



chaswood

RESOURCES HOLDINGS LTD.

ANNUAL
REPORT
2017

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The Annual Report has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange"). The Company's Sponsor has not independently verified the contents of this Annual Report including the correctness of any of the figures used, statements or opinions made.

This Annual Report has not been examined or approved by the Exchange, and the Exchange assumes no responsibility for the contents of this Annual Report, including the correctness of any of the statements or opinions made or reports contained in this Annual Report.

The contact person for the Sponsor is Mr. Liao H.K.
Telephone number: 6221 0271

OUR BRANDS

Established in 2002, Chaswood Resources Group is a notable casual dining operator in Malaysia. Apart from Malaysia, the Group also has a presence in Indonesia and China. The Group manages international brands like the celebrated TGI Fridays™ and proprietary brands Teh Tarik Place, Italiannies®, Malones® and Laundry.



Category: American, Casual Dining
Brand Promise: In Here, It's Always Friday
Brand Essence: Infectious Energy
No. of Restaurants: 10 in Malaysia, 5 in China and 5 in Indonesia

It's fun, it's familiar, it's where every day is Friday.

TGI Fridays™, credited as being the first American casual dining chain, has been a favorite place for millions of guests since 1965. TGI Fridays™ arrived in Kuala Lumpur in 1994 and quickly became the point of reference for American food lovers. Today, almost five decades on, there are more than 1,000 TGI Fridays™ outlets in over 60 countries.

No matter who you are, or what the occasion is, you know you'll have a great time every time at TGI Fridays™ restaurants.

fridays.com.my, fridays.co.id, fridays.com.cn

The best ingredients for an enjoyable evening are good company and great food. Italians know this, and live by that formula. Following in this rich tradition, Italiannies is a place where families and friends gather together during dining time, sharing delectable dishes and stories of the day - in a simple celebration of life, and living.

With its welcoming authentic Italian ambiance - from a unique continental facade, to sepia-toned photographs decorating the walls, lacey curtains and dark wooden furniture, plus the aroma of freshly cooked food emanating from its open kitchen - Italiannies® makes guests feel right at home. The amiable staff and A'more di Merrier shared presentation menu concept complete the dining experience; it's a true family affair.

italiannies.com.my

Italiannies®
 PASTA PIZZA & VINO

Category: Italian-American, Casual Dining
Brand Promise: Every Guest Leaves Happy
Brand Essence: Food is a Celebration of Life
No. of Restaurants: 2 in Malaysia

OUR BRANDS



Category: Live Venue, Bar
No. of Restaurants: 1 in Malaysia

Born out of a passion for life and its many pleasures, Laundry is all about good music, great company, amazing food and drinks. Since its opening, Laundry has been a firm supporter of the local music scene while providing a platform for international artistes to strut their stuff.

A modern bar and lounge, Laundry is the ideal place to catch up with friends over a couple of drinks and a bite to eat. And with its location away from traffic jam central, you don't have to spend your downtime stuck in the car.

laundrybar.net

A contemporary reimagining of the beloved neighbourhood Mamak stalls with that same laid-back vibe, it's a hangout spot for people from all walks of life.

Teh Tarik Place's kitchen carries a variety of local dishes, from roti canai to nasi lemak, to mee goreng. You'll also find classic drinks like Milo, barley lychee and of course, teh tarik.

tehtarikplace.my



Category: Local, Quick Service
Brand Promise: Freshly Made Food and Beverages
Brand Essence: From Malaysia with Love
No. of Restaurants: 23 in Malaysia

OUR BRANDS

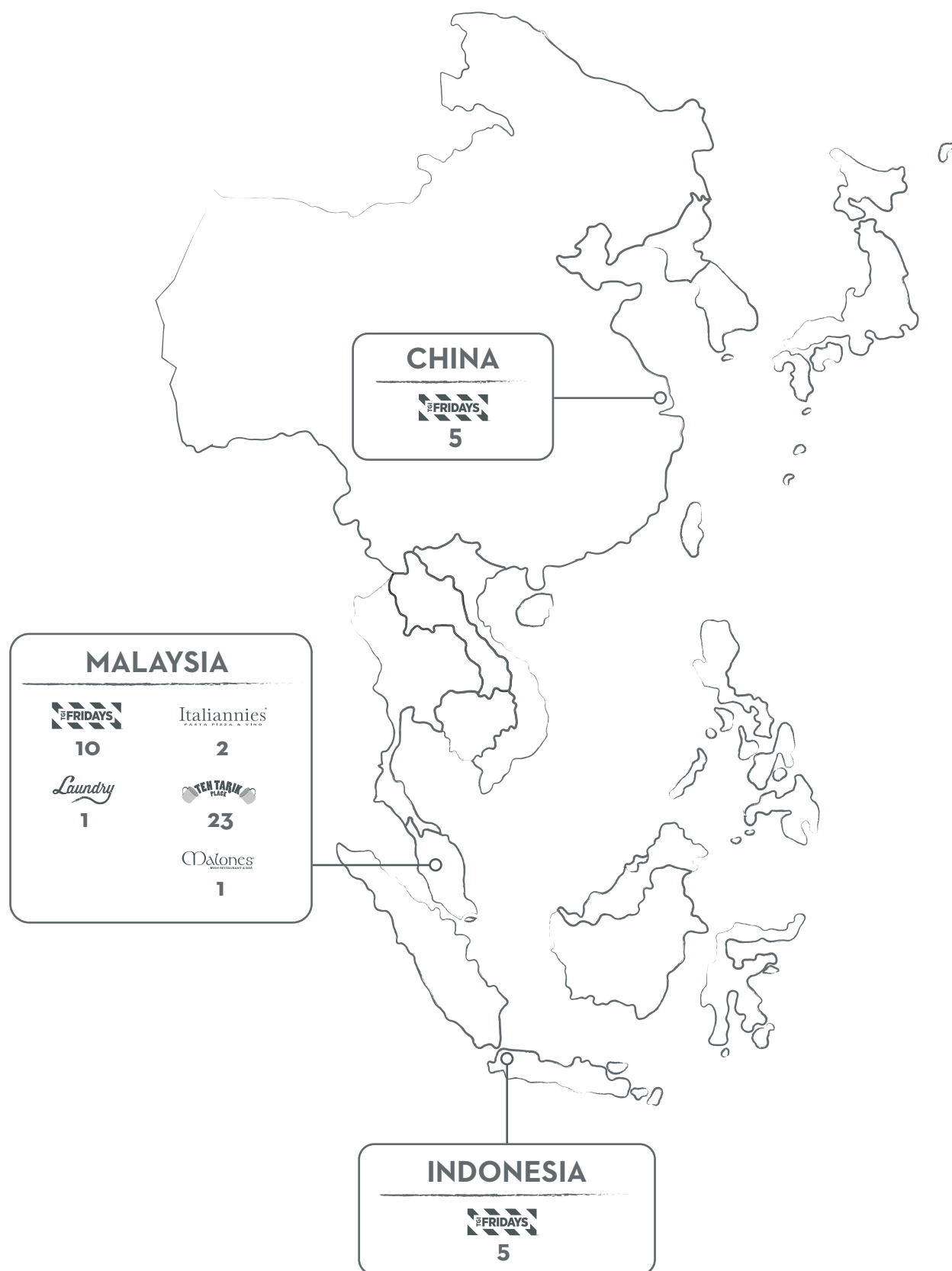
Malones® IRISH RESTAURANT & BAR

Category: Irish Restaurant and Bar
Brand Promise: You're Guaranteed A Warm Welcome
Brand Essence: Emotional Connection
No. of Restaurants: 1 in Malaysia

If there's one place you can always rely on for a pick-me-up, it's your local Irish pub. Pouring creamy pints of draft since 2009, Malones® Irish restaurant and bar offers a delightful menu filled with an array of authentic Irish specialities along with our very own chefs' creations.

Malones® is all about fun, letting loose and just being yourself; a perfect embodiment of Irish exuberance. If you're looking for luck, do so in Malones®.

OUR PRESENCE



TOTAL: 47 OUTLETS

AWARDS & ACCOLADES

YEAR	AWARDS & ACCOLADES	AWARDED BY
2017	Most Popular American Restaurant (TGI Fridays SM Shanghai)	Amazing Shanghai
	Best Pioneering Western Import (2017 Restaurant Award)	the Beijinger
	Outstanding Family Friendly, Honourable Mention	City Weekend
	Outstanding American Restaurant Chain	City Weekend
	TGI Fridays SM Shanghai : Editors Pick Restaurant	That's Shanghai
	TGI Fridays SM Indonesia: Best Hangout Place	QRAVED
2016	Best American Style Restaurant (TGI Fridays TM , Shanghai)	Time Out Shanghai
	Most Promising Franchisor Award, Teh Tarik Place TM	Malaysia Franchise Association
	Western Chain Restaurant of the Year (TGI Fridays TM , Shanghai)	That's Shanghai
	Choice of 3 million card holders (TGI Fridays TM , Beijing)	China Merchant Bank
	Outstanding American Honorable Mention (TGI Fridays TM , Shanghai)	City Weekend
2015	Best American Style Restaurant (TGI Fridays TM , Shanghai)	Time Out Shanghai
2014	Gold Award - Service Excellence (Malones [®] Irish Restaurant & Bar)	Hospitality Asia Pacific Award
	Silver Award - Most Innovative Guest (Malones [®] Irish Restaurant & Bar)	Hospitality Asia Pacific Award
2013	Best General Manager, Asia Pacific	Carlson Restaurants Worldwide
2012	Overall International General Manager of the Year	Carlson Restaurants Worldwide
	Best General Manager, Asia Pacific	Carlson Restaurants Worldwide
	Franchisee of the Year	ET and Zeus, Inc.
	Best Value Mall Food	Yum List
	Ernst & Young Entrepreneur of the Year - Andrew Roach Reddy as Finalist	Ernst & Young Malaysia

AWARDS & ACCOLADES

YEAR	AWARDS & ACCOLADES	AWARDED BY
2010	2010 Successful Entrepreneur Award to Andrew Reddy Platinum Category in Singapore	The GRC Press Holdings, Singapore
2009	Bull Dog Award to Andrew Reddy Best Family Restaurant: TGI Fridays™ Best Modern European Restaurant: The Apartment® Sales Excellence Award	Carlson Restaurants Worldwide Time Out Malaysia Time Out Malaysia Boustead Curve Sdn. Bhd.
2008	Best Laureate Award for Best Brands - TGI Fridays™ F&B American Restaurant Sales Achievement Award	The Asia Pacific Brands Foundation Boustead Curve Sdn. Bhd.
2007	Best Live Entertainment Venue - Laundry Best Laureate Award for Best Brands TGI Fridays™ F&B American Restaurant Vice President Gold Star Top 30 under 30 Best Live Performance: Laundry Best Live Entertainment: Laundry	Juice Magazine The Asia Pacific Brands Foundation Carlson Restaurants Worldwide Le Prestige Magazine Klue Magazine Juice Magazine
2006	Best General Manager, International Best General Manager, Asia Pacific Vice Presidential Gold Star Best Italian Restaurant: Italiannies® Best Live Performance: Laundry The Curve Sales Excellence Award	Carlson Restaurants Worldwide Carlson Restaurants Worldwide Carlson Restaurants Worldwide Klue Magazine Klue Magazine Boustead Curve Sdn. Bhd
2005	Vice President Gold Star	Carlson Restaurants Worldwide
2003	Karl Davis Award	Carlson Restaurants Worldwide
2002	Best General Manager, Asia Pacific	Carlson Restaurants Worldwide

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the annual report and audited financial statements of Chaswood Resources Holdings Ltd and its subsidiaries ("Chaswood" or the "Group") for the financial year ended 31 December 2017 ("FY2017").

Financial Overview

FY2017 continued to be a challenging year for the Group and the F&B industry where the Group faced difficult operating environment with the weak consumer sentiment due to the rising cost of living, particularly in Malaysia, which also saw many F&B brands exiting the market. In addition, profit margins were affected by higher operating costs and stiff competition to match increasing discounts and promotions given by competitors.

In FY2017, the Group recorded revenue of approximately RM138.1 million, a decrease of 16.9% as compared to the corresponding preceding year ("FY2016") due to the lower sales contribution from the existing outlets and the closure of certain non-performing outlets during the financial year. The Group incurred a net loss after tax of approximately RM68.8 million in FY2017 as compared to a net loss after tax of approximately RM10.9 million in FY2016. The higher net loss after tax was mainly attributed by the weaker sales performance, eroded profit margins and the write off and impairment allowance on property and equipment of approximately RM30.0 million and goodwill of approximately RM13.8 million due to the closure of non-performing outlets. The Group's share capital as at FY2017 has been eroded with a negative shareholders' equity of RM61.9m due to the net loss after tax for the financial year. The net negative current liability position of the Group increased from RM42.5 million in FY2016 to RM75.1 million in FY2017 mainly due to the reclassification of term loan facilities of RM16.7 million to current liabilities, increase in other payables of RM13.1 million and the write off of certain receivables and deposits of RM3.3 million.

Moving Ahead

The F&B industry is still undergoing a difficult time and FY2018 may remain challenging due to the uncertainties in the business environment. To withstand the trying and competitive business environment, the Group will focus on strengthening the operations for its core brands to drive sales and improve cost management controls which include improving operational efficiency and reducing overhead expenses.

In an effort to address its net current liability position, the Group is currently engaging with the financial institution lenders ("Scheme Lenders") for the restructuring of the debts owed to these lenders. As announced on 20 November 2017, the Company's wholly owned subsidiary in Malaysia, Chaswood Resources Sdn. Bhd. ("CRSB"), had applied for and subsequently obtained an order from the High Court of Malaysia ("Court") on 17 November 2017 ("Restraining Order") to, inter alia, restrain the Scheme Lenders from taking any proceedings, including but not limited to enforcement of any security and winding up proceedings against CRSB and its subsidiaries. The Restraining Order has expired on 15 June 2018 and CRSB has applied to the Court for an extension of the Restraining Order on 29 June 2018. The hearing date has been fixed on 4 July 2018. Further announcement will be made on any development.

In view of the recent suspension in trading of the Company's shares on 18 June 2018, the Group is exploring various options to recapitalize its balance sheet which includes the disposal of certain assets/businesses of the Group and undertake a fund raising exercise ("Restructuring Exercise"), in order to improve its liquidity and thereby enabling the resumption of trading of the Company's shares. On 26 June 2018, the Company announced the proposed issuance of 1% Redeemable Convertible Notes Due 2021 of up to S\$50 million subject to, inter alia, the signing of the definitive agreement, approval of SGX and shareholders for the anticipation of funding the Group's future plans pursuant to the Restructuring Exercise. Any material development to the debt restructuring with the Scheme Lenders and Restructuring Exercise will be announced by the Company in due course.

In Appreciation

On behalf of the Board, I would like to express our gratitude to our shareholders for the strong support and confidence in us, particularly during this challenging period. We would also like to extend our gratitude to the management and staff, business partners and various professionals for the untiring efforts, support, dedication and commitment in assisting us to ride through this difficult time and to restore the Group's financial position.

The Board also wishes to welcome Mr. Chng Hee Kok who has been appointed to the Board on 28 June 2018 and we look forward to benefiting from his experience and insight.

Ng Teck Wah

Non-Independent Non-Executive Chairman

BOARD OF DIRECTORS

MR NG TECK WAH

Non-Independent Non-Executive Chairman

Mr Ng Teck Wah was appointed to the Board as the Non-Independent Non-Executive Director on 1 March 2012 and was thereafter appointed as the Chairman on 25 July 2014. Mr. Ng is a founder and Managing Partner of Tremendous Asia Partners Group (TAP), a Southeast Asian focused private equity firm. He is an Arthur Andersen thoroughbred having joined the partnership upon graduation and has worked in various capacities throughout Southeast Asia before seeking early retirement in 2007 to build a Southeast Asian private equity operation, bringing to the table his 30 years of experience in consultancy, turnaround management, mergers and acquisition and transaction advisory.

Mr Teck Wah's last position before embarking into the private equity field was as the Executive Director of Transaction Advisory Services in Ernst & Young, Kuala Lumpur. He is one of the founding directors of Arthur Andersen corporate finance in Malaysia. During his tenure in Arthur Andersen, he has served in Singapore, Hong Kong, Manila, Thailand as well as Indonesia and has helped to develop the emerging corporate finance division in Southeast Asia.

Mr Teck Wah has a strong reputation in the market as a Mergers, Acquisitions and Restructuring Specialist and has built a preeminent status as a market leader in corporate transaction advisory in Malaysia. He has built a strong track record in leading large turnaround and insolvency assignments across a spectrum of industries.

Mr Teck Wah has a Bachelor's of Commerce in Accounting from University of Birmingham and is a fellow member of The Association of Chartered Certified Accountants UK (ACCA).

MR ANDREW ROACH REDDY

Executive Director and Managing Director

Mr Andrew Roach Reddy is the Managing Director and was appointed to the Board on 1 March 2012. He is responsible for the formulation of Chaswood Group's strategic directions, expansion plans and overall business development. He has been in the hotel and service industry for more than 30 years.

The seed of his casual dining empire was planted when he joined BistroAmericana Holdings Sdn. Bhd. as a General Manager in 1993 and subsequently became the Director of various TGI Fridays™ restaurants 6 years later. With a wealth of experience under his belt and an unrelenting drive for success, he founded Chaswood Resources Sdn. Bhd. with 2 other partners in 2002 and took the business under his personal charge, and bought the TGI Fridays™ franchise from BistroAmericana Holdings Pte. Ltd. As the Managing Director, Mr Andrew Reddy spearheaded the growth of the Group's business and operations to its present scale and success. Under his leadership, Chaswood Group has grown from strength to strength and has expanded to being one of Malaysia's leading multi-concept operator in the food and beverage industry with presence in Malaysia, China and Indonesia.

He holds a Master's of Business Administration in General and Strategic Management (Honorary) from the Maastricht School of Management, Netherlands.

BOARD OF DIRECTORS

MR CHNG HEE KOK

Lead Independent Non-Executive

Mr Chng Hee Kok was appointed to the Board as the Lead Independent Non-Executive Director on 28 June 2018. Previously, he was the Chief Executive Officer of LH Group Ltd, HG Metals Manufacturing Ltd, Hartawan Holdings Ltd, Yeo Hiap Seng Ltd and Scotts Holdings Ltd. Mr. Chng was also a Member of Parliament of Singapore from 1984 to 2001 and held past directorships at Public Utilities Board, Sentosa Development Corporation and Singapore Institute of Directors. Mr. Chng holds independent directorships at SGX Mainboard listed companies that include Luxking Group Holdings Ltd, Samudera Shipping Line Ltd, Full Apex Holdings Ltd, United Food Holdings Ltd and Ellipsiz Ltd.

Mr. Chng graduated from University of Singapore with a Bachelor of Engineering (Mechanical), First Class Honours degree and was awarded Institute of Engineers Singapore Gold Medal and Mobil Silver Medal. He also holds a Master of Business Administration degree from the National University of Singapore, and completed the Program for Executive Development at IMD – Lausanne Switzerland.

MR CHRISTOPHER JOHN MCAULIFFE

Independent Non-Executive Director

Mr Chris was appointed to the Board as an Independent Non-Executive Director on 30 April 2012. He has more than 18 years of investment banking experience in London, Singapore and Hong Kong and is presently the Managing Director of Sprint Capital Partners Limited, an investment manager and advisory firm based in Hong Kong, which he established in 2008.

In 1993, Mr Chris joined Barclays de Zoete Wedd where he was involved in general corporate finance advisory activities across Europe. In 1998, Barclays de Zoete Wedd was acquired by Credit Suisse First Boston and Mr Chris became a Vice President and subsequently, a Director of its Transportation and Logistics Group. He relocated to Singapore in 2000 and was promoted to Managing Director and head of the Asia-Pacific Industrials Group of Credit Suisse First Boston, Singapore. From 2005 to 2008, he was the Managing Director and co-head of Citigroup's Asia Pacific Industrials Group, based in Hong Kong where he managed the firm's industrial sector investment banking activities across the Asia-Pacific region.

Mr Chris is a Board Member of Stanmore Coal Limited, an Australian Securities Exchange listed coal mine developer and Xplorer PLC, a UK main board listed oil & gas focused acquisition vehicle.

Mr Chris holds a degree in Bachelor of Business Law (LLB Hons) from the University of Huddersfield, United Kingdom and a Master in Business Administration (MBA) from the University of Bradford, United Kingdom.

KEY EXECUTIVES

MR KEK POH HEAN

Chief Executive Officer (China)

Mr Kek Poh Hean was the Group Chief Financial Officer of the Company appointed on 16 May 2012. Following the Group's acquisition of TGI Fridays™ restaurants in China, he was appointed as the Chief Executive Officer in charge of the operations in China. He possesses more than 13 years of broad finance and capital market experience and gained cross-border experience in various countries including Malaysia, Thailand, Indonesia and China during his career.

He was formerly the Chief Financial Officer of China Fibretech Ltd. from 2007 to 2012, listed in the SGX-ST. During his tenure, he oversaw the IPO process of China Fibretech Ltd. and successfully listed the group in the SGX-ST in June 2008. He was previously the Chief Financial Officer of China-KL International Limited. Prior to these appointments, he was a Manager with the advisory arm of PricewaterhouseCoopers from 2005 to 2006 managing internal audit, enterprise risk management and Sarbanes Oxley projects for a portfolio of clients which range from listed companies and government linked companies in Singapore. He was also previously the finance manager of Wearnes Automotive Pte. Ltd., the automotive arm of Wearnes International Limited from 2004 and 2005. He started his career as an associate in PricewaterhouseCoopers in 1999 and was promoted to Assistant Manager before he left to join Wearnes Automotive Pte. Ltd.

Mr Kek obtained a Bachelor's in Accountancy (2nd Upper Class Hons) degree from Nanyang Technological University in 1999. He is also a qualified Certified Public Accountant with the Institute of Certified Public Accountants of Singapore and had obtained a Chartered Financial Analyst qualification from the CFA Institute and a Certified Internal Auditor qualification from the International Institute of Auditors.

MR BRYAN THAM KEEN TEK

Group Chief Financial Officer

Mr Bryan Tham is the Group Chief Financial Officer of the Company and was appointed on 20 July 2015. He oversees the finance, accounting, tax and internal audit aspects of the Group. He possesses more than 15 years of experience in audit, accounting, financial reporting and business planning in large corporations. He also has about 10 years of experience in retail as well as the food and beverage industry.

He was formerly the General Manager of Finance at Nando's Malaysia and Singapore from 2010 to 2015, where he played an integral role in restructuring the finance and accounting team and implementing an automated system to support the growth of Nando's in Malaysia and Singapore. Prior to joining Nando's, Mr Bryan was the Head of Finance at Tangs Departmental Store Sdn Bhd from 2006 to 2010, where he was a key project committee member in the setting up of the first Tangs departmental store in Pavilion, Kuala Lumpur. Prior to these appointments, he worked as an external auditor with the audit and advisory arm of PricewaterhouseCoopers, Kuala Lumpur where he was involved in audit, business advisory and merger & acquisition of certain public listed corporations.

Mr Bryan obtained a Bachelor's in Accountancy (2nd Upper Class Hons) degree from University Malaya in 1999. He is also a qualified Certified Public Accountant with the Malaysian Institute of Certified Public Accountants.

KEY EXECUTIVES

MR CHANDRA SUPANDI

International Chief Operating Officer

Mr Chandra Supandi was appointed as the International Chief Operating Officer (“ICOO”) of the Group on 1 July 2013. He was sought to be Group’s local partner for the operation of TGI Fridays™ restaurants in Indonesia in 2012 given his food and beverage (“F&B”) experience in the Southeast region particularly in Indonesia, Thailand and Singapore. Thereafter, he was officially appointed as the ICOO of the Chaswood Group.

Mr Chandra is a successful businessman and entrepreneur with more than 10 years of experience in trading, transportation and business management operations in Indonesia and Singapore before venturing into F&B in 2006. His business interest in F&B includes being an F&B operator in Thailand and Indonesia which manages multiple brands such as Waraku Japanese Casual Dining, Mr Curry Japanese Curry Concept, Café De Waraku, Pasta De Waraku and Waku Grill Japanese Yakiniku. In 2011, he also invested in Bonchon Singapore Pte Ltd, the master franchise holder for Bonchon Chicken, a South Korean based fried chicken restaurant chain in Singapore. Given that he has no executive duties in these companies, there is no material conflict of interest and various clauses have been incorporated in his employment contract to prevent any conflict of interest.

Mr Chandra graduated with a Diploma from East Los Angeles College, California USA and has a degree in Bachelor of Science in Business Administration (BSBA) from Oklahoma State University, USA.

MR NICOL ROACH REDDY

Acting Chief Operating Officer

Mr Nicol Roach Reddy is the Acting Chief Operating Officer of the Chaswood Group. He joined Bistroamericana (M) Sdn. Bhd. as a server in 1999 and has been part of the Chaswood Group since its establishment. He held various positions including bartender, cook, kitchen manager, general manager and regional manager in all the brands of the Chaswood Group before being promoted to his current position on 7 November 2014.

He oversees the overall operations of the Chaswood Group including all aspects of operations, sales, business development, procurement and cost controls. He is very hands on and with over 15 years in the business, he is currently leading the team to roll out operational improvement exercises involving cost saving measures, lower labour redundancy and margin improvement. Mr Nicol has also been the driving force for the creation and remodelling of some of the Group’s brands such as Italiannies® and Teh Tarik Place™ (which has embarked into a franchising model).

Mr Nicol graduated from Taylor’s College in Malaysia with a higher diploma in electrical and electronic engineering in 2001.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive

Mr Andrew Roach Reddy - Managing Director

Non-Independent Non-Executive

Mr Ng Teck Wah - Chairman

Independent Non-Executive

Mr Chng Hee Kok

Mr Christopher John McAuliffe

AUDIT COMMITTEE

Mr Chng Hee Kok - Chairman

Mr Christopher John McAuliffe

Mr Ng Teck Wah

NOMINATING COMMITTEE

Mr Christopher John McAuliffe - Chairman

Mr Ng Teck Wah

Mr Chng Hee Kok

REMUNERATION COMMITTEE

Mr Chng Hee Kok - Chairman

Mr Christopher John McAuliffe

Mr Ng Teck Wah

SECRETARY

Loo Choon Keow

AUDITOR TO THE COMPANY

Moore Stephens LLP

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Fax: (65) 6221 3815

Audit Partner-In-Charge:

Ms Lao Mei Leng

(appointed since financial year

ended 31 December 2014)

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WEBSITE

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COMPANY REGISTRATION NUMBER

200401894D

SHARE REGISTRAR

Tricor Barbinder Share Registration Services

80 Robinson Road

#02-00

Singapore 068898

PRINCIPAL BANKERS

CIMB Bank Berhad

1st Floor Lot 10 & 11 Plaza Azalea

Persiaran Bandaraya

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40000 Shah Alam

Selangor Malaysia

Malayan Banking Berhad

37th Floor, Menara Maybank

100 Jalan Tun Perak

50050 Kuala Lumpur Malaysia

Ambank (M) Berhad

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Jalan Sultan Ismail

50250 Kuala Lumpur

Malaysia

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REPORT ON CORPORATE GOVERNANCE

The Board of Directors ("**Board**") of Chaswood Resources Holdings Ltd. ("**Company**") is committed to maintaining a high standard of corporate governance within and throughout the Company and its subsidiaries (collectively known as the "**Group**") in complying with the principles and guidelines set out in the Code of Corporate Governance 2012 ("**Code**") which forms part of the Continuing Obligations of the Singapore Exchange Securities Trading Limited's ("**SGX-ST**") Catalyst Rules. This Report outlines the Company's corporate governance practices throughout the financial year with specific reference to the Code and the disclosure guide developed by the SGX-ST ("**Guide**").

The Board confirms that for FY2017 the Company has adhered to the principles and guidelines of the Code and, where applicable, has specified and explained the deviation from the Code and/or Guide in this Report. The Company will continually review its corporate governance processes to strive to fully comply with the Code and/or Guide.

BOARD MATTERS

Principle 1: The Board's Conduct of Affairs

The Board's primary function is to protect the Company's shareholders' interests and enhance the long-term value and returns for the shareholders. It sets the overall strategy for the Group and supervises the Management. To fulfil this role, the Board is responsible for setting the strategic direction for the Group, establishing goals for the Management and monitoring the achievement of these goals.

Apart from its statutory responsibilities, the Board's principal functions include the following:

- (a) to approve corporate policies, strategic directions and financial objectives of the Group, monitor the achievement of these objectives, provide entrepreneurial leadership and ensure that the necessary financial and human resources are in place for the Group to meet its objectives;
- (b) to approve annual reports and periodic financial announcements;
- (c) to review management performance in ensuring management leadership of high quality, effectiveness and integrity;
- (d) to approve annual budgets, major funding proposals, investment and divestment proposals;
- (e) to ensure the adequacy and integrity of the Group's internal controls, risk management systems and periodic reviews of the Group's financial performance and compliance, including safeguarding of the shareholders' interests and the company's assets;
- (f) to consider sustainability issues such as environmental and social factors when formulating the Company's strategic objectives;
- (g) to assume responsibility for corporate governance framework of the Company; and
- (h) to set the Group's values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met.

The Company recognises that stakeholders' perceptions may affect the Company's reputation and the Company may consider stakeholder planning exercise in the near future to address this issue.

All Directors exercise due diligence and independent judgement in dealing with the business affairs of the Group, and are obliged to act in good faith and make decisions objectively in the best interest of the Company.

To assist in the execution of its responsibilities, the Board is supported by a number of committees which includes the Audit Committee ("**AC**"), the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**"). These committees have written mandates and operating procedures, which are reviewed on a regular basis.

The Board and the AC meet at least two times a year to oversee the business affairs of the Group to review, consider and approve financials, business strategies and objectives of the Group. Where necessary, additional Board meetings and committee meetings are held to deliberate on urgent substantive matters. The Company's Constitution allows meetings to be conducted both physically and by way of telephone conferencing or by means of similar communication equipment whereby all persons participating in the meeting are able to hear each other, provided that the requisite quorum is present.

REPORT ON CORPORATE GOVERNANCE

The Directors' participation in the meetings held in FY2017 is summarised in the table below:

	Board Committees							
	Board		Audit		Nominating		Remuneration	
	*Held	Attended	*Held	Attended	*Held	Attended	*Held	Attended
Directors/ Board Members								
Andrew Roach Reddy ⁽¹⁾	2	2	2	2	1	1	1	1
Ng Teck Wah	2	2	2	2	1	1	1	1
Datuk Jared Lim Chih Li ⁽²⁾	2	2	1	1	0	0	0	0
Christopher John McAuliffe	2	2	2	2	1	1	1	1
Datuk Tee Guan Pian ⁽³⁾	1	1	1	1	0	0	0	0
Prof. Ling Chung Yee, Roy ⁽⁴⁾	1	1	1	1	1	1	1	1
Chng Hee Kok ⁽⁵⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

N/A Not Applicable

* Number of meetings held whilst a member.

- (1) Mr Andrew Roach Reddy was present at the Audit, Nominating and Remuneration Committees by invitation.
- (2) Datuk Jared Lim Chih Li resigned as a Non-Independent Non-Executive Director on 26 January 2018.
- (3) Datuk Tee Guan Pian resigned as an Independent Director, Chairman of the AC and RC and Member of the NC on 30 September 2017.
- (4) Prof. Ling Chung Yee, Roy was appointed as an Independent Director, Chairman of the AC and RC and Member of the NC on 28 December 2017, and as the Lead Independent Director on 26 January 2018. He resigned as the Lead Independent Director of the Company on 22 June 2018 and concurrently relinquished his positions as the Chairman of the AC and RC and Member of the NC.
- (5) Mr Chng Hee Kok was appointed as the Lead Independent Director, Chairman of the AC and RC and Member of the NC on 28 June 2018.

The Group has adopted internal guidelines governing matters that require the Board's approval. The Board Authority Matrix forms a guideline and provides clear directions on matters requiring the Board's approval which include:

- issuance of shares;
- investments;
- material acquisitions and disposal of assets;
- major corporate or financial restructurings;
- major divestment or capital expenditure;
- material legal suits and or claims; and
- announcement of the Group's half yearly and full year results and the release of the Company's annual reports.

The Board as a whole is provided with regular updates on changes in the relevant laws and regulations to enable them to make well-informed decisions and to ensure that the Directors are competent in carrying out their expected role and responsibilities. Regular updates on the latest corporate governance and listing policies as well as new releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("ACRA") are circulated to the Board from time to time.

Where possible and when an opportunity arises, the Directors will be invited to locations within the Group's operations to enable them to obtain a better perspective of the business and enhance their understanding of the Group's operations.

The Company will, at its expense, provide on-going education to the Board on processes, corporate governance practices, updates on regulatory changes to the Catalist Rules of the SGX-ST as well as changes to the accounting standards and industry developments. The Directors are encouraged to keep themselves abreast of the latest developments relevant to the business of the Group.

A new director will, upon appointment, be provided with a formal letter setting out his roles, duties and responsibilities as a member of the Board. The Company will, at its expense, arrange for a new director with no prior experience of serving as a director in a listed company to attend appropriate courses, conferences or seminars, including programmes or courses organised by the Singapore Institute of Directors or other training institutions in areas such as accounting, legal and industry-specific knowledge.

REPORT ON CORPORATE GOVERNANCE

Other than Prof. Ling Chung Yee, Roy who was appointed as an Independent Director, Chairman of the AC and RC and Member of the NC on 28 December 2017, and as the Lead Independent Director on 26 January 2018, there was no other new director appointed on Board during FY2017. Following the resignation of Prof. Ling Chung Yee, Roy on 22 June 2018 as the Lead Independent Director, Mr Chng Hee Kok was appointed as the Lead Independent Director on 28 June 2018.

Principle 2: Board Composition and Guidance

The Board currently comprises four (4) Directors of whom one (1) is Executive, one (1) is Non-Independent Non-Executive and two (2) are Independent Non-Executive Directors as at the date of this Report.

The Board members as at the date of this Report are as follows:

Mr Ng Teck Wah	Non-Independent Non-Executive Chairman
Mr Andrew Roach Reddy	Executive Director and Managing Director
Mr Chng Hee Kok	Lead Independent Non-Executive Director
Mr Christopher John McAuliffe	Independent Non-Executive Director

The NC reviewed the independence of the Directors annually, bearing in mind the circumstances and principles set forth in the Code as well as all other relevant circumstances and facts. Each Independent Director is required to provide and has provided the annual confirmation confirming his independence in accordance with the guidelines as set out in the Code. The NC has reviewed and confirmed the independence of the Independent Directors in accordance with the Code.

By the appointment of Mr Chng Hee Kok as the Lead Independent Director on 28 June 2018, the Company has met the requirement of Rule 406(3)(c) of the Catalist Rules which requires at least one of the Independent Director to be a resident in Singapore.

The Company has no Independent Director who has served on the Board beyond nine years.

To date, none of the Independent Directors of the Company have been appointed as a director of the Company's principal subsidiaries. The Board and the Management will from time to time review the board structures of the principal subsidiaries and make appropriate corporate decision of considering the appointment of an Independent Director into the principal subsidiaries.

The Board constantly examines its size with a view to determining the composition that is appropriate for effective decision-making taking into account the size and scope of the affairs and operations of the Group to avoid undue disruptions from changes to the composition of the Board and Board Committees. The Board is in the view that the current size of the Board is appropriate. With two out of four members of the Board being independent, the Company maintains a satisfactory independent element on the Board.

The Board also considers that its composition of Non-Executive and Independent Directors provide an effective Board with a combination of core competencies of knowledge, business contacts and extensive business and commercial experience necessary to meet the requirements of the Group which facilitates effective decision-making. The Directors bring with them a wealth of expertise and experience with an appropriate balance and diversity of skills in areas such as accounting, finance, legal, business and management experience and industry knowledge. Its composition enables the management to benefit from a diverse and objective perspective on any issues raised before the Board.

The Board is able to exercise objective judgment on corporate affairs independently from the Management. The Board is of the view that, given its current structure, there is sufficiently strong independent element on the Board to enable independent exercise of objective judgment on corporate affairs of the Group by members of the Board, taking into account factors such as the number of Independent Directors on the Board as well as the size and scope of the affairs and operations of the Group.

The Non-Executive Directors constructively challenge, review and discuss key issues, assist in developing proposals on strategy, review the performance of management in meetings, identify goals and monitor the reporting of performance. The non-executive directors will meet periodically without the presence of the Management to facilitate a more effective check on the Management. All Directors take decisions objectively in the interests of the Company. No individual or group of individuals dominates the Board's decision-making.

REPORT ON CORPORATE GOVERNANCE

Principle 3: Chairman and Managing Director

The Board subscribes to the principle set out in the Code on the separation of the roles of the Chairman and the Managing Director. The roles and responsibilities of the Chairman and the Managing Director in the Company are distinct and separate. This is to ensure appropriate balance of power and authority, accountability and decision making.

The Chairman, Mr Ng Teck Wah, is a Non-Independent Non-Executive Director. He and Mr Andrew Roach Reddy, the Managing Director, are not related to each other. The Managing Director is responsible for the day-to-day management of the affairs of the Group. He takes a leading role in developing and expanding the businesses of the Group and ensures that the Board is kept updated and informed of the Group's business.

The Chairman's responsibilities include:

- (a) scheduling meetings and leading the Board to ensure its effectiveness and approving the agenda of Board meetings in consultation with the Managing Director;
- (b) reviewing key proposals and Board papers before they are presented to the Board and ensuring that Board members are provided with accurate and timely information in order to make sound and informed decisions;
- (c) encouraging active and effective engagement, participation by and contribution from all Directors, and facilitating constructive relations among the Directors and the Management on various matters including strategic issues and business planning processes;
- (d) promoting effective communication with the shareholders;
- (e) promoting high standards of corporate governance with the support of all Directors, Company Secretary and the Management; and
- (f) promoting a culture of openness and debate at the Board.

The Independent Directors meet periodically without the presence of other directors and the Lead Independent Director will provide feedback to the Chairman after such meeting.

BOARD MEMBERSHIP

Principle 4: Nominating Committee ("NC")

The members of the NC as at the date of this Report comprise entirely of Non-Executive Directors, the majority of whom including the Chairman, is independent.

The members of the NC as at the date of this Report are:

Mr Christopher John McAuliffe (Chairman)
Mr Ng Teck Wah
Mr Chng Hee Kok

The Chairman of the NC is not associated with the substantial shareholders of the Company.

The NC has adopted specific written terms of reference and is scheduled to meet at least once a year, whose principal functions among others, include the following:

- (a) to identify, review and recommend candidates for appointment as Directors of the Company and appointment to the Board Committees as well as to senior management positions in the Company;
- (b) to re-nominate, appoint and re-appoint Directors having regard to the Director's contribution and performance;
- (c) to determine annually whether or not a Director is independent;
- (d) to decide whether or not a Director is able to and has been adequately carrying out his duties as a Director, particularly when he has multiple board representations;

REPORT ON CORPORATE GOVERNANCE

- (e) to formulate succession plan for Directors, in particular, the Chairman and the Managing Director;
- (f) to review the Board's structure, size and composition, having regard to the principles of corporate governance and the Code;
- (h) to assess the effectiveness of the Board as a whole and assess the contribution of each individual director to the effectiveness of the Board on an annual basis; and
- (i) to review training programs for the Board.

When a Director chooses to retire or the need for a new director arises, either to replace a retiring Director or to enhance the Board's strength, the NC reviews and assesses the potential candidates before making recommendations to the Board. The NC takes into consideration the qualification and experience of each candidate, his/ her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives.

Pursuant to the provision of Article 89 of the Company's Constitution, at least one third of the Directors are required to retire by rotation from office and subject themselves to re-election by the shareholders at every annual general meeting. Every Director must retire from office at least once in every three years. A retiring Director is eligible for re-election. In addition, Article 88 of the Company's Constitution provides that a newly appointed Director must retire and submit himself for re-appointment at the next AGM following his appointment. Thereafter, he is subject to retire by rotation at least once every three years.

At the forthcoming AGM, the following Directors will be retiring and eligible for re-election:

- (i) Mr Chng Hee Kok (retiring pursuant to Article 88 of the Company's Constitution); and
- (ii) Mr Christopher John McAuliffe (retiring pursuant to Article 89 of the Company's Constitution).

The NC has recommended to the Board that Mr Chng Hee Kok be nominated for re-election at the forthcoming AGM in accordance with Article 88 of the Company's Constitution. In making its recommendation, the NC evaluates such Director's competencies, commitment, contribution and performance, such as their attendance at meetings of the Board and Board Committees, where applicable, participation, candour and any special contributions. Mr Chng Hee Kok being the NC member have abstained from the deliberation on the nomination of his own re-election. Mr Christopher John McAuliffe, who will be retiring pursuant to Article 89 of the Company's Constitution has informed the NC that he will not be seeking for re-election at the forthcoming AGM. Following Mr Christopher John McAuliffe's retirement, the Company shall endeavour to fill the vacancy with regards to the AC, NC and RC within 2 months, and in any case not later than 3 months. Any development pertaining to the new appointment will be announced on SGX-ST in due course.

The NC is also responsible for determining annually, and as and when circumstances required, the independence of Directors, bearing in mind the salient factors set out in the Code as well as other relevant circumstances and facts. In its annual review, the NC, having considered the guidelines set out in the Code, has confirmed the independence status of the Independent Directors, namely Mr Christopher John McAuliffe and Mr Chng Hee Kok. Both Mr Christopher John McAuliffe and Mr Chng Hee Kok do not have any relationships, including immediate family relationships, with the Directors, the Company and its 10% shareholders (as defined in the Code).

All Directors are required to declare their board representations. The NC has reviewed the current board representations of the Directors and the Board is of the view that its assessment should not be restricted to the number of board representations of each Director. Based on the annual review, the Board is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations. The NC also notes the full attendance of members at the Board and relevant committee meetings in FY2017. The Board will review as and when required and, if necessary, determine the maximum number of listed company board representations and other principal commitments that any Director of the Company may hold.

There is no alternate director on the Board.

REPORT ON CORPORATE GOVERNANCE

In searching for suitable candidates to fill up any Board vacancy, the Company relies on the network of the Board and shareholders. The NC reviews and assesses candidates for directorship as may be nominated by the Board, shareholders or otherwise, before making recommendations to the Board. The NC takes into consideration the candidate's track record, age, qualification, experience, capabilities and other relevant factors such as ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives. Upon assessment and being satisfied with the suitability of the candidate, the NC makes recommendation to the Board for the approval of the appointment.

Key information regarding the Directors' academic and professional qualifications and other appointments is set out in this Report under the heading "Board of Directors".

The dates of initial appointment, last re-election/re-appointment and the directorships of each of the Directors of the current Board are set out below:

Director	Date of Initial Appointment	Date of Last Re-Election	Directorship/ Chairmanship both present and those held over the preceding three years in other listed company	Other Principal Commitments, if any
Ng Teck Wah	1 March 2012	27 April 2016	<u>Present</u> – <u>Past three years</u> –	Founding and Managing Partner of Tremendous Asia Partners Group
Andrew Roach Reddy	1 March 2012	28 April 2017	–	–
Christopher John McAuliffe	30 April 2012	29 April 2015	<u>Present</u> Stanmore Coal Limited Xplorer PLC <u>Past three years</u> –	Managing Director of Sprint Capital Partners Ltd.
Chng Hee Kok	28 June 2018	–	<u>Present</u> Samudera Shipping Line Ltd Full Apex Holdings Ltd United Food Holdings Ltd Luxking Group Holdings Ltd Ellipsiz Ltd <u>Past three years</u> China Flexible Packaging Holdings Ltd ChinaSing Investment Holdings Ltd LH Group Ltd Pacific Century Regional Developments Ltd Infinio Group Limited	–

The NC held one (1) meeting during the year under review.

REPORT ON CORPORATE GOVERNANCE

Principle 5: Board Performance

Board Evaluation

The NC has an annual Board performance evaluation to assess the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board and its Board Committees by having the Directors complete the Board Performance Evaluation Forms. The completed evaluation forms were submitted to the Company Secretary for collation and the consolidated findings were analysed and presented to the NC for review before submitting to the Board for discussion with a view to implementing certain recommendations to further enhance the effectiveness of the Board. No external facilitator was used in FY2017.

The performance criteria for the Board evaluation are in respect of the Board's processes, independence, information, accountability, performance in relation to discharging its principal functions, and the Board Committees' performance in relation to discharging their responsibilities as set out in their respective terms of reference. The NC considers that the present Board size facilitates effective decision making and is appropriate for the nature and scope of the Group's operations. The NC will constantly examine its size with a view to determining its impact upon its effectiveness.

Individual Director Evaluation

The NC, in assessing the contribution of each Director, has considered the Directors' attendance and participation at the Board Meetings and the Board Committee Meetings, their qualification, experience and expertise and the time and effort dedicated to the Group's business and affairs including management's access to the Directors for guidance or exchange of views as and when necessary. In assessing the effectiveness of the Board as a whole, both quantitative and qualitative criteria are considered. Such criteria include return on equity and the achievement of strategic objectives. The Chairman should act on the results of the performance evaluation and, in consultation with the NC, propose, where appropriate, new members to be appointed to the Board or seek the resignation of Directors.

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

Principle 6: Access to Information

In order to ensure that the Board is able to fulfil its responsibilities, the Management provides the Board members with adequate and timely information prior to Board Meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities as Directors such as periodic management accounts and all relevant information. In addition, all relevant information on material events and transactions are circulated to the Directors as and when they arise.

The Directors have unrestricted access to the Group's records and information and to request additional information as needed to make informed decisions. The Board members have separate and independent access to senior management staffs and, whenever necessary, senior management staffs will be invited to attend the Board Meetings and Board Committee Meetings to answer additional queries from the Board members and provide detailed insights into their areas of operations to the Board members. Board papers and related materials specifying relevant information and rationale for each proposal for which the Board's approval is sought are provided to the Directors for the Board's attention and consideration. A quarterly report on the financial results and performance of the Group with explanations of material variance between actual results and budgets are also provided to the Directors.

The Directors have separate and independent access to the Company Secretary at all times. The Company Secretary assists the Board to ensure that Board procedures and applicable rules and regulations are complied with. Under the direction of the Chairman, the Company Secretary ensures good information flows within the Board and Board Committees and between senior management and Non-Executive Directors, and advises the Board through the Chairman on all governance. The Company Secretary attends Board Meetings and Board Committee Meetings. The appointment and the removal of the Company Secretary is a matter for deliberation by the Board.

The Board, either individually or as a group, in the furtherance of their duties, has access to independent professional advice, if necessary, at the Company's expense and after consultation with the Chairman.

REPORT ON CORPORATE GOVERNANCE

REMUNERATION MATTERS

Principle 7: Procedures for Developing Remuneration Policies

The members of the RC as at the date of this Report comprise entirely of Non-Executive Directors, the majority of whom including the Chairman, is independent.

The members of the RC as of the date of this Report are:

Mr Chng Hee Kok (Chairman)
Mr Ng Teck Wah
Mr Christopher John McAuliffe

The role of the RC is to review and recommend to the Board a framework of remuneration of the Board and key executives of the Group, including but not limited to Directors' fees, salaries, allowances, bonuses, share options and benefits-in-kind.

The RC has adopted specific written terms of reference and is scheduled to meet at least once a year, whose principal functions among others, include the following:

- (a) to review and recommend to the Board in consultation with the Management and the Chairman of the Board a framework of remuneration and to determine the specific remuneration packages and terms of employment for each executive Director and Key Management Personnel of the Company, including those employees related to the Executive Directors and controlling Shareholders of the Company;
- (b) to review the service contract of each Director;
- (c) to consider whether Directors should be eligible for benefit under long-term incentive schemes;
- (d) to review the Company's obligations arising in the event of termination of the executive directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous; and
- (e) to carry out its duties in the manner that it deemed expedient, subject always to any regulations or restrictions that may be imposed upon the RC by the Board from time to time.

As part of its review, the RC shall ensure that:

- (i) all aspects of remuneration, including Directors' fees, salaries, allowances, bonuses, options and benefits-in-kinds should be covered, taking into account factors such as efforts and time spent, and responsibilities of the Directors. Non-executive Directors are not over-compensated to the extent that their independence may be compromised;
- (ii) the remuneration packages should be comparable within the industry and comparable companies and shall include a performance-related element coupled with appropriate and meaningful measures of assessing individual Directors' and senior executives' performances; and
- (iii) the remuneration package of employees related to Executive Directors and controlling Shareholders of the Company are in line with the Group's staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibilities.

No Director will be involved in deciding his own remuneration, except in providing information and documents if requested by the RC to assist in its deliberations. The RC has access to expert professional advice on human resource matters whenever there is a need to consult externally. The Company did not engage a remuneration consultant in FY2017.

The RC held one (1) meeting during the year under review.

REPORT ON CORPORATE GOVERNANCE

Principle 8: Level and Mix of Remuneration

The RC takes into consideration industry practices and norms in compensation, in addition to the Company's relative performance to the industry and the performance of the individual Directors. A significant and appropriate proportion of Executive Director's and Key Management Personnel's remuneration should be structured so as to link rewards to corporate and individual performance. The RC, in establishing the framework of remuneration policies for its Directors and Key Management Personnel, is largely guided by the financial performance of the Company. The primary objective of the RC is to align the interests of the Management with that of the shareholders. In this regard, the RC believes that remuneration should be competitive and sufficient to attract, retain and motivate the Executive Director and Key Management Personnel to better manage the Company.

The Non-Executive Directors (including Independent Directors) do not have any service contracts with the Company. They are paid in accordance with a remuneration framework comprising basic fees and additional fees for serving as the Chairman of the Board and on any of the Board Committees. Directors' fees are subject to the approval of the shareholders at the forthcoming AGM and such payment to be paid quarterly in arrears.

Mr Andrew Roach Reddy, the Executive Director and Managing Director, entered into a service agreement with the Company which took effect from the date of the completion of Chaswood Acquisition on 1 March 2012 for an initial period of three years, and is renewable on a yearly basis thereafter. Pursuant to the recent expiration of Mr Andrew Roach Reddy's service agreement on 29 February 2018 and with the recommendation of the RC in due consultation with the Board, the service agreement of Mr Andrew Roach Reddy has been renewed for a further term of one (1) year from 29 February 2018 until 28 February 2019.

The service agreement spells out the terms of employment such as salary and other benefits. Mr Andrew Roach Reddy's service agreement is not excessively long with onerous removal clauses. Under the service agreement, either party may, inter alia, terminate the service agreement by giving to the other party not less than six months' notice in writing, or, in lieu of notice, payment of an amount equivalent to six months' salary.

The Company has no share-based compensation scheme or any long-term scheme involving the offer of shares or options in place.

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Director and Key Management Personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Company should be able to avail itself to remedies against the Executive Director in the event of such breach of fiduciary duties.

Principle 9: Disclosure on Remuneration

The RC reviewed and deliberated the Director's fees and remuneration of top four Key Management Personnel.

A breakdown, showing the level and mix of each Director's remuneration for FY2017, is as follows:

Name of Director	Salary %	Director's fees ⁽¹⁾ %	Performance Based Bonuses %	Other Benefits %	Total Remuneration %
\$250,000 and below					
<u>Executive Directors</u>					
Andrew Roach Reddy*	Nil	–	–	–	Nil
<u>Non-Independent and Non-Executive Directors</u>					
Ng Teck Wah*	–	Nil	–	–	Nil
Datuk Jared Lim Chih Li ⁽²⁾ *	–	Nil	–	–	Nil
<u>Independent Directors</u>					
Datuk Tee Guan Pian ⁽³⁾	–	100	–	–	100
Christopher John McAuliffe	–	100	–	–	100
Prof Ling Chung Yee, Roy ⁽⁴⁾	–	Nil	–	–	Nil
Chng Hee Kok ⁽⁵⁾	–	Nil	–	–	Nil

REPORT ON CORPORATE GOVERNANCE

Note:

- (1) The Director's fees for the FY2017 has been approved at the AGM held on 28 April 2017.
 - (2) Datuk Jared Lim Chih Li resigned as a Non-Independent Non-Executive Director on 26 January 2018.
 - (3) Datuk Tee Guan Pian resigned as an Independent Director, Chairman of the AC and RC and Member of the NC on 30 September 2017.
 - (4) Prof Ling Chung Yee, Roy had only been appointed as an Independent Director on 28 December 2017 and therefore did not receive remuneration in FY2017. He resigned as an Independent Director on 22 June 2018.
 - (5) Mr Chng Hee Kok had only been appointed as the Lead Independent Director on 28 June 2018 and therefore did not receive remuneration in FY2017.
- * Andrew Roach Reddy voluntarily waived his salary, and Ng Teck Wah and Datuk Jared Lim Chih Li voluntarily waived their director's fees, for FY2017.

A breakdown, showing the level and mix of each of the Company's top four Key Management Personnel's remuneration for the FY2017, is as follows:

Name of Key Management Personnel	Title	Salary %	Performance Based Bonuses %	Other Benefits ⁽¹⁾ %	Total Remuneration %
\$250,000 to \$500,000					
Kek Poh Hean	Chief Executive Officer – China	74	–	26	100
Above \$50,000 but below \$250,000					
Nicol Roach Reddy	Acting Chief Operating Officer	81		19	100
Chandra Supandi	Chief Operating Officer – Indonesia	100	–	–	100
Bryan Tham Keen Tek	Group Chief Financial Officer	86	–	14	100

Notes:

- ⁽¹⁾ The other benefits comprise allowances and employers contribution paid to defined contribution plan.

The aggregate amount of the remuneration paid to the abovementioned Key Management Personnel is approximately S\$636,650.

It is in the best interest of the Company for not disclosing the detailed remuneration of each Director and Key Management Personnel to maintain confidentiality of remuneration matters given the competitive conditions in the industry. Instead, the Company is disclosing the remuneration of each Director and Key Management Personnel in the bands of S\$250,000 and up to S\$500,000, with the provision of a breakdown in percentage terms.

Mr Nicol Roach Reddy, the Acting Chief Operating Officer is the son of Mr Andrew Roach Reddy, the Executive Director and Managing Director of the Company. Mr Nicol Roach Reddy's annual remuneration falls within the bands of S\$150,000 to S\$200,000, and his remuneration has been disclosed under the remuneration of top four Key Management Personnel section of this Report. As at the end of FY2017, there were three other employees related to Mr. Andrew Roach Reddy, and each of their annual remuneration was below S\$50,000.

The Executive Director and Key Management Personnel remuneration includes fixed salary, allowances, bonus and employers contribution to defined contribution plan. The Company does not provide any termination and retirement benefits to the Executive Director and Key Management Personnel except for post-employment benefit comprising employer's contribution paid to defined contribution plan for the Key Management Personnel which is in the aggregate amount of approximately S\$26,311 in FY2017. The Company does not have any share-based compensation scheme or any long-term scheme involving the offer of shares or options in place. Further, the Company does not currently practice short-term or long-term incentive schemes that are subject to performance conditions as the Company is focusing on strengthening the financial position of the Group. Moving forward, the RC may review the need for short-term or long-term incentive schemes when it is appropriate to do so.

REPORT ON CORPORATE GOVERNANCE

The RC conducted annual reviews of the remuneration to ensure that the remuneration of the Executive Director and Key Management Personnel commensurate with their performance and corporate performance of the Company. Please refer to explanation for framework of remuneration policies in Principle 8: Level and Mix of Remuneration.

No remuneration consultants were engaged by the Company in FY2017.

ACCOUNTABILITY AND AUDIT

Principle 10: Accountability

The Group recognises the importance of providing the Board with a continual flow of relevant information on an accurate and timely basis so that it may effectively discharge its duties. The Group ensures that price-sensitive information is first publicly released and announced within the prescribed period after review by the Board. The Company ensures compliance with legislative and regulatory requirements, including compliance with the Catalist Rules of the SGX-ST and to release half-yearly and annual financial results to the shareholders. The half-yearly financial results are released to the shareholders within 45 days of the reporting period while the annual financial results are released to the shareholders within 60 days of the financial year end.

The Management of the Company issues a representation letter to the AC on a half yearly basis confirming the Group financial reporting, processes, control and procedures thereof, highlighting material risks and impacts (if any), and providing updates where necessary on the status of significant financial issues of the Group. Management had during the half year ended 30 June 2017 confirmed to the Board that the Group financial reporting, process, control and procedures are proper and in place.

The Board in accordance with Rule 705(5) of the Catalist Rules provides confirmation in the Company's half-yearly financial results announcements and has in August 2017 confirmed that, to the best of its knowledge, nothing had come to the attention of the Board which might render the financial statements to be false or misleading in any material aspect.

The Management provides all members of the Board with full presentation of management accounts which present a balanced and understandable assessment of the Group's performance, position and prospects on a half-yearly basis due to resource limitations in view of the scale of the Group's operations but the Management endeavours to provide monthly consolidated reports together with summary performance and financial position of the Group on a monthly basis. and/or when requested. Such reports provide highlight of key business indicators and major issues relevant to the Group's performance, position and prospects.

Principle 11: Risk Management and Internal Controls

The Board is responsible for the governance of risk and is fully aware of the need to put in place a sound system of risk management and internal controls to safeguard the shareholders' interests and the Group's assets. On an annual basis, the internal audit function prepares an internal audit plan taking into consideration the risks identified which is approved by the AC and audits are conducted to assess the adequacy and the effectiveness of the Group's internal control systems put in place, including financial, operational, compliance and information technology controls and risk management systems. Any material non-compliance or lapses in internal controls, together with recommendation for improvement, are reported to the AC. The AC has reviewed and, based on the internal control system established and maintained by the Group, work performed by the internal auditors and reviews performed by the Management, is not aware of any issues causing it to believe that the system of internal controls are inadequate and the same was reported to the Board. Based on the internal controls established and maintained by the Group, work performed by the internal auditors, the external auditors as well as reviews performed by management, the AC and the Board, the Board with the concurrence of the AC is of the opinion that the Group's internal controls, addressing financial, operational, compliance and information technology risks, and risk management systems, are adequate and effective to meet the needs of the Group within the current scope of the Group's business operations.

The Board has received assurance from the Managing Director and the Group Chief Financial Officer at the Board Meeting held on 22 February 2018 that the Group's risk management and internal control systems in place are adequate and effective in addressing the material risks in the Group in its current business environment including material financial, operational, compliance and information technology risks and also that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's business operations and finances.

REPORT ON CORPORATE GOVERNANCE

Principle 12: Audit Committee

The members of the AC as at the date of this Report comprise entirely of Non-Executive Directors, the majority of whom including the Chairman is independent.

The members of the AC as of the date of this Report are:

Mr Chng Hee Kok (Chairman)
Mr Ng Teck Wah
Mr Christopher John McAuliffe

The Board is of the view that the members of the AC who possess the appropriate accounting experience and/or related financial management expertise have sufficient financial management expertise and experience to discharge the AC's functions.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and co-operation by the Management and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly.

The AC has adopted specific written terms of reference and is scheduled to meet at least two times a year, whose principal functions include the following:

- (a) to review with the external auditors the audit plan, their results of the external audit, their letter to management and the management's response, and the independence and objectivity of the external auditors;
- (b) to review the half-yearly financial information and annual financial statements in ensuring the integrity of the financial statements before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, significant financial reporting issues and judgements, compliance with accounting standards and compliance with the Catalist Rules of the SGX-ST and any other relevant statutory or regulatory requirements;
- (c) to review the internal control procedures and effectiveness of the Company's internal audit function, and ensure co-ordination between the external auditors and the Management, and review the assistance given by the Management to the auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the Management, where necessary);
- (d) to review and discuss with the external auditors of any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the Management's response;
- (e) to consider the appointment or re-appointment of the external auditors and matters relating to the resignation or dismissal of the auditors;
- (f) to review interested person transactions (if any) falling within the scope of Chapter 9 of the Catalist Rules of the SGX-ST;
- (g) to review potential conflicts of interest, if any;
- (h) to undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC; and
- (i) generally to undertake such other functions and duties as may be required by the legislation, regulations or the Catalist Rules of the SGX-ST, or by such amendments as may be made thereto from time to time.

The AC held two (2) meetings during the year under review.

The AC met with external auditors, without the presence of the Company's Management, at least once a year to review the overall scope of the external audits, and the assistance given by the Management to the auditors.

REPORT ON CORPORATE GOVERNANCE

On a half-yearly basis, the AC reviews the interested person transactions and the financial results announcements (on a half-yearly basis) before their submission to the Board for approval.

The AC is kept abreast by the Management of changes to accounting standards, the Catalist Rules of the SGX-ST and other regulations which could have an impact of the Group's business and financial statements.

During the financial year, the AC has reviewed the scope and quality of audit by the external auditors and their independence and objectivity as well as the cost effectiveness. The AC has also reviewed the audit and non-audit fees paid to the external auditors. There are no non-audit services performed by the external auditors for the FY2017. The AC, having reviewed all non-audit services provided by the external auditors of the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditors. The detailed information on the audit and non-audit fees paid/ payable to external auditors for FY2017 can be found in Note 7 to the financial statements.

Moore Stephens LLP ("**Moore Stephens**") is the Company's Auditors since 18 September 2015.

Moore Stephens and/or its overseas independent member firms audit all of the Company's Singapore-incorporated subsidiaries and foreign-incorporated subsidiaries under Rule 718 for the purposes of Rules 716 of the Catalist of the SGX-ST, save for the following:

Significant foreign-incorporated subsidiaries:

Name of subsidiary	Country of incorporation	Auditing firm
PT Chaswood Resources	Indonesia	RSM AAJ Associates
PT Chaswood Resources Jakarta	Indonesia	RSM AAJ Associates
PT Chaswood Resources BB	Indonesia	RSM AAJ Associates

Non-significant foreign-incorporated subsidiaries:

Name of subsidiary	Country of incorporation	Auditing firm
Chaswood Resources (Thailand) Co., Ltd.	Thailand	RSM Audit Services (Thailand) Limited
Chaswood Resources (HK) Private Limited	Hong Kong	Dormant (not audited as immaterial)

The Board and the AC are satisfied that the appointment of the different auditors of the abovementioned overseas subsidiaries would not compromise the standard and effectiveness of the audit of the Group. The Company confirms that it is in compliance with Rule 712 and 716 of the Catalist Rules of the SGX-ST in relation to the appointment of auditors for the Group.

The AC has recommended to the Board that Moore Stephens to be re-appointed as the auditors of the Company at the forthcoming AGM.

No former partner or director of the Company's existing auditing firm or audit corporation is a member of the AC.

The Company has put in place a whistle-blowing policy to provide an avenue to all employees and external parties to report any concern or complaint regarding questionable accounting or auditing matters, internal controls, disclosure matters, conflict of interest, insider trading, collusion with competitors, serious breaches of the Group policy, unsafe work practices or any other matters involving fraud, corruption and employee misconduct.

No whistle-blowing report regarding the abovementioned concerns was received by the AC during the financial year under review.

A dedicated and secured e-mail address is established to allow whistle-blowers to contact the AC members directly. All concerns or irregularities raised will be treated in confidence and every effort will be made to ensure that confidentiality is maintained throughout the process.

The AC members may, in consultation with the Managing Director and/or senior management, direct the complaint to the division or department best placed to address it, or lead the investigation to ensure prompt and appropriate investigation and resolution.

REPORT ON CORPORATE GOVERNANCE

Principle 13: Internal Audit

The AC is responsible in ensuring that internal control system has been appropriately implemented and monitored. The internal audit function was performed by an internal audit team of internal employees ("**Internal Audit Team**") with unfettered access to the accounting, records, properties and personnel of the Company, including the AC.

The main objective of the internal audit function is to assist the Group in evaluating and assessing the effectiveness of internal controls and consequently to highlight the areas where control weaknesses exist, if any, and thus improvements could be made.

The Internal Audit Team reports primarily to the AC on audit matters and to the Managing Director and/or Group Chief Financial Officer on administrative matters. The Internal Audit Team assists the Board in monitoring and managing risks and internal controls of the Group.

The AC reviews and approves the plan, findings and recommendations presented by the Internal Audit Team. The Management together with the Board will review all audit reports and findings from the Internal Audit Team and the external auditors during the AC meetings at least annually.

During FY2017, the Internal Audit Team was tasked to evaluate the effectiveness of internal controls with respect to two (2) subsidiary companies in Jakarta, Indonesia. A review report was presented to the AC, focusing on findings of the existence and adequacy of the subsidiaries' operational controls and recommendations were made by the Internal Audit Team in this respect. The internal audit exercise was supervised and guided by the Group CFO at all times during the review period. The Group CFO has relevant and extensive experience in external and internal audit assignments from his past employment with PricewaterhouseCoopers, coupled with 11 years of relevant retail experience. The Internal Audit Team is made up of Senior Finance Manager with 5 years retail and internal control and process experience together with Assistant Finance Manager and Senior Executive who have worked on the Group's Malaysia accounts for more than 5 years. The Internal Audit Team carried out audit steps in accordance with standards set out by the Company's previous internal auditors which complies with relevant internal audit standards.

The AC has reviewed the adequacy of the internal audit function at least annually and is satisfied that the internal audit function performed by the Internal Audit Team is adequate and effective.

The Board recognises that no cost effective internal control system will preclude all errors and irregularities as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss. The AC is not aware of any issues causing it to believe that the system of internal controls is inadequate and the same was reported to the Board. Based on the aforesaid, the AC and the Board are satisfied that currently there is an adequate and effective internal controls system in the Company in addressing financial, operational, compliance and information technology risks. The Board regularly reviews the effectiveness of all internal controls, including operational controls. The AC oversees and monitors the implementation of any improvement thereto.

SHAREHOLDER RIGHT AND RESPONSIBILITIES

Principle 14: Shareholder Rights

The Board is mindful of the obligation to provide regular, effective and fair communication with shareholders. Information is communicated to the shareholders on a timely basis. The Board provides shareholders with an assessment of the Company's performance, position and prospects on a half-yearly basis and other ad hoc announcements as required by the SGX-ST. The Company's Annual Report is sent to all shareholders and is available to other investors on request and accessible at the Company's website.

The Board welcomes the views of shareholders on matters affecting the Company, whether at shareholders' meetings or on an ad hoc basis. Shareholders are informed of shareholders' meetings through notices published in the newspapers or reports or circulars sent to all shareholders. Each item of special business included in the notice of the meeting is accompanied by an explanation for the proposed resolution. Separate resolutions are proposed for substantially separate issues at the meetings. The Chairmen of the AC, RC and NC are normally available at the meetings to answer those questions relating to the work of these committees. The external auditors are also present to assist the directors in addressing any relevant queries by shareholders.

REPORT ON CORPORATE GOVERNANCE

Since 3 January 2016, the legislation has been amended, among other things to allow certain members, defined as “relevant intermediary” under Section 181(1C) of the Companies Act, Chapter 50, to attend and participate in general meetings without being constrained by the two (2)-proxy requirement. Relevant intermediary includes holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors. As a result, the relevant intermediaries are entitled to appoint more than two (2) proxies to attend, speak and vote at the general meetings of the Company. As the authentication of Shareholders’ identity information and other related integrity issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail or electronic means. The Board will review its Constitution from time to time. Where amendment to its Constitution is required to align the relevant provisions with the requirements of the Catalist Rules, Shareholders’ approval will be obtained.

Principle 15: Communication with Shareholders

With the Investor Relations (“IR”) Policy to regularly convey pertinent information to shareholders, the Company is committed to disclose as much relevant information as possible to shareholders in a timely basis through SGXNet and other information channels, including a well-maintained and updated corporate website - <http://www.chaswood.com.my> containing various investor-related information on the Company which serves as an important resource for investors.

To enable shareholders to contact the Company easily, the contact details of the IR team is set out on the Company’s website.

The Group does not have a policy on payment of dividends at present. The form, frequency and amount of dividends declared each year will take into consideration the Group’s cash position, cash flow in relation to operating activities, projected capital requirements for business growth and other factors as the Board may deem appropriate. After review, the Board has not declared dividends for FY2017 as the Company is loss making.

Principle 16: Conduct of shareholders’ meetings

The Company supports active shareholder participation at general meetings. The shareholders are encouraged to attend the general meetings to ensure high level of accountability and to stay informed of the Group’s strategies and development. In the event that the shareholders are unable to attend the meetings, they are allowed to appoint up to two proxies to attend and vote in place of the shareholders pursuant to the Constitution of the Company. The Company does not encourage voting in absentia.

At general meetings, separate resolutions will be set out on distinct issues for approval by shareholders.

The Company’s Management and the Chairmen of the AC, RC and NC should attend each general meeting, whenever possible, to respond to shareholders’ queries. The Company’s external auditors, Moore Stephens, will also be present to address shareholders’ queries about the conduct of audit and the preparation and content of the auditors’ report.

The Company prepares minutes of general meetings and include where necessary, substantial and relevant queries or comments from the shareholders relating to the agenda of the meeting and the responses from the Board and the Management. The minutes would be available to the shareholders upon their request.

All resolutions put forth at the general meetings are to be voted by poll. Voting results of all votes cast for and against each resolution and the respective percentage will be announced via the SGXNET.

DEALINGS IN SECURITIES

The Company has adopted as its own internal compliance code, the best practices guide in Rule 1204 (19) of the Catalist Rules of the SGX-ST with regard to dealing in the Company’s securities by the Directors and its officers. The Directors, the Management and the officers of the Group are prohibited from dealing in the Company’s shares during the period commencing one month before the announcement of the Company’s half year and full year financial results and ending on the date of announcement of the relevant results. They are also prohibited from dealing in the Company’s shares on short-term consideration and while they are in possession of unpublished price-sensitive, financial or confidential information.

Directors and executives are also expected to observe insider-trading laws at all times even when dealing with securities within the permitted trading period.

REPORT ON CORPORATE GOVERNANCE

MATERIAL CONTRACTS

All material contracts entered into between the Company and its subsidiaries involving the interests of the Chairman, any Director or controlling shareholder during the financial year under review have been disclosed in Note 26 of the financial statements and Section Interested Person Transaction below.

Save as disclosed under section Interested Person Transaction and in the financial statements, no material contracts have been entered into, since the previous financial year.

INTERESTED PERSON TRANSACTION ("IPTs")

The Group has established procedures to ensure that all transactions with interested persons are reported on a timely manner to the AC and that the transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

The Group does not have any general mandate from shareholders for Interested Person Transactions.

The Board and the AC has reviewed the IPTs entered during the FY2017 by the Group and the aggregate value of IPTs entered during the FY2017 is as follows:

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate) S\$'000	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) S\$'000
TAP Venture Fund I Pte. Ltd. ⁽¹⁾ - Interest expenses on Exchangeable Bonds	 303	Not applicable - the Company does not have a shareholders' mandate under Rule 920

Notes:

- (1) Interest expenses paid to and subscription of Exchangeable Bonds by TAP Venture Fund I Pte. Ltd. (the "**Investor**"), a company in which Datuk Jared Lim Chih Li and Mr Ng Teck Wah are deemed interested in by virtue of the Investor being a private equity investment company managed by TAP Private Equity Pte. Ltd. ("**TAPPE**") on a full discretionary basis and TAPPE is in turn wholly owned by Attilan Group Limited.

To avoid a potential conflict of interest arises, the above-mentioned Directors do not participate in discussions and refrain from exercising any influence over other members of the Board.

Apart from the above, there were no other IPTs during the financial year.

NON-SPONSOR FEES

With effect on 18 August 2017, the Company has appointed Asian Corporate Advisors Pte. Ltd. as the Continuing Sponsor, replacing CIMB Bank Berhad Singapore Branch. There was no non-sponsor fee paid to Asian Corporate Advisors Pte. Ltd. as well as the previous sponsor, CIMB Bank Berhad Singapore Branch, by the Company in FY2017.

DIRECTORS' STATEMENT

The directors present their statement to the members, together with the audited consolidated financial statements of Chaswood Resources Holdings Ltd (the “Company”) and its subsidiaries (collectively the “Group”) for the financial year ended 31 December 2017, and the statement of financial position of the Company as at 31 December 2017.

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the statement of financial position of the Company as set out on pages 9 to 84 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 2017, and the financial performance, changes in equity and cash flows of the Group for the financial year ended on that date; 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 as disclosed in Note 3(a) to the financial statements.

1 Directors

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

Ng Teck Wah	-	Non-Independent Non-Executive Chairman
Andrew Roach Reddy	-	Executive Director and Managing Director
Chng Hee Kok#		Lead Independent Non-Executive Director
Christopher John McAuliffe	-	Independent Non-Executive Director

Mr. Chng Hee Kok has been appointed on 28 June 2018 as the Lead Independent Director of the Company and concurrently as the Chairman of the Audit and Remuneration Committees and Member of the Nominating Committee.

2 Arrangements to Enable Directors to Acquire Shares and Debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects 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.

DIRECTORS' STATEMENT

3 Directors' Interests in Shares and Debentures

The following directors, who held office at the end of the financial year, had, according, to the register of directors' shareholdings, required to be kept under section 164 of the Singapore Companies Act, Chapter 50, an interest in shares and share options of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

Name of Directors	Shareholdings registered in the name of director or nominee		Shareholdings in which a director is deemed to have an interest	
	As at	As at	As at	As at
	<u>1.1.2017</u>	<u>31.12.2017</u>	<u>1.1.2017</u>	<u>31.12.2017</u>
The Company				
<u>Number of ordinary shares</u>				
Andrew Roach Reddy	58,310,906	58,310,906	-	-
Ng Teck Wah ⁽¹⁾	-	-	163,482,328	163,482,328

(1) By virtue of Section 7 of the Act, Ng Teck Wah is deemed interested in all shares held by Posh Corridor Sdn. Bhd. in the Company, through his deemed interest of 33.3% (2016: 37.6%) in Attilan Group Limited, a company incorporated and domiciled in Singapore. Posh Corridor Sdn. Bhd. is a subsidiary of Attilan Group Limited.

By virtue of Section 7 of the Act, the above directors with shareholdings are deemed to have an interest in the Company and in all the related corporations of the Company.

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2018.

DIRECTORS' STATEMENT

4 Share Options

Options Granted

During the financial year, no option to take up unissued shares of the Company or any subsidiary was granted.

Options Exercised

During the financial year, there were no shares of the Company or any subsidiary issued by virtue of the exercise of an option to take up unissued shares.

Options Outstanding

At the end of the financial year, there were no unissued shares of the Company or any subsidiary under option.

5 Audit Committee

The members of the Audit Committee (“AC”) at the date of this statement are as follows:

Chng Hee Kok	Chairman
Christopher John McAuliffe	Member
Ng Teck Wah	Member

The AC carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act, Chapter 50, including the following:

- to review with the external auditors the audit plan, their results of the external audit, their letter to management and the management’s response, and the independence and objectivity of the external auditors;
- to review the half-yearly financial information and annual financial statements in ensuring the integrity of the financial statements before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, significant financial reporting issues and judgements, compliance with accounting standards and compliance with the Catalist Rules of the SGX-ST and any other relevant statutory or regulatory requirements;
- to review the internal control procedures and effectiveness of the Company’s internal audit function, and ensure co-ordination between the external auditors and the Management, and review the assistance given by the Management to the auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the Management, where necessary);

5 Audit Committee (cont'd)

- to review and discuss with the external auditors of any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the Management's response;
- to consider the appointment or re-appointment of the external auditors and matters relating to the resignation or dismissal of the auditors;
- to review interested person transactions (if any) falling within the scope of Chapter 9 of the Catalist Rules of the SGX-ST;
- to review potential conflicts of interest, if any;
- to undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the AC; and
- generally to undertake such other functions and duties as may be required by the legislation, regulations or the Catalist Rules of the SGX-ST, or by such amendments as may be made thereto from time to time.

The Company confirms that Rules 712 and 716 of the Singapore Exchange Securities Trading Limited's Listing Manual have been complied with.

Other functions performed by the AC are described in the report on corporate governance included in the annual report of the Company. It also includes an explanation of how independent auditor objectivity and independence is safeguarded where the independent auditor provides non-audit services (if any).

DIRECTORS' STATEMENT

7 **Independent Auditor**

The independent auditors, Moore Stephens LLP, have expressed their willingness to accept re-appointment as the auditors.

On behalf of the Board of Directors,

.....
Ng Teck Wah
Director

.....
Andrew Roach Reddy
Managing Director

2 July 2018

INDEPENDENT AUDITOR'S REPORT

To the Members of Chaswood Resources Holdings Ltd. (Registration No.: 200401894D)

Report on the Audit of the Financial Statements

We were engaged to audit the financial statements of Chaswood Resources Holdings Ltd (the “Company”) and its subsidiaries (the “Group”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2017, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

Disclaimer of Opinion

We do not express an opinion on the consolidated financial statements of the Group and the statements of financial position and changes in equity of the Company. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

Appropriateness of the Going Concern Assumption

As disclosed in Note 3(a) to the financial statements, the Group incurred a loss after tax of RM68,778,000 and a total comprehensive loss of RM70,393,000 for the current financial year ended 31 December 2017. As at 31 December 2017, the Group's and Company's current liabilities exceeded their current assets by RM75,093,000 and RM 34,212,000 respectively. In addition, the Group and the Company have negative total equity of RM62,081,000 and RM34,212,000 for the current financial year ended 31 December 2017. The Group's subsidiaries in Malaysia have also entered into restructuring proceedings and has re-filed for an extension of the moratorium as disclosed in Note 32(a) to the financial statements.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Group and the Company to continue as going concerns and to realise their assets and discharge their liabilities in the ordinary course of business. Management has prepared the financial statements on a going concern basis on the assumption that the Group and the Company will continue as going concerns. The ability of the Group and the Company to continue as going concerns is dependent on certain assumptions and the successful outcome of the various efforts by the Group disclosed in Note 3(a) to the financial statements, the outcome of which is inherently uncertain.

In the light of the material uncertainties discussed above, we do not have sufficient audit evidence regarding the use of the going concern assumption in the preparation of the financial statements. Consequently, we are unable to form a view as to the use of the going concern assumption in the preparation of these financial statements.

INDEPENDENT AUDITOR'S REPORT

To the Members of Chaswood Resources Holdings Ltd. (Registration No.: 200401894D)

Basis for Disclaimer of Opinion (cont'd)

Appropriateness of the Going Concern Assumption (cont'd)

In the event the Group and the Company are unable to continue in existence for the foreseeable future, adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the balance sheets. In addition, the Group and the Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. No such adjustments have been made to these financial statements.

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 Singapore Companies Act, Chapter 50 (the "Act") and Financial Reporting Standards in Singapore (the "FRSs"), 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.

Auditors' Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the Company's financial statements in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are independent of the Company 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.

INDEPENDENT AUDITOR'S REPORT

To the Members of Chaswood Resources Holdings Ltd. (Registration No.: 200401894D)

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 auditor 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 Ms Lao Mei Leng.

Moore Stephens LLP
Public Accountants and
Chartered Accountants

Singapore

2 July 2018

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2017

		2017	Group 2016
	Note	RM'000	RM'000
Revenue	5	138,105	166,273
Cost of sales		(46,077)	(54,332)
Gross profit		<u>92,028</u>	<u>111,941</u>
Other items of income			
Interest income		174	48
Other gains	6	1,247	1,578
Other items of expenses			
Marketing and distribution costs		(5,916)	(7,097)
Administrative expenses	7	(93,010)	(100,706)
Finance costs	8	(2,622)	(3,514)
Other losses	6	(54,362)	(3,891)
Other expenses	9	(7,052)	(8,087)
Share of loss of associate	25	(1)	-
Loss before tax		<u>(69,514)</u>	<u>(9,728)</u>
Income tax credit/(expense)	10	736	(1,208)
Loss after tax		<u>(68,778)</u>	<u>(10,936)</u>
Other comprehensive income, net of income tax			
Items that will be reclassified subsequently to profit or loss:			
Exchange differences on translation of net assets of foreign operations, net of income tax		(1,615)	(4,518)
Total comprehensive loss for the year		<u>(70,393)</u>	<u>(15,454)</u>
Loss for the year attributable to:			
Owners of the Company		(68,750)	(10,908)
Non controlling interests		(28)	(28)
Loss after tax		<u>(68,778)</u>	<u>(10,936)</u>
Total comprehensive loss attributable to:			
Owners of the Company		(70,327)	(15,443)
Non controlling interests		(66)	(11)
Total comprehensive loss for the year		<u>(70,393)</u>	<u>(15,454)</u>
Loss per share			
Basic and diluted (in cents)	11	<u>(27.4)</u>	<u>(4.4)</u>

The accompanying notes form an integral part of the financial statements

STATEMENTS OF FINANCIAL POSITION

For the financial year ended 31 December 2017

		Group		Company	
	Note	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
ASSETS					
Non-current assets					
Property and equipment	12	14,511	53,775	-	-
Intangible assets	13	282	15,467	-	-
Investment in subsidiaries	14	-	-	-	150,000
Investment in associate	25	199	-	-	-
		<u>14,992</u>	<u>69,242</u>	<u>-</u>	<u>150,000</u>
Current assets					
Inventories	15	3,007	3,718	-	-
Trade and other receivables	16	2,398	8,985	-	1,531
Other assets	17	10,606	16,004	-	3
Tax recoverable		839	-	-	-
Cash and cash equivalents	18	5,635	8,120	-	-
		<u>22,485</u>	<u>36,827</u>	<u>-</u>	<u>1,534</u>
Non-current assets classified as held for sale	19	-	583	-	-
		<u>22,485</u>	<u>37,410</u>	<u>-</u>	<u>1,534</u>
TOTAL ASSETS		<u><u>37,477</u></u>	<u><u>106,652</u></u>	<u><u>-</u></u>	<u><u>151,534</u></u>
EQUITY AND LIABILITIES					
Non-current liabilities					
Deferred tax liabilities	10	1,647	2,384	-	-
Other financial liabilities	22	333	16,675	-	-
		<u>1,980</u>	<u>19,059</u>	<u>-</u>	<u>-</u>
Current liabilities					
Provision for taxation		-	1,030	5	-
Trade and other payables	23	59,990	50,956	34,207	2,103
Other financial liabilities	22	37,342	26,980	-	-
Other liabilities	24	246	315	-	-
		<u>97,578</u>	<u>79,281</u>	<u>34,212</u>	<u>2,103</u>
Total Liabilities		<u>99,558</u>	<u>98,340</u>	<u>34,212</u>	<u>2,103</u>
Capital and Reserves					
Share capital	20	24,464	24,464	162,132	162,132
Accumulated losses		(84,898)	(16,148)	(195,265)	(12,723)
Other reserves	21	(1,443)	134	(1,079)	22
Equity attributable to owners of the Company		<u>(61,877)</u>	<u>8,450</u>	<u>(34,212)</u>	<u>149,431</u>
Non-controlling interests		<u>(204)</u>	<u>(138)</u>	<u>-</u>	<u>-</u>
Total equity		<u>(62,081)</u>	<u>8,312</u>	<u>(34,212)</u>	<u>149,431</u>
TOTAL EQUITY AND LIABILITIES		<u><u>37,477</u></u>	<u><u>106,652</u></u>	<u><u>-</u></u>	<u><u>151,534</u></u>

The accompanying notes form an integral part of the financial statements

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2017

	Notes	Share Capital RM'000	Other Reserves RM'000	Accumulated Losses RM'000	Total RM'000	Non- controlling Interests RM'000	Total Equity RM'000
Group							
2017							
Balance as at 1 January 2017		24,464	134	(16,148)	8,450	(138)	8,312
Movement in equity:							
Loss after tax		-	-	(68,750)	(68,750)	(28)	(68,778)
Effects of translation of net assets of foreign operations	21A	-	(1,577)	-	(1,577)	(38)	(1,615)
Total comprehensive loss for the year		-	(1,577)	(68,750)	(70,327)	(66)	(70,393)
Balance as at 31 December 2017		24,464	(1,443)	(84,898)	(61,877)	(204)	(62,081)
2016							
Balance as at 1 January 2016		20,776	4,669	(5,240)	20,205	(127)	20,078
Movement in equity:							
Issuance of shares	20	3,688	-	-	3,688	-	3,688
Loss after tax		-	-	(10,908)	(10,908)	(28)	(10,936)
Effects of translation of net assets of foreign operations	21A	-	(4,535)	-	(4,535)	17	(4,518)
Total comprehensive loss for the year		-	(4,535)	(10,908)	(15,443)	(11)	(15,454)
Balance as at 31 December 2016		24,464	134	(16,148)	8,450	(138)	8,312

The accompanying notes form an integral part of the financial statements

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2017

	Notes	Share Capital RM'000	Other Reserves RM'000	Accumulated Losses RM'000	Total RM'000
Company					
2017					
Balance as at 1 January 2017		162,132	22	(12,723)	149,431
Movement in equity:					
Loss after tax		-	-	(182,542)	(182,542)
Effects of translation of net assets of foreign operations	21A	-	(1,101)	-	(1,101)
Total comprehensive loss for the year		-	(1,101)	(182,542)	(183,643)
Balance as at 31 December 2017		162,132	(1,079)	(195,265)	(34,212)
2016					
Balance as at 1 January 2016		158,444	2,543	(9,851)	151,136
Movement in equity:					
Issuance of shares	20	3,688	-	-	3,688
Loss after tax		-	-	(2,872)	(2,872)
Effects of translation of net assets of foreign operations	21A	-	(2,521)	-	(2,521)
Total comprehensive loss for the year		-	(2,521)	(2,872)	(5,393)
Balance as at 31 December 2016		162,132	22	(12,723)	149,431

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2017

	Notes	Group 2017 RM'000	Group 2016 RM'000
Cash flow from operating activities			
Loss before tax		(69,514)	(9,728)
Adjustment for:			
Amortisation for franchise agreement cost		495	218
Deposits and prepayments written off		1,462	167
Depreciation of property and equipment		6,557	7,869
Fair value adjustment on earn out payable		323	(1,004)
Gain on disposal of non-current assets classified as held for sale		(832)	-
Gain on disposal of subsidiary	14	(415)	-
Impairment loss on:-			
Franchise agreement cost		901	1,183
Property and equipment		29,979	-
Other receivables		1,948	-
Goodwill		13,817	-
Interest expenses		2,622	3,514
Interest income		(174)	(48)
Inventories written off		2	17
Loss/(gain) on disposal of property and equipment		938	(574)
Property and equipment written off		2,392	1,723
Share of loss of associate	25	1	-
Unrealised loss on foreign exchange		2,600	738
Operating (loss)/gain before working capital changes		(6,898)	4,075
Inventories		683	19
Other assets		5,398	(1,335)
Trade and other receivables		3,082	(5,762)
Trade and other payables		1,630	8,173
		3,895	5,170
Tax paid		(638)	(3,987)
Tax refund		-	54
Net cash from operating activities		3,257	1,237

The accompanying notes form an integral part of the financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2017

	Notes	Group 2017 RM'000	Group 2016 RM'000
Cash flows from investing activities			
Interest received		174	48
Net cash inflows arising from disposal of subsidiary	14	1,736	-
Proceeds from disposal of non-current assets classified as held for sale		1,415	-
Proceeds from disposal of property and equipment		462	1,297
Purchase of property and equipment	12	(3,589)	(2,217)
Net cash from/(used in) investing activities		198	(872)
Cash flows from financing activities			
Repayment of borrowings		(5,417)	(10,797)
Net finance lease payables		266	(161)
Advances from shareholders		1,600	-
Decrease/(increase) in cash restricted in use		1,653	(606)
Drawdown of borrowings		-	5,083
Interest paid		(1,688)	(2,186)
(Decrease)/increase in bills payable		(1,000)	1,000
Net cash used in financing activities		(4,586)	(7,667)
Net decrease in cash and cash equivalents		(1,131)	(7,302)
Effect of exchange rate changes		-	50
Cash and cash equivalents at the beginning of the year		447	7,699
Cash and cash equivalents at the end of the year	18A	(684)	447

Reconciliation of liabilities arising from financing activities:-

	1 January 2017 RM'000	Cash flows RM'000	Finance costs RM'000	Non-cash Foreign exchange movement RM'000	Non-cash finance costs RM'000	Non-cash Fair value adjustment RM'000	31 December 2017 RM'000
Bank borrowings (Note 22A)	22,146	(3,772)	(1,645)	-	-	-	16,729
Finance lease payables (Note 22B)	284	309	(43)	-	-	-	550
Exchangeable bonds (Note 22C)	9,476	-	-	(1,199)	934	-	9,211
Bills payable (Note 22E)	2,000	(1,000)	-	-	-	-	1,000
Earn out payables (Note 22F)	5,493	-	-	(186)	-	323	5,630
Advances from shareholders	5,985	1,600	-	-	-	-	7,585
	45,384	(2,863)	(1,688)	(1,385)	934	323	40,705

The accompanying notes form an integral part of the financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

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

1. General

Chaswood Resources Holdings Ltd. (the “Company”) is listed on the SGX – Catalist Board and is incorporated in Singapore with limited liability. The financial statements are presented in Ringgit Malaysia (“RM”). The registered office is at 80 Robinson Road, #02-00, Singapore 068898.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are described in Note 14.

The financial statements for the financial year ended 31 December 2017 were approved and authorised for issue by the board of directors in accordance with a resolution of the directors on the date of the Directors’ Statement.

2. New and Revised Singapore Financial Reporting Standards (“FRSs”)

(a) Adoption of New/Revised FRS that are effective

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2017.

Amendments to FRS 7 *Statement of Cash Flows*

The amendments require new disclosures that enable users of the financial statements to evaluate changes in liabilities arising from financing activities in respect of:

- a) Changes from financing cash flows;
- b) Changes arising from obtaining or losing control of subsidiaries or other businesses;
- c) The effect of changes in foreign exchange rates;
- d) Changes in fair values; and
- e) Other changes

The above disclosure also applies to changes in financial assets if cash flows from those financial assets are included in cash flows from financing activities.

As this is a disclosure requirement, the application of this amendment has had no impact on the Group’s financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

2. New and Revised Singapore Financial Reporting Standards (“FRSs”) (cont’d)

(a) Adoption of New/Revised FRS that are effective (cont’d)

Amendments to FRS 112 *Disclosure of Interest in Other Entities*

The amendment clarifies that the disclosure requirements of FRS 112 are applicable to interests classified as held for sale, held for distribution to owners, or discontinued operations. The amendment is applicable with effect from annual periods beginning on or after 1 January 2017. As this is a disclosure requirement, the application of this amendment has had no impact on the Group’s financial statements.

(b) New/Revised FRS which are issued but not yet effective

The Group has not adopted the following standards and interpretations that have been issued but are not yet effective:

		Effective for annual financial periods beginning on or after
FRS 109	<i>Financial Instruments</i>	1 January 2018
FRS 115	<i>Revenue from Contracts with Customers</i>	1 January 2018
INT FRS 122	<i>Foreign Currency Transactions and Advance Consideration</i>	1 January 2018
FRS 116	<i>Leases</i>	1 January 2019
INT FRS 123	<i>Uncertainty over Income Tax Treatments</i>	1 January 2019
	<i>Improvement to FRS Standards (March 2018) – Amendments to FRS 12, Income Taxes</i>	1 January 2019

Except for FRS 109 and FRS 115 described below, management anticipates that the adoption of the other new/revised FRS above in future periods will have no material impact on the Group’s financial statements in the period of initial application.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

2. New and Revised Singapore Financial Reporting Standards (“FRSs”) (cont’d)

(b) New/Revised FRS which are issued but not yet effective (cont’d)

FRS 109

Financial Instruments

FRS 109 was introduced to replace FRS 39 *Financial Instruments: Recognition and Measurement*. FRS 109 changes the classification and measurement requirements for financial assets and liabilities, and also introduces a three-stage impairment model that will impair financial assets based on expected losses regardless of whether objective indicators of impairment have occurred. FRS 109 also provides a simplified hedge accounting model that will align more closely with companies’ risk management strategies. FRS 109 is effective for annual periods beginning on or after 1 January 2018 with early application permitted. Retrospective application is generally required, except that hedge accounting requirements are, with limited exemptions, applied prospectively. Comparative information need not be restated. The Group does not apply hedge accounting.

The Group does not expect to reclassify any of their financial assets and liabilities as a result of the application of FRS 109.

With regards to the impairment model, the Group intends to adopt a simplified approach and record lifetime expected credit losses on all receivables. The Group does not expect the loss allowance to increase or decrease significantly.

FRS 115

Revenue from Contracts with Customers

FRS 115 *Revenue from Contracts with Customers* sets out the requirements for recognising revenue that apply to all contracts with customers (except for contracts that are within the scope of the standards on leases, insurance contracts and financial instruments). FRS 115 replaces the previous revenue standards, FRS 18 *Revenue* and FRS 11 *Construction Contracts*, and the related interpretations on revenue recognition, INT FRS 115 *Agreements for the Construction of Real Estate*, INT FRS 118 *Transfers of Assets from Customers*, and INT FRS 31 *Revenue – Barter Transactions Involving Advertising Services*.

FRS 115 establishes a five-step model that will apply to revenue arising from contracts with customers. Under FRS 115, revenue is recognised at an amount that reflects the consideration which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in FRS 115 provide a more structured approach to measuring and recognising revenue when the promised goods and services are transferred to the customer i.e. when performance obligations are satisfied. Key issues for the Group include identifying performance obligations, accounting for contract modifications, applying the constraint to variable consideration, evaluating significant financing components, measuring progress toward satisfaction of a performance obligation, recognising contract cost assets and addressing disclosure requirements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

2. New and Revised Singapore Financial Reporting Standards (“FRSs”) (cont’d)

(b) New/Revised FRS which are issued but not yet effective (cont’d)

FRS 115

Revenue from Contracts with Customers (cont’d)

During 2017, the Group performed a preliminary assessment of FRS 115 which is subject to changes arising from more detailed ongoing analysis. The principal activity of the holding company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 14.

With regards to the adoption of the new standard, the Group intends to recognise revenue when it has satisfied its performance obligation as the services are rendered. The Group does not expect the application of the standard to result in more revenue deferred than it is under the current standard.

Convergence with International Financial Reporting Standards (IFRS)

Singapore-incorporated companies listed on the Singapore Exchange (SGX) are required to apply a new financial reporting framework identical to the International Financial Reporting Standards (referred to as SG-IFRS in these financial statements) for the financial year ending 31 December 2018 onwards.

The Group has performed a preliminary assessment of the impact of SG-IFRS 1 First-time adoption of International Financial Reporting Standards for the transition to the new reporting framework. Based on the Group’s preliminary assessment, the Group expects that the impact on adoption of SG-FRS 115 Revenue from Contracts with Customers and SG-IFRS 9 Financial Instruments will be similar to adopting FRS 115 and FRS 109 as described in this note.

Other than the adoption of new and revised standards, the Group does not expect to change its existing accounting policies on adoption of the new framework. The Group will reassess the accounting policies adopted by the Group in accordance with IFRS and SFRS, and based on the Group’s preliminary assessment, there are no material textual differences between these accounting standards.

The Group is currently conducting a detailed analysis of the available accounting policy choices, transitional optional exemptions and transitional mandatory exceptions under SG-IFRS 1 and the preliminary assessment may be subject to changes arising from the detailed analysis.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies

(a) *Basis of Presentation*

The financial statements have been prepared in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards (“FRSs”). These financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements are presented in Ringgit Malaysia (RM), which is the functional currency of the Company. All financial information presented in Ringgit Malaysia have been rounded to the nearest thousand, unless otherwise stated.

Going concern

The Group incurred a loss after tax of RM68,778,000 (2016: RM10,936,000) and a total comprehensive loss of RM70,393,000 (2016: RM15,454,000) for the current financial year ended 31 December 2017. As at 31 December 2017, the Group’s and Company’s current liabilities exceeded their current assets by RM75,093,000 (2016: RM41,871,000) and RM34,212,000 (2016: RM569,000) respectively. In addition, the Group and the Company have negative total equity of RM62,081,000 (2016: positive total equity of RM8,312,000) and RM34,212,000 (2016: positive total equity of RM149,431,000) for the current financial year ended 31 December 2017 respectively.

The Group’s subsidiaries in Malaysia have also entered into restructuring proceedings and has re-filed for an extension of the moratorium as disclosed in Note 32(a) to the financial statements.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Group and the Company to continue as a going concern and therefore they may not be able to realise their assets and discharge their liabilities in the normal course of business.

Nevertheless, in the preparation of the financial statements, management believes that the use of the going concern assumption is appropriate after taking into consideration the following factors:

- Term Loan Facilities

The Group defaulted on its term loan facilities during the financial year as the Group was unable to meet the pre-requisite loan repayments as and when they fell due. The outstanding balance as at 31 December 2017 amounted to approximately RM16,729,000 (2016: RM22,146,000) and the defaulted term loan facilities have been classified as current liabilities in the statements of financial position as at 31 December 2017.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(a) *Basis of Presentation* (cont'd)

Going concern

- Term Loan Facilities (cont'd)

The Group only served the interest portion with no repayment of the principal portion of the said term loan facilities during the financial year. The Group initiated a restraining order against the respective financial institutions to allow for negotiations on the restructuring of the Group's term loan facilities.

The management is confident in a positive outcome to these negotiations. As at the date of the financial statements, there is no formal written commitment/agreement from any of these financial institutions on the Group's proposed restructuring scheme and the negotiations remain on-going.

- Exchangeable Bonds

The Company and its wholly-owned subsidiary Chaswood Capital Pte. Ltd. (the "Issuer") had on 30 September 2013 entered into a legally binding term sheet (the "Term Sheet") with TAP Venture Fund I Pte. Ltd. (the "Investor") in relation to the proposed issuance of an aggregate principal amount of SGD3,000,000 redeemable exchangeable bonds (the "Exchangeable Bonds") by the Issuer to the Investor at the issue price of SGD500,000 per Exchangeable Bond.

Subsequent to the prior financial year ended 31 December 2016, the Group entered into an Exchangeable Bond Agreement (the "Agreement") with the Investor and the Agreement states that the maturity date of the Exchangeable Bond shall be postponed from 23 April 2017 to 23 April 2018. As at 31 December 2017, the outstanding exchangeable bonds amounted to RM9,211,000 (2016: RM9,476,000).

The Group is currently in negotiations with the respective bondholders to seek an amicable solution to the now overdue settlement and management is confident of a positive outcome. As at the date of the financial statements, there is no formal written commitment/agreement from the bond holders that the proposed restructuring scheme shall be granted to the Group and the negotiations remain on-going.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(a) *Basis of Presentation (cont'd)*

Going concern (cont'd)

- **Earn-Out Payable**

The earn out payables of the Group relates to the balance purchase price for the acquisition of Beijing TGIF and Yi Jun Restaurant Management (Shanghai) Co. Ltd. which shall be payable in three (3) equal instalments due on 15 April 2016, 2017 and 2018 respectively subject to certain terms and conditions as stated in the sales and purchase agreement (“SPA”) dated 20 April 2015.

As at 31 December 2017, all three (3) instalments totaling approximately RM RM5,630,000 (2016: RM5,493,000) were deferred to 15 April 2018 of which the Group has yet to settle.

The Group is currently in negotiations with the franchise holder to seek an amicable solution to the overdue earn-out payable and whilst the negotiations remain on-going as at the date of the financial statements, management is confident of a positive outcome.

- **Closure of Outlets**

Due to the current challenging market conditions in the food and beverage industry, the Group has closed down six (6) operating restaurant outlets during the financial year ended 31 December 2017 and a further nine (9) operating restaurant outlets subsequent to the financial year end.

The Group is continuing with its rationalisation and business streamlining strategy which management believes would enable the Group to significantly reduce its losses arising from historically loss-making restaurant outlets.

- **Outstanding Rental Payable**

The Group is currently in negotiations with the relevant landlords of the remaining operating outlets in relation to certain rental payables which had been outstanding between three (3) months and twenty-six (26) months.

Management is confident that an amicable settlement plan will be reached with these landlords to enable the Group to fulfill its rental obligations and for the respective outlets to continue their operations. As disclosed in Note 31 to the financial statements, certain landlords had enter into legal proceedings against the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(b) *Group Accounting*

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous held equity interest in the acquiree over the fair value of the investee's identifiable net assets acquired. Goodwill on acquisitions of subsidiaries is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Gains and losses on the disposal of subsidiaries, include the carrying amount of goodwill relating to the entity sold.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent in a business combination are measured initially at their fair values at the acquisition date. The consideration also includes deferred consideration which is measured initially at fair value and subsequently at amortised cost. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; and gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(b) *Group Accounting* (cont'd)

Subsidiaries (cont'd)

If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposal of interests in subsidiaries to non-controlling interests without loss of control are also recorded in equity.

When the Group loses control of the subsidiary, it:

- derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- derecognises the carrying amount of any non-controlling interest (including any components of other comprehensive income attributable to them);
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained in the former subsidiary at its fair value;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate; and
- recognises any resulting difference as a gain or loss in profit or loss.

Non-Controlling Interests

The non-controlling interest is equity in a subsidiary not attributable, directly or indirectly, to the reporting entity as the parent. The non-controlling interest is presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. For each business combination, any non-controlling interest in the acquiree (subsidiary) is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Where the non-controlling interest is measured at fair value, the valuation techniques and key model inputs used are disclosed in the relevant note. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(c) *Investment in Subsidiaries*

Investment in subsidiary companies are carried at cost less accumulated impairment losses in the statement of financial position of the Company.

On disposal of investments in subsidiaries, the difference between the net disposal proceeds and the carrying amount of the investments are recognised in the profit or loss.

(d) *Revenue Recognition*

The revenue amount is the fair value of the consideration received or receivable from the gross inflow of economic benefits during the financial year arising from the course of the activities of the entity and it is shown net of any related sales taxes and rebates.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership are transferred to the buyer, there is neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, and the amount of revenue and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from rendering of services that are not significant transactions is recognised as the services are provided or when the significant acts have been completed.

Interest income is recognised using the effective interest method.

Fees charged for the use of continuing rights granted by the franchise and royalty agreement, or for other services provided during the period of the agreement, are recognised as revenue as the services are provided or the rights used.

(e) *Employee Benefits*

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset. Contributions to a defined contribution retirement benefit plan are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it agrees to contribute to an independently administered fund (government managed defined contribution retirement benefit plan).

For employee leave entitlement, the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(f) Income Tax

The income taxes are accounted using the asset and liability method that requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequence of events that have been recognised in the financial statements or tax returns. The measurements of current and deferred tax liabilities and assets are based on provisions of the enacted or substantially enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current and deferred income taxes are recognised as income or as an expense in profit or loss unless the tax relates to items that are recognised in the same or a different period outside profit or loss.

For such items recognised outside profit or loss, the current tax and deferred tax are recognised (a) in other comprehensive income if the tax is related to an item recognised in other comprehensive income and (b) directly in equity if the tax is related to an item recognised directly in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same income tax authority. The carrying amount of deferred tax assets is reviewed at each end of the reporting year and is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realised. A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

(g) Customer Loyalty Programme

The Group operates a customer loyalty programme called “Pinch of Salt” in Malaysia that provides awards or points to programme members based on accumulated purchases. A portion of revenue attributable to the award of customer loyalty benefits, estimated based on expected utilisation of these benefits, is deferred until they are utilised. These are included under deferred revenue on the statement of financial position. Any remaining unutilised benefits are recognised as revenue upon expiry.

(h) Foreign Currency Transactions

Most of the subsidiaries in the Group operate principally in Malaysia, and the functional currency of these entities is the Malaysian ringgit, as it reflects the primary economic environment in which these subsidiaries operate. The functional currency of the Company and the Singapore subsidiaries is Ringgit Malaysia (“RM”).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(h) *Foreign Currency Transactions* (cont'd)

Transactions in foreign currencies are recorded in the functional currency at the rates ruling at the dates of the transactions. At the end of each financial year, recorded monetary balances and balances measured at fair value that are denominated in non-functional currencies are reported at the rates ruling at the end of the financial year and fair value measurement dates respectively. All realised and unrealised exchange adjustment gains and losses are dealt with in profit or loss except when recognised in other comprehensive income and if applicable deferred in equity such as for qualifying cash flow hedges. The presentation of the Company's separate financial statements is in Malaysian ringgit as the financial statements are meant primarily for users in Malaysia.

(i) *Translation of Financial Statements of Other Entities*

Each entity in the Group determines the appropriate functional currency as it reflects the primary economic environment in which the entity operates. In translating the financial statements of an entity for incorporation in the consolidated financial statements in the presentation currency the assets and liabilities denominated in other currencies are translated at end of the financial year rates of exchange and the income and expense items for each statement presenting profit or loss and other comprehensive income are translated at average rates of exchange for the financial year. The resulting translation adjustments (if any) are recognised in other comprehensive income and accumulated in a separate component of equity until the disposal of that relevant entity.

(j) *Segment Reporting*

The Group discloses financial and descriptive information about its consolidated reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. Generally, financial information is reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(k) Borrowing Costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. The interest expense is calculated using the effective interest rate method. Borrowing costs are recognised as an expense in the period in which they are incurred except that borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset that necessarily take a substantial period of time to get ready for their intended use or sale are capitalised as part of the cost of that asset until substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

(l) Property and Equipment

Depreciation is provided on a straight-line basis to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets. The annual rates of depreciation are as follows:

Leasehold buildings	-	2%
Equipment	-	5% - 20%
Leasehold improvements	-	10%

An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle. Fully depreciated assets still in use are retained in the financial statements.

Property and equipment are carried at cost on initial recognition and after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses. The gain or loss arising from the derecognition of an item of property and equipment is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item and is recognised in profit or loss. The residual value and the useful life of an asset is reviewed at least at each end of the financial year and, if expectations differ significantly from previous estimates, the changes are accounted for as a change in an accounting estimate, and the depreciation charge for the current and future periods are adjusted.

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

Cost includes the initial estimate of the cost of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Group incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(m) Leases

Whether an arrangement is, or contains, a lease, it is based on the substance of the arrangement at the inception date, that is, whether (a) fulfilment of the arrangement is dependent on the use of a specific asset or assets (the asset); and (b) the arrangement conveys a right to use the asset. Leases are classified as finance leases if substantially all the risks and rewards of ownership are transferred to the lessee. All other leases are classified as operating leases. At the commencement of the lease term, a finance lease is recognised as an asset and as a liability in the statement of financial position at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments, each measured at the inception of the lease. The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the lease, if this is practicable to determine, the lessee's incremental borrowing rate is used. Any initial direct costs of the lessee are added to the amount recognised as an asset. The excess of the lease payments over the recorded lease liability are treated as finance charges which are allocated to each reporting year during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the reporting years in which they are incurred. The assets are depreciated as owned depreciable assets. Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases.

For operating leases, lease payments are recognised as an expense in profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is representative of the time pattern of the user's benefit, even if the payments are not on that basis. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense.

(n) Intangible Assets

An identifiable non-monetary asset without physical substance is recognised as an intangible asset at acquisition cost if it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably. After initial recognition, an intangible asset with finite useful life is carried at cost less any accumulated amortisation and any accumulated impairment losses.

An intangible asset with an indefinite useful life is not amortised. An intangible asset is regarded as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity.

The amortisable amount of an intangible asset with finite useful life is allocated on a systematic basis over the best estimate of its useful life from the point at which the asset is ready for use.

The useful life for franchise agreement cost is between 10 years.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(o) *Impairment of Non-Financial Assets (excluding goodwill)*

Irrespective of whether there is any indication of impairment, an annual impairment test is performed at the same time every year on an intangible asset with an indefinite useful life or an intangible asset not yet available for use. The carrying amount of other non-financial assets is reviewed at each end of the reporting year for indications of impairment and where an asset is impaired, it is written down through profit or loss to its estimated recoverable amount. The impairment loss is the excess of the carrying amount over the recoverable amount and is recognised in profit or loss. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. When the fair value less costs of disposal method is used, any available recent market transactions are taken into consideration. When the value in use method is adopted, in assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

At each end of the reporting year, non-financial assets other than goodwill with impairment loss recognised in prior periods are assessed for possible reversal of the impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been measured, net of depreciation or amortisation, if no impairment loss had been recognised.

(p) *Goodwill*

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised.

Goodwill is recognised as of the acquisition date measured as the excess of (a) over (b); (a) being the aggregate of: (i) the consideration transferred which generally requires acquisition-date fair value; (ii) the amount of any non-controlling interest in the acquiree measured in accordance with FRS 103 (measured either at fair value or as the non-controlling interest's proportionate share of the acquiree's net identifiable assets); and (iii) in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree; and (b) being the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed measured in accordance with this FRS 103.

After initial recognition, goodwill acquired in a business combination is measured at cost less any accumulated impairment losses. Goodwill is not amortised. Irrespective of whether there is any indication of impairment, goodwill (and also an intangible asset with an indefinite useful life or an intangible asset not yet available for use) is tested for impairment, at least annually. Goodwill impairment is not reversed in any circumstances.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(p) Goodwill (cont'd)

For the purpose of impairment testing and since the acquisition date of the business combination, goodwill is allocated to each cash-generating unit, or groups of cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree were assigned to those units or groups of units. Each unit or group of units to which the goodwill is so allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes and is not larger than a segment.

(q) Inventories

Inventories are measured at the lower of cost (first-in-first-out method) and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. A write down on cost is made where the cost is not recoverable or if the selling prices have declined. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

(r) Financial Assets

(i) Initial recognition, measurement and derecognition

A financial asset is recognised on the statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instrument. The initial recognition of financial assets is at fair value normally represented by the transaction price. The transaction price for financial asset not classified at fair value through profit or loss includes the transaction costs that are directly attributable to the acquisition or issue of the financial asset. Transaction costs incurred on the acquisition or issue of financial assets classified at fair value through profit or loss are expensed immediately. The transactions are recorded at the trade date.

Irrespective of the legal form of the transactions performed, financial assets are derecognised based on the derecognition test prescribed by FRS 39 relating to the transfer of risks and rewards of ownership and the transfer of control. Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is currently a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(r) *Financial Assets* (cont'd)

(ii) *Subsequent measurement*

Subsequent measurement based on the classification of the financial assets in one of the following categories under FRS 39 is as follows:

1. Financial assets at fair value through profit or loss: As at end of the financial year date there were no financial assets classified in this category.
2. Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Assets that are for sale immediately or in the near term are not classified in this category. These assets are carried at amortised costs using the effective interest method (except that short-duration receivables with no stated interest rate are normally measured at original invoice amount unless the effect of imputing interest would be significant) minus any reduction (directly or through the use of an allowance account) for impairment or uncollectibility. Impairment charges are provided only when there is objective evidence that an impairment loss has been incurred as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The methodology ensures that an impairment loss is not recognised on the initial recognition of an asset. Losses expected as a result of future events, no matter how likely, are not recognised. For impairment, the carrying amount of the asset is reduced through the use of an allowance account. The amount of the loss is recognised in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. Typically the trade and other receivables are classified in this category.
3. Held-to-maturity financial assets: As at end of the financial year date there were no financial assets classified in this category.
4. Available for sale financial assets: As at end of the financial year date there were no financial assets classified in this category.

(s) *Cash and Cash Equivalents*

Cash and cash equivalents include bank and cash balances, on demand deposits and any highly liquid debt instruments purchased with an original maturity of three months or less. For the statement of cash flows the item includes cash and cash equivalents less cash subject to restriction and bank overdrafts payable on demand that form an integral part of cash management.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(t) *Non-current Assets Classified as Held for Sale*

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of the asset's previous carrying amount and fair value less costs to sell. The assets are not depreciated or amortised while classified as held for sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

(u) *Financial Liabilities*

(i) *Initial recognition, measurement and derecognition*

A financial liability is recognised on the statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instrument and it is derecognised when the obligation specified in the contract is discharged or cancelled or expires. The initial recognition of financial liability is at fair value normally represented by the transaction price. The transaction price for financial liability not classified at fair value through profit or loss includes the transaction costs that are directly attributable to the acquisition or issue of the financial liability.

Transaction costs incurred on the acquisition or issue of financial liability classified at fair value through profit or loss are expensed immediately. The transactions are recorded at the trade date. Financial liabilities including bank and other borrowings are classified as current liabilities unless there is an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(u) *Financial Liabilities* (cont'd)

(ii) *Subsequent measurement*

Subsequent measurement based on the classification of the financial liabilities in one of the following two categories under FRS 39 is as follows:

1. Liabilities at fair value through profit or loss: Liabilities are classified in this category when they are incurred principally for the purpose of selling or repurchasing in the near term (trading liabilities) or are derivatives (except for a derivative that is a designated and effective hedging instrument) or have been classified in this category because the conditions are met to use the “fair value option” and it is used. Financial guarantee contracts if significant are initially recognised at fair value and are subsequently measured at the greater of (a) the amount measured in accordance with FRS 37 and (b) the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with FRS 18. All changes in fair value relating to liabilities at fair value through profit or loss are charged to profit or loss as incurred.
2. Other financial liabilities: All liabilities, which have not been classified as in the previous category fall into this residual category. These liabilities are carried at amortised cost using the effective interest method. Trade and other payables and borrowings are usually classified in this category. Items classified within current trade and other payables are not usually re-measured, as the obligation is usually known with a high degree of certainty and settlement is short-term.

(v) *Classification of Equity and Liabilities*

A financial instrument is classified as a liability or as equity in accordance with the substance of the contractual arrangement on initial recognition. Equity instruments are contracts that give a residual interest in the net assets of the reporting entity. Where the financial instrument does not give rise to a contractual obligation on the part of the issuer to make payment in cash or kind under conditions that are potentially unfavourable, it is classified as an equity instrument. Ordinary shares are classified as equity. Equity instruments are recognised at the amount of proceeds received net of incremental costs directly attributable to the transaction. Dividends on equity are recognised as liabilities when they are declared. Interim dividends are recognised when declared by the directors.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(w) *Exchangeable Bonds*

Exchangeable bonds are regarded as compound instruments, consisting of a liability component and an equity component. At the date of issue, the fair value of the liability component is estimated using prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the exchangeable bonds and the fair value assigned to the liability component, representing the embedded option to convert the liability into equity of the entity, is included in capital reserves in equity. The interest expense on the liability component is calculated by applying the prevailing market interest rate for similar non-convertible debt of the instrument. The difference between this amount and the interest paid is the carrying value of the exchangeable bonds.

(x) *Fair Value Measurement*

Fair value is taken to be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (that is, an exit price). It is a market-based measurement, not an entity-specific measurement. When measuring fair value, management uses the assumptions that market participants would use when pricing the asset or liability under current market conditions, including assumptions about risk. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value. In making the fair value measurement, management determines the following: (a) the particular asset or liability being measured (these are identified and disclosed in the relevant notes below); (b) for a non-financial asset, the highest and best use of the asset and whether the asset is used in combination with other assets or on a stand-alone basis; (c) the market in which an orderly transaction would take place for the asset or liability; and (d) the appropriate valuation techniques to use when measuring fair value. The valuation techniques used maximise the use of relevant observable inputs and minimise unobservable inputs. These inputs are consistent with the inputs a market participant may use when pricing the asset or liability.

The fair value measurements and related disclosures categorise the inputs to valuation techniques used to measure fair value by using a fair value hierarchy of three levels. These are recurring fair value measurements unless stated otherwise in the relevant notes to the financial statements. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. The level is measured on the basis of the lowest level input that is significant to the fair value measurement in its entirety. Transfers between levels of the fair value hierarchy are deemed to have occurred at the beginning of the reporting year. If a financial instrument measured at fair value has a bid price and an ask price, the price within the bid-ask spread or mid-market pricing that is most representative of fair value in the circumstances is used to measure fair value regardless of where the input is categorised within the fair value hierarchy. If there is no market, or the markets available are not active, the fair value is established by using an acceptable valuation technique.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

3. Summary of Significant Accounting Policies (cont'd)

(x) *Fair Value Measurement (cont'd)*

The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial instruments may not be disclosed separately unless there are significant differences at the end of the reporting year and in the event the fair values are disclosed in the relevant notes to the financial statements.

(y) *Provisions*

A liability or provision is recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A provision is made using best estimates of the amount required in settlement and where the effect of the time value of money is material, the amount recognised is the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense. Changes in estimates are reflected in profit or loss in the reporting year they occur.

(z) *Contingencies*

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

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

(aa) *Earn out payables ("EOP")*

EOP of the Group relates to the balance purchase price for the acquisition of Beijing TGI Friday's Restaurant Co. Ltd. ("TGIF Beijing") and Yi Jun Restaurant Management (Shanghai) Co. Ltd. ("Yi Jun") (Note 22F) which was to be payable in three (3) equal instalments due on 15 April 2016, 2017 and 2018 respectively subject to certain terms and conditions as stated in the sales and purchase agreement ("SPA") dated 20 April 2015.

The carrying amount for the EOP was based on the estimation of the Group in achieving the total gross sales target for certain stipulated periods in the SPA and was initially measured at amortised cost using the effective interest method. However, the Group had subsequently defaulted on all three (3) instalments which were due on 15 April 2018 and accordingly, the EOP was subsequently classified as financial liability categorised as fair value through profit or loss, representing the amounts due and payable.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

4. Critical Judgements, Assumptions and Estimation Uncertainties

In addition to the critical judgement on the appropriateness of the going concern assumptions, the critical judgements made in the process of applying the accounting policies as set out in Note 3 that have the most significant effect on the amounts recognised in the financial statements and the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the financial year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when the financial statements are prepared. However, this does not prevent actual figures differing from estimates.

Impairment of goodwill and franchise agreement cost

An assessment is made annually whether goodwill and franchise agreement cost have suffered any impairment losses. The assessment process is complex and highly judgemental and is based on assumptions that are affected by expected future market or economic conditions. Judgement is required in identifying the cash generating units (“CGU”) and the use of estimates as disclosed in Notes 13A and 13B respectively. Projections of future revenues were a critical estimate in determining whether any impairment of goodwill and franchise agreement cost is required as at the current reporting date. Actual outcomes could vary from these estimates as disclosed in Notes 13A and 13B respectively.

During the financial year, an impairment loss of RM13,817,000 (2016: Nil) and RM901,000 (2016: RM1,183,000) have been recognised to write down the carrying amount of goodwill and franchise cost for TGI Fridays respectively as result of restaurant outlets closure.

Impairment of property and equipment

As at 31 December 2017, the Group has property and equipment stated at carrying value of RM14,511,000 (2016: RM53,775,000) (Note 12). An assessment is made at the end of each financial year whether there is any indication that the assets may be impaired. If any such indication exists, an estimate is made of the recoverable amount of the assets. The recoverable amounts of cash-generating units, if applicable, are determined based on value-in-use calculations. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from assumptions, could require a material adjustment to the carrying amount of the balances affected.

During the current financial year, the Group recognised an impairment loss amounting to RM29,979,000 (2016: Nil) due to restaurant outlets closure.

Useful lives of leasehold improvements and equipment

The estimates for the useful lives and related depreciation charges for leasehold improvements and equipment are based on commercial and other factors which could change significantly as a result of innovations and competitor actions in response to market conditions. The depreciation charge is increased where useful lives are less than previously estimated lives, or the carrying amounts written off or written down for technically obsolete items or assets that have been abandoned. It is impracticable to disclose the extent of the possible effects.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

4. Critical Judgements, Assumptions and Estimation Uncertainties (cont'd)

Useful lives of leasehold improvements and equipment (cont'd)

It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amount of the specific asset (or class of assets) at the end of the financial year affected by the assumption is RM14,157,000 (2016: RM53,413,000) (Note 12).

Impairment of investments in subsidiaries

Where there are impairment indicators, an impairment test is conducted on investments in subsidiaries. This determination requires significant judgement. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flow. It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amount of the specific asset (or class of assets) at the end of the financial year affected by the assumption is disclosed in Note 14. The cost of investment in subsidiaries was fully impaired during the current financial year.

Repayment of Earn Out Payable ("EOP")

Management estimates the repayment of EOP which are subject to achievement of certain total gross sales targets and payable in three (3) equal instalments due on 15 April 2016, 2017 and 2018 respectively based on historical forecast and recent performance of TGIF Beijing and Yi Jun. Significant estimates involves usage of historical sales data and projected sales growth based on management's best knowledge of the market. The carrying amount of the Group's EOP at the end of the financial year is RM5,630,000 (2016: RM5,493,000) (Note 22F).

Income taxes

The Group is presently subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the Group-wide provision for income taxes. The entity recognises tax liabilities and assets tax based on an estimation of the likely taxes due, which requires significant judgement as to the ultimate tax determination of certain items. Where the actual amount arising from these issues differs from these estimates, such differences will have an impact on income tax and deferred tax amounts in the period when such determination is made. In addition, management judgement is required in determining the amount of current and deferred tax recognised and the extent to which amounts should or can be recognised. A deferred tax asset is recognised for unused tax losses if it is probable that the entity will earn sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the management making assumptions within its overall tax planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. Moreover, the measurement of a deferred tax asset or liability reflects the manner in which the entity expects to recover the asset's carrying value or settle the liability. As a result, due to their inherent nature assessments of likelihood are judgmental and not susceptible to precise determination. The income tax amounts are disclosed in Note 10.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

4. Critical Judgements, Assumptions and Estimation Uncertainties (cont'd)

Customer loyalty programme

The Group operates a customer loyalty programme called “Pinch of Salt” in Malaysia that provides awards or points to programme members based on accumulated purchases. A portion of revenue attributable to the award of customer loyalty benefits is deferred until they are utilised. The deferment of the revenue is estimated based on historical trends of redemption, which is then used to project the expected utilisation of these benefits. Any remaining unutilised benefits are recognised as revenue upon expiry. This estimation requires significant judgement. As at 31 December 2017, the carrying amount of the Group’s deferred revenue amounted to RM246,000 (2016: RM315,000) (Note 24).

5. Revenue

	2017 RM'000	Group 2016 RM'000
Sale of food and beverages	126,616	154,000
Service charges	7,785	9,955
Franchise related income	3,704	2,318
	<u>138,105</u>	<u>166,273</u>

6. Other Gains and (Other Losses)

	2017 RM'000	Group 2016 RM'000
Deposits and prepayments written off	(1,462)	(167)
Fair value adjustment on earn out payable	(323)	1,004
Gain on disposal of non-current assets classified as held for sale	832	-
Gain on disposal of subsidiary	415	-
Impairment loss on:-		
Franchise agreement cost	(901)	(1,183)
Property and equipment	(29,979)	-
Other receivables	(1,948)	-
Goodwill	(13,817)	-
Inventories written off	(2)	(17)
(Loss)/gain on disposal of property and equipment	(938)	574
Property and equipment written off	(2,392)	(1,723)
Unrealised loss on foreign exchange	(2,600)	(801)
	<u>(53,115)</u>	<u>(2,313)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

6. Other Gains and (Other Losses) (cont'd)

	2017 RM'000	Group 2016 RM'000
Presented in profit or loss as:		
Other gains	1,247	1,578
Other losses	(54,362)	(3,891)
	<u>(53,115)</u>	<u>(2,313)</u>

7. Administrative Expenses

	2017 RM'000	Group 2016 RM'000
Audit fees paid and payable to:		
- independent auditors of the Company	152	303
- independent auditors of the subsidiaries	567	992
Employee benefits expenses	38,327	41,775
Operating supplies	3,007	3,676
Rental of apartments, office premises and storage	1,968	2,168
Rental of restaurant premises	31,895	30,938
Repairs and maintenance	1,776	2,334
Utilities	8,389	9,140
Employee benefits expense:		
Salaries and other short-term employee benefits	36,801	40,327
Contributions to defined contribution plans	1,526	1,448
	<u>38,327</u>	<u>41,775</u>

8. Finance Costs

	2017 RM'000	Group 2016 RM'000
Interest on:		
Exchangeable bonds	934	1,097
Bank borrowings	1,645	1,996
Earn out payables	-	395
Finance lease payables	43	26
	<u>2,622</u>	<u>3,514</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

9. Other Expenses

	2017 RM'000	Group 2016 RM'000
Amortisation of franchise agreement cost	495	218
Depreciation of property and equipment	6,557	7,869
	<u>7,052</u>	<u>8,087</u>

10. Income Tax Expense

	2017 RM'000	Group 2016 RM'000
Current tax expense:		
- current financial year	358	1,581
- overprovision in prior year	(357)	(118)
	<u>1</u>	<u>1,463</u>
Deferred tax:		
- reversal of temporary differences	(1,224)	(302)
- underprovision in prior year	487	47
	<u>(737)</u>	<u>(255)</u>
Total income tax (credit)/expense	<u>(736)</u>	<u>1,208</u>

The income tax in profit or loss varied from the amount of income tax determined by applying the Singapore income tax rate of 17% (2016: 17%) to loss before income tax as a result of the following differences:

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

10. Income Tax (cont'd)

	2017 RM'000	Group 2016 RM'000
Loss before income tax	(69,514)	(9,728)
Income tax at the above rate	(11,817)	(1,654)
Tax effects of:		
- non deductible expenses	10,526	2,501
- non taxable income	(200)	(98)
- effect of different tax rates in different countries	(3,554)	(622)
- deferred tax assets not recognised	4,179	1,152
- overprovision of income tax expense in prior year	(357)	(118)
- underprovision of deferred tax expense in prior year	487	47
Total income tax (credit)/expense	(736)	1,208

Expenses not deductible for tax purposes comprise transaction costs related to entertainment expenses and non-trade related expenses. Income not taxable for tax purposes mainly comprise of capital gains arising from disposal of non-current assets classified as held for sale.

	2017 RM'000	Group 2016 RM'000
Deferred tax balance in statement of financial position		
At the beginning of the financial year	2,384	2,639
Recognised in profit or loss	(737)	(255)
At the end of the financial year	1,647	2,384

Deferred tax liabilities/(assets) are presented after offsetting:

Deferred tax liabilities :

- Excess of net book value of equipment over tax values	4,756	4,388
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Deferred tax assets :

- unutilised tax losses	(1,447)	(486)
- unabsorbed capital allowances	(574)	(1,518)
- other temporary differences	(1,088)	-
	1,647	2,384

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

10. Income Tax (cont'd)

	2017 RM'000	Group 2016 RM'000
Deferred tax assets have not been recognised in respect of the following temporary differences:		
- unutilised tax losses	38,457	24,076
- unabsorbed capital allowances	11,908	6,536
- others	2,218	4,559
	<u>52,583</u>	<u>35,171</u>

In accordance with Note 3(f) to the financial statements, deferred tax assets have not been recognised in respect of the above items as they relate to loss-making subsidiaries and it is not probable that they will be utilised by taxable profits in the foreseeable future.

The realisation of the future income tax benefits from tax loss carry forwards and temporary differences from capital allowances is available for an unlimited future period subject to the conditions imposed by law including the retention of majority shareholders as defined.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

11. Loss per Share

The following table illustrates the numerators and denominators used to calculate the basic amount per share of no par value.

Loss per share is calculated by dividing the Group's loss after tax attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year as follows:

	2017 RM'000	Group 2016 RM'000
Net loss attributable to owners of the Company	(68,750)	(10,908)
Weighted average number of equity shares	No: '000 250,605	No: '000 246,641
Basic and diluted loss per share (cents)	(27.4)	(4.4)

The weighted average number of equity shares refers to shares in circulation during the reporting period.

There is no dilutive effect from the exchangeable bonds as they are anti-dilutive because their conversion to ordinary shares would decrease loss per share.

The basic amount per share ratio is based on the weighted average number of ordinary shares outstanding during each reporting year. The diluted amount per share is based on the weighted average number of ordinary shares and dilutive ordinary share equivalents outstanding during each reporting year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

12. Property and Equipment

	Leasehold buildings RM'000	Leasehold improvements RM'000	Equipment RM'000	Total RM'000
Group				
2017				
Cost				
At 1 January 2017	459	44,636	53,904	98,999
Additions	-	2,336	1,786	4,122
Written off	-	(2,099)	(4,099)	(6,198)
Disposals	-	(1,288)	(1,253)	(2,541)
Foreign exchange adjustments	-	563	84	647
At 31 December 2017	459	44,148	50,422	95,029
Accumulated depreciation and impairment losses				
At 1 January 2017	97	22,522	22,605	45,224
Charge for the year	8	2,957	3,592	6,557
Written off	-	(1,513)	(2,293)	(3,806)
Disposals	-	(250)	(891)	(1,141)
Impairment	-	15,589	14,390	29,979
Foreign exchange adjustments	-	3,324	381	3,705
At 31 December 2017	105	42,629	37,784	80,518
Net book value				
At 31 December 2017	354	1,519	12,638	14,511

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

12. Property and Equipment (cont'd)

	Leasehold buildings RM'000	Leasehold improvements RM'000	Equipment RM'000	Total RM'000
Group				
2016				
Cost				
At 1 January 2016	1,569	42,840	58,105	102,514
Additions	-	2,159	259	2,418
Written off	-	-	(4,145)	(4,145)
Disposals	(373)	-	(910)	(1,283)
Reclassification to non-current asset held for sale	(737)	-	-	(737)
Foreign exchange adjustments	-	(363)	595	232
At 31 December 2016	459	44,636	53,904	98,999
Accumulated depreciation and impairment losses				
At 1 January 2016	296	19,540	20,501	40,337
Charge for the year	32	3,114	4,723	7,869
Written off	-	-	(2,422)	(2,422)
Disposals	(77)	-	(483)	(560)
Reclassification to non-current asset held for sale	(154)	-	-	(154)
Foreign exchange adjustments	-	(132)	286	154
At 31 December 2016	97	22,522	22,605	45,224
Net book value				
At 31 December 2016	362	22,114	31,299	53,775

Certain items are under finance lease agreements (see Note 22B). Acquisition of property and equipment are satisfied by the following:-

	Group	
	2017 RM'000	2016 RM'000
Total additions	4,122	2,418
Finance lease arrangement	(533)	(201)
Cash payment	3,589	2,217

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

12. Property and Equipment (cont'd)

Leasehold improvements and equipment written off during the financial year were mainly due to the restaurant outlets closure.

During the financial year, certain leasehold improvements and equipment of the Group were fully impaired due to restaurant outlets closure. This arose from the management's regular review of the recoverable amount of property and equipment. Management estimated the recoverable amount of the asset on the basis of its value-in-use. Property and equipment is allocated to cash-generating units for the purpose of impairment testing and the key assumptions used in the value-in-use calculations, which include the budgeted gross margin, growth rate and discount rate of the operating restaurants, are disclosed in Note 13.

In the previous financial year, leasehold building amounting to RM83,000 was pledged as security for a banking facility (Note 22A).

13. Intangible Assets

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Goodwill (Note 13A)	-	14,394	-	-
Franchise agreement cost (Note 13B)	282	1,073	-	-
	<u>282</u>	<u>15,467</u>	<u>-</u>	<u>-</u>

13A. Goodwill

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
<u>Cost</u>				
At the beginning of the year	14,394	14,204	-	-
Disposal of subsidiary	(384)	-	-	-
Foreign exchange adjustment	(193)	190	-	-
At the end of the year	<u>13,817</u>	<u>14,394</u>	<u>-</u>	<u>-</u>
<u>Allowance of impairment</u>				
At the beginning of the year	-	-	-	-
Impairment loss for the year	13,817	-	-	-
At the end of the year	<u>13,817</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net carrying amount	<u>-</u>	<u>14,394</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

13. Intangible Assets (cont'd)

13A. Goodwill (cont'd)

The goodwill mainly relates to the initial acquisition of TGI Fridays business in 2002 and the acquisition of TGI Fridays business in China in 2015.

Goodwill is allocated to cash-generating units ("CGUs") for the purpose of impairment testing. Each of those cash-generating units represents the Group's investment by each primary reporting segment as follows:

	Group	
	2017	2016
	RM'000	RM'000
Assets allocation:		
Malaysia	6,569	6,953
People's Republic of China ("PRC")	7,248	7,441
Less: Allowance for impairment	(13,817)	-
Net carrying amount	-	14,394

During the financial year, the Group assessed the recoverable amount of the goodwill and determined that the carrying amount of the goodwill exceeded its receivable amount which resulted in full impairment in current financial year. The basis of the determination of the recoverable amount is set out below.

The recoverable amount of a cash-generating unit is determined using the value-in-use approach, and this is derived from the present value of the future cash flows from this segment computed based on the projections of financial budgets approved by management covering a period of ten years. The key assumptions used in the determination of the recoverable amount are as follows:

	<u>Gross margin</u>		<u>Terminal growth rate of revenue</u>		<u>Discount rate</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
	%	%	%	%	%	%
Operating restaurants	61.6 – 73.3	62.1 – 74.1	0 – 3.0	0 – 4.5	5.0 – 11.0	4.3 – 11.0

(i) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margin is the average gross margins achieved in the year immediately before the budgeted year, increased for expected efficiency improvements and cost saving measures, if any.

(ii) Terminal growth rate

Pre-tax cash flow projections based on the most recent financial budgets approved by the management covering a ten years period based on the above stipulated growth rate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

13. Intangible Assets (cont'd)

13A. Goodwill (cont'd)

(iii) Discount rate

The discount rate used is based on the weighted average cost of capital.

Management believes that any reasonably possible change in the key assumptions on which the goodwill recoverable amount is based on would not cause the carrying amount to exceed its recoverable amount. Actual outcomes could vary from these estimates. Management considered that any reasonable possible changes in the above key assumptions applied are not likely to cause the recoverable amount of the CGU of the operating restaurants to be lower than its carrying amount.

13B. Franchise Agreement Cost

	Group		Company	
	2017	2016	2017	2016
	RM'000	RM'000	RM'000	RM'000
<u>Cost</u>				
At the beginning of the year	6,348	6,162	979	979
Foreign exchange adjustments	806	186	-	-
At the end of the year	<u>7,154</u>	<u>6,348</u>	<u>979</u>	<u>979</u>
<u>Accumulated amortisation and impairment</u>				
At the beginning of the year	5,275	3,819	979	979
Amortisation charge for the year	495	218	-	-
Impairment loss for the year	901	1,183	-	-
Foreign exchange adjustments	201	55	-	-
At the end of the year	<u>6,872</u>	<u>5,275</u>	<u>979</u>	<u>979</u>
<u>Net book value</u>				
At the end of the year	<u>282</u>	<u>1,073</u>	<u>-</u>	<u>-</u>

The franchise agreement cost relates to the licence agreements entered with four franchisors for the operation of four restaurant concepts, namely TGI Fridays, Bulgogi Brothers, Watami and Paradise Dynasty. The franchise agreements costs are tested for impairment at the end of the financial year. An impairment loss is the amount by which the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount. The recoverable amount of an asset or a cash-generating unit ("CGU") is the higher of its fair value less costs to sell or its value in use. The recoverable amounts of cash-generating units have been determined based on the value in use method.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

13. Intangible Assets (cont'd)

13B. Franchise Agreement Cost (cont'd)

During the financial year, an impairment loss of RM901,000 (2016: RM1,183,000) has been recognised to write down the carrying amount of franchise agreement cost for TGI Fridays. It is recognised in profit or loss under the line item "other losses" as disclosed in Note 6. The impairment loss was the result of restaurant outlets closure.

As at the end of the current reporting date, the franchise agreement cost of RM282,000 solely comprise of the license agreement for TGI Fridays.

The basis of the determination of the recoverable amount is set out below.

The recoverable amount of a cash-generating unit is determined using the value-in-use approach, and this is derived from the present value of the future cash flows from the franchises computed based on the projections of financial budgets approved by management covering a period of ten years. The key assumptions used in the determination of the recoverable amount are as follows:

	Gross margin		Terminal growth rate of revenue		Discount rate	
	2017	2016	2017	2016	2017	2016
	%	%	%	%	%	%
Operating restaurants	61.6 – 73.3	62.1 – 74.1	0 – 3.0	0 – 4.5	5.0	4.3 – 11.0

(i) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margin is the average gross margins achieved in the year immediately before the budgeted year, increased for expected efficiency improvements and cost saving measures, if any.

(ii) Terminal growth rate

Pre-tax cash flow projections based on the most recent financial budgets approved by the management covering a ten years period based on the above stipulated growth rate.

(iii) Discount rate

The discount rate used is based on the weighted average cost of capital.

Management believes that any reasonably possible change in the key assumptions on which the franchise agreement cost recoverable amount is based on would not cause the carrying amount to exceed its recoverable amount. Actual outcomes could vary from these estimates. Management considered that any reasonable possible changes in the above key assumptions applied are not likely to cause the recoverable amount of the CGU of the operating restaurants to be lower than its carrying amount.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

14. Investments in Subsidiaries

	Company	
	2017	2016
	RM'000	RM'000
Unquoted equity shares at cost	150,954	150,954
Allowance for impairment	(150,954)	(954)
Unquoted equity shares net of impairment	-	150,000
<u>Movement in allowance for impairment loss</u>		
At the beginning of the year	(954)	(954)
Impairment loss for the year	(150,000)	-
At the beginning/end of the year	(150,954)	(954)

Management has assessed the recoverability of the investment in subsidiaries based on discounted cash flows and is of the view that allowance for impairment of investment in subsidiaries is necessary. As a result, the cost of investment of RM150,000,000 was fully impaired in financial year 2017.

Name of Subsidiaries, Place of operations, and Country of incorporation	Principal activities	Cost of investment		Effective percentage of Equity interest	
		2017	2016	2017	2016
		RM'000	RM'000	%	%
Held by the Company					
Chaswood Resources Sdn. Bhd. ⁽¹⁾⁽⁷⁾ Malaysia	Investment holding and restaurant operator	150,000	150,000	100	100
Chaswood Resources (Thailand) Co. Ltd ⁽²⁾ Thailand	Restaurant operator	954	954	90	90
Chaswood Global Pte. Ltd. ⁽⁴⁾ Singapore	Investment holding	(*)	(*)	100	100
Chaswood Sino Pte. Ltd. ⁽⁴⁾ Singapore	Investment holding	(*)	(*)	100	100
		<u>150,954</u>	<u>150,954</u>		

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

14. Investments in Subsidiaries (cont'd)

Name of Subsidiaries, Place of operations, and Country of incorporation	Principal activities	Effective percentage of Equity interest	
		2017 %	2016 %
<u>Held by Subsidiaries</u>			
Chaswood Resources			
Sdn. Bhd.			
Bistroamericana (P.J.) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (M) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (S.J.) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (J.B.) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	20	100
Bistroamericana (T.C.) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistro Italiana (SJ) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (B.U.) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Trinity Square Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistro Italiana (JB) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistro Italiana (TC) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

14. Investments in Subsidiaries (cont'd)

Name of Subsidiaries, Place of operations, and Country of incorporation	Principal activities	Effective percentage of Equity interest	
		2017	2016
		%	%
<u>Held by Subsidiaries</u> (cont'd)			
Chaswood Resources Sdn. Bhd. (cont'd)			
Bistro Italiana (TG) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Teh Tarik Place Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (Q.B.) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (BB) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (SP) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
The Apartment Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Teh Tarik Place Holdings Sdn. Bhd. ⁽¹⁾ Malaysia	Dormant	100	100
Curry Leaf's Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistromalones (S) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Teh Tarik Place (SA) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

14. Investments in Subsidiaries (cont'd)

<u>Name of Subsidiaries, Place of operations, and Country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of Equity interest</u>	
		<u>2017</u> %	<u>2016</u> %
<u>Held by Subsidiaries</u> (cont'd)			
Chaswood Resources			
Sdn. Bhd. (cont'd)			
Bistroamericana (IOI) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (Hartamas) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (TG) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (WW) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistromalones (BB) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
The Apartment (BB) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (A) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistrojapan (BB) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistrojapan (BU) Sdn. Bhd. ⁽¹⁾ Malaysia	Dormant	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

14. Investments in Subsidiaries (cont'd)

Name of Subsidiaries, Place of operations, and Country of incorporation	Principal activities	Effective percentage of Equity interest	
		2017	2016
		%	%
<u>Held by Subsidiaries</u> (cont'd)			
Chaswood Resources Sdn. Bhd. (cont'd)			
Bistroamericana (MT) Sdn. Bhd. ⁽¹⁾ Malaysia	Dormant	100	100
Cafe Baci Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (PM) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistrojapan (PM) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistro Italiana (PM) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (SA) Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bulgogi Brothers Restaurants Sdn. Bhd. ⁽¹⁾ Malaysia	Restaurant operator	100	100
Bistroamericana (EC) Sdn. Bhd. ⁽¹⁾ Malaysia	Dormant	100	100
Bistro Italiana (EC) Sdn. Bhd. ⁽¹⁾ Malaysia	Dormant	100	100
Bistromalones (PJ) Sdn. Bhd. ⁽¹⁾ Malaysia	Dormant	100	100
Chaswood Resources Pte. Ltd. ⁽⁴⁾ Singapore	Investment holding	100	100
PT Chaswood Resources ⁽³⁾ Indonesia	Investment holding	99	99
Beijing TGI Friday’s Restaurant Co. Ltd. ⁽⁶⁾ PRC	Restaurant operator	100	100
Yi Jun Restaurant Management (Shanghai) Co. Ltd ⁽⁶⁾ PRC	Restaurant operator	100	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

14. Investments in Subsidiaries (cont'd)

Name of Subsidiaries, Place of operations, and Country of incorporation	Principal activities	Effective percentage of Equity interest	
		2017	2016
		%	%
<u>Held by Subsidiaries</u> (cont'd)			
Chaswood Resources Pte. Ltd.			
Chaswood Resources (OR) Pte. Ltd. ⁽⁴⁾ Singapore	Dormant	100	100
Bistroamericana (KM) Pte. Ltd. ⁽⁴⁾ Singapore	Dormant	100	100
Bistromalones (313) Pte. Ltd. ⁽⁴⁾ Singapore	Dormant	100	100
Chaswood Capital Pte. Ltd. ⁽⁴⁾ Singapore	Investment holding	100	100
PT Chaswood Resources			
PT Chaswood Resources Jakarta ⁽³⁾ Indonesia	Restaurant operator	75	75
PT Chaswood Resources BB ⁽³⁾ Indonesia	Restaurant operator	75	75
Chaswood Global Pte. Ltd.			
Chaswood Resources (HK) Private Limited ⁽⁵⁾ Hong Kong	Dormant	100	100
Chaswood Sino Pte. Ltd.			
Chaswood Restaurant Management Shanghai Co. Ltd ⁽⁶⁾ PRC	Restaurant operator	100	100

(*) Cost of investment is less than RM1,000.

(1) Audited by Moore Stephens Associate PLT, Malaysia, a firm of independent auditors, a member firm of Moore Stephens International of which Moore Stephens LLP, Singapore is also a member.

(2) Cost of investment of RM954,000 was fully impaired in financial year 2014.

(3) Audited by RSM AAJ Associate, Indonesia.

(4) Audited by Moore Stephens LLP, Singapore.

(5) Not audited as immaterial.

(6) Audited by Dahua CPA, a member firm of Moore Stephens International of which Moore Stephens LLP, Singapore is also a member.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

14. Investments in Subsidiaries (cont'd)

(7) Cost of investment of RM150,000,000 was fully impaired in financial year 2017.

The subsidiaries with non-controlling interests are considered not significant to the reporting entity.

Disposal of subsidiary

The Group disposed 80% equity interest in Bistroomerica (J.B.) Sdn. Bhd. for a consideration of RM1.6 million on 18 July 2017.

The following summarises the major classes of consideration transferred, and the disposed amounts of the assets acquired and liabilities assumed at the acquisition date:

	Group 2017 RM
Net assets disposed:	
Property and equipment	832
Inventories	26
Trade and other receivables	95
Amounts due from related companies	593
Provision for tax	39
Cash on hand	1
Deferred tax liabilities	(92)
Trade and other payables	(356)
Bank overdraft	(137)
Goodwill	384
	<u>1,385</u>
Sales proceed	1,600
Fair value of remaining equity interest	200
Total disposal proceed	<u>1,800</u>
Gain on disposal	<u><u>415</u></u>
<u>Cash inflow arising from disposal:</u>	
Cash consideration received	1,600
Cash and cash equivalent of subsidiary disposed:-	
- Cash on hand	(1)
- Bank overdraft	137
	<u>136</u>
Net cash inflow from disposal of subsidiary	<u><u>1,736</u></u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

15. Inventories

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Food and beverage	<u>3,007</u>	<u>3,718</u>	<u>-</u>	<u>-</u>
The amount of inventories included in cost of sales	<u>(46,077)</u>	<u>(54,332)</u>	<u>-</u>	<u>-</u>

There are no inventories pledged as security for liabilities.

16. Trade and Other Receivables

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
<u>Trade receivables</u>				
Gross				
Outside parties	<u>1,875</u>	<u>5,675</u>	<u>-</u>	<u>-</u>
<u>Other receivables</u>				
Outside parties	2,471	3,310	-	7
Subsidiaries	-	-	1,328	1,524
<i>Allowance for impairment</i>				
At 1 Jan	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Impairment for the year	<u>(1,948)</u>	<u>-</u>	<u>(1,328)</u>	<u>-</u>
At 31 Dec	<u>(1,948)</u>	<u>-</u>	<u>(1,328)</u>	<u>-</u>
	<u>523</u>	<u>3,310</u>	<u>-</u>	<u>1,531</u>
At the end of the year	<u>2,398</u>	<u>8,985</u>	<u>-</u>	<u>1,531</u>

Amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

17. Other Assets

	Group		Company	
	2017 RM'000	2016 RM'000	2017 RM'000	2016 RM'000
Prepayments	513	3,598	-	3
Rental deposits	10,093	12,406	-	-
	<u>10,606</u>	<u>16,004</u>	<u>-</u>	<u>3</u>

18. Cash and Cash Equivalents

	Group	
	2017 RM'000	2016 RM'000
Cash on hand	420	537
Cash at banks	3,451	4,166
Fixed deposits with licensed banks ^(a)	<u>1,764</u>	<u>3,417</u>
	<u>5,635</u>	<u>8,120</u>
Not restricted in use	3,871	4,703
Restricted in use ^(a)	<u>1,764</u>	<u>3,417</u>
	<u>5,635</u>	<u>8,120</u>

(a) The interest-earning balances are not significant.

This amount is pledged as security for bank borrowings obtained (Note 22).

18A. Cash and cash equivalents in the statement of cash flows:

	Group	
	2017 RM'000	2016 RM'000
Amount shown above	5,635	8,120
Bank overdrafts (Note 22)	(4,555)	(4,256)
Cash restricted in use over 3 months	<u>(1,764)</u>	<u>(3,417)</u>
Cash and cash equivalents for statement of cash flows purposes at the end of the year	<u>(684)</u>	<u>447</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

19. Non-current Assets Classified as Held for Sale

	Group	
	2017 RM'000	2016 RM'000
Reclassified from property and equipment	-	583

On 28 December 2016, the Group entered into Sale and Purchase Agreements (“SPAs”) to dispose buildings for a total cash consideration of RM1,665,000. The disposal of the buildings was completed during the financial year, upon the satisfaction of certain condition precedents of the SPAs.

20. Share Capital

	Group			
	2017 No. of shares '000	RM'000	2016 No. of shares '000	RM'000
<u>Issued and paid up</u>				
Ordinary shares of no par value:				
At the beginning of the year	250,605	24,464	226,818	20,776
Issuance of shares	-	-	23,787	3,688
At the end of the year	<u>250,605</u>	<u>24,464</u>	<u>250,605</u>	<u>24,464</u>

	Company			
	2017 No. of shares '000	RM'000	2016 No. of shares '000	RM'000
<u>Issued and paid up</u>				
Ordinary shares of no par value:				
At the beginning of the year	250,605	162,132	226,818	158,444
Issuance of shares	-	-	23,787	3,688
At the end of the year	<u>250,605</u>	<u>162,132</u>	<u>250,605</u>	<u>162,132</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

20. Share Capital (cont'd)

The ordinary shares of no par value are fully paid, carry one vote each and have no right to fixed income. The Group is in compliance with all externally imposed capital requirements.

Capital Management

The objectives when managing capital are to safeguard the reporting entity's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, and to provide an adequate return to owners by pricing the sales commensurately with the level of risk. The management sets the amount of capital to meet its requirements and the risk taken. There were no changes in the approach to capital management during the reporting year. The management manages the capital structure and makes adjustments to it where necessary or possible in the light of changes in conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the management may adjust the amount of dividends paid to owners, return capital to owners, issue new shares, or sell assets to reduce debt. The capital comprises all components of equity (that is, share capital and reserves).

The management monitors the capital on the basis of the debt-to-equity ratio. This ratio is calculated as net debt/equity. Net debt is calculated as total borrowings less cash and cash equivalents.

	Group	
	2017	2016
	RM'000	RM'000
Bank borrowings (Note 22A)	16,729	22,146
Finance lease payables (Note 22B)	550	284
Exchangeable bonds (Note 22C)	9,211	9,476
Bills payables (Note 22E)	1,000	2,000
Earn out payable (Note 22F)	5,630	-
Bank overdrafts (Note 22D)	4,555	4,256
	<u>37,675</u>	<u>38,162</u>
Less: Cash and cash equivalents (Note 18)	(5,635)	(8,120)
Net debts	<u>32,040</u>	<u>30,042</u>
 Total equity	 <u>(62,081)</u>	 <u>8,312</u>
 Debt-to-equity ratio	 <u>N/A</u>	 <u>3.6</u>

N/A: Denote not meaningful

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

21. Other Reserves

	Group		Company	
	2017	2016	2017	2016
	No. of		No. of	
	RM'000	RM'000	RM'000	RM'000
Translation reserve (Note 21A)	(1,631)	(54)	(1,079)	22
Capital reserve (Note 21B)	188	188	-	-
	<u>(1,443)</u>	<u>134</u>	<u>(1,079)</u>	<u>22</u>

21A. Translation Reserve

The translation reserve comprises foreign exchange differences arising from the translation of the financial statements of foreign operations where the functional currencies are different from the presentation currency of the Group.

	Group		Company	
	2017	2016	2017	2016
	No. of		No. of	
	RM'000	RM'000	RM'000	RM'000
At the beginning of the year	(54)	4,481	22	2,543
Net currency translation differences of net assets of foreign operations	<u>(1,577)</u>	<u>(4,535)</u>	<u>(1,101)</u>	<u>(2,521)</u>
At the end of the year	<u>(1,631)</u>	<u>(54)</u>	<u>(1,079)</u>	<u>22</u>

21B. Capital Reserve

Capital reserve relates to the value of the options granted to the bondholder to convert their exchangeable bonds as disclosed in Note 22C into shares.

	Group	
	2017	2016
	RM'000	RM'000
<u>Exchangeable Bonds</u>		
At the beginning/end of the year	<u>188</u>	<u>188</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

22. Other Financial Liabilities

	Group	
	2017	2016
	RM'000	RM'000
<u>Non-current</u>		
Bank borrowings (Note 22A)	-	11,033
Finance lease payables (Note 22B)	333	149
Earn out payables (Note 22F)	-	5,493
	<u>333</u>	<u>16,675</u>
<u>Current</u>		
Bank borrowings (Note 22A)	16,729	11,113
Finance lease payables (Note 22B)	217	135
Exchangeable bonds (Note 22C)	9,211	9,476
Bank overdrafts (Note 22D)	4,555	4,256
Bills payable (Note 22E)	1,000	2,000
Earn out payables (Note 22F)	5,630	-
	<u>37,342</u>	<u>26,980</u>
	<u>37,675</u>	<u>43,655</u>

22A. Bank Borrowings

The bank borrowings are term loans that bear interest rates ranging from Base Rate ("BR") + 0% to BR + 2.5% (2016: BR + 0% to BR + 2.5%) per annum. The term loans at the end of the financial year are secured by:

- (i) Fixed and floating charges over all the present and future assets of certain subsidiaries; and
- (ii) Pledge of the fixed deposits with licensed banks of the Group (Note 18).

Certain term loans are also covered by:

- (i) Corporate guarantees of the Company and Chaswood Resources Sdn. Bhd.;
- (ii) Legal assignment to licensed bank all rights, titles, benefits and interests to and in the insurance policies of certain subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

22. Other Financial Liabilities (cont'd)

22A. Bank Borrowings (cont'd)

An analysis of the repayment amounts based on the repayment schedules in the loan agreements assuming the banks void the demand clause is as follows:

<u>Term Loans</u>	<u>Number of Monthly Instalments</u>	<u>Monthly Instalment Amount</u>	<u>Commencement Date of Repayment</u>	<u>Amount Outstanding</u>	
				<u>2017</u> RM'000	<u>2016</u> RM'000
1	54	32,075	September 2012	-	67
2	53	22,300	April 2013	-	130
3	53	28,500	April 2013	-	170
4	60	36,039	April 2014	-	831
5	60	36,039	January 2014	-	839
6	53	26,200	April 2013	-	156
7	54	41,800	April 2013	-	359
8	54	34,710	April 2013	-	300
9	54	138,062	May 2015	7,148	7,724
10	60	39,937	November 2014	944	1,189
11	60	43,577	November 2014	932	1,190
12	60	230,669	November 2015	7,705	9,191
				<u>16,729</u>	<u>22,146</u>

The Group defaulted on its term loan facilities during the financial year as the Group was unable to meet the prerequisite loan repayments as and when they fell due. The Group initiated a restraining order against the respective financial institutions whilst negotiations with the respective financial institutions were on-going and in the interim, the Group only served the interest portion with no repayment of the principal portion of the term loan facilities. These negotiations remain on-going as at the date of the financial statements.

The total outstanding amount of the term loan facilities, which have been classified as current liabilities amounted to RM16,729,000 as at 31 December 2017.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

22. Other Financial Liabilities (cont'd)

22B. Finance Lease Payables

	Minimum Payments RM'000	Finance Charges RM'000	Present Value RM'000
<u>2017</u>			
Minimum finance lease payments			
- not later than 1 year	246	(29)	217
- later than one year and not later than 5 years	347	(14)	333
	<u>593</u>	<u>(43)</u>	<u>550</u>
<u>2016</u>			
Minimum finance lease payments			
- not later than 1 year	154	(19)	135
- later than one year and not later than 5 years	160	(11)	149
	<u>314</u>	<u>(30)</u>	<u>284</u>

The finance lease payables of the Group bear effective interest rates of 4.5% to 7.0% (2016: 4.5% to 7.0%) per annum.

Net book value of equipment under finance leases amounted to RM765,813 (2016: RM407,685).

The obligations under finance lease payables are secured by the lessor's charge over the leased assets.

22C. Exchangeable Bonds

	2017 RM'000	Group 2016 RM'000
Net proceeds	7,871	7,871
Equity component	<u>(188)</u>	<u>(188)</u>
	7,683	7,683
Interest accreted	3,151	2,217
Interest paid	(424)	(597)
Foreign exchange adjustments	<u>(1,199)</u>	<u>173</u>
	<u>9,211</u>	<u>9,476</u>

The exchangeable bonds are convertible at the holder's option into ordinary shares of the Company on or before the maturity date (being three years from the date of the issuance of the Exchangeable Bonds). The amount reserved for the exchangeable bond is split between the liability component without conversion option and the equity component with conversion option.

The exchangeable bonds are secured by a corporate guarantee of the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

22. Other Financial Liabilities (cont'd)

22C. Exchangeable Bonds (cont'd)

The main features are as follows:

Tranche 1:

Date of issue	25 April 2014
Issue amount	SGD1,000,000 (approximately RM2,647,000)
Maturity date	23 April 2017
Interest rate	10.00 % per year (5% paid half-yearly and 5% rolled over principal which shall be payable in cash upon redemption)
Rate for an equivalent non-convertible bond of comparable companies	11.07%
Conversion features	Convertible at the holder's option into ordinary shares of the company on or before the maturity date.
Conversion ratio on issue	SGD0.30 per share for SGD1,000,000 of exchangeable bonds
Redemption features	Redeemable by maturity date

Tranche 2:

Date of issue	5 December 2014
Issue amount	SGD500,000 (approximately RM1,324,000)
Maturity date	23 April 2017
Interest rate	10.00 % per year (5% paid half-yearly and 5% rolled over principal which shall be payable in cash upon redemption)
Rate for an equivalent non-convertible bond of comparable companies	11.07%
Conversion features	Convertible at the holder's option into ordinary shares of the company on or before the maturity date.
Conversion ratio on issue	SGD0.30 per share for SGD1,000,000 of exchangeable bonds
Redemption features	Redeemable by maturity date

Tranche 3:

Date of issue	27 January 2015
Issue amount	SGD1,500,000 (approximately RM3,900,000)
Maturity date	23 April 2017
Interest rate	10.00 % per year (paid half-yearly and 5% rolled over principal which shall be payable in cash upon redemption)
Rate for an equivalent non-convertible bond of comparable companies	11.07%
Conversion features	Convertible at the holder's option into ordinary shares of the company on or before the maturity date.
Conversion ratio on issue	SGD0.30 per share for SGD1,000,000 of exchangeable bonds
Redemption features	Redeemable by maturity date

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

22. Other Financial Liabilities (cont'd)

22C. Exchangeable Bonds (cont'd)

The Company via its wholly-owned subsidiary Chaswood Capital Pte. Ltd. (the “Issuer”) had on 30 September 2013 entered into a legally binding term sheet (the “Term Sheet”) with TAP Venture Fund I Pte. Ltd. (the “Investor”) in relation to the proposed issuance of an aggregate principal amount of SGD3,000,000 redeemable exchangeable bonds (the “Exchangeable Bonds”) by the Issuer to the Investor at the issue price of SGD500,000 per Exchangeable Bond.

The Issuer undertakes to the Investor that the Issuer shall not issue new shares and securities (including convertible securities) in any companies within the Group without the prior written consent of the Investor.

The Investor is a private equity investment company incorporated in Singapore and managed by TAP Private Equity Pte. Ltd. (“TAPPE”) on a full discretionary basis. TAPPE is a wholly-owned subsidiary of Attilan Group Ltd (“AGL”), a shareholder of the Company.

The above exchangeable bonds remained outstanding as at 31 December 2017. In the current financial year, the Group entered into an Exchangeable Bond Agreement (the “Agreement”) with the Investor and the Agreement states that the maturity date of the exchangeable bond shall be postponed from 23 April 2017 to 23 April 2018 (the “Postponement”). Pursuant to the Postponement, a fixed charge over the assets of two of the Company’s indirect subsidiaries shall be created in favour of the Investor.

The exchangeable bonds, which amounted to RM9,211,000 as at 31 December 2017 was due for settlement on 23 April 2018. The Group is currently in negotiations with the respective bondholders to seek an amicable solution to the now overdue settlement and as at the date of the financial statements, the negotiations remain on-going.

22D. Bank Overdrafts

The bank overdrafts of the Group bear interest rates ranging from BR + 1.25% to BR + 1.5% (2016: BR + 1.25% to BR + 1.5%) per annum and are secured by:

- (i) Fixed and floating charges over all the present and future assets of certain subsidiaries;
- (ii) Pledge of the fixed deposits with licensed banks (Note 18); and
- (iii) Corporate guarantees of the Company and Chaswood Resources Sdn. Bhd.

22E. Bills Payable

The bills payable of the Group bears a weighted average interest rate of 5.0% (2016: 5.0%) per annum and are secured by the same securities as the bank overdrafts (Note 22D).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

22. Other Financial Liabilities (cont'd)

22F. Earn Out Payables

	Minimum Payments RM'000	Finance Charges RM'000	Present Value RM'000
<u>2017</u>			
Minimum finance lease payments			
- not later than 1 year	<u>5,630</u>	<u>-</u>	<u>5,630</u>
<u>2016</u>			
Minimum finance lease payments			
- later than one year and not later than 5 years	<u>6,378</u>	<u>(885)</u>	<u>5,493</u>

Earn out payables of the Group relates to the balance purchase price for the acquisition of Beijing TGIF and Yi Jun Restaurant Management (Shanghai) Co. Ltd. (Note 14) which shall be payable on three (3) equal instalments due on 15 April 2016, 2017 and 2018 respectively subject to certain terms and conditions as stated in the sales and purchase agreement ("SPA") dated 20 April 2015.

The 1st instalment which was due on 15 April 2016 was deferred to 15 April 2018 as the Group did not fulfil the total gross sales target of both TGIF Beijing and Yi Jun for the period ended 28 March 2016 as stipulated in the SPA.

In the previous financial year, the Group estimated that it will not meet the total gross sales target for the period ended 27 March 2017 and this rendered the 2nd instalment (due on 15 April 2017) to be deferred to 15 April 2018. The Group did not meet the gross sales target for the period ended 27 March 2018 and as such, the 3rd instalment was due for payment on 15 April 2018 together with the 1st and 2nd instalments. As at the date of the financial statements, no payment was made by the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

23. Trade and Other Payables

	Group		Company	
	2017	2016	2017	2016
	RM'000	RM'000	RM'000	RM'000
<u>Trade payables</u>				
Outside parties	12,257	16,368	-	-
<u>Other payables</u>				
Outside parties	37,078	24,506	1,070	639
Accruals	10,655	10,082	33,137	1,464
	47,733	34,588	34,207	2,103
At the end of the year	59,990	50,956	34,207	2,103

As at 31 December 2017, outside parties of the Group include amounts due to shareholders amounting to RM7,585,000 (2016: RM5,985,000), which are interest-free, unsecured and repayable within normal credit terms.

Included in accruals of the Company is an amount of RM31,495,000 (2016: Nil) which relates to accrued expense pertaining to corporate guarantee granted by the Company as security for certain subsidiaries' banking facilities and exchangeable bonds.

24. Other Liabilities

	Group	
	2017	2016
	RM'000	RM'000
Deferred revenue	246	315

25. Investment in Associate

	Group 2017 RM'000
At cost	
Unquoted shares	
At 1 January	-
Addition	200
At 31 December	200
Share of post-acquisition reserve	
At 1 January	-
Share of loss for the year	(1)
At 31 December	(1)
Net carrying amount	199

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

25. Investment in Associate (cont'd)

Details of the associate, which is incorporated and domiciled in Malaysia are as follows:

Name of associate	Principal activity	Effective equity interest	
		2017	2016
Bistroamericana (J.B.) Sdn. Bhd.	Restaurant operator	20%	-

The summarised financial information of the associate are as follows:

	2017 RM'000
As at 31 December	
Total assets	1,264
Total liabilities	(272)
Net assets	<u>992</u>
For the financial year ended 31 December	
Loss for the financial year, representing total comprehensive loss for the financial year	<u>7</u>
Economic entity's share of results for the financial year ended 31 December	
Loss for the financial year	<u>1</u>

26. Related Party Relationships and Transactions

26A. Related Companies and Related Parties

The Company is a subsidiary of Posh Corridor Sdn. Bhd., incorporated in Malaysia. The Company's ultimate parent company is Dragonrider Opportunity Fund L.P., incorporated in the Cayman Islands. Related companies in these financial statements include the members of the ultimate parent company's group of companies.

There are transactions and arrangements between the reporting entity and members of the group and the effects of these on the basis determined between the parties are reflected in these financial statements. The intercompany balances are unsecured without fixed repayment terms and interest unless stated otherwise. For any non-current balances and financial guarantees, no interest or charge is imposed unless stated otherwise.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

26. Related Party Relationships and Transactions (cont'd)

26A. Related Companies and Related Parties (cont'd)

Intragroup transactions and balances that have been eliminated in these consolidated financial statements are not disclosed as related party transactions and balances as follows:

The Company had the following transaction with related parties during the financial year:

	Company	
	2017	2016
	RM'000	RM'000
<u>Subsidiaries</u>		
Advances from subsidiaries	-	(1,283)

Significant related party transactions

During the financial year, the Company entered into the following transactions with related parties:

		Group	
		2017	2016
	<u>Note</u>	RM'000	RM'000
Salaries and other short-term employee benefits	(i)	579	576
Interest expense of exchangeable bonds	(ii)	934	1,097
Interest-free shareholders loans	(iii)	1,600	5,985

(i) Employees related to Mr Andrew Roach Reddy.

(ii) Fees and interest expenses in relation to the issuance of exchangeable bonds paid to an entity in which Datuk Jared Lim Chih Li (ex-director) and Mr Ng Teck Wah have deemed interest.

(iii) Interest-free loans from Mr Andrew Roach Reddy and Posh Corridor Sdn. Bhd., the immediate parent of the Company.

The above named directors have significant influence over the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

26. Related Party Relationships and Transactions (cont'd)

26B. Key Management Compensation

Key management personnel of the Company are those persons having the authority and responsibility for planning, directing and controlling activities of the Company. The directors and executive officers of the Company are considered as key management personnel of the Company.

	Company	
	2017	2016
	RM'000	RM'000
Salaries and other short-term employee benefits	1,739	2,460

The above amounts are included under employee benefits expense. Included in the above amounts are the following items:

	Group	
	2017	2016
	RM'000	RM'000
Remuneration of directors of the Company	-	572
Fees to directors of the Company	215	470

Andrew Roach Reddy voluntarily waived his salary, Datuk Jared Lim Chih Li (ex-director) and Ng Teck Wah voluntarily waived their director's fee, for the financial year ended 31 December 2017.

27. Operating Lease Payment Commitments

At the end of the financial year, the total of future minimum lease payment commitments under non-cancellable operating leases are as follows:

	Group	
	2017	2016
	RM'000	RM'000
Not later than 1 year	5,183	14,057
Later than 1 year and not later than 5 years	2,957	15,748
	8,140	29,805
Rental expenses for the year	33,863	33,106

Operating lease payments are for rentals payable for restaurants, offices, signage, storage, equipment and apartments. The lease rental terms are negotiated for periods between one and five years and certain rentals are subject to an escalation clause but the amount of the rent increase is not to exceed a certain percentage. The variable rent is calculated based on a percentage of monthly revenue. Contingent rent is not included in the above amounts.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

28. Contingent Liabilities

	2017 RM'000	Group 2016 RM'000
Corporate guarantees given to licensed banks for banking facilities granted to subsidiaries	25,308	25,732

29. Financial Information by Operating Segments

29A. Information about Reportable Segment Profit or Loss, Assets and Liabilities

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by FRS 108 *Operating Segments*. This disclosure standard has no impact on the reported results or financial position of the Group.

The management considers the business from a geographic segment perspective. There is no business segment as the Group operates in substantially one business segment that is restaurant business serving food and beverages.

The geographic segments are as follows:

1. Malaysia
2. Singapore
3. Thailand
4. Indonesia
5. China

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. The management reporting systems evaluates performance based on a number of factors. However, the primary profitability measurement to evaluate segment's operating results comprises two major financial indicators: (1) earnings from operations before depreciation and amortisation, interests and income taxes (called "Recurring EBITDA") and (2) operating results before tax.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

29. Financial Information by Operating Segments (cont'd)

29B. Profit or Loss from Continuing Operations and Reconciliations

	Malaysia	Singapore	Thailand	Indonesia	China	Total
2017	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue from external customers	79,922	-	-	18,684	39,499	138,105
Recurring earnings/(losses) before interest, taxes, and depreciation and amortisation ("EBITDA")	(6,553)	360	29	240	(975)	(6,899)
Finance costs	(1,699)	(923)	-	-	-	(2,622)
Depreciation	(3,599)	-	(138)	(707)	(2,113)	(6,557)
Amortisation	(127)	-	-	(245)	(123)	(495)
Operating loss before taxation	(11,978)	(563)	(109)	(712)	(3,211)	(16,573)
Foreign exchange translation loss	(2,600)	-	-	-	-	(2,600)
Property and equipment written off	(1,556)	-	-	-	(836)	(2,392)
Deposits and prepayments written off	-	-	-	-	(1,462)	(1,462)
Inventories written off	(2)	-	-	-	-	(2)
Impairment loss on:-						
Property and equipment	(23,780)	-	-	(2,045)	(4,154)	(29,979)
Franchise agreement cost	(901)	-	-	-	-	(901)
Other receivables	(1,477)	-	-	(471)	-	(1,948)
Goodwill	(13,817)	-	-	-	-	(13,817)
Fair value adjustment on earn out payable	(323)	-	-	-	-	(323)
Gain on disposal of non-current assets classified held for sale	832	-	-	-	-	832
Gain on disposal of subsidiary	415	-	-	-	-	415
Loss on disposal on property and equipment	(938)	-	-	-	-	(938)
Interest	174	-	-	-	-	174
Loss before tax	(55,951)	(563)	(109)	(3,228)	(9,663)	(69,514)
Tax credit	246	5	-	485	-	736
Loss after tax	(55,705)	(558)	(109)	(2,743)	(9,663)	(68,778)
Assets and Liabilities						
Segment assets						
Cash and cash equivalents	2,676	4	-	1,521	1,434	5,635
Trade and other receivables	185	-	4	-	2,209	2,398
Inventories	2,002	-	-	419	586	3,007
Other assets	5,091	-	-	2,677	2,838	10,606
Intangible assets	3	-	-	279	-	282
Investment in associate	199	-	-	-	-	199
Property and equipment	9,362	-	1	5,148	-	14,511
Tax recoverable	839	-	-	-	-	839
Total assets	20,357	4	5	10,044	7,067	37,477
Segment liabilities						
Deferred tax liabilities	1,644	-	3	-	-	1,647
Exchangeable bond	-	9,211	-	-	-	9,211
Bill payables	1,000	-	-	-	-	1,000
Borrowings	16,729	-	-	-	-	16,729
Earn out payables	5,630	-	-	-	-	5,630
Finance lease payables	550	-	-	-	-	550
Bank overdrafts	4,555	-	-	-	-	4,555
Trade and other payables	43,246	4,427	360	5,708	6,249	59,990
Other liabilities	246	-	-	-	-	246
Total liabilities	73,600	13,638	363	5,708	6,249	99,558

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

29. Financial Information by Operating Segments (cont'd)

29B. Profit or Loss from Continuing Operations and Reconciliations (cont'd)

	<u>Malaysia</u>	<u>Singapore</u>	<u>Thailand</u>	<u>Indonesia</u>	<u>China</u>	<u>Total</u>
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
2017 (cont'd)						
Other segment information						
Expenditure for non-current assets:						
Property and equipment	-	-	-	-	-	-
Other non-cash expenses other than depreciation or amortisation						
Foreign exchange translation loss	(2,600)	-	-	-	-	(2,600)
Property and equipment written off	(1,556)	-	-	-	(836)	(2,392)
Deposits and prepayments written off	-	-	-	-	(1,462)	(1,462)
Inventories written off	(2)	-	-	-	-	(2)
Impairment loss on:-						
Property and equipment	(23,780)	-	-	(2,045)	(4,154)	(29,979)
Franchise agreement cost	(901)	-	-	-	-	(901)
Other receivables	(1,477)	-	-	(471)	-	(1,948)
Goodwill	(13,817)	-	-	-	-	(13,817)
Fair value adjustment on earn out payable	(323)	-	-	-	-	(323)
Gain on disposal of non-current assets classified held for sale	832	-	-	-	-	832
Gain on disposal of subsidiary	415	-	-	-	-	415
Loss on disposal on property and equipment	(938)	-	-	-	-	(938)
	<u>(44,147)</u>	<u>-</u>	<u>-</u>	<u>(2,516)</u>	<u>(6,452)</u>	<u>(53,115)</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

29. Financial Information by Operating Segments (cont'd)

29B. Profit or Loss from Continuing Operations and Reconciliations (cont'd)

	<u>Malaysia</u>	<u>Singapore</u>	<u>Thailand</u>	<u>Indonesia</u>	<u>China</u>	<u>Total</u>
2016	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue from external customers	105,944	-	-	18,160	42,169	166,273
Recurring earnings/(losses) before interest,taxes, and depreciation and amortisation ("EBITDA")	2,049	(234)	454	739	946	3,954
Finance costs	(2,418)	(1,096)	-	-	-	(3,514)
Depreciation	(3,964)	-	(292)	(685)	(2,928)	(7,869)
Amortisation	(147)	-	-	(71)	-	(218)
Operating (loss)/profit before taxation	(4,480)	(1,330)	162	(17)	(1,982)	(7,647)
Property and equipment written off	(611)	-	(218)	-	(894)	(1,723)
Impairment allowance on franchise agreement cost	-	(226)	-	-	(957)	(1,183)
Fair value adjustment on earn out payable	1,004	-	-	-	-	1,004
Interest income	48	-	-	-	-	48
Gain on disposal of property and equipment	574	-	-	-	-	574
Foreign exchange translation loss	(796)	-	-	(5)	-	(801)
Loss before tax	(4,261)	(1,556)	(56)	(22)	(3,833)	(9,728)
Tax (expense)/income	(1,078)	101	-	(226)	(5)	(1,208)
Loss after tax	(5,339)	(1,455)	(56)	(248)	(3,838)	(10,936)
<u>Assets and Liabilities</u>						
<u>Segment assets</u>						
Cash and cash equivalents	4,383	14	-	1,126	2,597	8,120
Trade and other receivables	4,740	393	4	727	3,121	8,985
Inventories	2,476	-	-	403	839	3,718
Other assets	9,705	145	2	4,098	2,054	16,004
Intangible assets	14,890	-	-	577	-	15,467
Property and equipment	39,470	-	21	8,453	5,831	53,775
Non-current assets classified as held for sale	583	-	-	-	-	583
Total assets	76,247	552	27	15,384	14,442	106,652
<u>Segment liabilities</u>						
Deferred and current tax	1,179	-	-	2,198	37	3,414
Exchangeable bond	-	9,476	-	-	-	9,476
Borrowings	28,686	-	-	-	-	28,686
Earn out payables	5,493	-	-	-	-	5,493
Trade and other payables	34,734	3,713	308	6,119	6,082	50,956
Other liabilities	315	-	-	-	-	315
Total liabilities	70,407	13,189	308	8,317	6,119	98,340
<u>Other segment information</u>						
<u>Expenditure for non-current assets:</u>						
Property and equipment	1,520	-	-	624	274	2,418
<u>Other non-cash expenses other than depreciation or amortisation</u>						
- Property and equipment written off	611	-	218	-	894	1,723
- Fair value adjustment on earn out payable	(1,004)	-	-	-	-	(1,004)
- Inventories written off	17	-	-	-	-	17
- Deposits and prepayments written off	167	-	-	-	-	167
- Impairment allowance on franchise agreement cost	-	226	-	-	957	1,183
	(209)	226	218	-	1,851	2,086

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

30. Financial Instruments

30A. Classification of financial assets and liabilities

The following table summarises the carrying amount of financial assets and liabilities recorded at the end of the financial year by FRS 39 categories:

	Group		Company	
	2017	2016	2017	2016
	RM'000	RM'000	RM'000	RM'000
<u>Financial assets:</u>				
Cash and cash equivalents	5,635	8,120	-	-
Trade and other receivables	2,398	8,985	-	1,531
	<u>8,033</u>	<u>17,105</u>	<u>-</u>	<u>1,531</u>
<u>Financial liabilities:</u>				
Other financial liabilities	37,675	43,655	-	-
Trade and other payables	59,990	50,956	34,207	2,103
	<u>97,665</u>	<u>94,611</u>	<u>34,207</u>	<u>2,103</u>

Further quantitative disclosures are included throughout these financial statements.

30B. Financial risk management

The main purpose for holding or issuing financial instruments is to raise and manage the finances for the entity's operating, investing and financing activities. There are exposures to the financial risks on the financial instruments such as credit risk, liquidity risk and market risk comprising interest rate and currency risk exposures. Management has certain practices for the management of financial risks and action to be taken in order to manage the financial risks. However, these are not formally documented in written form. The guidelines include the following:

1. Minimise interest rate, currency, credit and market risks for all kinds of transactions.
2. Maximise the use of "natural hedge": favouring as much as possible the natural off-setting of sales and costs and payables and receivables denominated in the same currency and therefore put in place hedging strategies only for the excess balance. The same strategy is pursued with regard to interest rate risk.
3. All financial risk management activities are carried out and monitored by senior management staff.
4. All financial risk management activities are carried out following good market practices.

There have been no changes to the exposure to risk, the objectives, policies and processes for managing the risk and the methods used to measure risk.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

30. Financial Instruments (cont'd)

30C. Fair values of financial instruments

The analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3, are disclosed in the relevant notes to the financial statements. These include both the significant financial instruments stated at amortised cost and at fair value in the statement of financial position. The carrying values of current financial instruments approximate their fair values, either due to their short-term nature or they are floating rate instruments that are re-priced to market interest rates on or near the reporting date and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial liabilities are either calculated based on discounted expected future principal and interest cash flows or calculated by discounting the relevant cash flows using the current interest rates for similar instruments at the balance sheet date.

For contingent consideration, the valuation techniques are based on discounted cash flows and the significant unobservable inputs used for the fair value measurement (Level 3) include probability of meeting contractual earnings target and own credit risk. A significant increase/(decrease) in the probability of meeting the contractual earnings target would result in a significantly higher/(lower) fair value measurement.

30D. Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, cash equivalents, receivables and certain other financial assets. The maximum exposure to credit risk is: the total of the fair value of the financial assets; the maximum amount the entity could have to pay if the guarantee is called on; and the full amount of any payable commitments at the end of the reporting year.

Credit risk on cash balances with banks and any other financial instruments is limited because the counter-parties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings. For credit risk on receivables an ongoing credit evaluation is performed on the financial condition of the debtors and a loss from impairment is recognised in profit or loss. The exposure to credit risk with customers is controlled by setting limits on the exposure to individual customers and these are disseminated to the relevant persons concerned and compliance is monitored by management.

There is no significant concentration of credit risk on receivables, as the exposure is spread over a large number of counter-parties and customers unless otherwise disclosed in the notes to the financial statements below. Note 18 discloses the maturity of the cash and cash equivalents balances.

Due to the nature of the business, all trade receivables as at end of the financial year are aged less than 30 days. Other receivables are normally with no fixed terms and therefore there is no maturity.

The Group does not have any major concentration of credit risk related to any individual customer or counterparty.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

30. Financial Instruments (cont'd)

30E. Liquidity risk - financial liabilities maturity analysis

The following table analyses the non-derivative financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows).

	Less than 1 year RM'000	1 - 5 years RM'000	Total RM'000
Group			
Non-derivative financial liabilities			
<u>2017</u>			
Gross borrowing commitments	16,729	-	16,729
Gross finance lease payables	246	347	593
Trade and other payables	59,990	-	59,990
Earn out payables	5,630	-	5,630
Exchangeable bonds	9,211	-	9,211
	<u>91,806</u>	<u>347</u>	<u>92,153</u>
Non-derivative financial liabilities			
<u>2016</u>			
Gross borrowing commitments	12,141	12,054	24,195
Gross finance lease payables	154	160	314
Trade and other payables	50,956	-	50,956
Earn out payables	-	6,378	6,378
Exchangeable bonds	9,573	-	9,573
	<u>72,824</u>	<u>18,592</u>	<u>91,416</u>
Company			
Non-derivative financial liability			
<u>2017</u>			
Trade and other payables	<u>34,207</u>	<u>-</u>	<u>34,207</u>
<u>2016</u>			
Trade and other payables	<u>2,103</u>	<u>-</u>	<u>2,103</u>

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

30. Financial Instruments (cont'd)

30E. Liquidity risk - financial liabilities maturity analysis (cont'd)

The above amounts disclosed in the maturity analysis are the contractual undiscounted cash flows and such undiscounted cash flows differ from the amount included in the statement of financial position. When the counterparty has a choice of when an amount is paid, the liability is included on the basis of the earliest date on which it can be required to pay. The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be paid at their contractual maturity. The average credit period taken to settle trade payables is about 90 days (2016: 90 days). The other payables are with short-term durations. The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary.

30F. Interest rate risk

The interest rate risk exposure is mainly from changes in fixed rates and floating interest rates. The interest from financial assets including cash balances is not significant. The following table analyses the breakdown of the significant financial instruments by type of interest rates:

	Group	
	2017 RM'000	2016 RM'000
<u>Financial liabilities</u>		
Fixed rates	15,316	16,016
Floating rates	16,729	27,639
	<u>32,045</u>	<u>43,655</u>

Sensitivity analysis:

	Group	
	2017 RM'000	2016 RM'000
Financial liabilities:		
A hypothetical variation in interest rate by 50 basis points (2016: 50 points) with all other variables held constant, would have an increase in pre-tax loss for the year	<u>84</u>	<u>138</u>

The interest rates are disclosed in the respective notes, and at the Company level, the amounts are not significant and are therefore not disclosed.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

30. Financial Instruments (cont'd)

30G. Foreign currency risks

Analysis of amounts denominated in non-functional currency

	Ringgit Malaysia ("RM") RM'000
Company	
2017	
<u>Financial assets</u>	
Trade and other receivables	-
2016	
<u>Financial assets</u>	
Trade and other receivables	1,531

There is exposure to foreign currency risk as part of its normal business.

	Company	
	2017	2016
	RM'000	RM'000
A hypothetical 10% strengthening in the exchange rate of the functional currency of RM against SGD with all other variables held constant would have a unfavourable effect on post-tax loss of the year	-	(127)

Sensitivity analysis

The above table shows sensitivity to a hypothetical 10% variation in the functional currency against the relevant non-functional foreign currency. The sensitivity rate used is the reasonably possible change in foreign exchange rate. For similar rate weakening of the functional currency against the relevant foreign currency above, there would be comparable impact in the opposite direction.

In management's opinion, the above sensitivity analysis is unrepresentative of the foreign currency risks as the historical exposure does not reflect the exposure in future. The hypothetical changes in exchange rates are not based on observable market data (unobservable inputs). The sensitivity analysis is disclosed for each non-functional currency to which the entity has significant exposure at end of the reporting year. The analysis above has been carried out on the following basis that there without taking into consideration hedged transactions.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

31. Litigation

On 24 May 2017, the landlord, namely MTrustee Berhad, commenced legal proceedings to foreclose and dispose of the Bistroamericana (SJ) Sdn. Bhd.'s assets at the leased premises for its restaurant located at Subang Parade Shopping Centre via public auction to recover outstanding rent owing to the landlord pursuant to the associated tenancy agreement. The public auction took place on 10 July 2017 and Bistroamericana (SJ) Sdn. Bhd.'s assets at the demised premises were disposed of to a third party bidder/purchaser.

On 10 October 2017, the landlord, namely MTrustee Berhad, commenced legal proceedings to recover vacant possession of the landlord's leased premises for its restaurant located at Subang Parade Shopping Centre and to recover an outstanding amount of RM773,000 owing to the landlord pursuant to the associated tenancy agreement together with claims for double rental until vacant possession, interest until payment and legal costs. The amount payable, inclusive of interest payable accrued up until to report date is estimated at RM868,000. No payment has been made in respect of this to-date.

On 9 January 2018, the landlord, namely Jelas Puri Sdn. Bhd., commenced legal proceedings to recover outstanding amounts owing to the landlord in respect of the premises leased by Bistroamericana (PM) Sdn. Bhd. for its restaurant located at Paradigm Mall pursuant to the associated tenancy agreement together with claims for double rental until vacant possession, interest until payment and legal costs. The company did not defend against the legal action. Judgment was obtained by the landlord against the company on 8 February 2018 for a sum of RM595,000 together with interest until payment is made and legal costs. The amount payable, inclusive of interest payable accrued up until to report date is estimated at RM634,000. No payment has been made in respect of this to-date.

On 10 January 2018, the landlord, namely Jelas Puri Sdn. Bhd., commenced legal proceedings to recover outstanding amounts owing to the landlord in respect of the premises leased by BistroItaliana (PM) Sdn. Bhd. for its restaurant located at Paradigm Mall pursuant to the associated tenancy agreement together with claims for double rental until vacant possession, interest until payment and legal costs. The company did not defend against the legal action. Judgment was obtained by the landlord against the company on 8 February 2018 for a sum of RM752,000 together with interest until payment is made and legal costs. The amount payable, inclusive of interest payable accrued up until to report date is estimated at RM800,000. No payment has been made in respect of this to-date.

On 10 January 2018, the landlord, namely Jelas Puri Sdn. Bhd., commenced legal proceedings to recover outstanding amounts owing to the landlord in respect of the premises leased by the Bulgogi Brothers Restaurants Sdn. Bhd. for its restaurant located at Paradigm Mall pursuant to the associated tenancy agreement together with claims for double rental until vacant possession, interest until payment and legal costs. The company did not defend against the legal action. Judgment was obtained by the landlord against the company on 8 February 2018 for a sum of RM491,000 together with interest until payment is made and legal costs. The amount payable, inclusive of interest payable accrued up until to report date is estimated at RM523,000. No payment has been made in respect of this to date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

31. Litigation (cont'd)

On 16 January 2018, the landlord namely Couture Homes Sdn. Bhd., commenced legal proceedings against Bistro Italiana (SJ) Sdn. Bhd. to foreclose and dispose of the tenant's assets at the leased premises for its restaurant located at Empire Gallery Shopping Centre via public auction to recover outstanding rent owing to the landlord pursuant to the associated tenancy agreement. The public auction took place on 10 April 2018 and the tenant's assets at the demised premises were disposed of to a third party bidder/purchaser. The amount payable as recorded in the financial statements of the Group, inclusive of interest payable accrued up until to-date is RM496,000. No payment has been made in respect of this to-date.

On 27 March 2017, the landlord, namely Trend Masters Sdn. Bhd., commenced legal proceedings to recover losses and damages allegedly caused to the landlord's premises due to water leakage. The landlord withdrew action against Chaswood Resources Sdn. Bhd. with liberty to file afresh on 6 April 2018.

On 24 April 2018, the landlord, namely Couture Homes Sdn. Bhd., commenced legal proceedings to recover vacant possession of the landlord's leased premises for its restaurant located at Empire Gallery Shopping Centre and to recover outstanding amounts owing to the landlord pursuant to the associated tenancy agreement together with claims for double rental until vacant possession, interest until payment and legal costs. Teh Tarik Place (SA) Sdn. Bhd. did not defend against the legal action. Judgment was obtained by the landlord against the company on 16 May 2018 for vacant possession of demised premises and a sum of RM62,000 together with double rental until vacant possession, interest until payment is made and legal costs. The amount payable, inclusive of interest payable accrued up until to report date is RM63,000. No payment has been made.

On 10 April 2018, Putrajaya Holdings Sdn. Bhd. commenced legal proceedings to recover outstanding amounts owing to the landlord in respect of the premises leased by the landlord for its restaurant located at Alamanda Mall pursuant to the associated tenancy agreement together with claims for interest until payment and legal costs. Bistro Italiana (JB) Sdn. Bhd. did not defend against the legal action. Judgment obtained by the landlord against Bistro Italiana (JB) Sdn. Bhd. on 22 May 2018 for the sum of RM51,000 together with interest until payment is made and legal costs. The amount payable, inclusive of interest payable accrued up until to-date is estimated at RM52,000. No payment has been made in respect of this to-date.

On 9 March 2018, the landlord, namely MTrustee Berhad, commenced legal proceedings to foreclose and dispose of Bistro Italiana (TG) Sdn. Bhd.'s assets at the leased premises for its restaurant located at The Gardens Mall via public auction to recover outstanding rent owing to the landlord pursuant to the associated tenancy agreement. The public auction took place on 16 May 2018 and Bistro Italiana (TG) Sdn. Bhd.'s assets at the demised premises were disposed of to a third party bidder/purchaser. The amount payable as recorded in the financial statements of the Group, inclusive of interest payable accrued up until to-date and the disposal value to a third party bidder/purchaser is RM188,000. No payment has been made in respect of this to date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

32. Subsequent Event

(a) Restructuring Proceedings

The Company's wholly owned subsidiary in Malaysia, namely Chaswood Resources Sdn. Bhd. ("CRSB"), has on 17 November 2017 obtained an order from the High Court of Malaysia pursuant to Section 368 of the Companies Act 2016 to, *inter alia*, preserve the assets of CRSB and its subsidiaries ("CRSB Group"). The Court has on 17 November 2017 granted the following orders:

- (i) all proceedings in any action and/or any proceedings against the CRSB Group in Malaysia or elsewhere, including but not limited to, enforcement of any security, winding up proceedings against the CRSB Group and/or any appointment of receiver and/or manager over all the CRSB Group's assets, by namely CIMB Bank Berhad, Malayan Banking Berhad and AmBank (M) Berhad (collectively, the "Scheme Lenders"), be restrained for a period of ninety (90) days from the date of the order except with leave of the Court and subject to any terms as the Court may impose ("Moratorium"); and
- (ii) CRSB be granted the approval to call for a creditors' meeting for the purpose of taking into account and if deemed appropriate, to approve with or without modification a proposed scheme of arrangement and compromise between the CRSB Group and the Scheme Lenders.

During the period of the Moratorium, the CRSB Group is to take all reasonable steps to discuss with the Scheme Lenders with a view to putting in place the restructuring and rescheduling of loan repayments ("Proposed Debt Restructuring") which will be fair and equitable to all stakeholders of the CRSB Group, and subject to and in accordance with, *inter-alia*, the Court's orders.

This Moratorium granted by the Court on 17 November 2017 expired on 15 June 2018. As, *inter-alia*, CRSB has not reached a consensus with the Scheme Lenders, due to the further deteriorated financial position of the Group, the Proposed Debt Restructuring proposed to the Scheme Lenders earlier is considered no longer feasible.

Nevertheless, CRSB has engaged with the Scheme Lenders to present a new debt restructuring scheme proposal which entails, *inter-alia*, the partial repayment of the outstanding borrowing via the proceeds from the sale of certain assets or businesses of the Group and waiver of debt ("New Proposed Debt Restructuring"). Accordingly, negotiations with the Scheme Lenders are still on going with a view to finalising the New Proposed Debt Restructuring.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

32. Subsequent Event

(a) Restructuring Proceedings (cont'd)

Concurrently, the Group remains committed to exploring and undertaking certain ongoing initiatives and measures, including:

- (i) business rationalisation inter-alia undertaking cost-cutting measures at head office and restaurants, negotiating with landlords and suppliers to reduce or contain operating costs, improving operational efficiencies, closing non-performing restaurants, and such other efforts to improve the CRSB Group's profitability and financial position (collectively these measures will be termed "Business Rationalisation"); and
- (ii) exploring various funding options for the CRSB Group including recapitalisation of the CRSB Group's balance sheet ("Fund Raising Options") with a view to regularising the financial position of the Group.

Application for Moratorium

In view of the above-mentioned development and given the expiry of the Moratorium on 15 June 2018, CRSB had on 14 June 2018 filed an application to the High Court of Malaysia to urgently seek for, *inter alia*, a moratorium period of ninety (90) days to be granted pursuant to Section 368 of the Malaysia Companies Act 2016 on the basis of the New Proposed Debt Restructuring ("New Moratorium"). On 28 June 2018, during an adjourned hearing, CRSB has been advised to withdraw the said application upon reconsideration that the New Proposed Debt Restructuring is a modification rather than a new debt restructuring scheme proposal. Pursuant thereto, CRSB has re-filed for an extension of the Moratorium before the former judge on 29 June 2018. The hearing date has been fixed on 4 July 2018.

(b) Suspension of Trading

As announced on 30 April 2018, Singapore Exchange Securities Trading Limited ("SGX-ST") has no objection to the Company's application for a waiver from compliance with Rule 707(1) of the Catalist Rules of the SGX-ST and granting the Company a 2-month extension until 30 June 2018 to hold its annual general meeting for the financial year ended 31 December 2017, subject to the conditions, *inter alia*, that:

- (a) trading in the Company's securities will be suspended in the event of (i) the Proposed Restructuring Exercise falling through or (ii) the revocation or expiry of the Moratorium;
- (b) the Company convening the annual general meeting ("AGM") for the financial year ended 31 December 2017 by 30 June 2018.

Accordingly, as the New Moratorium has not been obtained or approved by the High Court of Malaysia on or before 15 June 2018 (being a public holiday) and in view of the fact that there has been no material developments in the restructuring plans since the announcements dated 20 November 2017, 15 February 2018, 20 February 2018 and 30 April 2018, trading in the Company's securities was suspended with effect from 18 June 2018.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2017

32. Subsequent Event (cont'd)

(c) Issuance of Redeemable Convertible Notes

On 26 June 2018, the Company entered into a binding term sheet (the “Term Sheet”) with Advance Opportunities Fund group of funds (“Subscriber”) and Advance Capital Partners Asset Management Private Limited (“ACPAM”) pursuant to which the Company proposes to issue to the Subscriber 1.0% equity-linked redeemable convertible notes due 2021 (“RCN” or “Notes”) with an aggregate principal amount of up to SGD50,000,000 (“Proposed Notes Issue”).

Pursuant to the Term Sheet, the Company, the Subscriber and ACPAM have entered into negotiations on the terms and conditions of the Proposed Notes Issue, with the objective of finalising and entering into a definitive subscription agreement and other related documents in respect of the Proposed Notes Issue.

SHAREHOLDERS' INFORMATION

As at 28 June 2018

No. of shares	:	250,605,231
Class of shares	:	Ordinary shares
Voting rights	:	One vote per share

The Company does not have any Treasury Shares nor subsidiary holdings.

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No of Shareholders	%	No of Shares	%
1~99	3	0.52	182	0.00
100 ~ 1,000	192	33.39	93,966	0.04
1,001 ~ 10,000	211	36.70	1,025,399	0.41
10,001 ~ 1,000,000	160	27.83	15,229,250	6.08
1,000,001 and above	9	1.56	234,256,434	93.47
Total	575	100.00	250,605,231	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	POSH CORRIDOR SDN BHD	100,898,838	40.26
2	ANDREW ROACH REDDY	58,310,906	23.27
3	RHB SECURITIES SINGAPORE PTE LTD	51,025,490	20.36
4	BLUMONT GROUP LTD	13,340,000	5.32
5	RAMESH S/O PRITAMDAS CHANDIRAMANI	2,936,400	1.17
6	CITIBANK NOMINEES SINGAPORE PTE LTD	2,352,600	0.94
7	OCBC SECURITIES PRIVATE LTD	2,132,200	0.85
8	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	1,701,000	0.68
9	ONG LAY SAN (WANG LISHAN)	1,559,000	0.62
10	OOI CHEU KOK	940,000	0.38
11	LIM SIEW HOOI	836,000	0.33
12	UOB KAY HIAN PTE LTD	630,000	0.25
13	IPCO INTERNATIONAL LIMITED	623,000	0.25
14	MAYBANK KIM ENG SECURITIES PTE LTD	551,000	0.22
15	TAN AIK TI RON	533,000	0.21
16	DBS NOMINEES PTE LTD	512,300	0.20
17	KAM FUNG CHAU & KAM FUNG CHIU, ANTHONY	504,900	0.20
18	LOW JEOK LEE	401,000	0.16
19	LIM TING SA	300,000	0.12
20	CHEOK SIEW KHIM	295,600	0.12
	TOTAL	240,383,234	95.91

SHAREHOLDERS' INFORMATION

As at 28 June 2018

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholders of the Company (as recorded in the Register of Substantial Shareholders) as at 28 June 2018:

Name	No. of Ordinary shares			
	Direct Interest	%	Indirect Interest	%
Andrew Roach Reddy	58,310,906	23.27	–	–
G1 Investments Pte Ltd ⁽¹⁾	13,340,000	5.32	–	–
Blumont Group Ltd. ⁽¹⁾	–	–	13,340,000	5.32
Posh Corridor Sdn. Bhd. ^{(2) (3)}	100,898,838	40.26	58,095,490	23.18
Attilan Group Limited ^{(3) (4)}	–	–	163,482,328	65.24
TAP Private Equity Inc. ⁽³⁾	–	–	158,994,328	63.44
Attilan Investment Ltd. ^{(3) (4)}	–	–	163,482,328	65.24
Dragonrider Opportunity Fund L.P. ⁽³⁾	–	–	158,994,328	63.44
Datuk Jared Lim Chih Li ⁽⁵⁾	–	–	163,482,328	65.24
Ng Teck Wah ⁽⁵⁾	–	–	163,482,328	65.24

Notes:

- (1) G1 Investments Pte. Ltd. is a wholly owned subsidiary of Blumont Group Ltd. By virtue of Section 7 of the Companies Act, Blumont Group Ltd. is deemed to be interested in all the Shares held by G1 Investments Pte. Ltd.
- (2) Posh Corridor Sdn. Bhd. ("Posh Corridor") is deemed interested in 44,755,490 Shares held by RHB Securities Singapore Pte. Ltd. as its nominee and 13,340,000 Shares held by G1 Investments Pte. Ltd. due to an assignment of shares arrangement.
- (3) Posh Corridor is owned by Dragonrider Opportunity Fund L.P. ("DOF") (78.4%) and Attilan Investment Ltd ("AIL") (21.6%). DOF is a fund managed by TAP Private Equity Inc. ("TAP") which is in turn wholly owned by Attilan Group Limited ("AGL"). AIL is a wholly owned subsidiary of AGL. By virtue of Section 7 of the Companies Act, DOF, TAP, AIL and AGL are deemed to be interested in all the Shares held by Posh Corridor.
- (4) AIL is deemed interested in 158,994,328 Shares held by Posh Corridor and 4,488,000 Shares held by RHB Securities Singapore Pte. Ltd. as its nominee. By virtue of Section 7 of the Companies Act, AGL is deemed to be interested in all the Shares held by AIL.
- (5) Each of Datuk Jared Lim Chih Li and Ng Teck Wah has a deemed interest of 33.3% in AGL. By virtue of Section 7 of the Companies Act, each of them is deemed to be interested in all the Shares held by Posh Corridor and AIL.

FREE FLOAT

Based on the information available to the Company as at 28 June 2018, 11.50% of the issued share capital of the Company was held by the public. The Company is therefore in compliance with Rule 723 of SGX-ST Listing Manual Section B: Rules of Catalyst.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Chaswood Resources Holdings Ltd will be held at 10 Hoe Chiang Road, #21-01, Keppel Towers, Singapore 089315 on Friday, 20 July 2018 at 11.00 am for the purpose of transacting the following businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors' Statement and Independent Auditors' Report thereon. **Resolution 1**
2. To approve the payment of Directors' fees of S\$90,000/- (2017: S\$155,000/-) for the financial year ending 31 December 2018, payable quarterly in arrears. **Resolution 2**
3. To re-elect Mr Chng Hee Kok who is retiring in accordance with Article 88 of the Company's Constitution.
[See Explanatory Note 1] **Resolution 3**
4. To note that Mr Christopher John McAuliffe is retiring in accordance with Article 89 of the Company's Constitution and will not be seeking for re-election.
[See Explanatory Note 2]
5. To re-appoint Messrs Moore Stephens LLP as auditors of the Company and to authorize the Directors to fix their remuneration. **Resolution 4**
6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without amendments.

7. Authority to issue shares

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Singapore Exchange Securities Trading Limited Listing ("SGX-ST") Manual Section B: Rules of Catalist (the "Catalist Rules"), the Directors of the Company be authorised and empowered to:

- (A) (i) issue shares in the Company ("shares") whether by way of bonus issue, rights issue 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 of the Company may in their absolute discretion deem fit; and

- (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 of the Company while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (a) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below):
- (b) (subject to such 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 (a) above, the total number of issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings at the time of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or share awards (as the case may be), were granted in compliance with Part VIII of the Chapter 8 of the Rules of Catalist; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note 3]

Resolution 5

BY ORDER OF THE BOARD

Andrew Roach Reddy
Managing Director
5 July 2018
Singapore

Explanatory Notes:

Ordinary Business

1. Mr Chng Hee Kok ("**Mr Chng**") if re-elected, will remain as Chairman of the Audit and Remuneration Committees and a member of the Nominating Committee. Mr Chng is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information of Mr Chng can be found under the section entitled "Board of Directors" of the Annual Report.
2. Mr Christopher John McAuliffe ("**Mr Chris**") will not be seeking for re-election and after his retirement, he will relinquish his roles as Independent Non-Executive Director, Chairman of the Nominating Committee and members of the Audit and Remuneration Committees.

NOTICE OF ANNUAL GENERAL MEETING

Special Business

3. The Ordinary Resolution 5, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, 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, 100% of the total number of issued shares in the capital of the Company excluding treasury shares and subsidiary holdings, of which up to 50% may be issued other than on a pro-rata basis to the shareholders.

Notes:

- i. A proxy need not be a member of the Company.
- ii. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), a member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
- iii. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- iv. A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at this meeting, but each proxy must be appointed to exercise the rights attached to a different shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
- v. 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 Annual General Meeting in order for the Depositor to be entitled to attend and vote at the Annual General Meeting.
- vi. The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar at 80 Robinson Road #11-02 Singapore 068898 not less than forty-eight (48) hours before the time for holding the Annual General Meeting.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange"). The Company's Sponsor has not independently verified the contents of this notice including the correctness of any of the figures used, statements or opinions made.

The notice has not been examined or approved by the Exchange and the Exchange assumes no responsibilities for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Liao H.K.
Telephone number: 6221 0271

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior 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, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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CHASWOOD RESOURCES HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. Pursuant to Section 181(1C) of the Companies Act, Chapter 50 (the "Act"), Relevant Intermediaries may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For investors who have used their CPF monies to buy shares in the Company, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors are requested to contact their respective Agent Banks for any queries they may have with regard to their appointment as proxies.

I/We _____ (Name) NRIC/Passport No. _____

of _____ (Address)

being a member/members of the above-mentioned Company, hereby appoint:-

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of shares	%
Address			

or failing him/her/them, the Chairman of the Meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Annual General Meeting (the "**Meeting**") of the Company to be held at 10 Hoe Chiang Road, #21-01, Keppel Towers, Singapore 089315 on Friday, 20 July 2018 at 11.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

☐ Please tick here if more than two proxies will be appointed (Please refer to note 4). This is only applicable for intermediaries such as banks and capital markets services licence holders which provide custodial services.

No	Resolutions relating to:	Number of Votes For*	Number of Votes Against*
	Ordinary Business		
1.	To receive and adopt the Audited Financial Statements, Directors' Statement and Independent Auditors' Report for the year ended 31 December 2017.		
2.	To approve payment of Directors' Fees of S\$90,000/- for the financial year ending 31 December 2018, payable quarterly in arrears.		
3.	To re-elect Mr Chng Hee Kok as a director of the Company.		
4.	To re-appoint Moore Stephens LLP as the auditors of the Company and authorize the Directors to fix their remuneration.		
	Special Business		
5.	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act, Cap.50		

** Voting will be conducted by Poll. If you wish to exercise all your votes "For" or "Against", please indicate an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated _____ day of _____ 2018

Total number of Shares in	No. of Shares
(a) CDP Register	
(B) Register of Members	

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



Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 of Singapore (the "Companies Act") a member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
4. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in the proxy form to the Company.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such a person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
7. The instrument appointing a proxy or proxies, together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof, shall be deposited at the office of the Company's Share Registrar at 80 Robinson Road, #11-02 Singapore 068898 not less than forty-eight (48) hours before the time appointed for the Meeting.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 the instrument appointing a proxy or proxies.
9. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Meeting as certified by The Central Depository (Pte) Limited to the Company.
10. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 5 July 2018.

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