

NO SIGNBOARD HOLDINGS LTD.
(Company Registration No. 201715253N)
(Incorporated in Singapore)

MATERIAL VARIANCES BETWEEN UNAUDITED AND AUDITED FULL YEAR FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2021

The Board of Directors (“**Board**”) of No Signboard Holdings Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s unaudited full year financial results for the financial year ended 30 September 2021 (“**FY2021**”) dated 29 November 2021 released via SGXNet (“**Unaudited Financial Statements**”).

Pursuant to Rule 704(5) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”), the Board wishes to announce that subsequent to the release of the Unaudited Financial Statements, the external auditor of the Company has proposed certain adjustments and reclassifications following the finalisation of the audit for FY2021 (“**Audited Financial Statements**”).

The details and explanation of the material variances between the Group’s Audited Financial Statements and Unaudited Financial Statements are set out in the Appendix appended separately to this announcement.

The shares in the Company have been suspended from trading on the Singapore Exchange Securities Trading Limited since 24 January 2022. Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Lim Yong Sim (Lin Rongsen)
Executive Chairman and Chief Executive Officer
14 October 2022

*This announcement and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”). The Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Mr. Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

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No Signboard Holdings Ltd
Statements of Financial Position
As at 30 September 2021

	Group			Note	Company			Note
	Audited 2021	Unaudited 2021	Variance		Audited 2021	Unaudited 2021	Variance	
	\$	\$	\$		\$	\$	\$	
ASSETS								
Current assets								
Cash and bank balances	2,727,025	2,727,025	-		2,048,549	2,048,549	-	
Deposit	3,000,000	3,000,000	-		3,000,000	3,000,000	-	
Trade and other receivables	915,359	1,059,061	(143,702)	(1)	616,476	616,476	-	
Amount due from subsidiaries	-	-	-		-	2,775,041	(2,775,041)	(5)
Amount due from related parties	-	-	-		-	-	-	
Inventories	425,093	441,452	(16,359)	(1)	45,494	45,494	-	
Grant receivables	142,513	142,513	-		98,196	98,196	-	
Other assets	-	-	-		-	-	-	
Total current assets	7,209,990	7,370,051	- 160,061		5,808,715	8,583,756	- 2,775,041	
Non-current assets								
Other receivables	292,465	372,985	(80,520)	(1)	-	-	-	
Goodwill	-	-	-		-	-	-	
Intangible assets	22,827	496,489	(473,662)	(2)	-	-	-	
Plant and equipment	1,150,773	2,392,253	(1,241,480)	(1) (3) (7)	-	975,653	(975,653)	(7)
Right-of-use assets	2,751,393	5,649,246	(2,897,853)	(1) (3) (7)	-	2,367,262	(2,367,262)	(7)
Amount due from subsidiaries	-	-	0		556,240	-	556,240	(8)
Other assets	-	-	-		-	-	-	
Investment in subsidiaries	-	-	-		105	105	-	
Total non-current assets	4,217,458	8,910,973	- 4,693,515		556,345	3,343,020	- 2,786,675	
Total assets	11,427,448	16,281,024	- 4,853,576		6,365,060	11,926,776	- 5,561,716	
LIABILITIES AND EQUITY								
Current liabilities								
Loans and borrowings – current portion	3,172,712	3,172,712	-		3,172,712	3,172,712	-	
Trade and other payables	3,569,769	3,569,768	1		1,652,052	1,652,052	-	
Contract liabilities	241,985	241,985	-		-	-	-	
Lease liabilities	1,937,084	2,356,324	(419,240)	(7)	440,486	859,726	(419,240)	(7)
Amount due to holding company	99,581	99,581	-		44,851	44,851	-	
Provisions	209,985	209,986	-	1	152,814	152,814	-	
Deferred grant income	-	-	-		-	-	-	
Income tax payable	-	-	-		-	-	-	
Total current liabilities	9,231,116	9,650,356	- 419,240		5,462,915	5,882,155	- 419,240	
Non-current liabilities								
Provisions	246,122	246,122	-		76,706	76,706	-	
Lease liabilities	2,262,953	3,939,766	(1,676,813)	(7)	14,640	1,691,453	(1,676,813)	(7)
Loans and borrowings	2,062,500	2,062,500	-		2,062,500	2,062,500	-	
Total non-current liabilities	4,571,575	6,248,388	- 1,676,813		2,153,846	3,830,659	- 1,676,813	

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Capital, reserves and non-controlling interest

Share capital	25,181,005	25,181,005	-		25,181,005	25,181,005	-	
Capital reserve	(695,938)	(695,938)	-		2,063,751	2,063,751	-	
Accumulated losses	(26,773,755)	(24,016,232)	(2,757,523)	(4)	(28,496,457)	(25,030,794)	(3,465,663)	(6)
Translation reserve	(86,555)	(86,555)	-		-	-	-	
Total equity	(2,375,243)	382,280	(2,757,523)		(1,251,701)	2,213,962	(3,465,663)	
Total liabilities and equity	11,427,448	16,281,024	(4,853,576)		6,365,060	11,926,776	(5,561,716)	

(1) Impairment/write offs relating to Danish Breweries Pte Ltd's liquidation in April 2022:

Impairment of trade receivables of \$19,685
write off of other receivables of \$204,538
write off of inventories of \$16,361
Write-off of plant and equipment of \$2,675
Impairment of right-of-use assets of \$12,136

(2) Impairment of intangible asset of \$473,662 relating to Mom's Touch franchise due to cessation of operations on liquidation of Hawker QSR Pte Ltd.

(3) impairment relating to Hawker QSR Pte Ltd's liquidation in February 2022:

Impairment of plant and equipment of \$263,153
Impairment of right-of-use assets of \$518,455

(4) Effects of liquidation of subsidiaries, Danish Breweries Pte Ltd and Hawker QSR Pte Ltd.

(5) Impairment of amounts due from subsidiary, Hawker QSR Pte Ltd of \$1,488,782 and NSB Mom's Touch of \$730,019.

(6) Effects of impairment amounts due from subsidiary, Hawker QSR Pte Ltd

(7) Relating to closure of No Signboard @ Esplanade outlet in March 2022:

Impairment of plant and equipment of \$975,653
Impairment of right-of-use assets of \$272,138
Reversal of capitalised right-of-use assets of \$2,095,124
Reversal of lease liabilities (current) of \$419,240
Reversal of lease liabilities (non-current) of \$1,676,813

(8) Reclassification of amount due from subsidiaries from current to non-current

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No Signboard Holdings Ltd
Consolidated Statement of Profit and Loss
For the financial year ended 30 September 2021

	Group		Variance	Note
	Audited	Unaudited		
	2021	2021		
	\$	\$	\$	
Revenue	7,903,808	7,903,808	-	
Other income	2,618,817	2,618,817	-	
Raw materials and consumables used	(2,803,306)	(2,786,945)	(16,361)	(1)
Changes in inventories	(26,779)	(26,779)	-	
Employee benefits expense	(6,303,986)	(6,303,986)	-	
Rental income/(expenses)	981,714	981,714	-	
Rental expense	(475,628)	(475,628)	-	
Depreciation and amortisation expense	(4,323,929)	(4,319,826)	(4,103)	
Impairment of intangible assets	(473,662)	-	(473,662)	(2)
Impairment of plant and equipment	(1,613,346)	(374,541)	(1,238,805)	(3)
Impairment of right-of-use assets	(1,149,552)	(346,813)	(802,739)	(4)
Impairment of other assets	(22,354)	(22,354)	-	
Other operating expenses	(3,110,828)	(2,883,934)	(226,894)	(5)
Finance costs	(330,237)	(335,278)	5,041	
Loss before income tax	(9,129,268)	(6,371,745)	(2,757,523)	
Income tax expense	17,093	17,093	-	
Loss for the year	(9,112,175)	(6,354,652)	(2,757,523)	

(1) Write off of inventories of \$16,361 relating to Danish Breweries Pte Ltd's liquidation

(2) Impairment of intangible asset of \$473,662 relating to Mom's Touch franchise

(3) Impairment of plant and equipment of the following:
 \$263,153 relating to Hawker QSR Pte Ltd's liquidation
 \$975,653 relating to closure of No Signboard @ Esplanade outlet in March 2022

(4) Impairment of right-of-use assets of the following:
 \$12,136 relating to Danish Breweries Pte Ltd's liquidation in April 2022
 \$518,455 relating to Hawker QSR Pte Ltd's liquidation in February 2022
 \$276,251 relating to closure of No Signboard @ Esplanade outlet in March 2022

(5) Relating to impairment/write off of the following:
 Impairment of trade receivables of \$19,685 relating to Danish Breweries Pte Ltd's liquidation
 write off of other receivables of \$204,538 relating to Danish Breweries Pte Ltd's liquidation
 Write-off of plant and equipment of \$2,675 relating to Danish Breweries Pte Ltd's liquidation

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No Signboard Holdings Ltd
Consolidated Statement of Cash Flows
For the financial year ended 30 September 2021

	Group		Variance	Note
	Audited 2021	Unaudited 2021		
	\$	\$	\$	
Operating activities				
Loss before income tax	(9,129,268)	(6,371,745) -	2,757,523	
Adjustments for:				
Depreciation and amortisation expenses	4,323,929	4,319,826	4,103	(5)
Allowance for expected credit losses	55,425	35,740	19,685	(1)
(Gain)/loss on disposal of plant and equipment	(2,300)	(2,300)	-	
Impairment of other assets	22,354	22,354	-	
Write-off of inventories	106,905	90,544	16,361	(1)
Write-off of plant and equipment	53,879	51,201	2,678	(1)
Write-off of trade and other receivables	206,863	0	206,863	(1) (7)
Impairment loss on intangible assets	473,662	0	473,662	(2)
Impairment loss on plant and equipment	1,613,346	374,541	1,238,805	(3)
Impairment loss on right-of-use assets	1,149,552	346,812	802,740	(4)
Gain on lease modification	(557,523)	(557,519) -	4	
Foreign exchange differences	(70,429)	(70,427) -	2	
Interest income	(3,638)	(3,638)	-	
Interest expense	330,237	335,278 -	5,041	(5)
Operating cash flows before movements in working capital	(1,427,006)	(1,429,333)	2,327	
			-	
Increase in trade and other receivables	124,990	195,731	(70,741)	(5) (7)
Decrease in inventories	(52,480)	(52,478) -	2	
Decrease/(increase) in other assets	114,288	114,288	-	
Decrease in trade and other payables	(1,705,765)	(2,197,335)	491,570	(5) (6)
Contract liabilities	(29,169)	(29,168) -	1	
Deferred grant income	(556,181)	(556,181)	-	
Decrease in amount due to holding company	89,534	89,534	-	
Increase in provisions	39,959	39,959	-	
Cash used in operations	(3,401,830)	(3,824,983)	423,153	
Income tax paid	(10,459)	(10,459)	-	
Net cash used in operating activities	(3,412,289)	(3,835,442)	423,153	

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Investing activities			
Purchase of plant and equipment	(906,316)	(483,163) -	423,153
Proceeds from disposal of plant and equipment	2,300	2,300	-
Interest received	3,638	3,638	-
Net cash used in investing activities	(900,378)	(477,225) -	423,153
Financing activities			
Proceeds from bank borrowings	2,000,000	2,000,000	-
Repayment of bank borrowings	(1,042,816)	(1,042,816)	-
Increase in earmarked deposit	(3,000,000)	(3,000,000)	-
Repayment of lease liabilities	(3,509,035)	(3,503,994) -	5,041
Interest paid in relation to lease liabilities	(201,831)	(206,872)	5,041
Interest paid in relation to bank borrowings	(128,406)	(128,406)	-
Net cash used in financing activities	(5,882,088)	(5,882,088)	-
Net decrease in cash and cash equivalents	(10,194,755)	(10,194,755)	-
Cash and cash equivalents at beginning of the year	12,921,780	12,921,780	-
Cash and cash equivalents at end of the year	2,727,025	2,727,025	-

(1) Impairment/write offs relating to Danish Breweries Pte Ltd's

Impairment of trade receivables of \$19,685

write off of other receivables of \$204,538

write off of inventories of \$16,361

Write-off of plant and equipment of \$2,675

(2) Impairment of intangible asset of \$473,662 relating to Mom's Touch franchise

(3) Impairment of plant and equipment of the following:

\$263,153 relating to Hawker QSR Pte Ltd's liquidation

\$975,653 relating to closure of No Signboard @ Esplanade outlet in March 2022

(4) Impairment of right-of-use assets of the following:

\$12,136 relating to Danish Breweries Pte Ltd's liquidation in April 2022

\$518,455 relating to Hawker QSR Pte Ltd's liquidation in February 2022

\$276,251 relating to closure of No Signboard @ Esplanade outlet in March 2022

(5) Reclassification of rebates receivables of \$68,417 from other payables to other receivables

(6) Reclassification of purchase of plant and equipment of \$423,153 against other payables

(7) Reclassification of write off of other receivables of \$2,325