disclosures***

The Group's Code of Conduct and the core values of integrity, diligence, learning and creativity for conducting its business with honesty, integrity and high ethical standards. The Company does not have a risk management committee as the Board collectively oversees the risk management of the Group. In addition, the management regularly reviews the Group's business and operational effectiveness to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks.

Internally, the Group has in place a Whistle-blowing Policy in which staff of the Group may raise concerns about possible improprieties in matters of financial matters or other matters including corruptions or dishonest acts, and the procedures for raising such concerns have been communicated to the staff of the Group. The Audit Committee of the Company meets with the internal auditor and external auditor to review the adequacy of audit arrangements, with emphasis on the scope of audit, and to discuss the observations of the auditor on the processes and procedures of the Group. Externally, the Group has in place a No-gift Policy and Anti-corruptions Policy, and these policies have been communicated to business partners and included as part of the Authorised Vendor Terms and Conditions. Internally, the policies are included as part of the Employee Handbook and communicate to all new employees during orientation programmes. In FY2023, the Group provided anti-corruption training to all 175 new staff.

In FY2023, there were no incidents related to non-compliance with any law or regulations, including corruption related laws and regulations (FY2022: Nil).

# SUSTAINABILITY REPORT

## OUR COMMITMENTS AND TARGETS

The Group is committed towards better practices for ESG factors. The Group keeps track of its performance for the material factors which were identified in the reporting process and has set qualitative and quantitative targets for the financial year ending 31 December 2024 (“FY2024”) as shown in the table below.

S/N	Material Factors	Performance Metrics	FY2022 Target	FY2023 Performance	Commitments and Targets
I	Product Quality and Safety	Incidents of non-compliance	<p>Comply with food safety and hygiene related regulations and maintain best practices in operations.</p> <ul style="list-style-type: none"> <li>Maintain zero food safety incidents.</li> <li>Achieve zero incidents of non-compliance with regulations resulting in fines and warnings issued by SFA.</li> </ul>	<p>We achieved zero food safety incidents.</p> <p>There were 5 incidents of non-compliance with regulations resulting in a warning issued by the SFA and 1 incident resulting in a letter of intended summons. The Group has taken appropriate measures to understand the root cause of these warnings and prevent such events from recurring.</p>	<p>Maintain zero food safety incidents.</p> <p>Achieve zero incidents of non-compliance with regulations resulting in fines and warnings issued by SFA.</p>
II	Diversity and Equal Opportunity	Diversity of gender and age	<p>Adhere to the principles of Fair Employment Practices.</p> <p>Move towards a more balanced gender and age ratio.</p>	<p>We adhere to the principles of Fair Employment Practices.</p> <p>We maintained the similar level of gender and age ratio as FY2022.</p>	<p>Adhere to the principles of Fair Employment Practices.</p> <p>Move towards a more balanced gender and age ratio.</p>
III	Employee and Talent Retention	Years of service	Employee retention maintain at least 50% of employees have more than 3 years of service with the Group.	45% of employees have more than 3 years of service with the Group. The Group will continue to increase the retention rate of its employees.	Maintain at least 50% of employees have more than 3 years of service with the Group in FY2024.

# SUSTAINABILITY REPORT

S/N	Material Factors	Performance Metrics	FY2022 Target	FY2023 Performance	Commitments and Targets
IV	Occupational Health and Safety	Workplace injury incidents	<p>Maintain zero workplace injury incidents resulting in a fatality or permanent disability.</p> <p>Maintain low rate of recordable work-related injuries – less than one case of recordable work-related injuries per outlet.</p>	<p>There were zero workplace injury incidents resulting in a fatality or permanent disability.</p> <p>There are approximately 0.47 cases of recordable work-related injuries per outlet.</p>	<p>Maintain zero workplace injury incidents resulting in a fatality or permanent disability.</p> <p>Maintain low rate of recordable work-related injuries – less than one case of recordable work-related injuries per outlet.</p>
V	Giving back to community	Community projects	<p>Increase number of training programs at SCH.</p> <p>Increase number of employees from vulnerable groups.</p> <p>Increase number of prolong community projects.</p>	<p>There is one training program at SCH.</p> <p>There is one employee with disabilities.</p> <p>We initiated the CARA Project together with ADA.</p>	<p>Increase number of training programs at SCH.</p> <p>Hire employees from vulnerable groups.</p> <p>Increase number of prolong community projects.</p>
VI	Climate Change Adaptation and Mitigation	GHG Emission	Reduce GHG emissions intensity.	The GHG emissions intensity decreased from 0.052 tCO <sub>2</sub> e/revenue (S\$'000) in FY2022 to 0.046 tCO <sub>2</sub> e/revenue (S\$'000).	Maintain or reduce the GHG emissions intensity of FY2024.
VII	Energy and Water Conservation	Energy and Water consumption	<p>Committed to responsible usage of energy and water.</p> <p>Reduce level of consumption for energy and water.</p>	<p>The Group is still committed to responsible usage of energy and water by implementing various measures as specified in the section headed "Energy and Water Conservation".</p> <p>Both the consumption level of energy and water decreased from FY2022.</p>	<p>Committed to responsible usage of energy and water.</p> <p>Reduce level of consumption for energy and water.</p>

# SUSTAINABILITY REPORT

S/N	Material Factors	Performance Metrics	FY2022 Target	FY2023 Performance	Commitments and Targets
VIII	Waste Management	Not Applicable	Not Applicable	Not Applicable	Committed to reduce the generation of waste.  Start to report quantitative figures on waste.
IX	Sustainable Business Performance	Revenue, profit before income tax and operating cash flow	Continuously improve the Group's financial performance.	The Group's revenue and profit have both improved.	Continuously improve the Group's financial performance.
X	Corporate Compliance	Non-compliance incidents	Maintain zero incidents of non-compliance with laws and regulations and zero corruption case.	There were no incidents of non-compliance with laws and regulations and zero corruption case.	Maintain zero incidents of non-compliance with laws and regulations and zero corruption case.

# SUSTAINABILITY REPORT

## GRI CONTENT INDEX

Statement of use	Soup Holdings Limited has reported with reference to the GRI Standards for the period from 1 January 2023 to 31 December 2023.
GRI 1 used	GRI: Foundation 2021

GRI Reference	Disclosure Title	Report Section	Page Reference
<b>GRI 2: General Disclosures 2021</b>			
2-1	Organisation details	Corporate Information	6
2-2	Entities included in the organisation's sustainability reporting	Reporting Period and Coverage	21
2-3	Reporting period, frequency and contact points	<ul style="list-style-type: none"> <li>Reporting Period and Coverage</li> <li>Feedback</li> </ul>	21-22
2-4	Restatements of information	<ul style="list-style-type: none"> <li>Diversity and Equal Opportunity</li> <li>Climate Change Mitigation and Adaptation</li> <li>Energy and Water Conservation</li> </ul>	28, 39, 40
2-5	External assurance	Reporting Framework	22
2-6	Activities, value chain and other business relationships	<ul style="list-style-type: none"> <li>Annual Report - Corporate Structure</li> <li>Annual Report - Our Brands</li> <li>Annual Report - Notes to the Financial Statements &gt; Investments in subsidiaries</li> </ul>	5, 12-13, 94
2-7	Employees	Diversity and Equal Opportunity	26-29
2-8	Workers who are not employees	Not applicable	-
2-9	Governance structure and composition	<ul style="list-style-type: none"> <li>Sustainability Governance Structure</li> <li>Annual Report - Corporate Governance Report</li> </ul>	23, 52-67
2-10	Nomination and selection of the highest governance body	Annual Report - Corporate Governance Report	52-67
2-11	Chair of the highest governance body	<ul style="list-style-type: none"> <li>Annual Report - Board of Directors</li> <li>Annual Report - Corporate Governance Report</li> </ul>	7-9, 52-67
2-12	Role of the highest governance body in overseeing the management of impacts	Sustainability Governance Structure	23
2-13	Delegation of responsibility for managing impacts	Sustainability Governance Structure	23
2-14	Role of the highest governance body in sustainability reporting	Sustainability Governance Structure	23
2-15	Conflicts of interest	Annual Report - Corporate Governance Report	52-67



# SUSTAINABILITY REPORT

## GRI CONTENT INDEX (CONT'D)

GRI Reference	Disclosure Title	Report Section	Page Reference
2-16	Communication of critical concerns	<ul style="list-style-type: none"> <li>Sustainability Governance Structure</li> <li>Annual Report - Corporate Governance Report</li> </ul>	23, 52-67
2-17	Collective knowledge of the highest governance body	Sustainability Governance Structure	23
2-18	Evaluation of the highest governance body	Annual Report - Corporate Governance Report	52-67
2-19	Remuneration policies	<ul style="list-style-type: none"> <li>Annual Report - Corporate Governance Report</li> <li>Remuneration policies for members of the Board and the management is currently not relate to their objectives and performance in relation to the management of the Group's impacts on the economy, environment, and people</li> </ul>	52-67
2-20	Process to determine remuneration	Annual Report - Corporate Governance Report	52-67
2-21	Annual total compensation ratio	Annual Report - Corporate Governance Report	52-67
2-22	Statement on sustainability development strategy	Board Statement	21
2-25	Processes to remediate negative impacts	Board Statement	21
2-26	Mechanisms for seeking advice and raising concerns	Board Statement	21
2-27	Compliance with laws and regulations	Sustainability Report	21-51
2-28	Membership associations	Singapore Business Federation and Restaurant Association Singapore	-
2-29	Approach to stakeholder engagement	Stakeholders Engagement	22-23
2-30	Collective bargaining agreements	Not applicable	-
<b>GRI 3: Material Topics 2021</b>			
3-1	Process to determine material topics	Sustainability Reporting Processes	24
3-2	List of material topics	Material Factors	25
3-3	Management of material topics	Material Factors	25

# SUSTAINABILITY REPORT

## GRI CONTENT INDEX (CONT'D)

GRI Referecne	Disclosure Title	Report Section	Page Reference
<b>GRI 201: Economic Performance 2016</b>			
201-1	Direct economic value generated and distributed	Sustainable Business Performance	41
201-2	Financial implications and other risks and opportunities due to climate change	Climate Change Adaptation and Mitigation	35-39
<b>GRI 205: Anti-Corruption 2016</b>			
205-2	Communication and training about anti-corruption policies and procedures	Corporate Compliance	42
205-3	Confirmed incidents of corruption and actions taken	Corporate Compliance	42
<b>GRI 302: Energy 2016</b>			
302-1	Energy consumption within the organisation	Energy and Water Conservation	40
302-3	Energy intensity	Energy and Water Conservation	40
<b>GRI 303: Water and Effluents 2018</b>			
303-5	Water consumption	Energy and Water Conservation	40
<b>GRI 305: Emissions 2016</b>			
305-1	Direct (Scope 1) GHG emissions	Climate Change Adaptation and Mitigation	39
305-2	Energy indirect (Scope 2) GHG emissions	Climate Change Adaptation and Mitigation	39
305-4	GHG emissions intensity	Climate Change Adaptation and Mitigation	39
<b>GRI 306: Waste 2020</b>			
306-1	Waste generation and significant waste-related impacts	Waste Management	41
306-2	Management of significant waste-related impacts	Waste Management	41
<b>GRI 401: Employment 2016</b>			
401-1	New employee hires and employee turnover	Diversity and Equal Opportunity	28-29

# SUSTAINABILITY REPORT

GRI Referecne	Disclosure Title	Report Section	Page Reference
<b>GRI 403: Occupational Health and Safety 2018</b>			
403-1	Occupational health and safety management system	Occupational Health and Safety	32
403-2	Hazard identification, risk assessment, and incident investigation	Occupational Health and Safety	32
403-5	Worker training on occupational health and safety	Occupational Health and Safety	32
403-8	Workers covered by an occupational health and safety management system	Occupational Health and Safety	32
403-9	Work-related injuries	Occupational Health and Safety	32
<b>GRI 404: Training and Educations 2016</b>			
404-1	Average hours of training per year per employee	Employee and Talent Retention	31
404-3	Percentage of employees receiving regular performance and career development reviews	Employee and Talent Retention	31
<b>GRI 405: Diversity and Equal Opportunity 2016</b>			
405-1	Diversity of governance bodies and employees	Diversity and Equal Opportunity	26-29
<b>GRI 413: Local Community 2016</b>			
413-1	Operations with local community engagement, impact assessment, and development programmes	Giving Back to Community	34
<b>GRI 416: Customer Health and Safety 2016</b>			
416-2	Incidents of non-compliance concerning the health and safety impacts of products and services	Product Quality and Safety	25-26

# SUSTAINABILITY REPORT

## SGX CORE ESG METRICS INDEX

Topic	SGX Core Metric	Report Section	Page Reference	
<b>A. Environment</b>				
GHG	Absolute emissions by: a.Total b.Scope 1 & 2	Climate Change Adaptation and Mitigation	39	
	Emission intensities by: a.Scope 1 & 2		39	
Energy Consumption	Total energy consumption	Energy and Water Conservation	40	
	Energy consumption intensity		40	
Water Consumption Waste Generation	Total water consumption	Energy and Water Conservation	40	
	Water consumption intensity		40	
<b>B.Social</b>				
Gender Diversity	Current employees by gender	Diversity and Equal Opportunity	26-27	
	New hires and turnover by gender		28-29	
Age-based diversity	Current employees by age groups		26-27	
	New hires and turnover by age groups		28-29	
Employment	Total Turnover		29	
	Total number of employees		26-27	
Development & Trainings	Average training hours per employee		Employee and Talent Retention	30-31
	Average training hours per employee by gender			30-31
Occupational Health & Safety	Fatalities	Occupational Health and Safety	32	
	High-consequences injuries		32	
	Recordable injuries		32	
	Recordable work-related ill health cases	Not applicable	-	
<b>C. Governance</b>				
Board Composition	Board Independence	Corporate Governance Report	52-67	
	Woman on the Board	Diversity and Equal Opportunity	26	
Management Diversity	Women in the management team	Diversity and Equal Opportunity	27-28	
Ethical Behaviour	Anti-corruption disclosures	Corporate Compliance	42	
	Anti-corruption training for employees		42	
Certificates	List of relevant certifications	Occupational Health and Safety	32	
Alignment with frameworks	Alignment with frameworks and disclosure practices	Reporting Framework	22	
Assurance	Assurance of sustainability report	Reporting Framework	22	

# SUSTAINABILITY REPORT

## TCFD CONTENT INDEX

Pillar/Recommendation	Report Section	Page Reference
<b>Governance</b>		
a) Describe the board’s oversight of climate-related risk and opportunities	<ul style="list-style-type: none"> <li>Board Statement</li> <li>Climate Change Adaptation and Mitigation</li> </ul>	21, 35
b) Describe management’s role in assessing and managing climate-related risks and opportunities	<ul style="list-style-type: none"> <li>Sustainability Governance Structure</li> <li>Climate Change Adaptation and Mitigation</li> </ul>	23, 35
<b>Strategy</b>		
a) Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term	Climate Change Adaptation and Mitigation	35-37
b) Describe the impact of climate-related risks and opportunities on the organisation’s businesses, strategy, and financial planning		35-37
c) Describe the resilience of the organisation’s strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario		35-37
<b>Risk Management</b>		
a) Describe the organisation’s processes for identifying and assessing climate-related risks	<ul style="list-style-type: none"> <li>Sustainability Governance Structure</li> <li>Climate Change Adaptation and Mitigation</li> </ul>	21, 38
b) Describe the organisation’s processes managing climate-related risks	Climate Change Adaptation and Mitigation	38
c) Describe how processes for identifying, assessing and, and managing climate-related risks are integrated into the organisation’s overall risk management	<ul style="list-style-type: none"> <li>Sustainability Governance Structure</li> <li>Climate Change Adaptation and Mitigation</li> </ul>	21, 38
<b>Metrics &amp; Targets</b>		
a) Describe the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management processes	Climate Change Adaptation and Mitigation	39
b) Describe Scope 1, Scope 2 and if appropriate Scope 3 greenhouse gas (GHG) emissions, and the related risks		39
c) Describe the targets used by the organisation to managing climate-related risks and opportunities and performs against targets	<ul style="list-style-type: none"> <li>Climate Change Adaptation and Mitigation</li> <li>Our Commitments and Targets</li> </ul>	39, 43-45

# CORPORATE GOVERNANCE REPORT

The Board of Directors (the “**Board**”) of Soup Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is firmly committed to maintaining a high standard of corporate governance to safeguard the interests of all its stakeholders and to ensure greater transparency.

The Company has in place the appropriate personnel, processes and structures to direct and manage its business and affair while safeguarding the interests of shareholders and enhancing long-term shareholder value as part of its effort to maintain high standards of corporate governance.

This corporate governance report (the “**Report**”) discloses the Group’s corporate governance framework and practices with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the “**CCG 2018**”) and accompanying Practice Guidance issued in August 2018, which forms part of the continuing obligations of the listing rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and explains any deviation from the CCG 2018.

For the financial year ended 31 December 2023 (“**FY2023**”), the Group has adhered to the principles as set out in the CCG 2018. In so far as any provisions have not been complied with, the reasons have been provided.

## (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 company.

The Board is entrusted with the responsibility for the overall management of the business and corporate affairs of the Group and to protect and enhance long-term shareholder value. The role of the Board is to:

- (a) provide entrepreneurial leadership, set strategic objectives and ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- (b) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders’ interests and the Group’s assets;
- (c) review management performance;
- (d) identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation;
- (e) set the Company’s values and standards and ensure that obligations to shareholders and other stakeholders are understood and met; and
- (f) consider sustainability issues as part of its strategic formulation.

These functions are carried out either by the Board or through committees established by the Board, namely the Audit Committee, the Nominating Committee and the Remuneration Committee. The delegation of authority by the Board to the Board Committees enables the Board to achieve operational efficiency by empowering these Board Committees to decide on matters within their respective written terms of reference. Each of the Board Committees has its own terms of reference setting out its composition, authorities and duties (including reporting back to the Board).

# CORPORATE GOVERNANCE REPORT

Every Director, in the course of carrying out his duties, acts objectively in good faith and considers at all times, the best interests of the Group. The Board sets appropriate tone-from-the-top and desired organisational culture and ensures proper accountability within the Company.

Where a Director has a conflict or potential conflict of interest in relation to any matter, he shall immediately declare his interest and recuse himself when the conflict-related matter is discussed, unless the Board is of the opinion that his presence and participation is necessary to enhance the efficacy of such discussion. Nonetheless, such Director shall abstain from voting on any resolutions involving the conflict-related matter.

All Directors are appointed to the Board, either by way of a formal letter of appointment for Non-Executive Directors or a service agreement for Executive Directors (as the case may be), indicating the scope of duties and obligations.

Newly appointed Directors will be briefed by the Board to ensure that they are familiar with the Group's business and corporate governance practices. The Nominating Committee will ensure that any newly appointed Director, who has no prior experience as a director of an issuer listed on the SGX-ST, must undergo mandatory training in the roles and responsibilities of a director as prescribed by the SGX-ST. No new Director was appointed in FY2023.

Directors are free to request sponsorship from the Company to attend courses to update their knowledge in the rapidly changing business and regulatory environment and to better equip themselves to discharge their duties as Directors. During FY2023, the Directors were provided with regular updates from time to time by professional advisers, auditors and the management on new laws, regulations, listing requirements, governance practices, changes in accounting standards and business issues relevant to the performance of their duties and responsibilities as Directors.

All Directors have undergone appropriate training on the roles and responsibilities required of a listed company's director and understand the Company's business as well as their respective duties as Directors.

Matters that require the Board's approval include the following:

- (a) half year and full year results announcements;
- (b) annual report and financial statements;
- (c) declaration of interim dividends and proposal of final dividends;
- (d) corporate strategies;
- (e) major transactions, including but not limited to major investment or acquisition/disposal proposals;
- (f) convening of shareholders' meetings; and
- (g) any other matter as may be considered by the Board from time to time.

The Company documents the matters reserved for Board's approval in its Standard Operating Procedures Manual which also includes a structured Delegation of Authority matrix setting out the authority limits for entering into contracts, commitments and appropriating company assets in the course of conducting company business as well as the requirements for the delegation of those authority limits.

# CORPORATE GOVERNANCE REPORT

The Board is scheduled to meet quarterly, with additional meetings convened as and when there are matters requiring the Board's decision at the relevant times. Dates of the Board and Board Committee meetings and the Company's annual general meeting ("AGM") are scheduled in advance in consultation with all the Directors in order to assist the Directors in planning for their attendance at these meetings. Telephonic attendance at Board meetings is allowed under the Company's Constitution. The Board and Board Committees may also make decisions by way of circulating resolutions in writing.

The attendance of the Directors at Board and Board Committee meetings as well as AGM, and the frequency of such meetings held during FY2023 are disclosed below:

	Board	Audit Committee	Nominating Committee	Remuneration Committee	AGM
	Number of Meetings Held				
	4	4	2	1	1
Name of Director	Number of Meetings Attended				
Professor Cham Tao Soon	4	4	2	1	1
Wong Wei Teck**	4	4*	2	1*	1
Wong Chi Keong**	4	4*	2*	1*	1
Then Khek Koon	4	4*	2*	1*	1
Chua Koh Ming	4	4	2	1	1
Tan Choon Seng	4	4	2	1	1

Note:

\* By invitation

\*\* Re-designated as Joint Managing Director on 1 December 2023

Directors actively participate in Board and Board Committee meetings. Directors with multiple listed company board representations are required to ensure that they have given sufficient time and attention to the affairs of the Company.

Directors are provided with quarterly management reports of the Group, comprising financial statements, sales and analysis reports, to apprise the Board regularly on the performance of the Group's business so as to enable them to carry out their duties and responsibilities. Detailed board papers which contain sufficient information on the issues to be considered are prepared for each meeting of the Board and Board Committees, and circulated to Directors in advance before each meeting to give Directors sufficient time to review the matters to be discussed.

Directors have separate and independent access to the management, the Company Secretary and external advisers (where necessary) at the Company's expense.

The Company Secretary assists the Chairman of the Board in ensuring good information flow within the Board and Board Committees and between the management and Non-Executive Directors, and attends Board and Board Committee meetings. Together with the management, the Company Secretary is responsible for ensuring that appropriate procedures are followed and that the requirements of the Companies Act 1967 (the "Companies Act") and the provisions in the Listing Manual of the SGX-ST are complied with. The appointment and the removal of the Company Secretary is a matter for the approval of the Board as a whole.



# CORPORATE GOVERNANCE REPORT

## 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.

For FY2023, the Board comprises six members as follows:

Professor Cham Tao Soon	(Non-Executive Chairman and Independent Director)
Wong Wei Teck	(Joint Managing Director)
Wong Chi Keong	(Joint Managing Director)
Then Khek Koon	(Executive Director)
Chua Koh Ming	(Independent Director)
Tan Choon Seng	(Independent Director)

As the Non-Executive Chairman of the Board is an Independent Director, it is not required for the Independent Directors to make up a majority of the Board. Nonetheless, Independent Directors make up at least one-third of the Board.

Non-Executive Directors do not make up a majority of the Board in view that the Board consists of three Independent Directors who make up half of the Board and the Non-Executive Chairman and Independent Director has a casting vote in the case of an equality of votes. The Board is of the view that there is a strong and independent element on the Board which is capable of exercising objective judgment on corporate affairs of the Company. No individual or small group of individuals dominate the Board's decision-making process.

The independence of each Independent Director is subject to annual review by the Nominating Committee based on the guidelines provided in the CCG 2018 and the Listing Manual of the SGX-ST. Each Independent Director had submitted a confirmation of his independence, which indicated that he does not have any relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement in the best interests of the Company. The Nominating Committee is of the view that Professor Cham Tao Soon, Mr Chua Koh Ming and Mr Tan Choon Seng are independent.

Currently, Professor Cham Tao Soon and Mr Chua Koh Ming have served on the Board for more than nine years from the date of their first appointment. They will continue to be deemed independent until the conclusion of the AGM of the Company held for the financial year ending on or after 31 December 2023. Both Professor Cham Tao Soon and Mr Chua Koh Ming will retire at the forthcoming AGM and will not be seeking re-election to facilitate the Board renewal process. The Nominating Committee initiated a Board renewal process and the Board, on Nominating Committee's recommendations, had appointed Ms Teh Bee Gek to replace outgoing Directors. Please refer to "Information on Directors Seeking Re-Election" for more information on Ms Teh Bee Gek.

The Board and Nominating Committee examine the Board size annually. The Board is of the view that, given the scope and nature of the Group's operations, the present size of the Board is appropriate in facilitating effective decision-making.

The Board is also satisfied that it comprises Directors with a variety of skills, expertise and working experiences to provide core competencies such as accounting and finance, business and management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge. Details of the Directors' academic and professional qualifications, and work experience are set out in the "Board of Directors" section of this Annual Report. The Nominating Committee annually reviews the existing attributes and competencies of the Board in order to determine the desired expertise and experience required to strengthen or supplement the Board.

# CORPORATE GOVERNANCE REPORT

The Board recognises the benefits of having a diverse Board to help bring in new ways of thinking, insights and different perspectives to the Board, which will result in productivity and quality of board deliberations. The Company has adopted a board diversity policy (“**Board Diversity Policy**”) that addresses the balance of gender, skills and experience, and any other relevant aspects of diversity, to enhance and strengthen the quality of the Board’s composition and contribution to the Group. With a view to achieve a sustainable and balanced development, the Company sees diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board’s composition, Board diversity has been considered from a number of aspects included: gender, age, nationalities, ethnicity, cultural background, educational background, experience, knowledge and skills, independence, and length of service.

The Company has in place a formal Board Diversity Policy. The Board understands and embraces the benefits of having diversity and views Board diversity as important to achieving the Company’s business objectives. Differences in background, skills, experience, knowledge, gender and other relevant qualities will be taken into consideration in determining the composition of the Board. The Board Diversity Policy provides that, in reviewing the Board composition, the Nominating Committee will take into account factors such as gender, experience, skills, business experiences, knowledge, and diversity of perspectives. The Nominating Committee will also evaluate the effectiveness of the Board Diversity Policy and review it periodically to ensure that it remains relevant and effective.

The composition of the Board is reviewed on an annual basis by the Nominating Committee to ensure that the Board has the appropriate mix of skills, expertise and experience to enable the management to benefit from a diverse perspective in reviewing the issues that are brought before the Board and make decisions in the best interests of the Company. Having considered the scope and nature of the operations of the Group, in concurrence with the Nominating Committee, the Board is satisfied that the current composition and size of the Board provide sufficient diversity without interfering with efficient decision-making. The Board members reflect a wide range of background having been drawn from different industries with diverse skills and core competencies in accounting and finance, management, industry knowledge, strategic planning and customer-based experience and knowledge. Details of the Directors’ academic and professional qualifications, and work experience are set out in the “Board of Directors” section of this Annual Report.

The Nominating Committee will adhere to the Board diversity objectives for any search of new Directors and seek suitable gender diversity as and when opportunity arises. All Board appointments will always be made based on merit.

When necessary, the Independent Directors, led by the Non-Executive Chairman and Independent Director, meet and discuss on the Group’s affairs without the presence of the management. The Non-Executive Chairman and Independent Director will provide feedback to the Board as appropriate.

## **Chairman and Chief Executive Officer**

**Principle 3:** There is a clear division of responsibilities between the leadership of the board and management, and no one individual has unfettered powers of decision-making.

The Board recognises that best practices of corporate governance advocate that the Chairman of the Board and the Chief Executive Officer (“**CEO**”) should in principle be separate persons to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

# CORPORATE GOVERNANCE REPORT

Professor Cham Tao Soon's duties as the Non-Executive Chairman and Independent Director include:

- (a) leading the Board to ensure its effectiveness on all aspects of its role;
- (b) setting the agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues;
- (c) promoting a culture of openness and debate at the Board;
- (d) ensuring that the Directors receive complete, adequate and timely information;
- (e) ensuring effective communication with shareholders;
- (f) encouraging constructive relations within the Board and between the Board and management;
- (g) facilitating the effective contribution of Non-Executive Directors in particular; and
- (h) promoting high standards of corporate governance.

The Company does not have a CEO. Instead, it has Joint Managing Directors. One of the Joint Managing Directors, Wong Wei Teck, is responsible for the overall management, strategic planning and business development of the Group. Wong Wei Teck will also be overseeing corporate development, manufacturing, product development and distribution of the Group. Another Joint Managing Director, Wong Chi Keong, is responsible for the overall management, strategic planning and business development of the Group. Wong Chi Keong will also be overseeing restaurant operations including brand development, marketing and promotion, design and project management as well as upgrading and maintenance the restaurant outlets of the Group.

As the Chairman of the Board is an Independent Director and is not conflicted, the Board has not appointed a Lead Independent Director.

## Board Membership

**Principle 4:** The board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the board.

For FY2023, the Nominating Committee consists a majority of Independent Directors (including the Chairman), namely Mr Chua Koh Ming as Chairman, and Professor Cham Tao Soon, Mr Tan Choon Seng and Mr Wong Wei Teck as members.

The Nominating Committee is responsible for:

- (a) reviewing the Board succession plans for Directors, in particular, the Chairman, the CEO and key management personnel;
- (b) developing the process and criteria for evaluation of the performance of the Board, Board Committees and Directors;
- (c) reviewing the training and professional development programmes for the Board and Directors;
- (d) the appointment and re-appointment of Directors, including alternate Directors if any;
- (e) determining, at least on an annual basis, if a Director is independent;

# CORPORATE GOVERNANCE REPORT

- (f) deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director of the Company;
- (g) reviewing regularly the Board structure, size and composition; and
- (h) recommending to the Board internal guidelines to address the competing time commitments faced by Directors who serve on multiple boards.

The Company's Constitution provides that one third (or the number nearest to one third) of the Directors are required to retire from office at each AGM and all the Directors are required to retire from office at least once in every three years. In addition, the Company's Constitution stipulates that a Director newly appointed by the Board during the year must retire and submit himself for re-appointment at the next AGM following his appointment. Thereafter, he is subject to be re-appointed at least once every three years at the Company's AGM.

The role of the Nominating Committee includes the responsibility of reviewing the re-nomination of Directors who retire by rotation. The Nominating Committee will consider important issues such as the composition and progressive renewal of the Board as well as each Director's integrity, competencies, independence mindedness, commitment, contribution and performance (such as attendance, participation, preparedness and candour) and any other factors as may be determined by the Nominating Committee for the re-appointment of Directors. Each member of the Nominating Committee shall abstain from voting on any resolutions in respect of his re-nomination as Director.

The Nominating Committee has recommended to the Board that Ms Teh Bee Gek be nominated for re-election at the forthcoming AGM of the Company. The Board has accepted the Nominating Committee's recommendation.

The Nominating Committee is also responsible for identifying candidates and reviewing all nominations for the appointments of new Directors. The Nominating Committee would usually consider candidates drawn from the contacts and networks of existing Directors and may approach relevant institutions to source for a suitable candidate. The Nominating Committee would meet and interview the candidates to assess their suitability before making a recommendation to the Board. In recommending new Directors to the Board, the Nominating Committee takes into consideration the integrity, diversity of competencies, expertise, industry experience and financial literacy required to support the Group's business activities or strategies, the current composition and size of the Board.

The Nominating Committee is responsible for determining annually, and as and when circumstances require, the independence of Directors as set out under Provision 2.1 above.

The Nominating Committee ensures that new Directors are aware of their duties and obligations. Newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore are required to attend training courses organised by the Singapore Institute of Directors within one year from their appointment dates and other training institutions in areas such as accounting, legal and industry-specific knowledge, where appropriate, in connection with their duties. The Nominating Committee takes into consideration whether a candidate has multiple directorships and whether these other directorships will constrain the candidate in setting aside sufficient time and attention to the Company's affairs.

# CORPORATE GOVERNANCE REPORT

Each of Professor Cham Tao Soon and Mr Tan Choon Seng holds another listed company board representation. The Nominating Committee is satisfied that they are able to and has adequately carried out their duties as Directors of the Company. The Board is also satisfied that each Director is able to and has been adequately carrying out his duties as a Director of the Company. As such, the Board does not propose to set the maximum number of listed company board representations which Directors may hold until such need arises.

The other listed company directorships and principal commitments of the Directors are set out in the “Board of Directors” section of this 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.

On the recommendation of the Nominating Committee, the Board has implemented an objective performance criteria and process to be carried out by the Nominating Committee for assessing the effectiveness of the Board as a whole on an annual basis. An assessment checklist which includes evaluation factors such as Board composition, Board information, Board process, Board accountability and standards of conduct are disseminated to each Director for completion and the assessment results are discussed at the Nominating Committee meeting.

The Board and Board Committees’ performance is judged on the basis of accountability as a whole, rather than strict definitive financial performance criteria, as it would be difficult to apply specific financial performance criteria such as the Company’s share price performance, to evaluate the Board and Board Committees. The Board and the Nominating Committee believe that the financial indicators are mainly used to measure the management’s performance.

The Nominating Committee has evaluated each Director by reviewing his knowledge and abilities, attendance records at meetings of the Board and Board Committees, as well as his commitments and efforts contributed to the affairs of the Company through his participation at such meetings.

No external facilitator was engaged by the Company for assessing the effectiveness of the Board in FY2023.

## (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.

For FY2023, the Remuneration Committee consists entirely of Independent Directors, namely Professor Cham Tao Soon as Chairman, and Mr Chua Koh Ming and Mr Tan Choon Seng as members.

# CORPORATE GOVERNANCE REPORT

The Remuneration Committee oversees executive remuneration and development in the Company with the goal of building a capable and committed management team. The Remuneration Committee reviews and recommends to the Board a framework of remuneration for the Board and key management personnel, and the specific remuneration packages for each Director and key management personnel. All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind, shall be reviewed by the Remuneration Committee to ensure that they are fair. The recommendations of the Remuneration Committee will be submitted for endorsement by the Board.

The Remuneration Committee also reviews the Company's obligations arising in the event of termination of the Executive Directors and key management personnel's contract of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

Each member of the Remuneration Committee shall abstain from reviewing and approving his own remuneration.

No remuneration consultants were engaged by the Company in FY2023.

## Level and Mix of Remuneration

**Principle 7:** The level and structure of remuneration of the board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

The Remuneration Committee will review annually the compensation of the Executive Directors and key management personnel to ensure that their remuneration commensurate with their performance and that of the Company, giving due regard to the financial and commercial health and business needs of the Group.

The Executive Directors do not receive Directors' fees but are remunerated as members of management. The remuneration of the Executive Directors and key management personnel comprises fixed and variable components. The fixed component consists of a base salary and contractual bonus (if any) while the variable component consists of variable bonus that is linked to the performance of the Group as a whole and the performance of the individual as well as market rates. This is designed to align remuneration with the interests of shareholders and link rewards to corporate and individual performance so as to promote the long-term success and sustainability of the Group.

The Independent Directors are paid a basic fee and additional fees for serving on any of the Board Committees. The Board recommends payment of such fees appropriate to the level of their contributions, taking into account factors such as the effort, time spent and the responsibilities of each Independent Director. The Directors' fees are subject to approval by shareholders at the AGM of the Company.

As the variable components of the remuneration of the Executive Directors and key management personnel are moderate, the Remuneration Committee is of the view that it is presently not necessary to use contractual provisions to allow the Company to reclaim incentive components of remuneration from them in exceptional circumstances of misstatement of financial results, or misconduct resulting in financial loss to the Company.

The Company advocates a performance-based remuneration system that is appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and the key management personnel to successfully manage the Company for the long-term. The Company has adopted a performance share plan which was approved by shareholders of the Company at a general meeting held on 22 July 2013. For details of the plan, please refer to Principle 8 of the CCG 2018 below.

# CORPORATE GOVERNANCE REPORT

## 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.

The Group has a remuneration policy for its Executive Directors and key management personnel comprising fixed and variable components. The fixed component consists of a base salary and contractual bonus (if any) while the variable component consists of variable bonus that is linked to the performance of the Group as a whole and the performance of the individual as well as market rates.

A breakdown, showing the level and mix of each Director's remuneration for FY2023 is as follows:

Name of Director	Directors'			Total \$'000
	Salary <sup>(1)</sup> %	Bonuses <sup>(1)</sup> %	fees <sup>(2)</sup> %	
Wong Wei Teck	85	15	-	409
Wong Chi Keong	83	17	-	361
Then Khek Koon	77	23	-	357
Professor Cham Tao Soon	-	-	100	80
Chua Koh Ming	-	-	100	40
Tan Choon Seng	-	-	100	40

A breakdown, showing the level and mix of the key management personnel's remuneration for FY2023 is as follows:

Name of Key Management Personnel	Salary <sup>(1)</sup> %	Bonuses <sup>(1)</sup> %	Total %
<i>Below \$250,000</i>			
Chong In Bee	85	15	100

### Notes:

- Salary and bonus are inclusive of CFP contribution.
- Directors' fees are only payable after approval by shareholders at the forthcoming AGM.

The Company has only one key management personnel who is not a Director or CEO in FY2023. The Board supports and is keenly aware of the need for transparency. However, the Board believes that the said remuneration disclosure requirement for key management personnel is sensitive, due to the nature of the matter. As the Company has a lean management team, such disclosure may adversely affect the cohesion and team spirit prevailing amongst the employees of the Company.

The Company has adopted a performance share plan known as Soup Restaurant Performance Share Plan (the "**Plan**") which was approved by shareholders of the Company at a general meeting held on 22 July 2013. The purpose of adopting the Plan is to give the Company greater flexibility to align the interests of employees with the interests of shareholders of the Company.

# CORPORATE GOVERNANCE REPORT

Full-time employees whose employment have been confirmed and who hold such rank as may be designated by the committee, comprising Mr Wong Wei Teck, Mr Wong Chi Keong and Mr Then Khok Koon, appointed by the Board to administer the Plan, are eligible to participate in the Plan. These employees will be awarded fully paid shares free-of-charge upon them achieving prescribed performance targets.

The Remuneration Committee reviews the proposal made by the committee and submits its recommendations to the Board for endorsement.

A total of 518,000 share awards had been granted and vested under the Plan since its inception. No awards have been made under the Plan during FY2023.

## (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.

The Company does not have a Risk Management Committee as the Board collectively oversees the risk management of the Group. In addition, the management 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 management reviews significant control policies and procedures, and highlights the significant matters to the Board and the Audit Committee.

The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard shareholders' interests and the Group's assets. While acknowledging their responsibilities for the system of internal controls, the Board is aware that such a system is designed to manage, rather than eliminate risks and therefore cannot provide an absolute assurance in this regard, or absolute assurance against occurrence of material errors, losses, poor judgement in decision-making, human errors, fraud or other irregularities. The Board determines the Company's level of risk tolerance and risk policies and oversees management in the design, implementation and monitoring of the risk management and internal control systems.

The Audit Committee, together with the Board, reviewed the adequacy and effectiveness of the Group's risk management and internal control systems put in place to address the key financial, operational, compliance and information technology risks affecting the operations on an annual basis with the assistance of internal auditor.

The Board has received assurance from the Joint Managing Directors, the Executive Director and the Chief Financial Officer that (i) the financial records have been properly maintained and the financial statements for FY2023 provide a true and fair view of the Group's operations and finances; and (ii) the Group's risk management and internal control systems in place are adequate and effective to manage risks as at 31 December 2023.

The Board is of the view that based on internal controls established and maintained by the Group, the reports from internal and external auditors and with the concurrence of the Audit Committee, the risk management and internal control systems maintained by the management are effective and adequate to meet the needs of the Company having addressed the financial, operational, compliance and information technology risks as at 31 December 2023.



## Audit Committee

**Principle 10:** The board has an audit committee which discharges its duties objectively.

For FY2023, the Audit Committee consists entirely of Independent Directors, namely Mr Tan Choon Seng as Chairman, and Professor Cham Tao Soon and Mr Chua Koh Ming as members. At least two of the members, including the Chairman of the Audit Committee, have recent and relevant expertise and experience in accounting and financial management required to discharge its duties.

The Audit Committee performs the following functions:

- (a) review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance;
- (b) review and report to the Board at least annually the adequacy and effectiveness of the Group's internal controls and risk management systems, including financial, operational, compliance and information technology controls;
- (c) review the assurance from the Executive Directors and the Chief Financial Officer on the financial records and financial statements;
- (d) review the adequacy, effectiveness, independence, scope and results of the external audit and the Group's internal audit function;
- (e) recommend to the Board the proposals to be made to the shareholders on the appointment, re-appointment and removal of the external auditor and approve the remuneration and terms of engagement of the external auditor;
- (f) discuss problems and concerns, if any, arising from the interim and final audits in consultation with the external and internal auditors where necessary;
- (g) meet with the external and internal auditors annually without the presence of the management to discuss any problems and concerns they may have;
- (h) approve the hiring, removal, evaluation and compensation of the head of the internal audit function, or the accounting/auditing firm or corporation to which the internal audit function is outsourced;
- (i) ensure that the internal audit function is adequately resourced and staffed with persons with the relevant qualifications and experience;
- (j) review the internal audit programme and ensure co-ordination between the internal and external auditors and the management;
- (k) review the adequacy of the Group's internal controls as set out in the CCG 2018;
- (l) review the co-operation given by the Company's officers to the external auditor;
- (m) review and approve interested person transactions, if any;
- (n) review the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The Company publicly discloses, and clearly communicate to employees, the existence of a whistle-blowing policy and procedures for raising such concerns; and
- (o) undertake such reviews and projects as may be requested by the Board or statute or the Listing Manual of the SGX-ST.

# CORPORATE GOVERNANCE REPORT

Apart from the duties listed above, the Audit Committee shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Company's operating results and financial position. During investigation, the Audit Committee has full access to and cooperation of the management and full discretion to invite any Director or key management personnel to attend its meetings.

The Audit Committee has undertaken a review of all non-audit services provided by the external auditor and is of the opinion that the provision of such services does not affect the independence of the external auditor. The external auditor has also provided a confirmation of its independence to the Audit Committee. Accordingly, the Audit Committee has recommended the re-appointment of BDO LLP as auditor of the Company at the forthcoming AGM. A breakdown of the fees paid in total to the external auditor for audit and non-audit services for FY2023 is reflected in Note 21 to the audited financial statements.

The Company has complied with Rules 712 and 715 of the Listing Manual of the SGX-ST in appointing the auditing firms for the Group for FY2023.

None of the Audit Committee members was a previous partner or director of the Company's existing auditing firm or has any financial interest in the Company's existing auditing firm.

The size of the operations of the Group does not warrant the Group having an in-house internal audit function at this juncture. The Company had appointed Ernst & Young Advisory Pte Ltd as internal auditor to carry out the review of the internal control system of the Group. The Audit Committee approves the appointment, termination and remuneration of the internal auditor. The internal auditor reports directly to the Audit Committee and administratively to the Executive Directors.

The Audit Committee has reviewed and is satisfied that the Company's internal audit function is independent, effective, adequately resourced and has appropriate standing within the Company on annual basis. The internal auditor has unfettered access to all the Company's documents, records, properties and personnel, including access to the Audit Committee.

The Audit Committee meets with internal auditor and external auditor, without the presence of management, to review the adequacy of audit arrangements, with emphasis on the scope and quality of their audit, and to discuss the observations of the auditors on the management or on processes and procedures of the Group.

The Company has in place a whistle-blowing policy, endorsed by the Audit Committee, in which employees of the Company may raise concerns about possible improprieties in matters of financial reporting, misconduct or wrongdoing relating to the Company and its officers or other matters. It has a well-defined process which ensures independent investigation of issues/concerns raised and appropriate follow-up action, and provides assurance that the identity of the whistle-blower will be kept confidential and the whistle-blower will be protected from reprisal within the limits of the law for whistle-blowing in good faith. The procedures for whistle-blowing are disseminated to all employees during corporate training and the orientation program. The employees can email to the Chairman of Audit Committee on all matters. The whistle-blowing policy and procedures are reviewed by the Audit Committee from time to time to ensure that they remain relevant. There were no whistle-blowing reports received in FY2023.

## (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.

All shareholders will receive the Company's annual report, circular and notice of AGM or general meetings and are entitled to attend the general meetings of the Company. They are afforded the opportunity to participate effectively at such meetings and are entitled to vote in accordance with the established voting rules and procedures. The Company conducted poll voting for all resolutions tabled at the general meetings. The rules, including the voting procedures, were clearly explained by the scrutineers at such general meetings.

For the forthcoming AGM, the notice of AGM and the accompanying Annual Report and proxy form are made available to shareholders solely by electronic means via publication on the Company's website and the SGXNet, pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The forthcoming AGM will be held, in a wholly physical format, at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324, on 26 April 2024. There will be no option for shareholders to participate virtually. Arrangements relating to attendance at the AGM, submission of questions by shareholders in advance of the AGM electronically, and voting at the AGM by shareholders or their duly appointed proxy(ies), are set out in details in the notice of AGM.

The Company has separate resolutions for each distinct issue at general meetings. This is to ensure that shareholders are given the right to express their views and exercise their voting rights on each resolution separately. Where the resolutions are "bundled", the reasons and material implications for doing so will be provided in the annual report and related documents/notice of general meeting.

All Directors attend general meetings and the external auditor will also be present to address shareholders' queries about the conduct of audit and the preparation and content of the auditor's report. Please refer to Principle 1 of the CCG 2018 above for details on the Directors' attendance at general meetings held during FY2023.

The Company's Constitution allows a shareholder of the Company to appoint up to two proxies to attend and vote instead of the shareholder, while the Companies Act provides for a corporate shareholder of the Company which provides nominee or custodial services to third parties to appoint more than two proxies to attend and vote on its behalf at general meetings provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such shareholder. Voting in absentia, which is currently not permitted, may only be possible following careful study to ensure that the integrity of information and authentication of the identity of shareholders through the internet are not compromised.

All minutes of general meetings that record substantial and relevant comments or queries from shareholders relating to the agenda and responses from the Board and the management will be prepared and made available via the Company's website and the SGXNet.

# CORPORATE GOVERNANCE REPORT

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirement, cash flow, general business condition, development plans and other factors as the Directors may deem appropriate. The Board has declared a final dividend and a special dividend for FY2023, each amounting to 0.20 cents per ordinary share.

## Engagement with Shareholders

**Principle 12:** The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Company is committed to maintaining and improving its level of corporate transparency of financial results and other pertinent information. In line with the continuous disclosure obligations of the Company pursuant to the Listing Manual of the SGX-ST and the Companies Act, it is the Board's policy to ensure that all shareholders are informed on a timely basis of every significant development that has an impact on the Group via the Company's website and the SGXNet.

[Shareholders and investors may contact the Company or access information regarding the Company on its website ([www.souprestaurant.com.sg](http://www.souprestaurant.com.sg)) which provides, *inter alia*, corporate announcements, press releases and the latest financial results as released by the Company on SGXNet, and email account of its investor relations.

The Company does not practise selective disclosure of material information. Results and annual reports are announced or issued within the mandatory period.

The Company conducts its investor relations on the following principles:

- (a) Information deemed to be price-sensitive is disseminated without delay via announcements on the SGXNet;
- (b) Endeavour to provide comprehensive information in financial results announcements to help shareholders and potential investors make informed decisions; and
- (c) Operate an open policy with regard to investors' enquiries.

The Company provides its phone number and e-mail address on the Company's website through which the shareholders may contact the Company with questions and the Company may respond to such questions.

## (E) MANAGING STAKEHOLDERS RELATIONSHIP

### Engagement with Stakeholders

**Principle 13:** The board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Group has identified the key stakeholders who affect and/or could be affected by its activities, products or services and engages them in a variety of formal and informal ways through various channels. Six stakeholders groups have been identified through an assessment of their significance to the business operations. They are namely customers, employees, community, regulators, shareholders and suppliers.

# CORPORATE GOVERNANCE REPORT

More details on the Company's approach to stakeholder engagement and materiality assessment are disclosed on pages [1] to [1] of this Annual Report. Please also refer to the Sustainability Report, which is part of this Annual Report, for further details.

The Company maintains its corporate website to communicate and engage with stakeholders. All material information on the performance and development of the Group and of the Company is disclosed in a timely, accurate and comprehensive manner via the SGXNet, press releases and the Company's website at [www.souprestaurant.com.sg](http://www.souprestaurant.com.sg).

## **RISK MANAGEMENT**

### **[Listing Manual Rule 1207(4)(b)(iv)]**

The Company does not have a Risk Management Committee as the Board collectively oversees the risk management of the Group. In addition, the management regularly reviews the Group's business and operating activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks

## **MATERIAL CONTRACTS**

### **[Listing Manual Rule 1207(8)]**

There is no material contract entered into by the Company and its subsidiaries involving the interests of the CEO, Director or controlling shareholder, either still subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year.

## **INTERESTED PERSON TRANSACTIONS**

### **[Listing Manual Rule 1207(17)]**

The Company has implemented a set of procedures for the identification of interested persons and the recording of interested person transactions to be reviewed by the Audit Committee. The main objective is to ensure that all interested person transactions are conducted on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its non-controlling shareholders. The Company monitors all its interested person transactions which are subject to review by the Audit Committee on a half-yearly basis, if any.

The Board will ensure that all disclosure requirements on interested person transactions, including those required by Rule 907 of the Listing Manual of the SGX-ST, are complied with. In addition, such transactions will be subject to shareholders' approval, if required under Chapter 9 of the Listing Manual of the SGX-ST.

The Company did not enter into interested person transactions which are required for disclosure pursuant to Rule 1207(17) of the Listing Manual of the SGX-ST during FY2023.

## **DEALINGS IN SECURITIES**

### **[Listing Manual Rule 1207(19)]**

The Company has put in place an internal code on dealings in securities which provides guidance and internal regulation with regard to dealings in the Company's securities by the Company and its Directors and officers. The Company and its Directors and officers who are in possession of price-sensitive information which is not publicly available are prohibited from dealing in the Company's securities. They shall also not deal in the Company's securities during the period commencing one month before the announcement of the Company's half year and full year financial statements. In addition, the Company and its Directors and officers are discouraged from dealing in the Company's securities on short-term considerations.

## INFORMATION ON DIRECTORS SEEKING RE-ELECTION

[Listing Manual Rule 720(6)]

Ms Teh Bee Gek is the Director seeking re-election at the forthcoming AGM of the Company. Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to Ms Teh Bee Gek in accordance with Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below:

	<b>TEH BEE GEK</b>
Date of appointment	22 March 2024
Date of last re-appointment (if applicable)	Not Applicable
Age	56
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board, having considered the recommendation of the Nominating Committee and having reviewed and considered the qualifications, work experience and independence of Teh Bee Gek ("Ms Teh"), is of the view that Ms Teh possesses the requisite experience and capabilities to assume the responsibilities as an Independent Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive.
Job title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, Member of the Audit Committee, Nominating Committee and Remuneration Committee
Professional qualifications	Nanyang Technological University Singapore, Master of Science, Technopreneurship and Innovation  Berne University of Applied Sciences, EMBA International Marketing  Chartered Institute of Marketing UK, Postgraduate Diploma of Marketing
Working experience and occupation(s) during the past 10 years	As set out in the "Board of Directors" section of this Annual Report.
Shareholding interest in the listed issuer and its subsidiaries	Nil
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	Nil
Conflict of interest (including any competing business)	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes

# INFORMATION ON DIRECTORS SEEKING RE-ELECTION

[Listing Manual Rule 720(6)]

	<b>TEH BEE GEK</b>
Other principal commitments including directorships	<p>Past (for the last 5 years)</p> <p>Chief Executive Officer and Founder: Holocene Pte. Ltd. STBG Pte. Ltd.</p> <p>Other Principal Commitments: Nil</p>
<b>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.</b>	
(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

## INFORMATION ON DIRECTORS SEEKING RE-ELECTION

[Listing Manual Rule 720(6)]

	TEH BEE GEK
(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
(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: <ul style="list-style-type: none"> <li>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</li> </ul>	No



# INFORMATION ON DIRECTORS SEEKING RE-ELECTION

[Listing Manual Rule 720(6)]

	<b>TEH BEE GEK</b>
(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,  in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(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

# DIRECTORS' STATEMENT

The Directors of Soup Holdings Limited (the “Company”) present their statement to the members together with the audited financial statements of the Company and its subsidiaries (the “Group”) and the statement of changes in equity of the Company for the financial year ended 31 December 2023 and the statement of financial position of the Company as at 31 December 2023.

## 1. Opinion of the Directors

In the opinion of the Board of Directors,

- (a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company together with the notes thereon 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 of 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 as follows:

Professor Cham Tao Soon  
Wong Wei Teck  
Wong Chi Keong  
Then Khek Koon  
Chua Koh Ming  
Tan Choon Seng  
Teh Bee Gek (Appointed on 22 March 2024)

## 3. Arrangements to enable Directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

#### 4. Directors' interests in shares or debentures

The Directors of the Company holding office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 (the "Act"), except as follows:

Name of Directors in which interests are held	Shareholdings registered in the name of Directors		Shareholdings in which Directors are deemed to have an interest	
	Balance as at 1.1.2023	Balance as at 31.12.2023	Balance as at 1.1.2023	Balance as at 31.12.2023
<b>The Company</b>			<b>Number of ordinary shares</b>	
Professor Cham Tao Soon	300,000	300,000	200,000	200,000
Wong Wei Teck	37,491,900	37,491,900	4,000,000	4,000,000
Wong Chi Keong	49,077,300	49,077,300	-	-
Then Khok Koon	985,000	985,000	27,945,000	27,945,000
Chua Koh Ming	300,000	300,000	-	-
Tan Choon Seng	67,500	67,500	-	-

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of the Directors' Shareholdings, the Directors' interests as at 21 January 2024 in the shares or debentures of the Company have not changed from those disclosed as at 31 December 2023.

#### 5. Share options

There were no share options granted by the Company or its subsidiary corporations during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations.

There were no unissued shares of the Company or its subsidiary corporations under option as at the end of the financial year.

#### 6. Performance shares

The Company has implemented an employee share award scheme known as the "Soup Restaurant Performance Share Plan" (the "Share Plan"), whereby a participant is conferred with the rights to be issued or transferred fully-paid shares free-of-charge (the "Award"). The Share Plan was approved and adopted by the shareholders at an Extraordinary General Meeting of the Company held on 22 July 2013. The Share Plan is administered by a committee appointed by the Board of Directors comprising Wong Wei Teck, Wong Chi Keong and Then Khen Koon (the "Committee").

The Share Plan applies to full-time employees whose employment has been confirmed and hold such rank as may be designated by the Committee as eligible to participate in the Share Plan. Non-Executive Directors are not eligible to participate in the Share Plan.

# DIRECTORS' STATEMENT

## 6. Performance shares (Continued)

Since the commencement of the Share Plan till the end of the financial year ended 31 December 2023 ("FY2023"), awards comprising 518,000 shares were granted to certain employees on 5 December 2018. These awards were immediately vested on the date of the grant. No awards have been made under the Share Plan during the financial year ended 31 December 2023.

No shares have been granted to the Directors of the Company, and the controlling shareholders of the Company and their associates since the commencement of the Share Plan.

No participants have received 5% or more of the total number of shares available under the Share Plan since the commencement of the Share Plan.

No shares comprised in the awards have yet to be released as at 31 December 2023.

## 7. Audit committee

The Audit Committee at the date of this statement comprises the following members, all of whom are Independent Directors:

Tan Choon Seng (Chairman)  
Professor Cham Tao Soon  
Chua Koh Ming  
Teh Bee Gek

The Audit Committee has carried out its functions in accordance with section 201B(5) of the Act, including reviewing the following, where relevant, with the Executive Directors and external and internal auditors of the Company:

- (a) the audit plans of the internal and external auditors and the results of the auditors' examination and evaluation of the Group's systems of internal accounting controls;
- (b) the Company's and the Group's financial and operating results and accounting policies;
- (c) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company and external auditor's report on those financial statements before their submission to the Directors of the Company;
- (d) the half-yearly and full-year result announcements as well as the related press releases on the results and financial position of the Company and the Group;
- (e) the co-operation and assistance given by the management to the Company's internal and external auditors;
- (f) the re-appointment of the external auditor of the Company; and
- (g) the Audit Committee confirmed that it has undertaken a review of all non-audit services provided by the auditors and is satisfied that the nature and extent of such services would not affect the independence of the external auditor.

## 7. **Audit committee** (Continued)

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the Directors the nomination of BDO LLP for re-appointment as external auditor of the Company at the forthcoming Annual General Meeting.

## 8. **Independent auditor**

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

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**Wong Wei Teck**  
Director

Singapore

5 April 2024

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**Wong Chi Keong**  
Director

# INDEPENDENT AUDITOR'S REPORT

To the Members of Soup Holdings Limited

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Soup Holdings Limited (the "Company") and its subsidiaries (the "Group") as set out on pages 81 to 122, which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023;
- the consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended; and
- notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and 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)s") 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, consolidated cash flows of the Group and the changes in equity of the Company for the financial 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.

# INDEPENDENT AUDITOR'S REPORT

To the Members of Soup Holdings Limited

KEY AUDIT MATTER	AUDIT RESPONSE
<p><b>1 Impairment assessment of plant and equipment and right-of-use assets</b></p> <p>The Group primarily operates a chain of outlets under the names of “Soup Restaurant”, “Little Teahouse”, “Cafe O” and “Pot Luck” in Singapore and Malaysia. As at 31 December 2023, the Group’s plant and equipment and right-of-use assets amounted to \$2,511,506 and \$12,995,900 respectively which accounted for 48% of the Group’s total assets.</p> <p>For the financial year ended 31 December 2023, several outlets incurred losses, which provides an indication that certain plant and equipment and right-of-use assets of the Group may be impaired. Management performed impairment tests on the plant and equipment and right-of-use assets of these outlets and determined their recoverable amounts based on value-in-use (“VIU”) calculations.</p> <p>In carrying out the impairment assessment, management has identified the cash generating units (“CGUs”) to be the respective outlets to which the plant and equipment and right-of-use assets belong. Accordingly, the recoverable amounts of the CGUs are determined by estimating the expected discounted future cash flows which require key assumptions to be made regarding the annualised sales growth rate, gross profit margin and the discount rate.</p> <p>Due to significant management judgement involved in the impairment assessment, as well as the materiality of the carrying amount of the plant and equipment and right-of use assets to the Group’s financial statements, we have determined this area to be a key audit matter.</p> <hr/> <p>Refer to Note 3 and Note 6 of the accompanying financial statements.</p>	<p>Our audit procedures included, amongst others, the following:</p> <ul style="list-style-type: none"> <li>▪ Assessed management’s determination as to whether there is an indication of impairment of the plant and equipment and right-of-use assets of each restaurant outlet.</li> <li>▪ Evaluated the key assumptions used in the impairment assessment by: <ul style="list-style-type: none"> <li>○ Assessing the annualised sales growth rate and gross profit margin against historical performance.</li> <li>○ Engaging our internal valuation specialists to evaluate the reasonableness of the discount rate used.</li> <li>○ Performing sensitivity analysis to assess the extent of changes to the key assumptions that would cause the recoverable amounts to be below the carrying amounts of the plant and equipment and right-of-use assets.</li> </ul> </li> <li>▪ Assessed the adequacy of the disclosure in the financial statements with respect to the impairment assessment.</li> </ul>

# INDEPENDENT AUDITOR'S REPORT

To the Members of Soup Holdings Limited

## Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. 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)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from 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.

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.



# INDEPENDENT AUDITOR'S REPORT

To the Members of Soup Holdings Limited

## Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

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

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

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

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.

# INDEPENDENT AUDITOR'S REPORT

To the Members of Soup Holdings Limited

## 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 Leong Wenjie, Stephen.

### **BDO LLP**

Public Accountants and  
Chartered Accountants

Singapore  
5 April 2024

# STATEMENTS OF FINANCIAL POSITION

As at 31 December 2023

	Note	Group		Company	
		2023 \$	2022 \$	2023 \$	2022 \$
<b>Non-current assets</b>					
Plant and equipment	3	2,511,506	725,951	21,335	27,852
Investments in subsidiaries	4	-	-	1,664,617	1,664,617
Intangible assets	5	266,058	393,397	252,396	393,163
Right-of-use assets	6	12,995,900	9,693,393	198,496	64,854
Deferred tax assets	13	229,937	225,847	58,286	-
<b>Total non-current assets</b>		<b>16,003,401</b>	<b>11,038,588</b>	<b>2,195,130</b>	<b>2,150,486</b>
<b>Current assets</b>					
Inventories	7	284,206	337,775	-	-
Trade and other receivables	8	2,710,960	2,784,879	525,097	1,319,183
Cash and cash equivalents	9	13,108,120	13,067,104	9,339,272	7,857,667
<b>Total current assets</b>		<b>16,103,286</b>	<b>16,189,758</b>	<b>9,864,369</b>	<b>9,176,850</b>
Less:					
<b>Current liabilities</b>					
Trade and other payables	10	5,161,731	4,189,906	1,066,699	1,133,188
Provisions	11	917,232	827,588	40,000	40,000
Lease liabilities	12	6,588,933	5,201,142	132,291	65,728
Current income tax payable		174,670	152,022	57,260	36,903
<b>Total current liabilities</b>		<b>12,842,566</b>	<b>10,370,658</b>	<b>1,296,250</b>	<b>1,275,819</b>
<b>Net current assets</b>		<b>3,260,720</b>	<b>5,819,100</b>	<b>8,568,119</b>	<b>7,901,031</b>
Less:					
<b>Non-current liabilities</b>					
Other payables	10	48,809	159,119	48,809	159,119
Lease liabilities	12	7,341,267	5,345,533	68,612	-
Deferred tax liabilities	13	3,438	18,022	-	16,014
<b>Total non-current liabilities</b>		<b>7,393,514</b>	<b>5,522,674</b>	<b>117,421</b>	<b>175,133</b>
<b>Net assets</b>		<b>11,870,607</b>	<b>11,335,014</b>	<b>10,645,828</b>	<b>9,876,384</b>
<b>Equity</b>					
Share capital	14	6,592,761	6,592,761	6,592,761	6,592,761
Treasury shares	15	(4,082,954)	(4,082,954)	(4,082,954)	(4,082,954)
Translation reserve	16	21,941	14,223	-	-
Retained earnings		9,338,859	8,810,984	8,136,021	7,366,577
<b>Total equity</b>		<b>11,870,607</b>	<b>11,335,014</b>	<b>10,645,828</b>	<b>9,876,384</b>

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

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For The Financial Year ended 31 December 2023

	Note	Group	
		2023 \$	2022 \$
Revenue	17	41,097,383	37,600,193
<i>Other items of income</i>			
Interest income from bank deposits		251,071	57,101
Other income	18	1,207,652	1,893,821
<i>Other items of expense</i>			
Changes in inventories	7	(10,099)	(41,189)
Purchases and other consumables	7	(8,966,402)	(8,003,620)
Employee benefits expense	19	(14,882,217)	(13,420,931)
Depreciation and amortisation expenses		(7,185,288)	(6,754,080)
Impairment loss on plant and equipment	3	(89,058)	(48,980)
Impairment loss on right-of-use assets	6	(216,510)	(586,369)
Loss allowance on trade and other receivables, net	8	(2,726)	(55,079)
Other expenses		(8,832,339)	(8,970,543)
Finance costs	20	(564,323)	(303,078)
Profit before income tax	21	1,807,144	1,367,246
Income tax (expense)/credit	22	(161,958)	95,229
Profit for the financial year attributable to owners of the Company		1,645,186	1,462,475
<i>Other comprehensive income</i>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange difference on translating foreign operation		7,718	14,588
Other comprehensive income for the financial year, net of tax		7,718	14,588
Total comprehensive income for the financial year attributable to owners of the Company		1,652,904	1,477,063
<b>Earnings per share attributable to owners of the Company (cents)</b>			
Basic and diluted	23	0.59	0.52

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Financial Year ended 31 December 2023

	Note	Equity attributable to owners of the Company				
		Share capital	Treasury shares	Translation reserve	Retained earnings	Total equity
		\$	\$	\$	\$	\$
<b>Group</b>						
Balance as at 1.1.2023		6,592,761	(4,082,954)	14,223	8,810,984	11,335,014
Profit for the financial year		-	-	-	1,645,186	1,645,186
<i>Other comprehensive income for the financial year, net of tax</i>						
Exchange difference on translating foreign operation		-	-	7,718	-	7,718
<b>Total comprehensive income for the financial year</b>		-	-	7,718	1,645,186	1,652,904
<b>Distributions to owners</b>						
Dividends	24	-	-	-	(1,117,311)	(1,117,311)
Balance as at 31.12.2023		6,592,761	(4,082,954)	21,941	9,338,859	11,870,607
<b>2022</b>						
Balance as at 1.1.2022		6,592,761	(4,082,954)	(365)	7,907,164	10,416,606
Profit for the financial year		-	-	-	1,462,475	1,462,475
<i>Other comprehensive income for the financial year, net of tax</i>						
Exchange difference on translating foreign operation		-	-	14,588	-	14,588
<b>Total comprehensive income for the financial year</b>		-	-	14,588	1,462,475	1,477,063
<b>Distributions to owners</b>						
Dividends	24	-	-	-	(558,655)	(558,655)
Balance as at 31.12.2022		6,592,761	(4,082,954)	14,223	8,810,984	11,335,014

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

# STATEMENT OF CHANGES IN EQUITY

For The Financial Year ended 31 December 2023

	Note	Share capital \$	Treasury shares \$	Retained earnings \$	Total equity \$
<b>Company</b>					
Balance as at 1.1.2023		6,592,761	(4,082,954)	7,366,577	9,876,384
Profit for the financial year, representing total comprehensive income for the financial year		-	-	1,886,755	1,886,755
<b>Distributions to owners</b>					
Dividends	24	-	-	(1,117,311)	(1,117,311)
Balance as at 31.12.2023		6,592,761	(4,082,954)	8,136,021	10,645,828
<b>Company</b>					
Balance as at 1.1.2022		6,592,761	(4,082,954)	5,855,659	8,365,466
Profit for the financial year, representing total comprehensive income for the financial year		-	-	2,069,573	2,069,573
<b>Distributions to owners</b>					
Dividends	24	-	-	(558,655)	(558,655)
Balance as at 31.12.2022		6,592,761	(4,082,954)	7,366,577	9,876,384

*The accompanying notes form an integral part of these financial statements.*

# CONSOLIDATED STATEMENT OF CASH FLOWS

For The Financial Year ended 31 December 2023

	Note	Group	
		2023 \$	2022 \$
<b>Operating activities</b>			
Profit before income tax		1,807,144	1,367,246
Adjustments for:			
Loss allowance on inventories	7	32,358	-
Loss allowance on trade and other receivable, net	8	2,726	55,079
Amortisation of grant income	18	(119,760)	(91,521)
Amortisation of intangible assets	5	163,383	113,411
Amortisation of right-of-use assets	6	6,565,334	6,075,076
Depreciation of plant and equipment	3	456,571	565,593
Gain on lease modifications		-	(111,916)
Gain on disposal of plant and equipment		-	(222,113)
Impairment loss on plant and equipment	3	89,058	48,980
Impairment loss on right-of-use assets	6	216,510	586,369
Inventories written off	7	11,112	13,090
Interest expense	12	564,323	303,078
Interest income from bank deposits		(251,071)	(57,101)
Bad debts written off	21	4,101	748
Plant and equipment written off	21	2,923	7,844
Rent concession granted on lease liabilities		-	(485,014)
Reversal of provision of restoration cost	11	(132,676)	(64,788)
Operating cash flows before movements in working capital		9,412,036	8,104,061
Inventories	7	10,099	41,189
Trade and other receivables		(415,308)	628,273
Trade and other payables		253,937	441,039
Cash generated from operations		9,260,764	9,214,562
Income taxes paid		(157,276)	(18,250)
Interest received		251,071	57,101
Net cash from operating activities		9,354,559	9,253,413
<b>Investing activities</b>			
Proceeds from disposal of plant and equipment	3	112,000	170,748
Purchase of plant and equipment	3	(1,285,318)	(166,379)
Purchase of intangible assets	5	(138,105)	(145,191)
Net cash used in investing activities		(1,311,423)	(140,822)
<b>Financing activities</b>			
Dividends paid	24	(1,117,311)	(558,655)
Grant income received		370,400	-
Interest paid	12	(564,323)	(303,078)
Repayment of obligations under leases	12	(6,699,612)	(5,998,232)
Net cash used in financing activities		(8,010,846)	(6,859,965)
Net change in cash and cash equivalents		32,290	2,252,626
Cash and cash equivalents at the beginning of the financial year		13,067,104	10,811,226
Effect of currency translation on cash and cash equivalents		8,726	3,252
Cash and cash equivalents at the end of the financial year	9	13,108,120	13,067,104

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

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

## 1. General information

Soup Holdings Limited (the “Company”) is a public limited company, incorporated and domiciled in Singapore with its registered office and principal place of business at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324. The Company’s registration number is 199103597Z. The Company is listed on the Mainboard of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The principal activity of the Company is that of an investment holding company.

The principal activities of the subsidiaries are disclosed in Note 4 to the financial statements.

The consolidated financial statements of the Company and its subsidiaries (the “Group”), the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2023 were authorised for issue in accordance with a Directors’ resolution dated 5 April 2024.

## 2. Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)s”) under the historical cost convention, except as disclosed in the relevant notes to the financial statements.

The individual financial statements of each entity within the Group are measured and presented in the currency of the primary economic environment in which the entity operates (“its functional currency”). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar (“\$”), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

The preparation of financial statements in compliance with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the Group’s application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. Although these estimates are based on the management’s best knowledge of current events and actions, actual results may differ from those estimates. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are summarised below and detailed disclosures are included in the respective notes to the financial statements.

Significant accounting estimates and assumptions used:

- Impairment of plant and equipment and right-of-use assets (Note 3 and Note 6)
- Accounting for leases (Note 12)



# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 2. Basis of preparation (Continued)

### Changes in accounting policies

#### *New standards, amendments and interpretations effective from 1 January 2023*

On 1 January 2023, the Group adopted the new or amended SFRS(I) and interpretations to SFRS(I) that are mandatory for application for the financial year. The adoption of these standards did not result in significant changes to the Group's accounting policies and had no material impact to the Group's financial statements, except as disclosed below.

#### Amendments to SFRS(I) 1-1 Presentation of Financial Statements: Disclosure of Accounting Policies and SFRS(I) Practice Statement 2

The amendments change the disclosure requirements with respect to accounting policies from 'significant accounting policies' to 'material accounting policy information'. The amendments provide guidance on when accounting policy is likely to be considered material.

Management has followed the guidance in the amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2 in determining which accounting policy information is material. For the preparation of financial statements for the financial year ended 31 December 2023, the material accounting policy information have been included in the respective notes to the financial statements.

#### Amendments to SFRS(I) 1-12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments clarify whether the initial recognition exemption applies to certain transactions that result in both an asset and a liability being recognised simultaneously. The amendments introduce an additional criterion for the initial recognition exemption under paragraph 15 of SFRS(I) 1-12, whereby the exemption does not apply to the initial recognition of an asset or liability which at the time of transaction, gives rise to equal taxable and deductible temporary differences.

The amendment should be applied to transaction that occur on or after the beginning of earliest comparative period presented. Deferred tax assets should be recognised to the extent that it is probable that they can be utilised and deferred tax liabilities should be recognised at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- Right-of-use assets and lease liability in the scope of SFRS(I) 16; and
- Decommissioning, restoration and similar liabilities and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings.

The Group has previously accounted for the deferred taxes on leases and provision for dismantlement, removal or restoration. Therefore, the amendments have no effect on the financial statements of the Group for the year ended 31 December 2023 and relevant disclosure is included in Note 13 to the financial statements.

#### *New standards, amendments and interpretations issued but not yet effective*

There are a number of standards, amendments to standards, and interpretations that are effective in future accounting periods and the Group has not decided to early adopt. The Group does not expect any of these standards upon adoption will have a material impact to the Group.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

### 3. Plant and equipment

Group	Air- conditioners	Computers	Electrical equipment	Furniture and fittings	Kitchen equipment	Machinery	Motor vehicles	Office equipment	Renovation	Total
Cost	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance as at 1.1.2023	1,143,028	399,325	1,177,842	2,035,896	2,367,210	259,795	137,585	130,446	4,615,552	12,266,679
Additions	206,646	53,339	155,378	147,009	850,183	-	-	1,406	924,121	2,338,082
Written off	-	(5,736)	(2,599)	(856)	(76,400)	-	-	-	-	(85,591)
Exchange differences	(2,891)	(892)	(3,702)	(3,067)	(7,694)	(4,166)	(569)	(99)	(9,383)	(32,463)
Balance as at 31.12.2023	1,346,783	446,036	1,326,919	2,178,982	3,133,299	255,629	137,016	131,753	5,530,290	14,486,707
<b>Accumulated depreciation and impairment</b>										
Balance as at 1.1.2023	1,065,506	354,135	1,082,125	1,921,932	2,071,435	216,707	105,783	119,567	4,603,538	11,540,728
Depreciation	44,981	29,221	49,498	64,534	129,966	7,781	21,796	3,704	105,090	456,571
Impairment loss	7,674	1,894	7,976	7,484	29,072	-	-	-	34,958	89,058
Written off	-	(5,736)	(2,599)	(856)	(73,477)	-	-	-	-	(82,668)
Exchange differences	(2,746)	(857)	(3,180)	(2,763)	(6,666)	(2,450)	(345)	(99)	(9,382)	(28,488)
Balance as at 31.12.2023	1,115,415	378,657	1,133,820	1,990,331	2,150,330	222,038	127,234	123,172	4,734,204	11,975,201
<b>Net carrying amount</b>										
Balance as at 31.12.2023	231,368	67,379	193,099	188,651	982,969	33,591	9,782	8,581	796,086	2,511,506

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

### 3. Plant and equipment (Continued)

Group	Air-conditioners								Total
	Computers	Electrical equipment	Furniture and fittings	Kitchen equipment	Machinery	Motor vehicles	Office equipment	Renovation	
Cost	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance as at 1.1.2022	1,318,227	1,265,972	2,075,698	2,921,343	260,073	138,203	138,252	5,315,467	13,821,493
Additions	5,030	9,520	6,710	114,777	4,245	-	-	3,200	180,682
Written off	(61,090)	(61,209)	(37,750)	(178,032)	-	-	(7,660)	(334,072)	(703,678)
Disposal	(116,000)	(32,421)	(5,432)	(482,812)	-	-	-	(357,994)	(995,954)
Exchange differences	(3,139)	(4,020)	(3,330)	(8,066)	(4,523)	(618)	(146)	(11,049)	(35,864)
Balance as at 31.12.2022	1,143,028	1,177,842	2,035,896	2,367,210	259,795	137,585	130,446	4,615,552	12,266,679
<b>Accumulated depreciation and impairment</b>									
Balance as at 1.1.2022	1,185,382	1,116,401	1,879,137	2,465,806	210,864	84,162	121,428	5,179,298	12,586,443
Depreciation	55,930	57,724	80,372	174,657	8,153	21,899	5,696	126,439	565,593
Impairment loss	4,173	4,628	7,797	30,966	-	-	-	-	48,980
Written off	(61,090)	(61,064)	(37,240)	(171,180)	-	-	(7,411)	(334,072)	(695,834)
Disposal	(116,000)	(32,421)	(5,335)	(422,274)	-	-	-	(357,994)	(935,319)
Exchange differences	(2,889)	(3,143)	(2,799)	(6,540)	(2,310)	(278)	(146)	(10,133)	(29,135)
Balance as at 31.12.2022	1,065,506	1,082,125	1,921,932	2,071,435	216,707	105,783	119,567	4,603,538	11,540,728
<b>Net carrying amount</b>									
Balance as at 31.12.2022	77,522	95,717	113,964	295,775	43,088	31,802	10,879	12,014	725,951

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

### 3. Plant and equipment (Continued)

Company	Air- conditioners \$	Computers \$	Electrical equipment \$	Furniture and fittings \$	Office equipment \$	Renovation \$	Total \$
<b>Cost</b>							
Balance as at 1.1.2023	68,600	195,332	77,023	159,641	73,083	94,938	668,617
Additions	-	8,509	-	-	-	-	8,509
Balance as at 31.12.2023	68,600	203,841	77,023	159,641	73,083	94,938	677,126
<b>Accumulated depreciation</b>							
Balance as at 1.1.2023	68,600	168,952	76,757	159,641	71,877	94,938	640,765
Depreciation	-	14,322	103	-	601	-	15,026
Balance as at 31.12.2023	68,600	183,274	76,860	159,641	72,478	94,938	655,791
<b>Net carrying amount</b>							
Balance as at 31.12.2023	-	20,567	163	-	605	-	21,335

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

### 3. Plant and equipment (Continued)

Company	Air- conditioners \$	Computers \$	Electrical equipment \$	Furniture and fittings \$	Office equipment \$	Renovation \$	Total \$
<b>Cost</b>							
Balance as at 1.1.2022	68,600	185,675	77,023	159,641	73,083	94,938	658,960
Additions	-	26,378	-	-	-	-	26,378
Transfer to a subsidiary	-	(1,167)	-	-	-	-	(1,167)
Written off	-	(15,554)	-	-	-	-	(15,554)
Balance as at 31.12.2022	68,600	195,332	77,023	159,641	73,083	94,938	668,617
<b>Accumulated depreciation</b>							
Balance as at 1.1.2022	68,600	172,636	76,654	159,629	69,606	94,938	642,063
Depreciation	-	13,037	103	12	2,271	-	15,423
Transfer to a subsidiary	-	(1,167)	-	-	-	-	(1,167)
Written off	-	(15,554)	-	-	-	-	(15,554)
Balance as at 31.12.2022	68,600	168,952	76,757	159,641	71,877	94,938	640,765
<b>Net carrying amount</b>							
Balance as at 31.12.2022	-	26,380	266	-	1,206	-	27,852

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

### 3. Plant and equipment (Continued)

For the purpose of the consolidated statement of cash flows, the Group's additions and disposal of plant and equipment during the financial year comprised:

	Group	
	2023	2022
	\$	\$
<u>Additions</u>		
Additions of plant and equipment	2,338,082	180,682
Increase in other payables	(829,394)	(14,303)
Increase in provision for dismantlement, removal or restoration	(223,370)	-
<b>Net cash payments made</b>	<b>1,285,318</b>	<b>166,379</b>
<u>Disposals</u>		
Carrying amount of plant and equipment disposed off	-	60,635
Gain on disposal of plant and equipment	-	222,113
Decrease/(increase) in other receivables	112,000	(112,000)
<b>Net cash received</b>	<b>112,000</b>	<b>170,748</b>

### Depreciation and useful lives

All plant and equipment is recognised at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated using straight-line method to allocate their depreciable amounts over their estimated useful lives, on the following bases:

	Years
Air-conditioners	3 - 6
Computers	3
Electrical equipment	6
Furniture and fittings	6
Kitchen equipment	6
Machinery	2 - 10
Motor vehicles	5 - 6
Office equipment	6
Renovation	2 - 5

### Impairment of non-financial assets

Plant and equipment and right-of-use assets (Note 6) (collectively the "non-financial assets") are reviewed for impairment losses whenever event or changes in circumstances indicate that the carrying amounts may not be recoverable.

Impairment loss is recognised for the amount by which the carrying amounts of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flow (its cash generating unit or "CGU"). The CGU determined are largely restaurant outlets and central kitchen operated by the Group.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

### 3. Plant and equipment (Continued)

#### Impairment of non-financial assets (Continued)

During the financial year ended 31 December 2023, certain restaurant outlets of the Group incurred losses, which provides an indication that the non-financial assets of these outlets may be impaired. Management performed impairment tests on the non-financial assets of these outlets and determined their recoverable amounts based on value-in-use ("VIU") calculations, by discounting the expected future cash flows for each CGU.

In carrying out the impairment assessment, management has identified the cash generating units ("CGUs") to be the respective outlets to which the plant and equipment and right-of-use assets belong. Accordingly, the recoverable amounts of the CGUs are determined by estimating the expected discounted future cash flows which require key assumptions stated as follows:

	Group	
	2023	2022
	%	%
Discount rate	8.90	9.50
Annualised sales growth rate	5 to 47	5 to 19
Gross profit margin	72 to 79	69 to 76

Following the impairment assessment, there were five (2022: three) CGUs having non-financial assets that are not expected to generate sufficient cash flows in comparison to their carrying amounts based on total recoverable amount determined at \$2,628,016.

An impairment loss on plant and equipment of \$89,058 (2022: \$48,980), representing the write-down of the excess of the carrying amount over the recoverable amount of the relevant plant and equipment was recognised in the profit or loss.

#### Sensitivity analysis

The recoverable amount of non-financial assets is sensitive to the key assumptions used in deriving the value-in-use of each CGU. For those CGUs where impairment assessment did not result in impairment charge, if any of the following changes were made to the key assumptions, the recoverable amounts of those CGUs would equal to the carrying amounts:

	2023
	%
Discount rate increased by	2 - 5
Annualised sales growth rate decreased by	1
Gross profit margin decreased by	1

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 4. Investments in subsidiaries

	Company	
	2023	2022
	\$	\$
Unquoted equity shares, at cost	1,600,102	1,600,102
Deemed investment arising from discount on non-current receivables from subsidiaries	164,615	164,615
Allowance for impairment loss	(100,100)	(100,100)
	1,664,617	1,664,617

The particulars of the subsidiaries are as follows:

Name of subsidiary	Principal activities	Country of incorporation and principal place of business	Effective equity interests held	
			2023	2022
			%	%
<u>Held by the Company</u>				
Pot Luck F & B Singapore Pte. Ltd. <sup>(1)</sup>	Operation of restaurants	Singapore	100	100
Soup Restaurant Singapore Pte. Ltd. <sup>(1)</sup>	Operation of restaurants	Singapore	100	100
CAFE O Singapore Pte. Ltd. <sup>(1)</sup>	Operation of restaurants	Singapore	100	100
Soup Restaurant Investments Pte. Ltd. <sup>(1)</sup>	Investment holding company	Singapore	100	100
Samsui Holdings Pte. Ltd. <sup>(1)</sup>	Investment holding company	Singapore	100	100
<u>Held by Samsui Holdings Pte. Ltd.</u>				
Samsui Supplies & Services Pte. Ltd. <sup>(1)</sup>	Sourcing, supplying, processing and distributing of raw materials and food products and procurement services	Singapore	100	100
Sure Food Pte. Ltd. <sup>(1)</sup>	Food processing and distributing	Singapore	100	100
Samsui Centre of Hospitality Pte. Ltd. <sup>(1)</sup>	Job training and vocational rehabilitation services	Singapore	100	100
<u>Held by Soup Restaurant Investments Pte. Ltd.</u>				
SRG F & B Malaysia Sdn. Bhd. <sup>(2)</sup>	Operation of restaurants and food processing	Malaysia	100	100

(1) Audited by BDO LLP, Singapore

(2) Audited by BDO PLT, Malaysia, a member firm of BDO International Limited



# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 5. Intangible assets

	Trademarks \$	Computer software \$	Computer software under development \$	Total \$
<b>Group</b>				
<b>Cost</b>				
Balance as at 1.1.2023	77,226	855,833	13,450	946,509
Additions	13,413	22,636	-	36,049
Written off	(9,890)	-	-	(9,890)
Reclassifications	-	13,450	(13,450)	-
Exchange difference	-	(17)	-	(17)
Balance as at 31.12.2023	80,749	891,902	-	972,651
<b>Accumulated amortisation</b>				
Balance as at 1.1.2023	55,354	497,758	-	553,112
Amortisation	6,416	156,967	-	163,383
Written off	(9,890)	-	-	(9,890)
Exchange difference	-	(12)	-	(12)
Balance as at 31.12.2023	51,880	654,713	-	706,593
<b>Net carrying amount</b>				
Balance as at 31.12.2023	28,869	237,189	-	266,058
<b>Cost</b>				
Balance as at 1.1.2022	77,226	554,760	162,175	794,161
Additions	-	138,917	13,450	152,367
Reclassifications	-	162,175	(162,175)	-
Exchange difference	-	(19)	-	(19)
Balance as at 31.12.2022	77,226	855,833	13,450	946,509
<b>Accumulated amortisation</b>				
Balance as at 1.1.2022	48,306	391,401	-	439,707
Amortisation	7,048	106,363	-	113,411
Exchange difference	-	(6)	-	(6)
Balance as at 31.12.2022	55,354	497,758	-	553,112
<b>Net carrying amount</b>				
Balance as at 31.12.2022	21,872	358,075	13,450	393,397

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 5. Intangible assets (Continued)

For the purpose of the consolidated statement of cash flows, the Group's additions to intangible assets during the financial year comprised:

	Group	
	2023	2022
	\$	\$
Additions of intangible assets	36,049	152,367
Decrease/(increase) in other payables	102,056	(7,176)
Net cash payments made	138,105	145,191

	Trademarks	Computer software	Computer software under development	Total
	\$	\$	\$	\$
<b>Company</b>				
<b>Cost</b>				
Balance as at 1.1.2023	77,226	702,569	13,450	793,245
Additions	13,413	7,836	-	21,249
Written off	(9,890)	-	-	(9,890)
Reclassifications	-	13,450	(13,450)	-
Balance as at 31.12.2023	80,749	723,855	-	804,604
<b>Accumulated amortisation</b>				
Balance as at 1.1.2023	55,354	344,728	-	400,082
Amortisation	6,416	155,600	-	162,016
Written off	(9,890)	-	-	(9,890)
Balance as at 31.12.2023	51,880	500,328	-	552,208
<b>Net carrying amount</b>				
Balance as at 31.12.2023	28,869	223,527	-	252,396
<b>Cost</b>				
Balance as at 1.1.2022	77,226	401,477	162,175	640,878
Additions	-	138,917	13,450	152,367
Reclassifications	-	162,175	(162,175)	-
Balance as at 31.12.2022	77,226	702,569	13,450	793,245
<b>Accumulated amortisation</b>				
Balance as at 1.1.2022	48,306	238,799	-	287,105
Amortisation	7,048	105,929	-	112,977
Balance as at 31.12.2022	55,354	344,728	-	400,082
<b>Net carrying amount</b>				
Balance as at 31.12.2022	21,872	357,841	13,450	393,163

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 5. Intangible assets (Continued)

The Group has obtained Enterprise Development Grant from Enterprise Singapore for up to 80% of the new inventory management and human resource management software. The amount of the grant attributable to costs of computer software capitalised is recognised as deferred government grants (Note 10).

## 6. Right-of-use assets

	Premises and retail outlets \$
<b>Group</b>	
Balance as at 1.1.2023	9,693,393
Additions	8,276,256
Lease modifications	1,869,239
Amortisation	(6,565,334)
Impairment loss	(216,510)
Exchange difference	(61,144)
<b>Balance as at 31.12.2023</b>	<b>12,995,900</b>
Balance as at 1.1.2022	6,697,309
Additions	9,655,354
Amortisation	(6,075,076)
Impairment loss	(586,369)
Exchange difference	2,175
<b>Balance as at 31.12.2022</b>	<b>9,693,393</b>
<b>Company</b>	
Balance as at 1.1.2023	64,854
Additions	264,661
Lease modifications	3,050
Amortisation	(134,069)
<b>Balance as at 31.12.2023</b>	<b>198,496</b>
Balance as at 1.1.2022	194,563
Amortisation	(129,709)
<b>Balance as at 31.12.2022</b>	<b>64,854</b>

The right-of-use assets are amortised on a straight-line basis over the lease terms. The lease term ranges from 2 to 6 years (2022: 2 to 6) years. Details of the nature of leasing activities are disclosed in Note 12 to the financial statements.

During the financial year ended 31 December 2023, certain restaurant outlets of the Group incurred losses, which provides an indication that the plant and equipment and right-of-use assets of these outlets may be impaired. Management performed impairment tests on the plant and equipment and right-of-use assets of these outlets and determined their recoverable amounts based on value-in-use ("VIU") calculations. The details of the impairment assessment and key assumptions used are disclosed in Note 3 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 6. Right-of-use assets (Continued)

Following the impairment assessment, an impairment loss on right-of-use assets of \$216,510 (2022: \$586,369), representing the write-down of the excess of the carrying amount over the recoverable amount of the relevant right-of-use assets was recognised in the profit or loss.

## 7. Inventories

	Group	
	2023	2022
	\$	\$
Consumables	284,206	337,775

The costs of inventories recognised as expenses and included in “Changes in inventories” and “Purchases and other consumables” in the consolidated statement of comprehensive income during the financial year were as follows:

	Group	
	2023	2022
	\$	\$
Changes in inventories	10,099	41,189
Purchases and other consumables	8,966,402	8,003,620

During the financial year, the Group has written down \$11,112 (2022: \$13,090) of its consumables. The written down has been included in “changes in inventories”.

Movements in allowance for inventories were as follows:

	Group	
	2023	2022
	\$	\$
Balance as at the beginning of the financial year	-	-
Loss allowance recognised during the financial year	32,358	-
Balance as at the end of the financial year	32,358	-

Inventories are stated at the lower of cost and net realisable value.

Cost is determined on a “first-in, first-out” method and includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 8. Trade and other receivables

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Trade receivables				
- third parties	836,083	825,948	-	-
Less: loss allowance	(33,433)	(46,245)	-	-
	802,650	779,703	-	-
Other receivables				
- third parties	32,665	202,517	11,374	10,110
- subsidiaries	-	-	858,153	907,601
Less: loss allowance	(20,226)	(21,468)	(408,132)	(23,852)
	12,439	181,049	461,395	893,859
GST receivables	102,489	46,605	14,156	13,840
Government grant receivables	359,311	370,400	-	370,400
Rental and utilities deposits	1,177,338	1,232,200	2,110	2,110
Prepayments	256,733	174,922	47,436	38,974
	1,908,310	2,005,176	525,097	1,319,183
Total trade and other receivables	2,710,960	2,784,879	525,097	1,319,183
Less:				
- prepayments	(256,733)	(174,922)	(47,436)	(38,974)
- government grant receivables	(359,311)	(370,400)	-	(370,400)
- GST receivables	(102,489)	(46,605)	(14,156)	(13,840)
Add:				
- cash and cash equivalents (Note 9)	13,108,120	13,067,104	9,339,272	7,857,667
Financial assets at amortised costs	15,100,547	15,260,056	9,802,777	8,753,636

Trade and other receivables from third parties are non-interest bearing and generally on 1 to 30 (2022: 1 to 30) days' credit terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Government grant receivables presented against deferred government grants include accrued amounts in respect of the Productivity Solutions Grant ("PSG") from Enterprise Singapore which helps Singapore companies improve their productivity and automate existing processes through IT solutions and equipment. In addition, government grant receivables also includes funding from Singapore Government under Progressive Wage Credit Scheme ("PWCS") to provide wage support for raise wages of lower-wage workers and SG Enable Limited for the training of Persons with Disabilities ("PWDs"). These grant income are recognised in the profit or loss in accordance with the timing of expenses incurred and useful life of the relevant assets acquired.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 8. Trade and other receivables (Continued)

### Expected credit loss assessment on trade and other receivables

The Group considered information developed internally or obtained from external sources which indicates that the debtor is unlikely to pay its creditors in full constitutes to an event of default for internal credit risk management purposes. Details of the Group's credit risk management and impairment policies are disclosed in Note 27.1 to the financial statements.

During the current financial year, management identified other receivables from third parties amounting to \$4,101 (2022: \$748) which were constituted as default. Accordingly, the entire amount was fully written off.

At each reporting date, the Group and Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. At 31 December 2023 and 31 December 2022, the Group and Company recognised loss allowance for credit impaired receivables as there are observable data which indicates significant financial difficulty of the debtor.

Movement in the loss allowance of credit-impaired trade and other receivables from third parties was as follows:

	<b>Group</b>	
	<b>2023</b>	<b>2022</b>
	\$	\$
Balance as at the beginning of the financial year	67,713	12,634
Loss allowance on trade and other receivables, net	2,726	55,079
Receivable written off	(16,780)	-
<b>Balance as at the end of the financial year</b>	<b>53,659</b>	<b>67,713</b>

Movement in the loss allowance of credit-impaired other receivables due from subsidiaries was as follows:

	<b>Company</b>	
	<b>2023</b>	<b>2022</b>
	\$	\$
Balance as at the beginning of the financial year	23,852	23,852
Loss allowance recognised during the year, net	384,280	-
<b>Balance as at the end of the financial year</b>	<b>408,132</b>	<b>23,852</b>

The currency profiles of the Group's and Company's trade and other receivables, excluding prepayments, government grant receivables and GST receivables are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
	\$	\$	\$	\$
Singapore dollar	1,881,202	2,081,977	463,505	895,969
Malaysian ringgit	111,225	110,975	-	-
	<b>1,992,427</b>	<b>2,192,952</b>	<b>463,505</b>	<b>895,969</b>

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 9. Cash and cash equivalents

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Fixed deposits with banks	7,561,491	6,310,777	7,561,492	6,310,777
Cash and bank balances	5,546,629	6,756,327	1,777,780	1,546,890
	13,108,120	13,067,104	9,339,272	7,857,667

Fixed deposits are placed for tenure of 91 to 92 (2022: 91 to 93) days during the financial year and will mature within 4 to 75 (2022: 4 to 64) days from the end of the financial year. The effective interest rate on the fixed deposits is approximately 3.26% (2022: 1.15%) per annum.

For the purpose of presenting consolidated statement of cash flows, cash and cash equivalents include fixed deposits with banks, as there is no significant cost or penalty in converting these deposits into liquid cash before maturity.

The currency profiles of the Group's and Company's cash and cash equivalents are as follows:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Singapore dollar	13,047,455	12,979,813	9,339,272	7,857,667
Malaysian ringgit	60,665	87,291	-	-
	13,108,120	13,067,104	9,339,272	7,857,667

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 10. Trade and other payables

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
<b>Non-current liabilities</b>				
Deferred government grants	48,809	159,119	48,809	159,119
<b>Current liabilities</b>				
Trade payables – third parties	827,276	870,303	-	-
Other payables				
- third parties	1,221,176	714,014	33,716	152,706
- a subsidiary	-	-	400,000	480,878
GST payables	361,843	320,490	-	-
Deferred government grants	171,972	138,400	110,310	119,760
Deferred income	80,613	47,361	-	-
Deposits received	141	193,320	-	-
Accrued operating expenses	2,157,629	1,578,709	510,037	362,672
Accrued unutilised annual leave	341,081	327,309	12,636	17,172
	5,161,731	4,189,906	1,066,699	1,133,188
Total trade and other payables	5,210,540	4,349,025	1,115,508	1,292,307
Less:				
- deferred government grants	(220,781)	(297,519)	(159,119)	(278,879)
- deferred income	(80,613)	(47,361)	-	-
- deposits received	(141)	(193,320)	-	-
- accrued unutilised annual leave	(341,081)	(327,309)	(12,636)	(17,172)
- GST payables	(361,843)	(320,490)	-	-
Add:				
- lease liabilities (Note 12)	13,930,200	10,546,675	200,903	65,728
Financial liabilities at amortised cost	18,136,281	13,709,701	1,144,656	1,061,984

Trade and other payables are non-interest bearing and generally on 30 (2022: 30) days' credit terms.

Deferred government grants are in respect of the funding from Spring Singapore for a productivity improvement project, Enterprise Singapore for a brand alignment exercise and development of new computer software and Productivity Solutions Grant ("PSG") which helps Singapore companies to improve their productivity and automate existing processes through IT solutions and equipment. These grants will be recognised as grant income over periods in accordance with the timing of expenses incurred and useful life of the relevant assets acquired.



# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 10. Trade and other payables (Continued)

Deferred income relates to cash received in advance for the sale of cash vouchers and product vouchers. This income is deferred until actual redemption.

Deposits received relate to cash received in advance of consumption at the restaurants during festive season.

The currency profiles of the Group's and Company's trade and other payables, excluding deferred government grants, deferred income, deposit received, accrued unutilised leave and GST payables are as follows:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Singapore dollar	4,124,081	3,081,105	943,753	996,256
Malaysian ringgit	82,000	81,921	-	-
	4,206,081	3,163,026	943,753	996,256

## 11. Provisions

The provision for costs of dismantlement, removal or restoration are the estimated costs of dismantlement, removal or restoration of leased premises and retail outlets to its original conditions as stipulated in the terms and conditions of lease contracts.

Movements in the provisions were as follows:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Balance as at the beginning of the financial year	827,588	953,516	40,000	40,000
Additions during the financial year	223,370	-	-	-
Utilisation during the financial year	-	(60,000)	-	-
Reversal of provision (Note 18)	(132,676)	(64,788)	-	-
Exchange difference	(1,050)	(1,140)	-	-
Balance as at the end of the financial year	917,232	827,588	40,000	40,000

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 12. Lease liabilities

	Group \$	Company \$
As at 1.1.2023	10,546,675	65,728
Additions	8,276,256	264,661
Lease modifications	1,869,239	3,050
Interest expense (Note 20)	564,323	6,206
Lease payments		
- Principal portion	(6,699,612)	(132,536)
- Interest portion	(564,323)	(6,206)
Exchange difference	(62,358)	-
<b>Balance as at 31.12.2023</b>	<b>13,930,200</b>	<b>200,903</b>
As at 1.1.2022	7,501,092	195,431
Additions	9,655,354	-
Lease modifications – lease termination	(111,916)	-
Interest expense (Note 20)	303,078	2,442
Lease payments		
- Principal portion	(5,998,232)	(129,703)
- Interest portion	(303,078)	(2,442)
- Rent concession granted (Note 18)	(485,014)	-
Exchange difference	(14,609)	-
<b>Balance as at 31.12.2022</b>	<b>10,546,675</b>	<b>65,728</b>

The maturity analysis of lease liabilities of the Group and the Company at each reporting date are as follows:

	Group		Company	
	2023 \$	2022 \$	2023 \$	2022 \$
<b>Contractual undiscounted cash flows</b>				
- Not later than a year	7,089,069	5,505,263	139,193	66,072
- Between one and five years	7,666,190	5,389,415	69,596	-
- More than five years	-	185,165	-	-
	14,755,259	11,079,843	208,789	66,072
Less: Future interest expense	(825,059)	(533,168)	(7,886)	(344)
<b>Present value of lease liabilities</b>	<b>13,930,200</b>	<b>10,546,675</b>	<b>200,903</b>	<b>65,728</b>
Presented in statements of financial position				
- Non-current	7,341,267	5,345,533	68,612	-
- Current	6,588,933	5,201,142	132,291	65,728
	13,930,200	10,546,675	200,903	65,728

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 12. Lease liabilities (Continued)

Lease liabilities are measured at the present value of the contractual payments due to the lessors over the lease terms. Included in the lease arrangements, there are extension options held and exercisable by the Group. In determining the lease terms, management considers the likelihood of exercising the extension option. Management considers all facts and circumstances that create an economic incentive to extend the lease. The assessment on lease terms is reviewed at the end of each reporting period if there is a significant change in the Group's intentions, business plan or other circumstances unforeseen since it was first estimated.

The Group has determined the discount rate by reference to the respective lessee's incremental borrowing rate when the rate inherent in the lease is not readily determinable. The Group obtains the relevant market interest rate after considering the applicable geographical location where the lessee operates as well as the term of the lease. Management considers industry data available as well as any security available in order to adjust the market interest rate obtained from similar economic environment, term and value of the lease.

Some retail outlets of the Group contain contingent rent that are linked to the sales generated from the restaurant. For these outlets, the lease payments are on the basis of fixed and variable payment terms. Variable lease payments are common in the restaurant business of the country where the Group operates as it uses to minimise the fixed costs base for newly established stores. Such variable lease payments are recognised in profit or loss in the period in which the condition triggers the payment occurs. Fixed and variable payments for the year ended 31 December 2023 are summarised in table below:

	Lease contracts Number	Fixed payments \$	Variable payments \$
Leases with variable payments based on sales	18	6,537,722	686,285

### **Nature of leasing activities (in the capacity of lessee)**

The Group and the Company lease a number of properties (i.e. office premises, central kitchens and retail outlets) in Singapore and Malaysia. It is customary for lease contracts to provide that payments are to increase each year by inflation, to be reset periodically to market rental rates or fixed payments.

Certain machinery and equipment of the Group and the Company are qualified for low value assets and the Group also leases motor vehicles on short-term basis (i.e. 12 months) in order to support meal deliveries. The election of short-term leases is made by class of underlying assets with similar nature and used in the Group's and the Company's operations whereas the low-value lease exemption is made on a lease-by-lease basis.

The total cash outflows for all leases including low value leases, short-term leases and contingent rent were \$8,050,502 (2022: \$7,422,550).

As at 31 December 2023, the incremental borrowing rate applied was 1.79% to 4.90% (2022: 1.79% to 4.23%) and 4.60% (2022: 4.60%) for leases of premises and retail outlets located in Singapore and Malaysia respectively.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 12. Lease liabilities (Continued)

The currency profiles of the Group's and the Company's lease liabilities are as follows:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Singapore dollar	12,990,278	9,460,919	200,903	65,728
Malaysian ringgit	939,922	1,085,756	-	-
	13,930,200	10,546,675	200,903	65,728

## 13. Deferred tax assets/liabilities

### Deferred tax liabilities

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Balance as at the beginning of the financial year	18,022	28,226	16,014	-
(Credited)/Charged to profit or loss (Note 22)	(14,429)	(10,204)	(16,014)	16,014
Exchange difference	(155)	-	-	-
Balance as at the end of the financial year	3,438	18,022	-	16,014

Recognised deferred tax liabilities are attributable to the following:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Differences in tax depreciation	13,468	20,015	-	24,163
Leases	(5,876)	(1,531)	-	(149)
Lease assets	219,705	259,200	-	11,025
Lease liabilities	(225,581)	(260,731)	-	(11,174)
Other temporary differences	(4,154)	(462)	-	(8,000)
	3,438	18,022	-	16,014

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 13. Deferred tax assets/liabilities (Continued)

### Deferred tax assets

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Balance as at the beginning of the financial year	225,847	4,608	-	-
Credited to profit or loss (Note 22)	4,090	221,239	58,286	-
Balance as at the end of the financial year	229,937	225,847	58,286	-

Recognised deferred tax assets are attributable to the following:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Differences in tax depreciation	(84,209)	(20,808)	(18,521)	-
Leases	117,172	83,249	410	-
Lease assets	(1,764,837)	(1,303,896)	(33,744)	-
Lease liabilities	1,882,009	1,387,145	34,154	-
Unutilised capital allowance	964	1,473	-	-
Provisions	196,010	161,933	76,397	-
	229,937	225,847	58,286	-

### Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2023	2022
	\$	\$
Excess of tax written down value over net carrying amount of plant and equipment	(19,019)	(1,536)
Leases	37,497	60,683
Lease assets	(288,841)	(149,355)
Lease liabilities	326,338	210,038
Unutilised tax losses	66,608	66,608
Provisions	41,560	40,818
	126,646	166,573

As at 31 December 2023, unutilised tax losses of approximately \$392,000 (2022: \$392,000) were available for set-off against future taxable profits subject to the agreement by the respective tax authorities.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 13. Deferred tax assets/liabilities (Continued)

These tax benefits have not been recognised in the financial statements due to the uncertainty of the sufficiency of future taxable profits to be generated in the foreseeable future.

## 14. Share capital

	Group and Company	
	2023	2022
	\$	\$
Issued and paid up 298,500,000 ordinary shares as at the beginning and end of the financial year	6,592,761	6,592,761

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

## 15. Treasury shares

	Group and Company			
	2023	2022	2023	2022
	Number of ordinary shares		\$	\$
Balance as at the beginning of the financial year and end of the financial year	19,172,300	19,172,300	4,082,954	4,082,954

No awards have been made under the Share Plan during the financial year ended 31 December 2023 and 31 December 2022.

## 16. Translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of a foreign operation whose functional currency is different from that of the Group's presentation currency.

## 17. Revenue

Revenue represents the invoiced value of food and beverage products, net of discounts and goods and services tax.

### Disaggregation of revenue

The Group has disaggregated revenue into various categories in the following table which is intended to:

- depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic date; and
- enable users to understand the relationship with revenue segment information provided in Note 26 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 17. Revenue (Continued)

### Disaggregation of revenue (Continued)

Segments	Operation of restaurants		Food processing, distribution and procurement services		Total	
	2023	2022	2023	2022	2023	2022
	\$	\$	\$	\$	\$	\$
<i>Primary geographical markets</i>						
Singapore	35,665,433	33,725,395	4,235,145	2,907,663	39,900,578	36,633,058
Malaysia	1,196,805	967,135	-	-	1,196,805	967,135
	36,862,238	34,692,530	4,235,145	2,907,663	41,097,383	37,600,193
<i>Timing of transfer of goods and services</i>						
Point in time	36,862,238	34,692,530	4,235,145	2,907,663	41,097,383	37,600,193

Revenue from operation of restaurants is recognised at a point in time when the bill for food and beverages consumed by customers are presented to the customers and payments are made in cash and/or electronic payment.

Revenue from the processing, distribution and procurement of food and beverage products is recognised at a point in time when the Group satisfies the performance obligation by transferring control of the promised products to the customers.

Any cash received in advance for the sale of cash vouchers and product vouchers are deferred until actual delivery and acceptance. These are included in "deferred income" within trade and other payables in the statements of financial position.

## 18. Other income

	Group	
	2023	2022
	\$	\$
Government grants	917,569	805,271
- Enterprise development grant	119,760	91,521
- Jobs support scheme	-	272,093
- Job growth incentives	14,329	192,971
- Progressive Wage Credit Scheme	666,152	-
- Others	117,328	248,686
Rent concession granted	-	485,014
- Short-term and low value leases	-	-
- Lease liabilities (Note 12)	-	485,014
Royalty fees	67,055	15,773
Gain on disposal of plant and equipment	-	222,113
Gain on lease modifications (Note 12)	-	111,916
Reversal of provision of restoration cost (Note 11)	132,676	64,788
Sundry income	90,352	188,946
	1,207,652	1,893,821

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 18. Other income (Continued)

Government grants are recognised at their fair value when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an asset, the fair value is recognised as deferred capital grant on the statements of financial position and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Government grants related to expenses are accounted for in the year where the related costs it intends to compensate is incurred and recognised in the profit or loss.

Included in the government grants during the year ended 31 December 2023 are Enterprise Singapore for process redesign and automation projects and development of new computer software and Singapore Government under Progressive Wage Credit Scheme ("PWCS") to provide wage support to raise wages of lower-wage workers.

## 19. Employee benefits expense

	Group	
	2023	2022
	\$	\$
Salaries, bonuses and other benefits	13,729,453	12,385,837
Contributions to defined contribution plans	1,152,764	1,035,094
Salaries, bonuses and other benefits	14,882,217	13,420,931

The above includes the amounts shown as key management personnel remuneration (excludes Directors' fees) as disclosed in Note 25 to the financial statements.

## 20. Finance costs

	Group	
	2023	2022
	\$	\$
Interest expense on lease liabilities (Note 12)	564,323	303,078



# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 21. Profit before income tax

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

	Group	
	2023	2022
	\$	\$
<u>Other expenses</u>		
Advertising and marketing	242,285	299,835
Audit fees		
- the auditor of the Company	121,200	114,200
- other auditors	7,905	6,890
Non-audit fees		
(i) Audit-related services		
- the auditor of the Company	-	2,500
(ii) Non-audit related services		
- the auditor of the Company	31,600	32,900
- other auditors	1,586	1,626
Bad debts written off	4,101	748
Cleaning services and materials	1,073,263	954,014
Consultancy fees	32,664	27,171
Credit card commission charges	550,453	479,244
Directors' fees	160,000	160,000
Lease expenses on		
- low value leases	48,521	82,444
- short term leases	4,596	386,380
- contingent rents	733,450	652,416
Sales commission	1,545,177	1,788,647
Plant and equipment written off	2,923	7,844
Repair and maintenance	387,783	557,726
Utilities	2,069,650	1,884,041

## 22. Income tax expense/(credit)

	Group	
	2023	2022
	\$	\$
Current income tax		
- current financial year	189,194	169,747
- withholding tax	9,869	1,917
- over provision in respect of prior financial years	(18,586)	(35,450)
	180,477	136,214
Deferred tax		
- current financial year	(12,297)	(213,620)
- over provision in respect of prior financial years	(6,222)	(17,823)
	(18,519)	(231,443)
Total income tax expense/(credit) recognised in profit or loss	161,958	(95,229)

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 22. Income tax expense/(credit) (Continued)

The income tax expense varied from the amount of income tax expense determined by applying the Singapore statutory income tax rate of 17% (2022: 17%) to profit before income tax as a result of the following differences:

	Group	
	2023	2022
	\$	\$
Profit before income tax	1,807,144	1,367,246
Income tax at Singapore statutory income tax rate	307,215	232,432
Effect of different tax rate in difference jurisdiction	11,035	5,324
Enhanced tax deduction	-	(395)
Tax effect of expenses non-deductible for income tax purposes	11,599	65,146
Tax effect of income not subject to income tax	(67,631)	(51,240)
Tax effect of Singapore's statutory stepped income exemption	(62,716)	(59,038)
Utilisation of previously not recognised deferred tax assets	(62,882)	(298,921)
Deferred tax assets not recognised	22,955	63,001
Withholding tax	9,869	1,917
Over provision in respect of prior financial years		
- current income tax	(18,586)	(35,450)
- deferred tax	(6,222)	(17,823)
Others	17,322	(182)
Total income tax expense/(credit) recognised in profit or loss	161,958	(95,229)

## 23. Earnings per share

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

	Group	
	2023	2022
<u>Earnings (\$)</u>		
Earnings for the purposes of basic and diluted earnings per share (profit attributable to the owners of the Company)	1,645,186	1,462,475
<u>Number of shares</u>		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	279,327,700	279,327,700
<u>Earnings per share (cents)</u>		
Basic and diluted	0.59	0.52

The Group does not have any dilutive potential ordinary shares for the financial years ended 31 December 2023 and 31 December 2022.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 24. Dividends

	Group and Company	
	2023	2022
	\$	\$
Final tax-exempt dividend paid of 0.20 (2022: 0.20) Singapore cents per share in respect of the previous financial year	558,655	558,655
Special tax-exempt dividend paid of 0.20 (2022: Nil) Singapore cents per share in respect of the previous financial year	558,656	-
	1,117,311	558,655

The Board of Directors of the Company has proposed a special tax-exempt dividend of 0.10 (2022: 0.20) Singapore cents per share and final tax-exempt dividend of 0.20 (2022: 0.20) Singapore cents per share in respect of profit for the financial year ended 31 December 2023. The tax-exempt dividends are subject to shareholders' approval at the forthcoming Annual General Meeting of the Company. The financial statements for the current financial year do not reflect this dividend. The dividend will be accounted for in the shareholders' equity in the financial year ending 31 December 2024.

## 25. Significant related party transactions

During the financial year, in addition to those disclosed elsewhere in these financial statements, the Group entities and the Company entered into transactions with related parties at rates and terms agreed between the parties as disclosed in the succeeding paragraphs.

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Royalty fees charged to subsidiaries	-	-	(1,052,100)	(944,797)
Dividend received from subsidiaries	-	-	(1,900,000)	(1,700,000)
Management fees charged to subsidiaries	-	-	(1,181,897)	(1,211,575)
Settlement of liabilities on behalf of subsidiaries	-	-	(253,790)	(150,225)
Settlement of liabilities on behalf by a subsidiary	-	-	-	385

At 31 December 2023, the outstanding balances in respect of the above transactions are disclosed in Note 8 and 10 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 25. Significant related party transactions (Continued)

### Compensation of key management personnel

Key management personnel are Directors and those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Group's and Company's key management personnel are the Directors of the Company and Heads of key functions.

The remuneration of key management personnel of the Group and of the Company during the financial year were as follows:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
Directors' fees	160,000	160,000	160,000	160,000
Short-term employee benefits	1,681,150	1,386,812	1,266,075	1,083,677
Post-employment benefits	89,275	79,697	39,782	41,310
	1,930,425	1,626,509	1,465,857	1,284,987

Key management personnel remuneration includes the following remuneration to the Directors of the Company and Directors of the subsidiaries as follows:

	Group		Company	
	2023	2022	2023	2022
	\$	\$	\$	\$
<b>Directors of the Company</b>				
Directors' fees	160,000	160,000	160,000	160,000
Short-term employee benefits	1,101,952	920,200	1,101,952	920,200
Post-employment benefits	24,520	23,200	24,520	23,200
	1,286,472	1,103,400	1,286,472	1,103,400
<b>Directors of the subsidiaries</b>				
Short-term employee benefits	442,445	341,671	-	-
Post-employment benefits	48,638	40,544	-	-
	491,083	382,215	-	-
	1,777,555	1,485,615	1,286,472	1,103,400

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 26. Segment information

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group of Executive Directors and Managing Director who make strategic decisions for the Group.

Management considers the business from a business segment perspective. The Group's reportable business segments are strategic business units that are organised based on their functions. They are managed separately because each business unit requires different skill sets and marketing strategies.

The Group identified two reportable business segments being operation of restaurants and food processing, distribution and procurement services segments.

- (i) The operation of restaurants segment sells food and beverage products to the general public via restaurant outlets.
- (ii) The food processing, distribution and procurement services segment processes, distributes and procures food and beverage products for sale to operation of restaurants segment and to third parties. This segment has been formed by aggregating the sourcing, processing, supplying and distributing of food and beverage which, in management's view, share similar economic characteristics. In making this judgement, management considers that the operations share common facilities and usage of similar processes.

"Others" includes the Group's investment holding activities which are not allocated to reportable segments as they are not included in the segment information reported to the chief operating decision maker.

Geographically, management manages and monitors the business in these primary geographic areas: Singapore and Malaysia.

Management monitors the operating results of the segments separately for the purposes of making decisions about resources to be allocated and assessing performance. Segment performance is evaluated based on operating profit or loss measured differently from the accounting profit or loss before income tax.

Interest income is not allocated to segments as it is managed on a group basis.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. There is no asymmetrical allocation to reportable segments. Management evaluates performance on the basis of profit or loss from operations before tax expense not including non-recurring gains and losses and foreign exchange gains or losses.

The Group accounts for inter-segment sales and transfer as if the sales or transfers were to third parties, which approximate market prices. These inter-segment transactions are eliminated upon consolidation.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 26. Segment information (Continued)

Summarised segment information is as follows:

	Operation of restaurants		Food processing, distribution and procurement services				Others		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Total segment revenue	36,862,239	34,692,530	7,164,531	5,810,212	-	-	-	-	44,026,770	40,502,742
Inter-segment revenue	-	-	(2,929,387)	(2,902,549)	-	-	-	-	(2,929,387)	(2,902,549)
Revenue from external customers	36,862,239	34,692,530	4,235,144	2,907,663	-	-	-	-	41,097,383	37,600,193
Segment profit/(loss)	936,956	1,284,654	827,416	427,017	(370,257)	(306,297)	-	-	1,394,115	1,405,374
Interest income									251,071	57,101
Profit for the financial year									1,645,186	1,462,475
Depreciation and amortisation	6,706,180	6,287,930	479,108	466,150	-	-	-	-	7,185,288	6,754,080
Impairment loss on right-of-use assets	216,510	586,369	-	-	-	-	-	-	216,510	586,369
Impairment loss on plant and equipment	89,058	48,980	-	-	-	-	-	-	89,058	48,980
Interest expenses	536,172	292,414	28,151	10,664	-	-	-	-	564,323	303,078
Income tax (expenses)/credit	(192,848)	130,938	2,207	19,125	28,683	(54,834)	-	-	(161,958)	95,229
Segment assets/total assets	28,056,770	23,791,693	4,038,543	3,426,542	11,374	10,111	-	-	32,106,687	27,228,346
Segment liabilities/total liabilities	18,492,931	14,531,723	1,536,949	1,159,009	206,200	202,600	-	-	20,236,080	15,893,332
Capital expenditure										
- on plant and equipment	1,985,913	138,273	352,169	42,409	-	-	-	-	2,338,082	180,682
- on right-of-use assets	9,177,116	9,655,354	968,379	-	-	-	-	-	10,145,495	9,655,354
- on intangible assets	32,591	130,510	3,458	21,857	-	-	-	-	36,049	152,367

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 26. Segment information (Continued)

### Geographical information

The Group's business segments operate in two main geographical areas. Revenue is based on the countries in which the customers are located.

	Singapore \$	Malaysia \$	Group \$
<b>2023</b>			
Total revenue from external parties	39,900,578	1,196,805	41,097,383
Non-current assets	14,795,904	977,560	15,773,464
<b>2022</b>			
Total revenue from external parties	36,633,058	967,135	37,600,193
Non-current assets	9,654,529	1,158,212	10,812,741

Non-current assets shown by the geographical area in which the assets are located.

### Segment assets

The amounts provided to the chief operating decision maker in respect of the total assets are measured in a manner consistent to that of the financial statements. Management monitors the assets attributable to each segment for the purpose of monitoring segment performance and for allocating resources between segments. All assets are allocated to the reportable segments except for certain assets included in "Others" which are not reported to the chief operating decision maker as they comprised of certain other receivables from third parties that are not directly attributable to the segments.

### Segment liabilities

The amounts provided to chief operating decision maker in respect of the total liabilities are measured in a manner consistent to that of the financial statements. Management monitors the liabilities attributable to each segment for the purpose of monitoring segment performance and for allocating resources between segments. All liabilities are allocated to reportable segments except for certain liabilities included in "Others" which are not reported to the chief operating decision maker as they comprised of accrued corporate expenses that are not directly attributable to the segments.

### Information about major customers

The Group does not have any major customers as it provides goods and services to the general public as a whole. The revenue is spread over a broad base of customers.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 27. Financial risks management

The Group's and the Company's activities expose them to credit risk and liquidity risk. The Group's and the Company's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Group's and the Company's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group and the Company.

There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

### 27.1 Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Group and the Company. The Group and the Company have adopted a policy of only dealing with creditworthy counterparties. The Group and the Company perform ongoing credit evaluation of its counterparties' financial condition and generally do not require a collateral.

The Group does not have any significant credit exposure to any single counterparty or any group of counterparties having similar characteristics on trade receivables from third parties.

The Company has no significant concentration of credit risk except for the other receivables due from subsidiaries amounting to \$450,021 (2022: \$883,749) as at the end of the financial year.

#### *Other receivables due from subsidiaries*

The Board of Directors has taken into account information that it has available internally about these counterparties' past, current and expected operating performance and cash flow position. The Board of Directors monitors and assesses at each reporting date on any indicator of significant increase in credit risk on the other receivables by considering their performance ratio and any default in external debts. Other receivables due from subsidiaries have been measured based on 12-month expected credit loss model and subject to immaterial credit loss as the management considered risk of default to be minimal as these counterparties have sufficient liquid assets and cash to repay their debts, except as disclosed in Note 8 to the financial statements.

#### *Other receivables due from third parties*

For other receivables due from third parties, the Group adopts a policy of dealing with high credit quality counterparties. The management monitors and assesses at each reporting date on any indicator of significant increase in credit risk on these other receivables. As at 31 December 2023, there is no indication that credit risk on these receivables have increased significantly hence, these receivables are measured at 12-month expected credit loss model and subject to immaterial credit loss.



# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 27. Financial risks management (Continued)

### 27.1 Credit risk (Continued)

#### *Cash and cash equivalents*

Credit risk also arises from bank deposits with banks and financial institutions. The Group and the Company substantially placed its bank deposits in 3 (2022: 3) banks which represent 92% (2022: 89%) of the Group's cash and cash equivalents and 3 (2022: 3) banks which represent 96% (2022: 98%) of the Company's cash and cash equivalents respectively as at 31 December 2023. The Group and Company held cash and cash equivalents of \$13,108,120 and \$9,339,272 respectively as at 31 December 2023 (2022: 13,067,104 and \$7,857,667).

The bank deposits are held with bank and financial institution counterparties, which have been assigned with high credit-ratings, based on Moody's ratings. Impairment on bank deposits has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group and the Company consider that its bank deposits have low credit risk based on the external credit ratings of the counterparties.

#### *Trade receivables*

In calculating the expected credit loss rates, the Group considers historical loss rates and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

	Gross carrying amount \$	Impairment loss allowance \$
<b>Group</b>		
<b>2023</b>		
Not past due	613,642	-
Past due		
- 0 to 3 months	184,174	-
- More than 3 months	38,267	33,433
	836,083	33,433
<b>2022</b>		
Not past due	596,927	-
Past due		
- 0 to 3 months	114,295	-
- More than 3 months	114,726	46,245
	825,948	46,245

Management believes that no impairment allowance is necessary in respect of trade receivables as these are substantially companies with good collection track record and no recent history of default, hence the expected credit loss is not material except for an amount of \$33,433 (2022: \$46,245) relating to credit-impaired balances from customer who are unlikely to repay.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 27. Financial risks management (Continued)

### 27.2 Liquidity risk

Liquidity risk refers to the risk in which the Group and the Company encounter difficulties in meeting its short-term obligations. Liquidity risk is managed by matching the payments and receipts cycle.

The table below analyses the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows.

	Within one financial year \$	After one financial year but within five financial years \$	More than five years \$	Total \$
<b>Group</b>				
<b>2023</b>				
<b>Financial liabilities</b>				
Non-interest bearing				
- Trade and other payables	4,206,081	-	-	4,206,081
Interest bearing				
- Lease liabilities	7,089,069	7,666,190	-	14,755,259
	11,295,150	7,666,190	-	18,961,340
<b>2022</b>				
<b>Financial liabilities</b>				
Non-interest bearing				
- Trade and other payables	3,163,026	-	-	3,163,026
Interest bearing				
- Lease liabilities	5,505,263	5,389,415	185,165	11,079,843
	8,668,289	5,389,415	185,165	14,242,869
<b>Company</b>				
<b>2023</b>				
<b>Financial liabilities</b>				
Non-interest bearing				
- Trade and other payables	943,753	-	-	943,753
Interest bearing				
- Lease liabilities	139,193	69,596	-	208,789
	1,082,946	69,596	-	1,152,542
<b>2022</b>				
<b>Financial liabilities</b>				
Non-interest bearing				
- Trade and other payables	996,256	-	-	996,256
Interest bearing				
- Lease liabilities	66,072	-	-	66,072
	1,062,328	-	-	1,062,328

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 27. Financial risks management (Continued)

### 27.3 Offsetting financial assets and financial liabilities

The Group has no offsetting arrangements on financial assets and financial liabilities. The following table details the Company's financial assets and financial liabilities which are subject to offsetting, enforceable master netting arrangements and similar agreements.

#### Financial assets

	Related amounts set off in the statement of financial position		
	Gross amounts -financial assets \$	Gross amounts -financial liabilities \$	Net amounts of financial assets \$
<b>Company</b>			
<b>As at 31 December 2023</b>			
Amounts due from subsidiaries	488,990	(70,155)	418,835
<b>As at 31 December 2022</b>			
Amounts due from subsidiaries	2,465,963	(1,582,214)	883,749

#### Financial liabilities

	Related amounts set off in the statement of financial position		
	Gross amounts -financial assets \$	Gross amounts -financial liabilities \$	Net amounts of financial liabilities \$
<b>Company</b>			
<b>As at 31 December 2023</b>			
Amounts due to a subsidiary	58,691	(458,691)	(400,000)
<b>As at 31 December 2022</b>			
Amounts due to a subsidiary	19,122	(500,000)	(480,878)

## 28. Contingent liabilities

The Company has undertaken to provide financial support to certain of its subsidiaries to enable them to operate as going concern and to meet their obligations as and when they fall due at least 12 months from the end of the financial year. At the end of the financial year, certain subsidiaries had deficiencies in shareholders' fund aggregating \$2,351,866 (2022: \$2,355,990).

As at the end of the financial year, the Company has not recognised any liability in respect of the financial support given as the Directors have assessed that the likelihood of default is remote.

# NOTES TO THE FINANCIAL STATEMENT

For The Financial Year ended 31 December 2023

## 29. Fair value of financial instruments

The carrying amounts of the Group's and the Company's financial assets and financial liabilities approximate their respective fair values as at the end of the reporting period due to the relative short-term maturities of these financial instruments.

## 30. Capital management policies and objectives

The Group and the Company manage their capital to ensure that the Group and the Company are able to continue as going concerns and maintain an optimal capital structure so as to maximise shareholders' value.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising share capital (Note 14), treasury shares (Note 15), translation reserve (Note 16) and retained earnings as disclosed in the consolidated statement of changes in equity of the Group and statement of changes in equity of the Company.

The Group's and the Company's management review the capital structure on a half-yearly basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Upon review, the Group and the Company will balance their overall capital structure through the payment of dividends, new share issues and reacquisition of issued shares. The Group's and the Company's overall strategy remains unchanged from the previous financial year.

The Group and the Company are not subject to any externally imposed capital requirements for the financial years ended 31 December 2023 and 2022.

# STATISTICS OF SHAREHOLDINGS

As at 22 March 2024



## SHARE CAPITAL

Number of ordinary shares in issue (excluding treasury shares)	: 279,327,700
Number of treasury shares held	: 19,172,300
Number of subsidiary holdings held	: Nil
Class of shares	: Ordinary shares
Voting rights	: One vote per share
% of aggregate number of treasury shares and subsidiary holdings held against the total number of shares in issue (excluding treasury shares and subsidiary holdings)	: 6.86%

## DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NUMBER OF SHAREHOLDERS	%	NUMBER OF SHARES	%
1 - 99	5	0.24	88	0.00
100 - 1,000	72	3.39	57,300	0.02
1,001 - 10,000	1,591	74.94	6,410,074	2.30
10,001 - 1,000,000	438	20.63	34,729,899	12.43
1,000,001 AND ABOVE	17	0.80	238,130,339	85.25
<b>TOTAL</b>	<b>2,123</b>	<b>100.00</b>	<b>279,327,700</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NUMBER OF SHARES	%
1	MOK YIP PENG	66,008,400	23.63
2	WONG CHI KEONG	49,077,300	17.57
3	WONG WEI TECK	37,491,900	13.42
4	DB NOMINEES (SINGAPORE) PTE LTD	27,991,850	10.02
5	KGI SECURITIES (SINGAPORE) PTE LTD	21,852,000	7.82
6	RAFFLES NOMINEES (PTE.) LIMITED	10,870,189	3.89
7	LEE IN CHUN	5,022,700	1.80
8	THNG CHEO YAN	4,000,000	1.43
9	DBS NOMINEES (PRIVATE) LIMITED	2,819,100	1.01
10	SIM KWANG WEI EUGENE	2,149,600	0.77
11	HO THIAM KIAT	2,080,000	0.74
12	HUANG XIANGMIAO	2,000,000	0.72
13	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	1,945,000	0.70
14	WEE KIM YEW ARTHUR	1,306,000	0.47
15	LEE SZE KIAN	1,256,800	0.45
16	TAN KIM SENG	1,250,500	0.45
17	PHILLIP SECURITIES PTE LTD	1,009,000	0.36
18	THEN KHEK KOON	985,000	0.35
19	CHUA GUAT HEE	981,400	0.35
20	CHI QIYUAN DOUGLAS	908,000	0.33
	<b>TOTAL</b>	<b>241,004,739</b>	<b>86.28</b>

# STATISTICS OF SHAREHOLDINGS

As at 22 March 2024

## SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders)

NAME OF SUBSTANTIAL SHAREHOLDERS	DIRECT INTEREST		DEEMED INTEREST	
	NUMBER OF SHARES	%	NUMBER OF SHARES	%
Mok Yip Peng	66,008,400	23.63	-	-
Wong Chi Keong	49,077,300	17.57	-	-
Wong Wei Teck <sup>(1)</sup>	37,491,900	13.42	4,000,000	1.43
Then Khek Koon <sup>(2)</sup>	985,000	0.35	27,945,000	10.00
Goh Khoon Lim <sup>(3)</sup>	-	-	21,848,700	7.82

Notes:

- 1) Wong Wei Teck, a Joint Managing Director of the Company, is deemed to have an interest in 4,000,000 shares held by his wife, Thng Cheo Yan.
- 2) Then Khek Koon, the Executive Director of the Company, is deemed to have an interest in 27,945,000 shares held under DB Nominees (Singapore) Pte Ltd as his nominee.
- 3) Goh Khoon Lim is deemed to have an interest in 21,848,700 shares held under KGI Securities (Singapore) Pte. Ltd. as his nominee.
- 4) Percentage is based on 279,327,700 shares (excluding treasury shares) as at 22 March 2024.

## SHAREHOLDINGS HELD IN HANDS OF PUBLIC

Based on the information available to the Company, approximately 25.5% of the Company's shares (excluding treasury shares) listed on the Singapore Exchange Securities Trading Limited were held in the hands of the public as at 22 March 2024. Therefore the Company has complied with Rule 723 of the Listing Manual.

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of SOUP HOLDINGS LIMITED (the “Company”) will be held at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324 on Friday, 26 April 2024 at 9.00 a.m., to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2023 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare a final (tax exempt one-tier) dividend of 0.20 cent per ordinary share for the financial year ended 31 December 2023 (2022: 0.20 cent per ordinary share). **(Resolution 2)**
3. To declare a special (tax exempt one-tier) dividend of 0.10 cent per ordinary share for the financial year ended 31 December 2023 (2022: 0.20 cent per ordinary share). **(Resolution 3)**
4. To approve the payment of Directors’ fees of \$160,000 for the financial year ended 31 December 2023 (2022: \$160,000). **(Resolution 4)**
5. To re-elect Ms Teh Bee Gek, a Director retiring pursuant to Regulation 117 of the Company’s Constitution. **(Resolution 5)**  
[See *Explanatory Note (i)*]
6. To re-appoint BDO LLP as auditor of the Company and to authorise the Directors to fix its remuneration. **(Resolution 6)**

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions (with or without amendments) which will be proposed as Ordinary Resolutions:

7. **Authority to issue shares** **(Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967 (“Companies Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors be authorised and empowered to:

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

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

## NOTICE OF ANNUAL GENERAL MEETING

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to shareholders of the Company does not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares; Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), the Companies Act and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company at a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]



# NOTICE OF ANNUAL GENERAL MEETING



## 8. Renewal of Share Purchase Mandate

(Resolution 8)

That for the purposes of Sections 76C and 76E of the Companies Act, the Directors be authorised to make purchases or otherwise acquire issued Shares from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as ascertained as at the date of AGM of the Company) at the price of up to but not exceeding the Maximum Price as defined in the Appendix 1 attached, and this mandate shall continue in force until (a) the date on which the next AGM of the Company is held or is required by law to be held, (b) the date on which the share purchases are carried out to the full extent of the Share Purchase Mandate, or (c) the date on which the authority conferred in the Share Purchase Mandate is revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting, whichever is earliest.

[See Explanatory Note (iv)]

10. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Chong In Bee  
Company Secretary

11 April 2024  
Singapore

### Explanatory Notes:

- (i) Ms Teh Bee Gek will, upon re-election as a Director, continue to serve as an Independent Director of the Company. Ms Teh is considered by the Board to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to the "Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (ii) Please refer to the "Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iii) Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors, effective until the conclusion of the next AGM of the Company, the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company at a general meeting, whichever is earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a *pro rata* basis to shareholders of the Company.

# NOTICE OF ANNUAL GENERAL MEETING

- (iv) Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors, effective until the date on which the next AGM of the Company is held or is required by law to be held, the date on which the share purchases are carried out to the full extent of the Share Purchase Mandate or the date on which the authority conferred in the Share Purchase Mandate is revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting, whichever is earliest, to repurchase Shares by way of market purchases or off-market purchases of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the price of up to but not exceeding the Maximum Price as defined in the Appendix 1 attached. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares pursuant to the Share Purchase Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 December 2023 are set out in greater detail in the Appendix 1 attached.

## Notes:

1. The shareholders of the Company are invited to **attend physically** at the AGM. There will be no option for shareholders to participate virtually.
2. Shareholders may submit questions relating to the Annual Report and resolutions set out in the notice of AGM in advance:
  - (a) by email to [agm2024@souprestaurant.com.sg](mailto:agm2024@souprestaurant.com.sg); or
  - (b) by post to the registered office of the Company at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324.

All questions must be submitted by 18 April 2024.

Shareholders, including CPF and SRS investors, who wish to submit their questions by post or by email are required to indicate their full names (for individuals)/company names (for corporates), NRIC/passport/company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions, to the email address or office address provided. Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), excluding CPF and SRS investors, should contact their respective relevant intermediaries to submit their questions based on the abovementioned instructions.

The Company will endeavour to address the substantial and relevant questions from shareholders soonest possible and in any case, not later than 48 hours before the closing date and time for the lodgement of Proxy Forms. The responses to questions from shareholders will be posted on the SGXNET and the Company's website. Any subsequent clarifications sought by the shareholders after 18 April 2024 will be addressed at the AGM. The minutes of the AGM will be published on the SGXNET and the Company's website within one (1) month after the date of the AGM.

3. A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such shareholder appoints two proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

A shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

4. A proxy need not be a shareholder of the Company.

# NOTICE OF ANNUAL GENERAL MEETING



5. The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:
  - (a) by email to [agm2024@souprestaurant.com.sg](mailto:agm2024@souprestaurant.com.sg); or
  - (b) by post to the registered office of the Company at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324,in each case, not less than 48 hours before the time appointed for holding the AGM, i.e. by 9.00 a.m. on 24 April 2024.
6. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
7. Persons who hold Shares through relevant intermediaries (including CPF and SRS investors) and wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include CPF agent banks and SRS operators) through which they hold such Shares at least seven working days before the AGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf.
8. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

## Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); and (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.

# APPENDIX 1

## SUMMARY SHEET FOR RENEWAL OF SHARE PURCHASE MANDATE

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix 1 (“**Appendix**”). If you are in doubt as to the action that you should take, you should consult your stockbroker or other professional adviser immediately.

### (A) Shares Purchased In The Previous Twelve Months

Pursuant to the shares purchase mandate obtained at the Annual General Meeting on 27 April 2023 (“**Share Purchase Mandate**”), the Company had not bought back any issued ordinary shares in the capital of the Company (the “**Shares**”) by way of market acquisitions (“**Market Purchase**”) or off-market acquisitions (“**Off-Market Purchase**”).

### (B) Renewal Of The Share Purchase Mandate

The Ordinary Resolution No. 8 if passed at the forthcoming annual general meeting to be held on 26 April 2024 (“**FY2023 AGM**”) will renew the Share Purchase Mandate approved by the shareholders of the Company (“**Shareholders**”) from the date of the FY2023 AGM at which the proposed renewal of the Share Purchase Mandate is approved until:

- (a) the date on which the next annual general meeting of the Company is held or is required by law to be held;
- (b) the date on which the share purchases are carried out to the full extent of the Share Purchase Mandate; or
- (c) the date on which the authority conferred in the Share Purchase Mandate is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting,

whichever is the earliest.

### (C) Rationale For The Share Purchase Mandate

Short-term speculation and short-time market volatility may at times cause the market price of the Company's Shares to be depressed below the true value of the Company and the Group. The proposed Share Purchase Mandate will provide the Directors with the means to restore investors' confidence and protect existing Shareholders' investments in the Company in a depressed share-price situation through judicious Share purchases to enhance the earnings per Share and/or the net asset value per Share. The Share purchases will enhance the net asset value per Share if the Share purchases are made at a price below the net asset value per Share.

The proposed Share Purchase Mandate will also provide the Company with an expedient and cost-effective mechanism to facilitate the return of surplus cash reserves to the Shareholders, as and when the Directors are of the view that this would be in the best interests of the Company and the Shareholders.

Pursuant to the Companies Act 1967 of Singapore (the “**Act**”), the Share Purchase Mandate also enables the Company to hold Shares purchased pursuant to the Share Purchase Mandate as treasury Shares (“**Treasury Shares**”) to be utilised, *inter alia*, for the purpose of the issue of Shares pursuant to the grant of awards under the Soup Restaurant Performance Share Plan.

## APPENDIX 1

The Share purchases will only be undertaken as and when the Directors consider it to be in the best interests of the Company and/or Shareholders. The Directors do not propose to carry out purchases pursuant to the proposed Share purchase Mandate to such an extent that would, or in circumstances that might result in a material adverse effect on the financial position of the Company or the Group.

The Directors will ensure that the Share purchases will not have any effect on the listing of the Company's securities including the Shares listed on the SGX-ST. Rule 723 of the Listing Manual of the SGX-ST ("**Listing Manual**") requires at least ten per cent. (10%) of the total number of issued shares (excluding Treasury Shares, preference shares and convertible equity securities) in a class that is listed is at all times held by the public. The Directors shall safeguard the interests of public Shareholders before undertaking any Share purchases. Before exercising the Share Purchase Mandate, the Directors shall at all times take due cognisance of (a) the then shareholding spread of the Company in respect of the number of Shares held by substantial Shareholders and by non-substantial Shareholders and (b) the volume of trading on the SGX-ST in respect of the Shares immediately before the exercise of any Share purchases.

As at 22 March 2024 ("**Latest Practicable Date**"), approximately 71,103,900 Shares (25.5%) of a total of 279,327,700 Shares issued by the Company (excluding 19,172,300 Treasury Shares) are held by the public. The Company will ensure that the Share purchases will not cause market illiquidity or affect orderly trade and will ensure that Rule 723 of the Listing Manual is complied with.

### (D) Financial Impact Of The Proposed Shares Purchases

1. The purchased Shares may be:
  - (i) held by the Company; or
  - (ii) dealt with, at any time, in accordance with Section 76K of the Act, as Treasury Shares.

Section 76K of the Act allows the Company to:

- (a) sell the Treasury Shares (or any of them) for cash;
- (b) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to any share scheme of the Company, whether for employees, Directors or other persons;
- (c) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the Treasury Shares (or any of them); or
- (e) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent. (10%) of the total number of Shares at that time. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months after the limit is first exceeded, or such further period as may be allowed by the Accounting and Corporate Regulatory Authority ("**ACRA**").

## APPENDIX 1

Under the Act, where Shares purchased or acquired by the Company are cancelled, the Company shall:

- (i) reduce the amount of the Company's share capital where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of the Company's profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled.

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the Treasury Shares will be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members of the Company on winding up) may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a subdivision or consolidation of any Treasury Shares into Treasury Shares of a greater or smaller number is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

2. The financial effects on the Company and the Group arising from the proposed purchases of the Company's Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased and the consideration paid at the relevant time.
3. Based on the existing issued and paid-up share capital of the Company of 279,327,700 Shares (excluding 19,172,300 Treasury Shares) as at the Latest Practicable Date, assuming no further Shares are issued, and no further Shares are purchased or acquired by the Company, or held as Treasury Shares, on or prior to the FY2023 AGM, the proposed purchases by the Company of up to a maximum of ten per cent. (10%) of its issued share capital under the Share Purchase Mandate will result in the purchase of up to 27,932,770 Shares. The Company does not have any subsidiary holdings as at the Latest Practicable Date.
4. An illustration of the impact of Share purchases by the Company pursuant to the Share Purchase Mandate on the Group's and the Company's financial position is set out below based on the following assumptions:
  - (a) audited accounts of the Group and the Company as at 31 December 2023;
  - (b) in full exercise of the Share Purchase Mandate, 27,932,770 Shares were purchased;
  - (c) in the case of Market Purchase, the maximum price for the market purchases is S\$0.084 which is five per cent. (5%) above the average closing prices of the Shares over the last five (5) market days preceding the Latest Practicable Date on which the transactions in Shares were recorded on the SGX-ST and accordingly the maximum amount of funds required for effecting the Market Purchase in the aggregate is S\$2,346,353; and

## APPENDIX 1

- (d) in the case of Off-Market Purchase, the maximum price for the market purchases is S\$0.096 which is twenty per cent. (20%) above the average of the closing market prices of the Shares over the last five (5) market days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme and accordingly the maximum amount of funds required for effecting the Off-Market Purchase in the aggregate is S\$2,681,546.
- (i) Market Purchases and Off-Market Purchase Made Entirely out of Capital or Profit and Held as Treasury Shares

### Market Purchase

	<b>Group before Shares purchase (\$'000)</b>	<b>Group after Shares purchase (\$'000)</b>	<b>Company before Shares purchase (\$'000)</b>	<b>Company after Shares purchase (\$'000)</b>
<b>As at 31 December 2023</b>				
Share Capital	6,593	6,593	6,593	6,593
Reserves	9,361	9,361	8,136	8,136
Equity excluding Treasury Shares	15,954	15,954	14,729	14,729
Treasury Shares	4,083	6,429	4,083	6,429
Total equity including Treasury Shares	11,871	9,525	10,646	8,300
Net tangible assets <sup>(1)</sup>	11,375	9,029	10,335	7,989
Current Assets	16,103	13,757	9,864	7,518
Current Liabilities	12,843	12,843	1,296	1,296
Cash and cash equivalents	13,108	10,762	9,339	6,993
Net Profit attributable to owners of parent	1,645	1,645	1,887	1,887
Total number of issued Shares ('000) <sup>(2)</sup>	279,328	251,395	279,328	251,395
<b>Financial Ratios</b>				
Net tangible assets per Share (cents)	4.07	3.59	3.72	3.20
Earnings per Share (cents) <sup>(3)</sup>	0.59	0.65	0.68	0.75
Current ratio (times) <sup>(4)</sup>	1.25	1.07	7.61	5.80

## APPENDIX 1

Off - Market Purchase

	Group before Shares purchase (\$'000)	Group after Shares purchase (\$'000)	Company before Shares purchase (\$'000)	Company after Shares purchase (\$'000)
<b>As at 31 December 2023</b>				
Share Capital	6,593	6,593	6,593	6,593
Reserves	9,361	9,361	8,136	8,136
Equity excluding Treasury Shares	15,954	15,954	14,729	14,729
Treasury Shares	4,083	6,764	4,083	6,764
Total equity including Treasury Shares	11,871	9,190	10,646	7,965
Net tangible assets <sup>(1)</sup>	11,375	8,694	10,335	7,654
Current Assets	16,103	13,422	9,864	7,183
Current Liabilities	12,843	12,843	1,296	1,296
Cash and cash equivalents	13,108	10,427	9,339	6,658
Net Profit attributable to owners of parent	1,645	1,645	1,887	1,887
Total number of issued Shares ('000) <sup>(2)</sup>	279,328	251,395	279,328	251,395
<b>Financial Ratios</b>				
Net tangible assets per Share (cents)	4.07	3.46	3.72	3.07
Earnings per Share (cents) <sup>(3)</sup>	0.59	0.65	0.68	0.75
Current ratio (times) <sup>(4)</sup>	1.25	1.05	7.61	5.54

**Notes:**

- (1) Net tangible assets equals total equity less minority interest less intangible assets, if any.
- (2) Total number of issued Shares excludes 19,172,300 Shares that are held as Treasury Shares as at the Latest Practicable Date.
- (3) For illustrative purposes, Earnings Per Share is computed based on profit after tax and number of Shares as shown in the table above.
- (4) Current ratio equals current assets divided by current liabilities



## APPENDIX 1

(ii) Market Purchase or Off-Market Purchase Made Entirely out of Capital or Profit and Cancelled

Market Purchase

	Group before Shares purchase (\$'000)	Group after Shares purchase (\$'000)	Company before Shares purchase (\$'000)	Company after Shares purchase (\$'000)
<b>As at 31 December 2023</b>				
Share Capital	6,593	6,593	6,593	6,593
Reserves	9,361	7,015	8,136	5,790
Equity excluding Treasury Shares	15,954	13,608	14,729	12,383
Treasury Shares	4,083	4,083	4,083	4,083
Total equity including Treasury Shares	11,871	9,525	10,646	8,300
Net tangible assets <sup>(1)</sup>	11,375	9,029	10,335	7,989
Current Assets	16,103	13,757	9,864	7,518
Current Liabilities	12,843	12,843	1,296	1,296
Cash and cash equivalents	13,108	10,762	9,339	6,993
Net Profit attributable to owners of parent	1,645	1,645	1,887	1,887
Total number of issued Shares ('000)	279,328	251,395	279,328	251,395
<b>Financial Ratios</b>				
Net tangible assets per Share (cents)	4.07	3.59	3.72	3.20
Earnings per Share (cents) <sup>(2)</sup>	0.59	0.65	0.68	0.75
Current ratio (times) <sup>(3)</sup>	1.25	1.07	7.61	5.80

## APPENDIX 1

Off - Market Purchase

	Group before Shares purchase (\$'000)	Group after Shares purchase (\$'000)	Company before Shares purchase (\$'000)	Company after Shares purchase (\$'000)
<b>As at 31 December 2023</b>				
Share Capital	6,593	6,593	6,593	6,593
Reserves	9,361	6,680	8,136	5,455
Equity excluding Treasury Shares	15,954	12,273	14,729	12,048
Treasury Shares	4,083	4,083	4,083	4,083
Total equity including Treasury Shares	11,871	9,190	10,646	7,965
Net tangible assets <sup>(1)</sup>	11,375	8,694	10,335	7,654
Current Assets	16,103	13,422	9,864	7,183
Current Liabilities	12,843	12,843	1,296	1,296
Cash and cash equivalents	13,108	10,427	9,339	6,658
Net Profit attributable to owners of parent	1,645	1,645	1,887	1,887
Total number of issued Shares ('000)	279,328	251,395	279,328	251,395
<b>Financial Ratios</b>				
Net tangible assets per Share (cents)	4.07	3.46	3.72	3.07
Earnings per Share (cents) <sup>(2)</sup>	0.59	0.65	0.68	0.75
Current ratio (times) <sup>(3)</sup>	1.25	1.05	7.61	5.54

**Notes:**

- (1) Net tangible assets equals total equity less minority interest less intangible assets, if any.
  - (2) For illustrative purposes, Earnings Per Share is computed based on profit after tax and number of Shares as shown in the table above.
  - (3) Current ratio equals current assets divided by current liabilities.
5. Shareholders should note that the financial effects set out above are based on the audited financial accounts of the Group and the Company for the financial year ended 31 December 2023 and are for illustration only. The results of the Group and the Company for the financial year ended 31 December 2023 may not be representative of future performance.
  6. The Company intends to use its internal sources of funds to finance its purchases of the Shares. The Company does not intend to obtain or incur any borrowings to finance its purchases of the Shares. The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the working capital requirements of the Group would be materially affected.

## APPENDIX 1

7. The Company will take into account both financial and non-financial factors, among other things, the market conditions at such time, the Company's financial condition, the performance of the Shares and whether such Share purchases would represent the most efficient and cost-effective approach to enhance the Share value. Share purchases will only be made if the Board believes that such purchases are likely to benefit the Company and increase economic value for Shareholders.

### (E) Consequences of Share Purchases Under The Singapore Code on Take-overs and Mergers

1. In accordance with The Singapore Code on Take-overs and Mergers (the "Take-over Code"), a person will be required to make a general offer for a public company if:
- he and persons acting in concert with him acquires thirty per cent. (30%) or more of the voting rights of the company; or
  - he and persons acting in concert with him already holds between thirty per cent. (30%) and fifty per cent. (50%) of the voting rights of the company, and he and his concert parties increase their voting rights in the company by more than one per cent. (1%) in any six-month period.
2. As at the Latest Practicable Date and before the proposed Share Purchase Mandate, the Directors' and substantial Shareholders' interests are as follows:

	Before Purchase		After Purchase			
	Direct Interest	Deemed Interest	Total Interest		Total Interest	
	Number of Shares	Number of Shares	Number of Shares	%	Number of Shares	%
<b>Directors</b>						
Wong Chi Keong	49,077,300	-	49,077,300	17.57	49,077,300	19.52
Wong Wei Teck <sup>(1)</sup>	37,491,900	4,000,000	41,491,900	14.85	41,491,900	16.50
Then Khek Koon <sup>(2)</sup>	985,000	27,945,000	28,930,000	10.35	28,930,000	11.51
Professor Cham Tao Soon <sup>(3)</sup>	300,000	200,000	500,000	0.18	500,000	0.20
Chua Koh Ming	300,000	-	300,000	0.11	300,000	0.12
Tan Choon Seng	67,500	-	67,500	0.02	67,500	0.03
<b>Substantial Shareholders other than Directors</b>						
Mok Yip Peng	66,088,400	-	66,088,400	23.63	66,088,400	26.26
Goh Khoon Lim <sup>(4)</sup>	-	21,848,700	21,848,700	7.82	21,848,700	8.69

#### Notes:

- Wong Wei Teck, a Joint Managing Director of the Company, is deemed to have an interest in the 4,000,000 Shares held by his wife, Thng Cheo Yan.
- Then Khek Koon, the Executive Director of the Company, is deemed to have an interest in the 27,945,000 Shares held in the name of DB Nominees (S) Pte Ltd as nominee.
- Professor Cham Tao Soon, the Non-Executive Chairman and Independent Director of the Company, is deemed to have an interest in the 200,000 Shares held by his wife, Cham Ee Lin.
- Goh Khoon Lim is deemed to have an interest in 21,848,700 shares held under KGI Securities (Singapore) Pte. Ltd. as his nominee.

## APPENDIX 1

None of the Directors are acting in concert with one another. Accordingly, none of the Directors are required to make a general offer pursuant to the Take-Over Code in the event that the Company undertakes Share purchases of up to ten per cent (10%) of the issued Shares as permitted by the Share Purchase Mandate.

In the event the Company undertakes Share purchases of up to ten per cent (10%) of the issued Shares as permitted by the Share Purchase Mandate, it is not expected that the shareholdings and voting rights of any of the Shareholders will be increased to 30% or more. Accordingly, no general offer is required to be made pursuant to the Take-Over Code as a result of Share purchases.

### (F) Miscellaneous

1. Any Share purchases undertaken by the Company shall be at a price of up to but not exceeding the Maximum Price. The Maximum Price is a sum which shall not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) market days in which transactions in the Shares on the SGX-ST were recorded before the day on which such purchase is made and deemed to be adjusted for any corporate action that occurs during the relevant five (5) days period and the day on which the purchases are made in the case of a Market Purchase. In the case of an Off-Market Purchase, the Maximum Price is a sum which shall not exceed the sum constituting twenty per cent. (20%) above the average closing price of the Shares over the period of five (5) market days in which transactions in the Shares on the SGX-ST were recorded immediately preceding the date on which the Company makes an announcement of an offer under an equal access scheme and deemed to be adjusted for any corporate action that occurs after the relevant five (5) days period.
2. In making Share purchases, the Company will comply with the requirements of the Listing Manual, in particular, Rule 886 with respect to notification to the SGX-ST of any Share purchases. Rule 886 is reproduced below:

“(1) An issuer must notify the Exchange of any share buy-back as follows:

  - (a) In the case of a market acquisition, by 9.00 a.m. on the market day following the day on which it purchased shares;
  - (b) In the case of an off market acquisition under an equal access scheme, by 9.00 a.m. on the second market day after the close of acceptances of the offer.

(2) Notification must be in the form of Appendix 8.3.1 (or 8.3.2 for an issuer with a dual listing on another stock exchange).”
3. Share purchases will be made in accordance with the “Guidelines on Share Purchases” as set out in Annexure A of the Company’s Circular to Shareholders dated 5 July 2013, a copy of which is annexed and amended to take into account, *inter alia*, the change in trading lots of 1,000 to 100, amendments made to the Act pursuant to the Companies (Amendment) Act 2014, amendments made to the Listing Manual since the last version of Appendix 1 and the Guidance Note on Share Buy-back Mandate issued by SGX-ST on 29 June 2018. All information required under the Act relating to the Share Purchase Mandate is contained in the said Guidelines.

## APPENDIX 1

4. The Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times. However, as a listed company would be considered an “insider” in relation to any proposed purchase or acquisition of its shares, the Company will undertake not to purchase or acquire Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares during the period commencing one (1) month immediately preceding the announcement of the Company’s half year and full-year results, as the case may be, and ending on the date of announcement of the relevant results.

**(G) Directors’ Responsibility Statement**

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

**(H) Directors’ Recommendation**

The Directors of the Company are of the opinion that the renewal of the proposed Share Purchase Mandate is in the best interests of the Company. Accordingly, the Directors of the Company recommend that Shareholders vote in favour of Ordinary Resolution 9.

**(I) Taxation**

Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional tax advisers.

**(J) Documents For Inspection**

Copies of the following documents may be inspected at the registered office of the Company at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324 during normal business hours up to and including the date of the annual general meeting:

- (a) the Constitution of the Company; and
- (b) the audited financial statements of the Company for the financial year ended 31 December 2023.

**(K) Compliance With Governing Laws, Regulations And The Constitution**

The Company confirms that the terms of the Share Purchase Mandate in this Appendix do not contravene any laws and regulations governing the Company and the Constitution of the Company.

# ANNEXURE A

## GUIDELINES ON SHARE PURCHASES

### 1. Shareholders' Approval

- (a) Purchases of Shares by the Company must be approved in advance by the Shareholders at a general meeting of the Company, by way of a general mandate.
- (b) A general mandate authorising the purchase of Shares by the Company representing up to ten per cent. (10%) of the issued ordinary shares in the capital of the Company (excluding any Shares held as Treasury Shares and subsidiary holdings) will expire on the earlier of:
  - (i) the date on which the next annual general meeting of the Company is held or is required by law to be held;
  - (ii) the date on which the share purchases are carried out to the full extent of the Share Purchase Mandate; or
  - (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.
- (c) The authority conferred on the Directors by the Share Purchase Mandate to purchase Shares shall be renewed at the next annual general meeting of the Company.
- (d) When seeking Shareholders' approval for the renewal of the Share Purchase Mandate, the Company shall disclose details pertaining to the purchases of Shares made during the previous 12 months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest price for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

### 2. Mode Of Purchase

Share purchases can be effected by the Company in either one of the following two ways or both:

- (a) by way of market purchases of Shares on the SGX-ST, which means a purchase transacted through the ready market; or
- (b) by way of off-market acquisitions on an equal access scheme in accordance with Section 76C of the Act.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual, the Act and the Constitution of the Company as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

### 3. Funding Of Share Purchases

- (a) In purchasing the Shares, the Company may only apply funds legally permitted for such purchase in accordance with its Constitution, and the relevant laws and regulations enacted or prescribed by the relevant competent authorities in Singapore.
- (b) Any purchase by the Company may be made out of capital or profits that are available for distribution as dividends, so long as the Company is solvent (as defined by Section 76F(4) of the Act).

- (c) The Company may not purchase its Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

#### 4. Trading Restrictions

- (a) Subject to paragraph 4(b) below, the number of Shares which can be purchased pursuant to the Share Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent. (10%) of the issued ordinary shares in the capital of the Company (excluding Treasury Shares and subsidiary holdings) as at date of the last annual general meeting of the Company or at the date of the EGM, whichever is the higher.
- (b) The Company should seek approval to buy back the maximum number of shares which do not result in the public float falling below 10%. If the Company wishes to seek approval for the full share buyback limit of 10% (which will result in the public float falling below 10%), the Company should disclose its rationale for doing so.

#### 5. Price Restrictions

Any Share purchases undertaken by the Company shall be at the price of up to but not exceeding the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting:

- (a) in the case of a Market Purchase, five per cent (5%) above the average closing price of the Shares over the period of five (5) Market Days in which transactions in the Shares on the SGX-ST were recorded, in the case of a Market Purchase, before the day on which such purchase is made; and
- (b) in the case of an Off-Market Purchase, twenty per cent (20%) above the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme,

and deemed to be adjusted for any corporate action that occurs during the relevant five (5) days period and the day on which the purchases are made.

#### 6. Off-Market Purchases

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall issue an offer document to all Shareholders. The offer document shall contain, *inter alia*, the following information:
- (i) the terms and conditions of the offer;
  - (ii) the period and procedures for acceptances;
  - (iii) the reasons for the proposed Share purchase;
  - (iv) the consequences, if any, of Share purchases by the Company that will arise under the Singapore Code on Take-overs and Mergers or any other applicable take-over rules;
  - (v) whether the purchase of Shares, if made, would have any effect on the listing of the Company's equity securities on the SGX-ST;

## ANNEXURE A

- (vi) details of any purchase of Shares made by the Company in the previous 12 months whether through Market Purchases or Off-Market Purchases, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases; and
  - (vii) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.
- (b) All Offeree Shareholders shall be given a reasonable opportunity to accept any offer made by the Company to purchase their Shares under the Share Purchase Mandate.
- (c) The Company may offer to purchase Shares from time to time under the Share Purchase Mandate subject to the requirement that the terms of any offer to purchase Shares by the Company shall be *pari passu* in respect of all Offeree Shareholders save under the following circumstances:
- (i) where there are differences in consideration attributable to the fact that an offer relates to Shares with different accrued dividend entitlements;
  - (ii) where there are differences in consideration attributable to the fact that an offer relates to Shares with different amounts remaining unpaid; and
  - (iii) where there are differences in an offer introduced solely to ensure that every Shareholder is left with a whole number of Shares in board lots of 100 Shares after the Share purchases, in the event there are Offeree Shareholders holding odd numbers of Shares.

**7. Status Of Purchased Shares**

The purchased Shares shall be cancelled immediately on purchase or acquisition unless held in treasury in accordance with Section 76H of the Act. Section 76H of the Act allows purchased Shares to be:

- (a) held by the Company; or
- (b) dealt with, at any time, in accordance with Section 76K of the Act, as Treasury Shares.

Section 76K of the Act allows the Company to:

- (i) sell the Treasury Shares (or any of them) for cash;
- (ii) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to any share scheme of the Company, whether for employees, Directors or other persons;
- (iii) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent (10%) of the total number of Shares at that time. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months.



Under the Act, where Shares purchased or acquired by the Company are cancelled, the Company shall:

- (i) reduce the amount of the issued shares in the capital of the Company where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of the Company's profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled.

All Shares purchased by the Company (other than Treasury Shares held by the Company to the extent permitted under the Act), will be automatically de-listed by the SGX-ST, and the certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase.

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the Treasury Shares will be treated as having no voting rights. In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members of the Company on winding up) may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of the Treasury Shares is allowed. Also, a subdivision or consolidation of any Treasury Shares into Treasury Shares of a greater or smaller number is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

## 8. Notification To ACRA

- (a) Within thirty (30) days of the passing of a Shareholders' resolution to approve any purchase of Shares, the Company shall lodge a copy of such resolution with ACRA.
- (b) The Company shall notify ACRA within thirty (30) days of a purchase of Shares. Such notification shall include details of the date of the purchase, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before the purchase, the Company's issued share capital after the purchase, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased out of profits or the capital of the Company and such other particulars as may be required by ACRA.
- (c) Within thirty (30) days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of Treasury Shares in the prescribed form as required by ACRA.

# ANNEXURE A

## 9. Notification To SGX-ST

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the second Market Day after the close of acceptances of an offer, or within such time period that may be prescribed by the SGX-ST from time to time.
- (b) For purchases of Shares made by way of a Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the Market Day following the date of market acquisition by the Company, or within such time period that may be prescribed by the SGX-ST from time to time.

The notification of such purchase of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide to the Company in a timely fashion the necessary information which will enable the Company to make necessary notification to the SGX-ST.

## 10. Suspension Of Purchase

- (a) The Company may not undertake any Share Purchase prior to the announcement of any price-sensitive information by the Company, until such time as the price sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.
- (b) The Company may not effect any repurchases of Shares on the SGX-ST during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one (1) month before the announcements of the Company's full year financial statements (if required to announce quarterly financial statements), or one (1) month before half year and financial year (if not required to announce quarterly financial statements), as the case may be, and ending on the date of announcement of the relevant results.

# SOUP HOLDINGS LIMITED

(Company Registration Number 199103597Z)  
(Incorporated in the Republic of Singapore)

## Important

1. CPF and SRS investors may attend and vote at the AGM in person. CPF and SRS investors who are unable to attend the AGM but would like to vote, may approach their respective CPF agent banks and SRS operators at least seven working days before the AGM to appoint the Chairman of the AGM to act as their proxy and submit their votes, in which case, such CPF and SRS investors shall be precluded from attending the AGM.
2. This Proxy Form is not valid for use by the CPF and SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

## PROXY FORM

I/We\*, \_\_\_\_\_ (Name) (NRIC/Passport/Registration number\* \_\_\_\_\_)  
of \_\_\_\_\_ (Address)  
being a shareholder/shareholders\* of SOUP HOLDINGS LIMITED (the "Company") hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholding	
		Number of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholding	
		Number of Shares	%
Address			

or failing him, the Chairman of the Annual General Meeting ("AGM") of the Company as my/our\* proxy/proxies\* to attend and vote for me/us\* on my/our\* behalf at the AGM of the Company to be held at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324 on Friday, 26 April 2024 at 9.00 a.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote for, against or abstain from the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies\* will vote or abstain from voting at his/their\* discretion, as he/they\* will on any other matter arising at the AGM and at any adjournment thereof.

NO.	RESOLUTIONS	FOR**	AGAINST**	ABSTAIN**
	ORDINARY BUSINESS			
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023 together with the Independent Auditor's Report thereon			
2.	To declare a final dividend of 0.20 cent per ordinary share for the financial year ended 31 December 2023			
3.	To declare a special dividend of 0.10 cent per ordinary share for the financial year ended 31 December 2023			
4.	To approve the payment of Directors' fees of \$160,000 for the financial year ended 31 December 2023			
5.	To re-elect Ms Teh Bee Gek as a Director of the Company			
6.	To re-appoint BDO LLP as auditor of the Company and to authorise the Directors to fix its remuneration			
	SPECIAL BUSINESS			
7.	To authorise the Directors to allot and issue shares and convertible securities			
8.	To approve the renewal of Share Purchase Mandate			

\* Delete accordingly

\*\* If you wish to exercise all your votes "For", "Against" or "Abstain", please indicate with a tick [✓] within the boxes provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Total number of Shares in	Number of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) or Common Seal of Shareholder(s)

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



**Notes:**

1. If the shareholder has shares entered against his name in the Depository Register, he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members, he should insert that number of shares. If the shareholder has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this Proxy Form will be deemed to relate to all the shares held by the shareholder.
2. A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such shareholder appoints two proxies, the proportion of his shareholding to be represented by each proxy shall be specified in this Proxy Form. If the proportion of his shareholding is not specified, the first named proxy shall be deemed to represent 100% of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.

A shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than one proxy, the number of shares in relation to which each proxy has been appointed shall be specified in this Proxy Form.

“relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

3. A proxy need not be a shareholder of the Company.
4. This Proxy Form, duly executed must be submitted (a) by email to [agm2024@souprerestaurant.com.sg](mailto:agm2024@souprerestaurant.com.sg); or (b) by post to the registered office of the Company at 150 Kampong Ampat, #04-01 KA Centre, Singapore 368324, in each case, not less than 48 hours before the time appointed for holding the AGM, i.e. by 9.00 a.m. on 24 April 2024.
5. The appointment of a proxy or proxies shall not preclude a shareholder from attending and voting in person at the AGM. If a shareholder attends the AGM in person, the appointment of a proxy or proxies shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy or proxies to the AGM.
6. This Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
7. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or other authority or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
8. A corporation which is a shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967.
9. Persons who hold shares through relevant intermediaries (including CPF and SRS investors) and wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include CPF agent banks and SRS operators) through which they hold such shares at least seven working days before the AGM to submit their voting instructions in order to allow sufficient time for their respective relevant intermediaries to in turn submit this Proxy Form to appoint the Chairman of the AGM to vote on their behalf.
10. The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this Proxy Form (including any related attachment). In addition, in the case of a shareholder whose shares are entered in the Depository Register, the Company may reject any Proxy Form lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

By submitting this Proxy Form, the shareholder is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of AGM of the Company dated 11 April 2024.



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