

A green plant with leaves is growing on a red background. The plant has several stems with leaves, some of which are climbing. In the background, there is a white architectural structure with a grid-like pattern, possibly a bridge or a building. The overall image has a strong red and white color scheme.

# **JAPAN FOODS HOLDING LTD. ANNUAL REPORT 2025**

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## **OUR TENACITY & PERSEVERANCE**

# TABLE OF CONTENTS

01

CORPORATE PROFILE

02

AT A GLANCE

03

CORPORATE STRUCTURE

04

OUR FRANCHISED BRANDS

08

OUR SELF-DEVELOPED  
BRANDS

10

CHAIRMAN'S MESSAGE

13

FINANCIAL HIGHLIGHTS

17

OPERATING AND  
FINANCIAL REVIEW

21

BOARD OF DIRECTORS

23

KEY MANAGEMENT

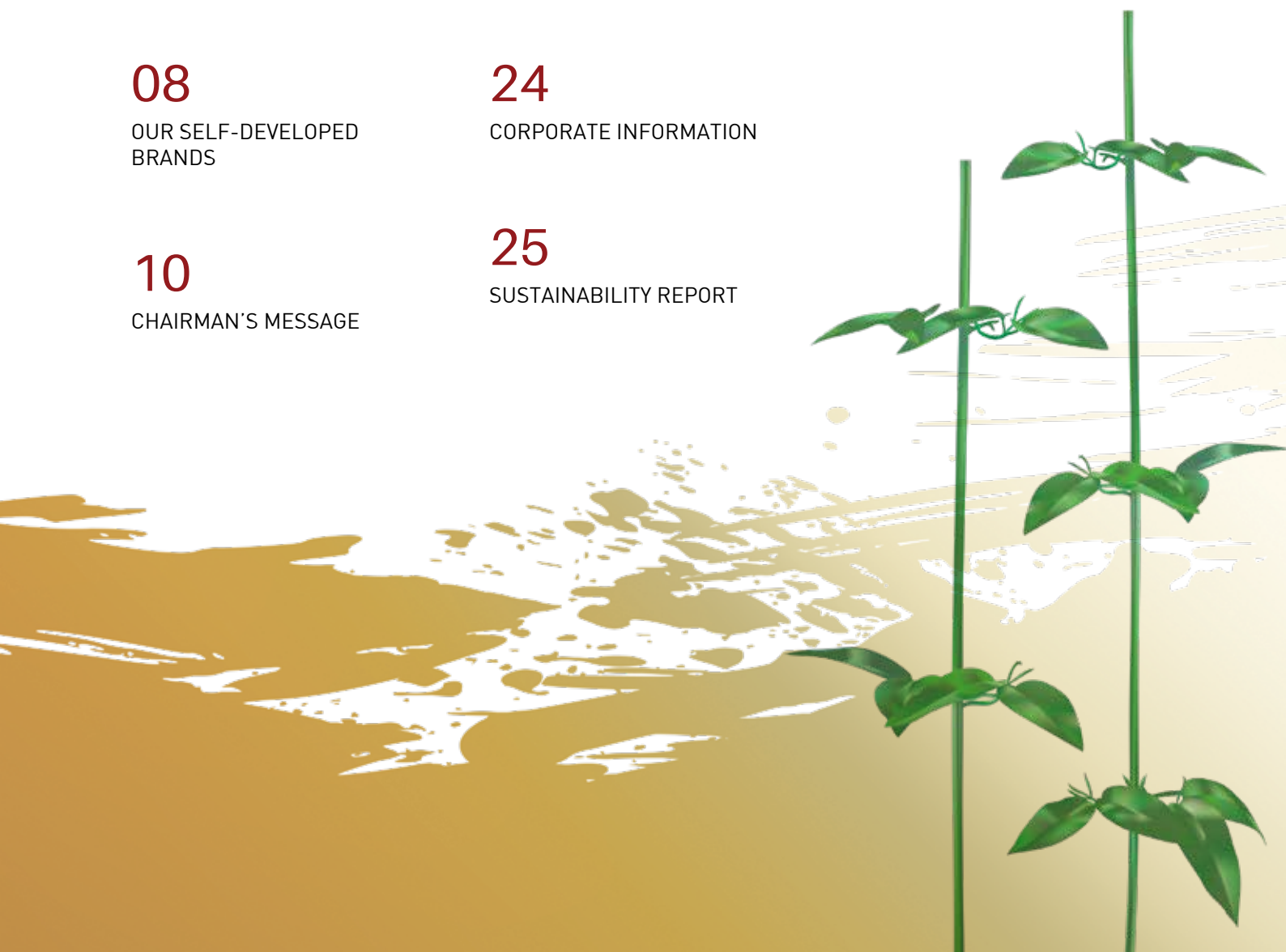
24

CORPORATE INFORMATION

25

SUSTAINABILITY REPORT

This annual report has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited ("**Sponsor**"). This annual report has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST 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 Lance Tan, Senior Vice President, at 83 Clemenceau Avenue #10-01 UE Square Singapore 239920, Telephone (65) 6590 6881.



# CORPORATE PROFILE

## SELF-DEVELOPED BRANDS:

- Tokyo Shokudo
- Yakiniku Shokudo
- Fruit Paradise
- Milan Shokudo
- Godaime
- Romana Pizza & Pasta
- Milan Tei
- Milan Cafeteria

## FRANCHISED BRANDS:

- Ajisen Ramen
- Konjiki Hototogisu
- Menya Musashi
- Tori Sanwa
- Osaka Ohsho
- Kageyama
- Afuri Ramen
- Yonehachi
- Menzo Butao
- New ManLee Bak Kut Teh
- Kumachan Onsen
- Tororitenshi no Warabi-Mochi
- Yamaya Kitchen

Established in Singapore in 1997 and listed on the Catalist Board of the Singapore Exchange Securities Trading Limited in February 2009, Japan Foods Holding Ltd. ("Japan Foods") is one of the leading Japanese restaurant chains in Singapore.

Constantly evolving with changing consumer tastes, Japan Foods operates a growing network of restaurants under an expanding portfolio of Japanese-concept brands that are either franchised from Japan or self-developed by its in-house culinary team. To widen its customer reach, Japan Foods launched its first self-developed Japanese Halal concept restaurant called "Tokyo Shokudo" in 2020. Today, Halal-concept brands make up a substantial portion of the Group's portfolio as it continues to make inroads in this segment.

Regionally, the Group's network extends beyond Singapore to include a restaurant in Malaysia under a sub-franchise agreement and restaurants in Hong Kong, China and Indonesia operated by associated companies.

Over the years, Japan Foods has consistently been recognised for its efforts in corporate governance. The Group has won SIAS Investors' Choice Awards six times, including Winner in the "Most Transparent Company (Catalist)" in 2016; Winner in the "Transparency Award – SMEs" in 2017; Runner-Up in the "Most Transparent Company – Hotel / Restaurant" award category in 2018; Runner-Up in the "Most Transparent Company Award (Consumer Discretionary)" category in 2022; and, Winner in the "Most Transparent Company Award (Consumer Discretionary)" in both 2023 and 2024. It has also received awards at the Singapore Corporate Awards twice, including "Best Managed Board Award (Gold)" in 2018 and "Best Annual Report (Silver)" in 2019.

TOKYO SHOKUDO  
東京食堂

焼肉食堂  
YAKINIKU SHOKUDO

FRUIT PARADISE  
Fruit Paradise

MILAN SHOKUDO  
ミラン食堂

五代目  
GODAIME

ミラノ亭  
MILAN Tei

Hokkaido  
Kuma-Chan Onsen  
Shabu-Shabu Yakimiku

AJISEN  
味々拉麵

金世不拉麵

麵屋武蔵  
MENYA MUSASHI

Romana  
ROMANA PASTA

大阪王将  
OSAKA OHSHO

麵蔵王  
MENZO BUTAO

MILAN CAFETERIA

YONEHACHI  
YONEHACHI

KAGEYAMA  
RAMEN & TONKATSU

Hakata Mentai YAMAYA Kitchen  
博多のんたい やまやキッチン

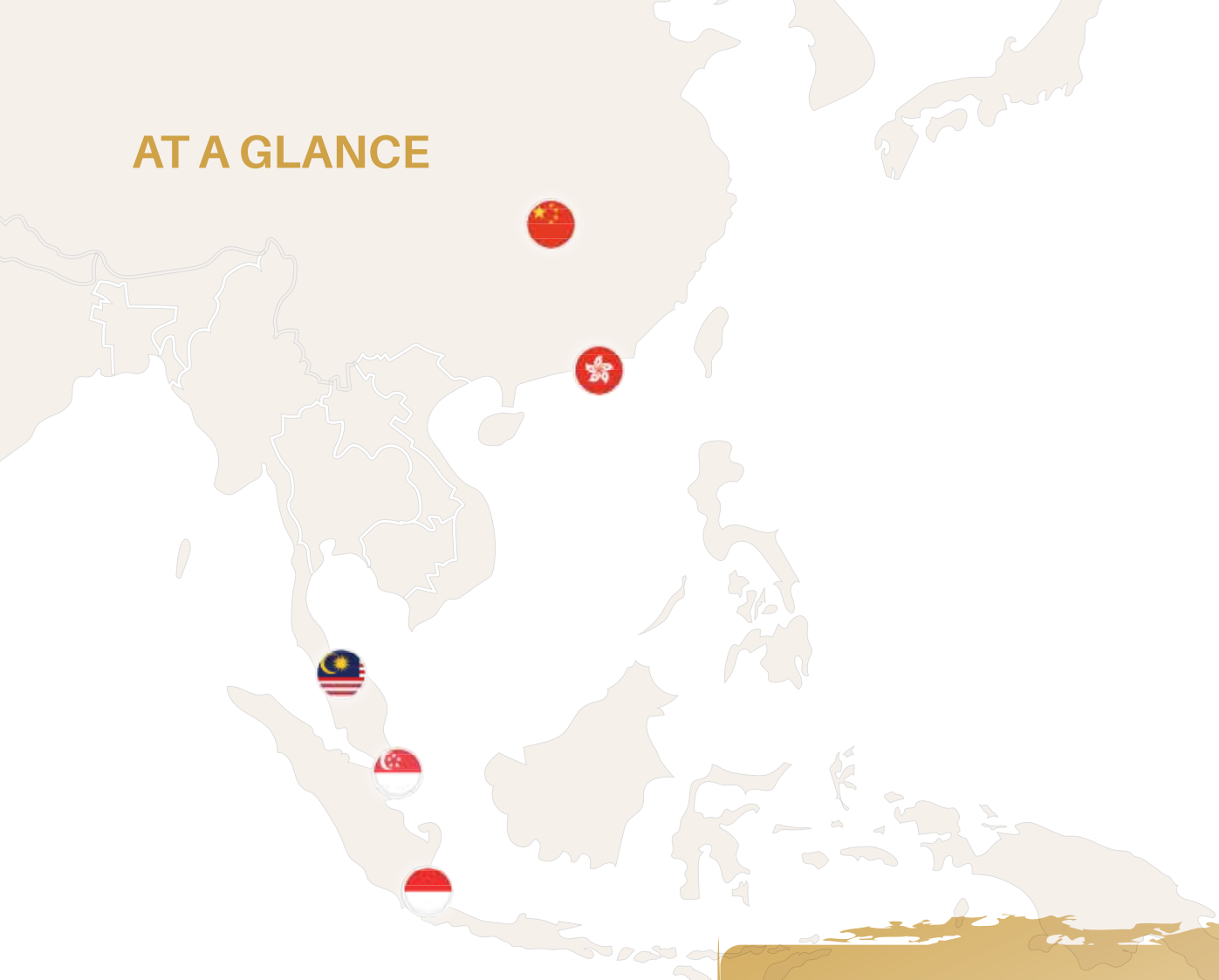
NEW MANLEE  
NEW MANLEE

AFURI  
ramen + dumpling

鶏三和  
鶏三和

TORORITENSHI NO WARABI-MOCHI

## AT A GLANCE



### BUSINESS STRATEGIES

IMPROVE PROFITABILITY THROUGH TARGETED MARKETING ACTIVITIES TO INCREASE SAME-STORE SALES, WHILE MANAGING COSTS

RATIONALISE BRAND PORTFOLIO TO FOCUS ON MORE ESTABLISHED AND PROVEN BRANDS

STREAMLINE OPERATIONS AND MANAGE COSTS, AS WELL AS NOT RENEWING OR PRE-TERMINATING LEASES OF NON-PERFORMING OUTLETS

### OUR NETWORK AND OPERATIONS

(AS AT 31 MARCH 2025)

**78** 

**SELF-OPERATED RESTAURANTS  
IN SINGAPORE**

**17**   

**RESTAURANTS OPERATED BY  
ASSOCIATED COMPANIES IN CHINA,  
HONG KONG AND INDONESIA**

**1** 

**RESTAURANT OPERATED BY  
SUB-FRANCHISEE IN MALAYSIA**



# CORPORATE STRUCTURE

## JAPAN FOODS HOLDING LTD.

- 100% BACHMANN ENTERPRISES PTE. LTD.
- 100% BACHMANN JAPANESE RESTAURANT PTE. LTD.
- 100% JAPAN FOODS ENTERPRISES PTE. LTD.
- 100% JAPAN FOODS BRIDGE PTE. LTD.
- 25% ACJF HOLDING LIMITED
- 20% HIGHLY YIELD LIMITED
- 30% FIRST HARMONY HOLDINGS LIMITED
- 30% PT MENYA MUSASHI INDONESIA
- 30% WAKAYAMA INTERNATIONAL LIMITED
- 30% GOLDEN BIRD GROUP LIMITED

# OUR FRANCHISED BRANDS

As at 31 March 2025



## AJISEN RAMEN

“Ajisen Ramen” is the Group’s flagship brand and was first introduced to the Singapore market in 1997. The word “ajisen” means a thousand tastes in Japanese. “Ajisen Ramen” originated from Kumamoto, Japan, in 1968. Known for its rich and aromatic tonkatsu soup base which is derived from hours of boiling pork bones, the brand features a wide selection of ramen to satisfy all customers.

It is an internationally recognised brand with presence in Singapore, Malaysia, China, Hong Kong, and the United States.

“Ajisen Tanjiro” is an extension of the “Ajisen Ramen” brand and carries the signature favourites of the latter as well as rice set meals, maze soba (or dry ramen) and an exciting line-up of side dishes.



## KONJIKI HOTOTOGISU

“Konjiki Hototogisu” was Japan Foods’ first collaboration with a Michelin-star brand. The brand’s Chef Atsuyuki Yamamoto is behind Tokyo’s “Sobahouse Konjiki Hototogisu”, which was featured in the Michelin Guide Tokyo Bib Gourmand from 2015 until 2017. The restaurant was awarded One Michelin Star in 2018, an honour it held until 2022. While Chef Yamamoto’s Tokyo restaurant is known for its full-bodied clam, chicken and pork-based broth, he has also created oyster and crab-based broths that are unique to the brand in Singapore.

## MAZE SOBA HOTOTOGISU

“Maze Soba Hototogisu” is a brand extension of “Konjiki Hototogisu”. Contrary to the latter, which is known for its noodles in broth, “Maze Soba Hototogisu” features a variety of maze soba, or “dry ramen” that is eaten by dipping the noodles into a separate bowl of richly flavoured broth before slurping it up quickly to catch some of the liquid. Supervised by Chef Yamamoto himself, the soba is served with different topping and sauce options to create a unique blend of flavours.

## OUR FRANCHISED BRANDS



### MENYA MUSASHI

Named after the legendary samurai, Miyamoto Musashi, who was famed for his distinctive “double-sword style”, the award winning “Menya Musashi” has gained quite a cult following among ramen fans in Japan and abroad since making its debut in Tokyo in 1996. With “originality” as its motto, “Menya Musashi” has turned the preparation of ramen into a fine and revolutionary art-form. It was recognised as one of the first ramen brands to combine meat and fish-based broths and offers multiple concepts and tastes that can be adapted to suit the locality of the store.



### TORI SANWA

With over 120 years of history, “Tori Sanwa” was established in Nagoya in 1900 and became Japan’s first oyako don (or chicken rice bowl) specialty restaurant. Its signature rice bowl is topped with chunks of torched chicken blanketed by a fluffy layer of eggs that is simmered with the family’s secret “kaeshi” flavouring sauce. Other highlights on the menu include the brand’s award-winning fried karaage (or Japanese style fried chicken pieces) which won the first prize in the Karaage Grand Prix in 2019.



### OSAKA OHSHO

Established in 1969, “Osaka Ohsho” specialises in gyoza (or Japanese style dumplings), which is a popular street food in Osaka that is also often offered as a side dish in Japan. At “Osaka Ohsho”, gyozas are the main event. Customers can choose to have the minced pork filling with cabbage, chives, ginger or garlic. Each tasty morsel is pan-grilled to perfection.



### KAGEYAMA

“Kageyama” is an award-winning franchised brand from Tokyo, Japan that is known for its tori-paitan ramen. “Tori” is the Japanese word for chicken and paitan is literally translated to mean “white soup”. Its ramen comes in a chicken broth that is thick, rich, and creamy with collagen after hours of simmering. Customers can have their broth flavoured with shoyu (soy-based) or shio (salt-based). “Kageyama” made it to Tokyo’s Ramen of the Year list, which features the city’s best ramen offerings, for three consecutive years (2021-2023). It was awarded the Gold Medal for all three years.



## OUR FRANCHISED BRANDS



### AFURI RAMEN

Established in Kanagawa, Japan, over 10 years ago, “Afuri Ramen” is known for its signature chicken and dashi-based broth that is flavoured with a splash of citrusy yuzu. This gives it a light, refreshing and more delicate taste that is favoured by those who are health conscious. The menu also offers other ramen varieties such as vegan ramen, cold ramen and tsukemen.



### YONEHACHI

Established in 1976, “Yonehachi” has more than 90 shops across Japan serving okowa (or glutinous rice mixed with different ingredients). “Yonehachi” uses only top quality rice from northern Japan such as Iwate and Akita, and makes the dish the traditional way. This draws out the flavours of each ingredient, while bringing out the fragrance of the rice.



### MENZO BUTAO

Established in 1936, “Menzo Butao” specialises in Hakata Tonkatsu Ramen and offers more than 20 varieties of the dish. There are three delicious soup bases to choose from – Butao (White), Kuroo (Black) and Akao (Red). The Butao base is pork broth made from boiling pork bones and sinews for over 14 hours to extract all the natural flavour from the bones. This soup base is flown in from Japan and it is mixed with more pork bones in Singapore and simmered for several more hours to obtain the right consistency and flavour. The Kuroo broth is an emulsion of fried shallots and vegetable oil and the Akao broth is slightly spicy as it contains chilli oil but gets its red colour from the Gochujang (Korean Miso) and Doubanjiang (Chinese Miso).



### NEW MANLEE BAK KUT TEH

“New ManLee Bak Kut Teh” was the Group’s first non-Japanese concept franchised from a business that was established over 40 years ago in Kuala Lumpur, Malaysia. “New ManLee Bak Kut Teh” offers two versions of bak kut teh (or pork rib soup) – Singapore-style white peppery soup and Malaysia-style black herbal soup. In keeping with the Group’s Japanese roots, “New ManLee Bak Kut Teh” offers Japanese udon noodles with its bak kut teh, in addition to the usual rice, and side dishes that is traditionally eaten with this dish.

## OUR FRANCHISED BRANDS



### KUMACHAN ONSEN

Kumachan Onsen, which means “teddy bear hot spring”, is a specialty restaurant from Hokkaido that offers a unique hot pot experience. Diners can choose from seven distinct flavours of soup bases that are presented as adorable teddy bear-shaped collagen jelly, each topped with a tiny daikon “towel” on its head as if taking a warm bath in an onsen – a playful nod to the hot springs of Hokkaido. As hot water is added, the teddy bear morphs into a rich, flavourful broth to which fresh vegetables, sides and different meat options are added. The menu also features Yakiniku dishes, providing diners with more choices.

### TORORITENSHI NO WARABI-MOCHI

Known for its melt-in-your mouth signature warabi mochi, Tororitenshi no Warabi-Mochi uses traditional methods to make the dessert from scratch using bracken starch. Each piece is tossed in fragrant soybean powder and drizzled with a sweet black sugar syrup, which is the brand’s own secret recipe. The menu also features unique warabi-inspired drinks and delightful ice cream parfaits. Tororitenshi no Warabi-Mochi’s delicious desserts have gained fans all over Japan where it has over 140 stores.



### YAMAYA KITCHEN

Yamaya Kitchen is part of the restaurant arm of Yamaya Communications Group, which is a leading producer of “mentaiko” (or spicy cod roe) and other related food products in Japan. At Yamaya Kitchen, mentaiko naturally takes centre stage and popular menu items such as omurice udon and rice sets, all come with generous portions of it. All rice sets also come with “tamago” (or Japanese egg roll), miso soup, “karashi takana” (or pickled mustard greens), and a choice of mains.



# OUR SELF-DEVELOPED BRANDS

As at 31 March 2025



## TOKYO SHOKUDO

This is the flagship brand of Japan Foods' Halal segment. It is a casual dining concept that offers ramen with a choice of four soup bases including original chicken broth, spicy chicken broth and tom yum. Diners can select topping options such as chicken chashu, beef suki, clams and duck. Those looking for a heartier meal can add on side dishes to accompany their main course or opt for tempura or beef rice bowls or rice sets.



## TOKYO SHOKUDO BISTRO

A spin-off of our flagship Halal concept brand "Tokyo Shokudo", this Japanese casual dining concept serves up iconic Japanese favourites such as ramen and tendon, as well as Japanese-inspired Italian cuisine such as pizza, pasta and cheese baked rice. It is a one-stop restaurant destination to satisfy all cravings!



## YAKINIKU SHOKUDO

"Yakiniku Shokudo" is a halal Japanese-style barbecue restaurant. Protein choices include wagyu beef and chicken, the restaurant also offers a selection of side dishes and specially concocted dipping sauces to complement the meal.



## FRUIT PARADISE

"Fruit Paradise" is a self-developed brand that features tarts topped with Chantilly cream and a variety of fresh fruits, which are carefully selected daily. Crowd favourites include the Chocolate-Banana Tart, Mixed Berries Chocolate Tart and the Mango-Strawberry Tart.

## OUR SELF-DEVELOPED BRANDS



### GODAIME

“Godaime” is the Group’s first self-developed halal restaurant that specialises in maze soba (or dry ramen). The chewy noodles are smothered in a meat sauce that diners toss with additional condiments such as Japanese chilli oil and vinegar. To level up their dining experience, diners can add-on extras such as chashu and fried chicken.



### ROMANA PIZZA & PASTA

“Romana Pizza & Pasta” combines traditional Italian flavours with Japanese flair for a unique culinary experience for all diners. The menu features a delectable selection of freshly-made pizzas, hand-made pastas and creamy doria topped with hearty meat sauces.



### MILAN SHOKUDO

“Milan Shokudo” is the Group’s first halal Japanese-Italian fusion concept featuring hand-made pasta, pizza, doria and grilled items, a wide selection of side dishes and drinks on free flow. The menu has a fine selection of desserts for diners to end their meal on a sweet note.

### MILAN TEI

A brand extension of “Milan Shokudo”, “Milan Tei” offers pizzas and pastas that are freshly made by hand. The restaurant also features pasta soups, doria and grilled items.

### MILAN CAFETERIA

“Milan Cafeteria” is also a brand extension of “Milan Shokudo”, offering the signature menu of Japanese-Italian fusion pasta, pizza and hamburger steak. Café enthusiasts can look forward to a wide selection of cakes and fresh fruit tarts, making it a perfect spot for diners of all ages to relax and hang out.



## CHAIRMAN'S MESSAGE



“

**OUR HALAL SEGMENT HAS CONTINUED TO GROW IN STRENGTH, RECORDING A 3.2% YOY INCREASE IN SALES TO S\$42.1 MILLION. THIS SEGMENT COMPRISED EIGHT BRANDS ACROSS 37 RESTAURANTS AS AT 31 MARCH 2025.**

”

# CHAIRMAN'S MESSAGE

## DEAR SHAREHOLDERS,

The financial year ended 31 March 2025 ("FY2025") was a challenging year for retailers in Singapore as prolonged uncertainties in the macro-environment weakened consumer sentiment and led to consumers being more selective in their discretionary spending, while the cost of operations continued to rise due to various factors including higher rental and wages that added pressure on margins.

For the food and beverage ("F&B") industry, the tough conditions were exacerbated by intense competition from new entrants (including an influx of international brands) that have flooded the scene post-Covid-19. At the same time, the strong Singapore dollar made it more attractive for Singaporeans to travel and spend abroad especially during key holiday seasons, which led to lacklustre sales during these festive periods that usually drive the highest covers for the restaurant business. This challenging backdrop led to a record number of restaurant closures islandwide in 2024 although the industry continued to inspire more openings that outpaced closures.<sup>1</sup>

### FY2025 performance review

Japan Foods' performance reflected the difficult market conditions in FY2025. Our revenue declined to S\$83.6 million from S\$86.4 million in the previous financial year ("FY2024"). Gross profit fell 3.4% year-on-year ("yoy") to S\$70.7 million in tandem with lower sales, with gross profit margin dipping slightly to 84.5% in FY2025 as compared to 84.7% in FY2024.

In addition to the high-cost environment, our profitability was impacted by the recognition of impairment losses in accordance with the relevant accounting standards. These impairment losses were related to the loan provided to a joint venture company, certain non-performing stores under the Group and the remaining book value of a franchise right. As a result, our net loss widened from S\$0.5 million in FY2024 to S\$7.9 million in FY2025.

In terms of segmental breakdown, our Halal segment has continued to grow in strength, recording a 3.2% yoy increase in sales to S\$42.1 million. This segment comprised eight brands across 37 restaurants as at 31 March 2025 as compared with nine brands across 39 restaurants as at 31 March 2024. The improved sales from the Halal segment partially offset the softer performance from the non-Halal segment, which recorded a 9.0% yoy decline in revenue to S\$41.5 million. As at 31 March 2025, we operated 13 non-Halal brands across 41 restaurants as compared with 14 non-Halal brands across 40 restaurants as at 31 March 2024.

### Business strategy and outlook

We remain convinced that the fundamentals of the F&B industry are strong. The local F&B scene is dynamic and vibrant with varied and ever-changing concepts to attract a fickle audience that is always ready for new gastronomic experiences and keen to follow the latest Instagram or TikTok-worthy fad. Eating out is an intrinsic part of the local culture, inasmuch a way to socialise and network as it is a convenient solution for Singaporeans leading busy lifestyles. For us F&B players, this means the need for ongoing innovation and pursuit of the next trend in dining concepts while actively managing costs.

To navigate the difficult market conditions, Japan Foods has embarked on a strategy to rationalise our brand portfolio with an emphasis on profit recovery. As part of this, we will not renew and may even pre-terminate the leases of non-performing restaurants to sharpen our focus on established and proven brands.

During FY2025, our restaurant network reduced from 84 outlets as of 30 September 2024 to 78 as of 31 March 2025 and we expect more closures in the year ahead as we continue our rationalisation exercise. Unless a location that is too good to turn down becomes available, we do not foresee opening any more new restaurants although we intend to continue our rebranding efforts as part of our brand portfolio management strategy to improve same-store performance and to rejuvenate our brand offerings.

<sup>1</sup> Channelnewsasia, 3 February 2025: 'Slowly creeping up': Over 3,000 Singapore F&B outlets closed in 2024, highest in almost 20 years

# CHAIRMAN'S MESSAGE



In FY2025, we launched one new brand. “Yamaya Kitchen” is a franchised brand from Hakata, Japan that offers typical Japanese dishes with a free flow of mentaiko, or cod roe. In April 2025, we launched our new self-developed concept “Kyo Komachi”, which features Himokawa-style udon noodles that are wide and flat compared to its more common narrow and thick counterpart. There are currently two “Kyo Komachi” restaurants, located at VivoCity and Changi City Point. In May 2025, we launched “Butao”, another self-developed ramen brand that serves up generous layers of pork cha shu and tonkatsu broth.

## Sustainability Matters

In today’s rapidly evolving world, sustainability is no longer an option, it is a shared responsibility. As a leading Japanese restaurant group, we acknowledge our role in driving positive change and building a more sustainable future for our stakeholders.

This year, we strengthened our governance structures and embarked on the progressive implementation of the ISSB’s IFRS S1 and S2 standards. We also placed greater emphasis on sustainable food sourcing, employee health and welfare, and food safety, areas that are critical to the resilience and sustainability of our business.

Looking ahead, we remain steadfast in our commitment to sustainability and shall continue to embed sustainability into our decision-making processes to deliver meaningful value to our stakeholders and contribute to a low-carbon economy.

Over the years, Japan Foods has received numerous awards and accolades that acknowledged our efforts in corporate governance. Our commitment to transparency has been acknowledged at the SIAS Investors Awards a total of six times including from 2016 to 2018 and 2022 to 2024.

## Acknowledgement

In closing, I would like to thank our shareholders for your unwavering support and for standing by us through both good as well as challenging years. My fellow Directors on the Board as well as the management team are committed to achieve a turnaround and return the Group to profitability.

I would also like to thank the management team as well as the rank and file within the Group for their hard work and dedication and our Board of Directors for their wise counsel as we navigate tough market conditions.

Special thanks to Ms Constance Lee who retired as our Independent Director in July 2024 after serving on the Board for 13 years. The Group had benefitted greatly from her experience over the years, and we wish her all the best in her future endeavours. In August 2024, we welcomed Mr Benny Lim as our new Independent Director. He has a strong legal background and we look forward to working even more closely with him in the year ahead.

With everyone’s support, I believe Japan Foods can overcome the current challenges and emerge stronger.

**TAKAHASHI KENICHI**

EXECUTIVE CHAIRMAN AND CEO



# FINANCIAL HIGHLIGHTS

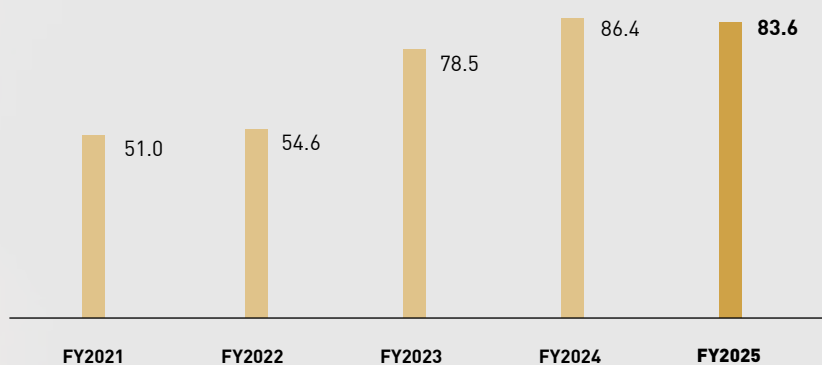
S\$' MILLION	FY2021	FY2022	FY2023	FY2024	FY2025
<b>Financial Results</b>					
Revenue	51.0	54.6	78.5	86.4	<b>83.6</b>
Gross profit	43.2	46.2	66.4	73.1	<b>70.7</b>
Profit/(Loss) before tax	4.2	3.2	4.9	[0.6]	<b>(8.0)</b>
Net profit/(loss)	3.6	3.2	4.1	[0.5]	<b>(7.9)</b>
<b>Cash Flow Statement</b>					
Net cash provided by operating activities	19.5	25.4	29.5	30.7	<b>29.0</b>
Net cash used in investing activities	[2.2]	[3.5]	[8.5]	[9.6]	<b>(4.8)</b>
Net cash used in financing activities	[14.2]	[22.6]	[25.9]	[28.4]	<b>(26.4)</b>
Cash and cash equivalents at end of financial year <sup>(1)</sup>	20.6	19.9	15.0	7.9	<b>5.6</b>
<b>Balance Sheet</b>					
Current assets	26.9	27.6	24.1	17.9	<b>13.9</b>
Non-current assets	41.2	50.2	66.5	75.2	<b>60.6</b>
Total assets	68.1	77.8	90.6	93.1	<b>74.5</b>
Current liabilities	22.7	26.1	32.4	34.0	<b>30.9</b>
Non-current liabilities	12.0	19.0	25.5	29.4	<b>22.1</b>
Total liabilities	34.7	45.1	57.9	63.4	<b>53.0</b>
Share capital	9.5	9.5	9.5	9.5	<b>9.5</b>
Reserves	23.9	23.2	23.2	20.2	<b>12.0</b>
Total shareholders' equity	33.4	32.7	32.7	29.7	<b>21.5</b>
<b>Financial Ratios Analysis</b>					
Gross profit margin (%)	84.7	84.6	84.6	84.7	<b>84.5</b>
Earning/(Loss) per share (Singapore cents)	2.08	1.85	2.37	[0.28]	<b>(4.53)</b>
Net asset value per share (Singapore cents)	19.14	18.75	18.76	17.12	<b>12.38</b>
Return on assets (%)	5.3	4.1	4.6	[0.5]	<b>(10.6)</b>
Return on equity (%)	10.8	9.8	12.6	[1.7]	<b>(36.7)</b>
Net debt to equity ratio	Net Cash	Net Cash	Net Cash	Net Cash	<b>Net Cash</b>
Asset turnover (times)	0.7	0.7	0.9	0.9	<b>1.1</b>

**Note:**

<sup>(1)</sup> This excludes bank deposit pledged as security for bank facilities

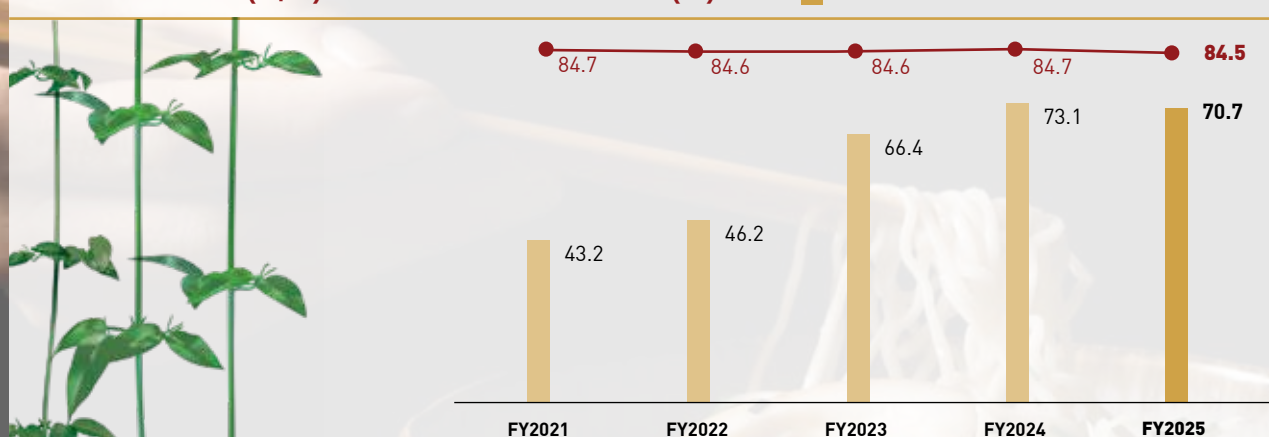
# FINANCIAL HIGHLIGHTS

## REVENUE (\$M)

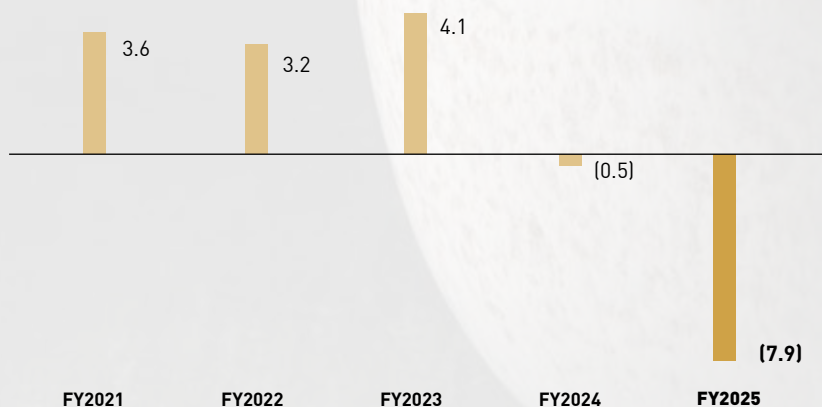


## GROSS PROFIT (\$M) & GROSS PROFIT MARGIN (%)

■ GROSS PROFIT —●— GROSS PROFIT MARGIN

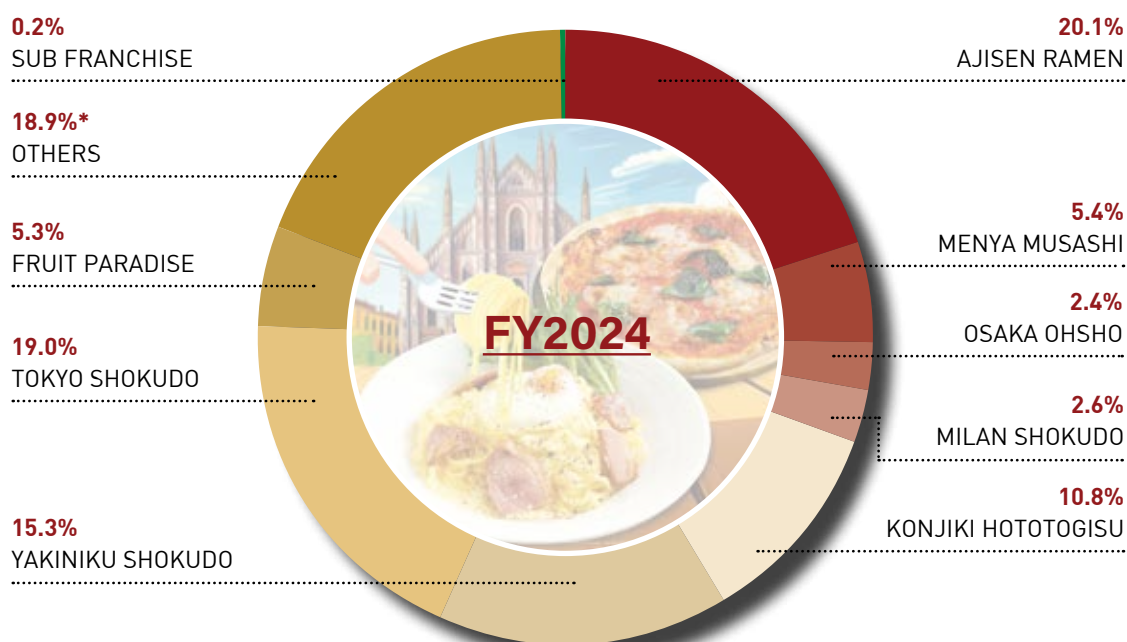
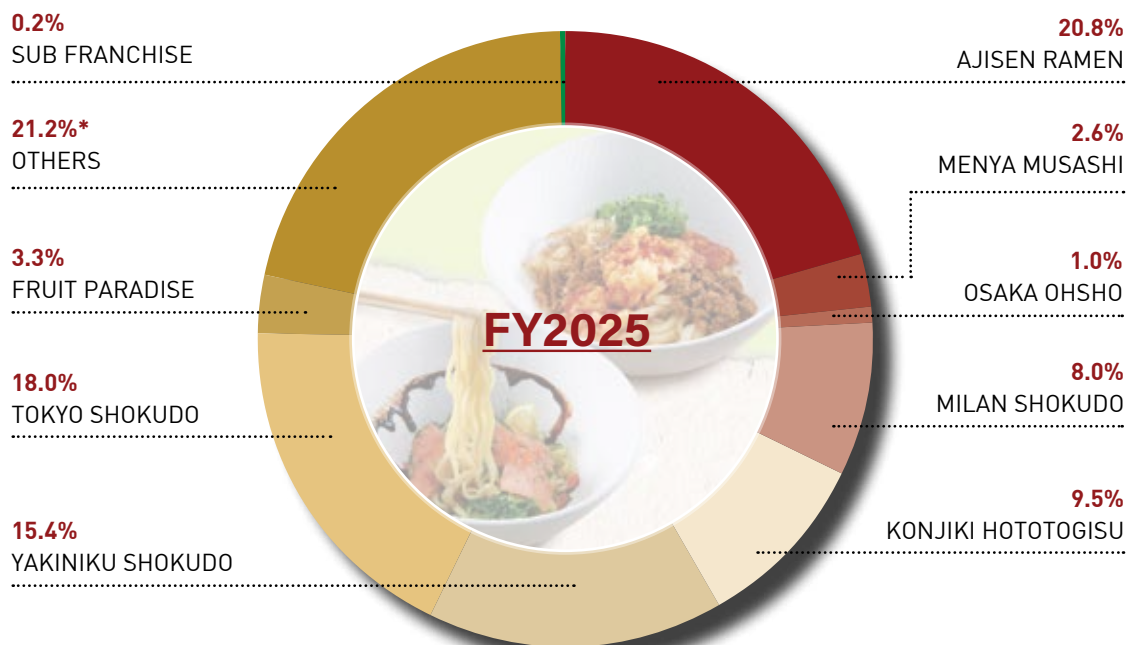


## NET PROFIT/(LOSS) (\$M)



# FINANCIAL HIGHLIGHTS

## REVENUE CONTRIBUTION BY BRANDS



\* Includes the impact of JFH Rewards where reward points known as J\$ earned by members (net of expired points of approximately S\$0.5 million) amounting to S\$0.8 million was deducted from the corresponding revenue recognised in FY2025 in accordance with relevant accounting standard (as compared to S\$1.3 million in FY2024)

# FINANCIAL HIGHLIGHTS

## VALUE ADDED STATEMENT

S\$' 000	FY2021	FY2022	FY2023	FY2024	FY2025
<b>Value added from:</b>					
Revenue	51,002	54,614	78,532	86,357	<b>83,587</b>
Less: Purchases of materials & services	(17,428)	(19,210)	(26,002)	(28,269)	<b>(28,745)</b>
	33,574	35,404	52,530	58,088	<b>54,842</b>
<b>Add/(less):</b>					
Other income	10,999	7,285	2,040	1,893	<b>3,288</b>
Share of profits of associated companies / JV	(58)	83	205	254	<b>506</b>
Gain/(Loss) on disposal of plant and equipment / ROU / financial assets	18	40	–	49	<b>(35)</b>
Plant & equipment W/O	(309)	(28)	(42)	(268)	<b>(1,268)</b>
Impairment of plant and equipment / ROU / intangible assets / loan to a joint venture	(389)	(107)	(748)	(1,860)	<b>(3,598)</b>
Currency translation gain/(loss)	(25)	(14)	(35)	5	<b>(12)</b>
<b>Total value added</b>	<b>43,810</b>	<b>42,663</b>	<b>53,950</b>	<b>58,161</b>	<b>53,723</b>
<b>Distribution of total value added:</b>					
To employees					
Salaries and other staff costs	16,477	18,024	24,361	27,497	<b>28,861</b>
To government					
Corporate tax	613	(1)	730	(130)	<b>(88)</b>
To providers of capital					
Dividend	1,739	3,925	4,099	2,265	<b>347</b>
Finance costs <sup>(1)</sup>	1,008	813	1,024	1,801	<b>1,698</b>
Retained for future capital requirements					
Depreciation and amortisation <sup>(2)</sup>	22,087	20,595	23,708	29,488	<b>31,126</b>
Retained profit	1,886	(693)	28	(2,760)	<b>(8,221)</b>
<b>Total distribution</b>	<b>43,810</b>	<b>42,663</b>	<b>53,950</b>	<b>58,161</b>	<b>53,723</b>
<b>Productivity analysis</b>					
Value added per \$ employment cost	2.7	2.4	2.2	2.1	<b>1.9</b>
Value added per \$ investment in fixed assets	1.2	1.1	1.3	1.1	<b>1.1</b>
Value added per \$ sales (S\$)	0.9	0.8	0.7	0.7	<b>0.6</b>
Fixed assets (Cost)	35,845	39,395	42,824	51,063	<b>50,648</b>

### Notes:

(1) Include Lease Interest Expenses per SFRS(I) 16.

(2) Include Depreciation of ROU Assets per SFRS(I) 16.

# OPERATING AND FINANCIAL REVIEW

## REVIEW OF THE GROUP'S FINANCIAL PERFORMANCE FOR FY2025

### Revenue

The Group's revenue decreased by S\$2.8 million or 3.2% from S\$86.4 million for the financial year ended 31 March 2024 ("FY2024") to S\$83.6 million for the financial year ended 31 March 2025 ("FY2025"). The fall in revenue was a result of the following:

- I. A net decrease in revenue of S\$0.3 million from restaurants operating under the "Yakiniku Shokudo" brand from S\$13.1 million in FY2024 to S\$12.8 million in FY2025 mainly due to (i) the conversion of a restaurant located at Orchard Central to the "Kumachan Onsen" brand; and (ii) lower revenue generated from certain existing restaurants.
- II. A net decrease in revenue of S\$1.4 million from the restaurants operating under the "Tokyo Shokudo" brand from S\$16.4 million in FY2024 to S\$15.0 million in FY2025. This was mainly due to (i) the conversion of the restaurant located at Velocity Mall to the "Ajisen Tanjiro" brand; (ii) closure of a restaurant at Bukit Panjang Plaza; and (iii) lower revenue generated by the remaining restaurants. The decrease was partially offset by revenue contribution from two new "Tokyo Shokudo" restaurants which were converted from the "Nakiryu" brand at Plaza Singapura and the "Menya Musashi" brand at Bugis Junction in April 2024 and in August 2024 respectively.
- III. A net decrease in revenue of S\$1.4 million from the restaurants operating under "Konjiki Hototogisu" brand from S\$9.3 million in FY2024 to S\$7.9 million in FY2025 as the number of restaurants operating under this brand fell from 11 restaurants as at 31 March 2024 to 7 as at 31 March 2025. This was mainly due to (i) the conversion of a restaurant located at Woodleigh Mall to the "Kumachan Onsen" brand; (ii) closure of restaurants located at Chijmes, Paragon and Jewel; and (iii) lower revenue generated by the remaining restaurants.
- IV. A net decrease in revenue of S\$2.6 million from the restaurants operating under "Menya Musashi" brand from S\$4.7 million in FY2024 to S\$2.1 million in FY2025 mainly due to the conversion of restaurants at Vivo City and Bugis Junction to the "Tori Sanwa" and "Tokyo Shokudo" brands respectively. This decrease was partially offset by revenue contribution from a restaurant located at Tampines 1, which was converted from the "Fruit Paradise" brand.
- V. A net decrease in revenue of S\$1.9 million from the restaurants operating under "Shitamachi Tendon Akimitsu" brand from S\$2.4 million in FY2024 to S\$0.5 million in FY2025 as the three remaining restaurants operating under this brand that were located at Star Vista, Plaza Singapura and Takashimaya, were converted to other brands during the financial year.
- VI. A net decrease in revenue of S\$1.2 million from the restaurants operating under "Osaka Ohsho" brand from S\$2.1 million in FY2024 to S\$0.9 million in FY2025. This was mainly due to lower revenue generated by the restaurant located at Raffles City.
- VII. A net increase in revenue of S\$0.1 million from the restaurants operating under the "Ajisen Ramen" brand from S\$17.3 million in FY2024 to S\$17.4 million in FY2025. This was due to the increase in the number of restaurants from 11 as at 31 March 2024 to 13 as at 31 March 2025. The two new additions were from the conversion of the "Shitamachi Tendon Akimitsu" brand restaurant at Star Vista and the "Katsuyoshi" brand restaurant at Plaza Singapura.
- VIII. A net increase in revenue of S\$5.4 million from the restaurants operating under other brands due to increase in sales mainly contributed by the opening of new restaurants under the "Kumachan Onsen", "Yamaya Kitchen", "Tororitenshi no Warabi-Mochi" and "Milan Cafeteria" brands and also due to higher revenue from existing restaurants under the "Kageyama", "Tori Sanwa" and "Milan Shokudo" brands. The increase was partially offset by lower revenue generated by "Afuri", "Fruit Paradise", "Menzo Butao", "New ManLee Bak Kut Teh", "Godaime", "Milan Tei" and "Yonehachi" brands.
- IX. The reward points known as \$J earned by members (net of expired points of approximately S\$0.5 million) under JFH Rewards amounted to S\$0.8 million in FY2025 compared to S\$1.3 million in FY2024. In accordance with the relevant accounting standard, such amount was deducted from the corresponding revenue recognised during the respective financial periods.



# OPERATING AND FINANCIAL REVIEW

Table 1: Restaurant portfolio in Singapore

Franchised Brands	As at 31 March 2025	As at 31 March 2024
Ajisen Ramen	13	11
Konjiki Hototogisu	7	11
Shitamachi Tendon Akimitsu	-	3
Menya Musashi	2	3
Tori Sanwa	5	3
Osaka Ohsho	1	1
Kageyama	2	1
Kumachan Onsen*	3	-
Afuri	1	1
Yonehachi	1	1
Menzo Butao	1	1
New ManLee Bak Kut Teh	1	1
Tororitenshi no Warabi-Mochi	4	-
Yamaya Kitchen	2	-
<b>Self-Developed Brands</b>		
Tokyo Shokudo*	12	12
Yakiniku Shokudo*	11	11
Fruit Paradise*	2	5
Milan Shokudo*	5	4
Godaime*	2	2
Edo Shokudo*	-	2
Yakiniku Taro	-	1
Yakiniku Kai	-	1
Romana Pizza & Pasta	1	1
Kyoto Shokudo*	-	1
Milan Tei*	1	1
Milan Cafeteria*	1	-
BBQ Seoul Shokudo*	-	1
<b>TOTAL</b>	<b>78</b>	<b>79</b>

\* Halal brands

Table 2: Restaurants operated by associated companies

Restaurant Brands	As at 31 March 2025	As at 31 March 2024
<b>Menya Musashi</b>		
(interests via associated companies)		
• China	2	4
• Hong Kong	6	6
• Indonesia	2	2
<b>Konjiki Hototogisu</b>		
(interests via associated companies)		
• China	2	1
• Hong Kong	5	4
<b>TOTAL RESTAURANTS</b>	<b>17</b>	<b>17</b>



# OPERATING AND FINANCIAL REVIEW

## Gross profit

The Group's gross profit decreased by S\$2.4 million or 3.4%, from S\$73.1 million in FY2024 to S\$70.7 million in FY2025, which was generally in line with the decrease in revenue. Gross profit margin decreased 0.2 percentage point from 84.7% in FY2024 to 84.5% in FY2025.

## Other income (including interest income from bank)

The Group's other income increased by S\$1.9 million or 138.8%, from S\$1.4 million in FY2024 to S\$3.3 million in FY2025 mainly due to higher government grants received such as the Progressive Wage Credit Scheme, Senior Employment Credit Scheme and Enabling Employment Credit Scheme, which amounted to S\$2.5 million in FY2025.

## Other gains/(losses)

The Group recorded other losses of S\$47,000 in FY2025 as compared to other gains of S\$570,000 in FY2024. The gains in FY2024 were mainly attributable to the disposal of a club membership while the losses in FY2025 were mainly attributable to loss on disposal of financial asset and foreign exchange loss.

## Expenses

**Selling and distribution expenses:** The Group's selling and distribution expenses increased by S\$3.7 million or 5.5% from S\$67.2 million in FY2024 to S\$70.9 million in FY2025. The increase was mainly due to higher manpower cost, utilities expenses, rental charges and depreciation charges of plant and equipment and right-of-use assets.

**Administrative expenses:** The Group's administrative expenses remained relatively stable in FY2025 as compared to FY2024.

**Other operating expenses:** The Group's other operating expenses increased by S\$1.1 million or 82.9% from S\$1.2 million in FY2024 to S\$2.3 million in FY2025 mainly due to write-off of renovation costs upon rebranding and closure of outlets.

## Impairment losses

The Group's impairment loss increased by S\$1.7 million or 93.4% from S\$1.9 million in FY2024 to S\$3.6 million in FY2025 due to the impairment loss on the loan provided to a joint venture company as well as impairment loss for certain non-performing stores under the Group and an impairment loss of franchise right.

## Finance costs

Finance costs decreased by S\$0.1 million or 5.7% from S\$1.8 million in FY2024 to S\$1.7 million in FY2025. The Group had, on average, lower lease liabilities in 2H2025 due to repayment and retirement of leases during FY2025.

## Share of results of associated companies and joint venture

The Group's share of profit of associated companies increased by S\$0.2 million or 99.2% from S\$0.3 million in FY2024 to S\$0.5 million in FY2025. The increase was due to higher profit generated by "Konjiki Hototogisu" brand restaurants in Hong Kong and by "Menya Musashi" brand restaurants in China and partially offset by the losses incurred by "Menya Musashi" brand restaurants in Indonesia and Hong Kong.

## Income tax credit

The Group's income tax credit decreased by S\$42,000 or 32.3% from S\$130,000 in FY2024 to S\$88,000 in FY2025 due to a decrease in net deferred tax assets arising from lease liabilities and partially offset by over-provision of income tax expense and corporate income tax rebate.

## Net loss

As a result of the aforementioned reasons, the Group recorded an increase in net loss attributable to equity holders of the Company from S\$0.5 million in FY2024 to S\$7.9 million in FY2025.

## REVIEW OF THE GROUP'S FINANCIAL POSITION

### Current assets

Total current assets decreased by S\$4.0 million, from S\$17.9 million as at 31 March 2024 to S\$13.9 million as at 31 March 2025. This was mainly due to the decrease in cash and bank balances of S\$3.6 million mainly due to capital expenditure incurred for the Group's rebranding of restaurants and the decrease in trade and other receivables of S\$0.7 million. The decrease was partially offset by the increase in other current assets of S\$0.3 million (comprising current portion of rental deposit and prepaid expenses).

### Non-current assets

Total non-current assets decreased by S\$14.6 million, from S\$75.2 million as at 31 March 2024 to S\$60.6 million as at 31 March 2025. This was mainly due to the decrease in net book value of plant and equipment of S\$1.9 million, the decrease in net book value of right-of-use assets of

# OPERATING AND FINANCIAL REVIEW



S\$10.7 million due to depreciation expenses, a reduction in a loan to a joint venture of S\$1.1 million due to receipt of loan repayment of S\$0.4 million and additional impairment of loan of S\$0.7 million, the decrease in other investments of S\$0.5 million, the decrease in long term security deposits of S\$0.5 million and the decrease in investment in associated companies of S\$0.2 million. The decrease was partially offset by an increase in deferred income tax assets of S\$0.2 million and an increase in intangible assets of S\$0.1 million due to the acquisition of new franchise rights.

## Current liabilities

Total current liabilities decreased by S\$3.1 million, from S\$34.0 million as at 31 March 2024 to S\$30.9 million as at 31 March 2025. This was mainly due to the decrease in the current portion of lease liabilities of S\$2.4 million, the decrease in trade and other payables of S\$0.9 million and a reduction of current income tax liabilities of S\$0.3 million. The decrease was partially offset by an increase in provisions for reinstatement of S\$0.5 million.

The Group had net current liabilities of S\$17.0 million as at 31 March 2025 mainly due to the recognition of lease liabilities of S\$21.1 million in compliance with SFRS(I) 16. Based on the Group's internal resources and projected operational cashflows, the Board is of the view that the Group will have sufficient funds to meet its financial obligations as and when they fall due.

## Non-current liabilities

Total non-current liabilities decreased by S\$7.3 million, from S\$29.4 million as at 31 March 2024 to S\$22.1 million as at 31 March 2025. This was due to a decrease in the long-term portion of lease liabilities of S\$7.5 million

because the repayment of leases had outpaced the renewal and inception of new leases in FY2025. The decrease was partially offset by increase of deferred tax liability of S\$0.2 million.

## Shareholders' equity

The Group's shareholders' equity decreased by S\$8.3 million from S\$29.8 million as at 31 March 2024 to S\$21.5 million as at 31 March 2025. The decrease was mainly due to the loss of S\$7.9 million incurred in FY2025, purchase of treasury shares of S\$0.1 million and the distribution of dividends of S\$0.3 million.

## REVIEW OF STATEMENT OF CASH FLOW FOR FY2025

The Group's net cash provided by operating activities in FY2025 was S\$29.0 million. This was mainly due to net loss less non-cash items after working capital changes of S\$29.2 million and payment of income tax of S\$0.2 million.

The Group's net cash used in investing activities in FY2025 was S\$4.8 million mainly arising from (i) renovation cost and purchase of plant and equipment for the Group's restaurants of S\$6.1 million; and (ii) acquisition of franchise rights of S\$0.3 million. These were offset by the sales of financial asset of S\$0.5 million, receipt of loan repayment by a joint venture of S\$0.4 million and dividends received from associated companies of S\$0.7 million.

The Group's net cash used in financing activities in FY2025 was S\$26.4 million due to dividend payment of S\$0.3 million, repayment of lease liabilities of S\$25.7 million and interest on leases of S\$1.7 million. These were offset by a decrease in short-term deposit pledged of S\$1.3 million.

# BOARD OF DIRECTORS

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## **TAKAHASHI KENICHI** Executive Chairman and CEO

**Date of Appointment**  
18 February 2008

**Present and Past Directorships in other Listed Companies and Major Appointments**  
Nil

**Date of Last Re-Appointment**  
25 July 2024

**Skills & Experience**

- Founded the Group in 1997
- More than 27 years in the F&B industry
- Professional engineer in research and development with Pioneer Asia Singapore from April 1978 to March 1997
- Graduated from Sophia University with a Certificate in Mechanical Engineering

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## **WONG HIN SUN EUGENE** Non-Executive Vice Chairman

**Date of Appointment**  
24 November 2008

**Present Directorships in other Listed Companies and Major Appointments**

- Founder and Managing Director of Sirius Venture Capital Pte Ltd
- Lead Independent Director, Alliance Healthcare Group Limited
- Lead Independent Director, APAC Realty Limited
- Deputy Non-Executive Chairman, Jason Marine Group Limited
- Board member, Gardens by the Bay
- Non-Executive Director, Singapore Cruise Centre Pte Ltd
- Non-Executive Chairman, Tangram Asia Capital LLP
- Non-Executive Deputy Chairman, NTUC Learninghub Pte Ltd
- Member, Investment Advisory Committee, People's Association
- Director of Sirius Ocean Pte Ltd

**Date of Last Re-Appointment**  
20 July 2023

**Length of Service**  
17 years (Non-executive Director since November 2008)

**Past Directorships in other Listed Companies Held Over the Preceding Three Years**  
Nil

**Skills & Experience**

- Graduated with a Bachelor of Business Administration (First Class Honours) from the National University of Singapore in 1992
- Obtained Master of Business Administration from the Imperial College of Science, Technology and Medicine at the University of London in 1998
- Completed the Owners President Management Program from Harvard Business School in 2011
- A Chartered Director (CDir) since 2014
- A Chartered Financial Analyst (CFA) since 2001
- A Fellow of the UK Institute of Directors
- A Fellow of the Singapore Institute of Directors

# BOARD OF DIRECTORS

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## TAN CHER TING

### Lead Independent Director

**Date of Appointment**

3 March 2023

**Present Directorships in other Listed Companies and Major Appointments**

Nil

**Date of Last Re-Appointment**

20 July 2023

**Past Directorships In Other Listed Companies Held Over The Preceding Three Years**

Nil

**Length of Service**

2 years

**Skills & Experience**

- Director, Investment Banking, CIMB Bank Berhad, Singapore Branch (2002 – 31 May 2025)
  - Bachelor of Business (Honours), Nanyang Technological University
  - CFA Charterholder, CFA Institute
- 

## LEE SOON SIN JASON

### Independent Director

**Date of Appointment**

1 August 2023

**Present Directorships in other Listed Companies and Major Appointments**

- Managing Director of CA.sg PAC
- Director of My Business Advisory Sdn. Bhd.

**Date of Last Re-Appointment**

25 July 2024

**Past Directorships In Other Listed Companies Held Over The Preceding Three Years**

Nil

**Length of Service**

Approximately 1 year 11 months since 1 August 2023

**Skills & Experience**

- A Fellow of the Association of Chartered Certified Accountants (ACCA)
  - A Fellow of the Institute of Singapore Chartered Accountants (ISCA)
  - An Accredited Tax Advisor of the Singapore Chartered Tax Professionals (SCTP)
  - An ASEAN Chartered Professional Accountant of the ASEAN Chartered Professional Accountants Coordinating Committee (ACPACC)
  - A member of the Singapore Institute of Directors
- 

## LIM HENG CHONG BENNY

### Independent Director

**Date of Appointment**

1 August 2024

**Present Directorships in other Listed Companies and Major Appointments**

- Partner at Chris Chong & C T Ho LLP since 2005
- Independent Director of Alliance Healthcare Group Limited since 28 March 2019

**Date of Last Re-Appointment**

NA

**Past Directorships In Other Listed Companies Held Over The Preceding Three Years**

- Independent Director of China SunSine Chemical Holdings Ltd from 18 May 2007 to 26 April 2024

**Length of Service**

Approximately 11 months since 1 August 2024

**Skills & Experience**

- Bachelor of Laws (Honours) from the National University of Singapore
- Master of Laws from the National University of Singapore
- Advocate & Solicitor of the Supreme Court of Singapore
- Notary Public, Singapore Academy of Law
- Member of the Law Society of Singapore
- Senior Accredited Director, accredited by the Singapore Institute of Directors



## KEY MANAGEMENT

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### **LIEW KIAN ER KENNETH** Chief Financial Officer

Kenneth Liew Kian Er is our Chief Financial Officer. He is primarily responsible for overseeing all financial, accounting and corporate secretarial matters of our Group. Mr Liew has more than 35 years of experience in accounting, audit and finance. Prior to joining our Group as Financial Controller in July 2008, Mr Liew was with Abterra Ltd, a company listed on the Mainboard of the SGX-ST, serving as its finance manager from January 2007 to March 2007 before becoming its financial controller from March 2007 to July 2008. Mr Liew was an associate at Bensyl Consultancy Services Pte Ltd from May 2004 to December 2006. He was with Sunstar Logistic Singapore Pte Ltd serving as its accounting manager from July 1997 to March 2002 and as deputy general manager from April 2002 to April 2004. Mr Liew is a member of the Institute of Singapore Chartered Accountants and a fellow of the Chartered Association of Certified Accountants (UK).

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### **FONG SIEW GEEN** Head of Operations

Fong Siew Geen is our Head of Operations. She is primarily responsible for the operations of our Group's restaurants and for overseeing all operational aspects from quality assurance to menu layout. Ms Fong joined our Group as a service crew in October 2003 and was promoted to Floor Manager in April 2008. She rose through the ranks to become our Senior Operations Manager in May 2009 and was appointed our Head of Operations since April 2015.

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### **ICHIRO OTSUKA** Central Kitchen, Operations Manager

Ichiro Otsuka is our Central Kitchen Operations Manager. He is primarily responsible for the day-to-day operations of our central kitchen facility. Mr Ichiro joined our Group in November 2011 and was in charge of spearheading the expansion of our central kitchen. Under his leadership, our Group successfully established a noodle production facility at our central kitchen in April 2012 and subsequently our Halal central kitchen in 2021. Mr Ichiro has more than 25 years of experience in managing central kitchens through his various work engagements in Japan.



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**TAKAHASHI KENICHI**  
Executive Chairman and CEO

**WONG HIN SUN EUGENE**  
Non-Executive Vice Chairman

**TAN CHER TING**  
Lead Independent Director

**LEE SOON SIN JASON**  
Independent Director

**LIM HENG CHONG BENNY**  
Independent Director

## AUDIT AND RISK COMMITTEE

**LEE SOON SIN JASON**  
Chairperson

**WONG HIN SUN EUGENE**

**TAN CHER TING**

**LIM HENG CHONG BENNY**

## NOMINATING COMMITTEE

**TAN CHER TING**  
Chairperson

**WONG HIN SUN EUGENE**

**LEE SOON SIN JASON**

**LIM HENG CHONG BENNY**

## REMUNERATION COMMITTEE

**TAN CHER TING**  
Chairperson

**WONG HIN SUN EUGENE**

**LEE SOON SIN JASON**

**LIM HENG CHONG BENNY**

## COMPANY SECRETARY

**CHEW PEI TSING**  
ACS, ACG

## REGISTERED OFFICE

420 North Bridge Road  
#02-01 North Bridge Centre  
Singapore 188727  
Tel: (65) 6333 9781  
Fax: (65) 6333 9782

## SHARE REGISTRAR

**B.A.C.S. PRIVATE LIMITED**  
77 Robinson Road  
#06-03 Robinson 77  
Singapore 068896

## SPONSOR

**UOB KAY HIAN PRIVATE LIMITED**  
83 Clemenceau Avenue  
#10-01 UE Square  
Singapore 239920

## INDEPENDENT AUDITOR

**CLA GLOBAL TS  
PUBLIC ACCOUNTING CORPORATION**  
80 Robinson Road  
#25-00  
Singapore 068898

Director-in-charge:  
**LIM JU MAY**  
Appointed since financial year  
ended 31 March 2025

## PRINCIPAL BANKER

**UNITED OVERSEAS BANK LIMITED**  
80 Raffles Place  
UOB Plaza 1  
Singapore 049513

## INVESTOR RELATIONS

**AUGUST CONSULTING PTE. LTD.**  
101 Thomson Road  
#29-05 United Square  
Singapore 307591  
Email: [ir@jfh.com.sg](mailto:ir@jfh.com.sg)

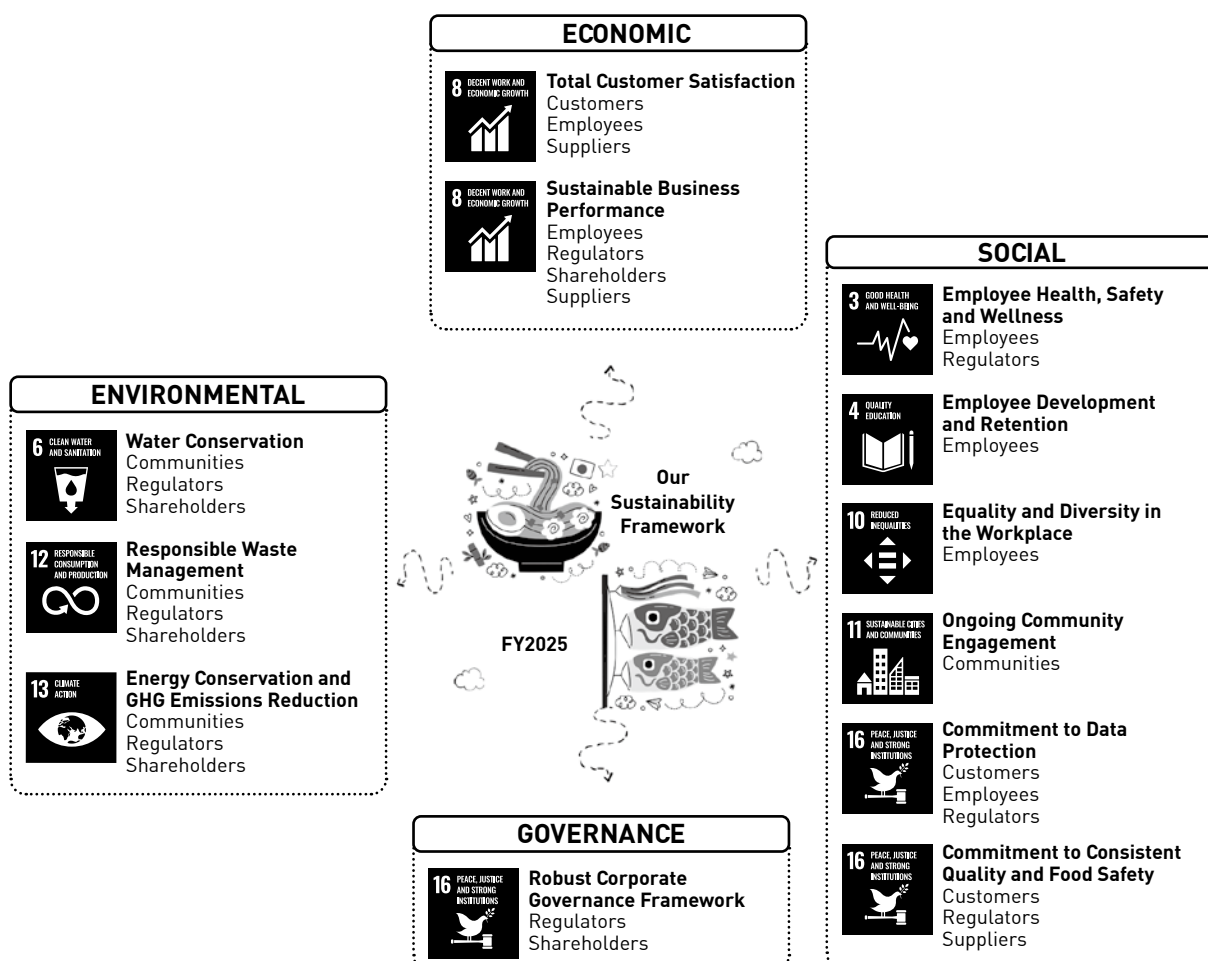
# SUSTAINABILITY REPORT

## 1. BOARD STATEMENT

Japan Foods Holding Ltd. (“**Japan Foods**” or the “**Company**”), together with its subsidiaries (collectively known as the “**Group**” or “**We**”), reaffirm our commitment to sustainability with the publication of this sustainability report (“**Report**”). For this Report, we provide insights into the way we conduct business, while considering our material sustainability factors under the sustainability pillars of economic, environmental, social and governance (collectively as “**Sustainability Factors**”), and to provide readers with an accurate and meaningful overview on how we manage our sustainability issues.

The Board of Directors (“**Board**”) of the Group considered the Group’s sustainability issues as part of its strategic formulation and business strategies, determined the material Sustainability Factors and overseen the management and monitoring of the material Sustainability Factors.

This Report communicates our support towards the United Nations’ Sustainable Development Goals (“**SDGs**”). As we collaborate closely with our stakeholders throughout the value chain, their inputs serve as the compass directing our sustainability initiatives towards prioritising our material Sustainability Factors. Below shows the interaction between our sustainability framework, material Sustainability Factors, stakeholders and the SDGs:



# SUSTAINABILITY REPORT

## 2. SUSTAINABILITY PERFORMANCE AT A GLANCE

A summary of our material sustainability performance in financial year ("FY") 2025 is as follows:

Sustainability Pillar	Sustainability Metric	Sustainability Performance	
		FY2025	FY2024
Economic	Number of restaurant outlets	78	79
	Economic value generated <sup>1</sup> (S\$ million)	84.8	88.1
	Operating costs <sup>2</sup> (S\$ million)	29.2	28.3
	Employee benefit expenses (S\$ million)	28.9	27.5
	Tax to/(refunded from) governments (S\$ million)	(0.1)	(0.1)
	Payments to providers of capital <sup>3</sup> (S\$ million)	2.1	4.1
Environmental	Water consumption intensity (m <sup>3</sup> /revenue S\$'000)	1.2	1.1
	Percentage of waste oil disposed through licensed oil collector (%)	100	100
	Aggregated absolute greenhouse gas ("GHG") emissions (tCO <sub>2</sub> e)	5,358	5,074 <sup>6</sup>
	GHG emissions intensity (tCO <sub>2</sub> e/revenue S\$'000)	0.064	0.059 <sup>6</sup>
Social	Number of work-related fatalities	–	–
	Number of high consequence work-related injuries <sup>4</sup>	–	–
	Number of recordable work-related injuries	59	48
	Number of work-related ill health cases <sup>5</sup>	–	–
	Turnover rate (%)	56	71 <sup>6</sup>
	Number of reported incidents of unlawful discrimination against employees <sup>7</sup>	–	–
	Number of reported substantiated complaints concerning breaches of data privacy and losses of data	–	–
	Percentage of restaurant outlets graded A or B by the Singapore Food Agency ("SFA") (%)	100	100
Governance	Number of major food safety incidents <sup>8</sup>	–	–
	Number of incidents of serious offence <sup>9</sup>	–	–
	Number of incidents of non-compliance with any applicable laws and regulations <sup>10</sup> that resulted in a significant fine or non-monetary sanction	–	1

### Notes:

- <sup>1</sup> Economic value generated includes revenue, other income and interest income, net of government grants and any unrealised gains.
- <sup>2</sup> Operating costs include payments to suppliers and service providers.
- <sup>3</sup> Payments to providers of capital include dividends paid to shareholders (if any) and interest payments to providers of financing.
- <sup>4</sup> A high consequence work-related injury refers to an injury from which the worker cannot recover or cannot recover fully to pre-injury health status within six (6) months.
- <sup>5</sup> A work-related ill health case refers to a case with negative impacts on health arising from exposure to hazards at work.
- <sup>6</sup> Figure is restated as a correction.
- <sup>7</sup> An unlawful discrimination refers to an incident of discrimination whereby the relevant authority has commenced investigation and resulted in a penalty to a company.
- <sup>8</sup> A major food safety incident is defined as an incident whereby at least five (5) unrelated customers (at the same venue or event) are affected from consuming food items produced.
- <sup>9</sup> A serious offence is defined as one that involves fraud or dishonesty involving an amount not less than SGD 100,000 and is punishable by imprisonment for a term of not less than two (2) years, which is being or has been committed against a company by officers or employees of the company.
- <sup>10</sup> An incident of non-compliance that excludes fraud or dishonesty.

# SUSTAINABILITY REPORT

## 3. REPORTING FRAMEWORK

This Report is prepared in accordance with Listing Rules 711A and 711B of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") as well as in accordance with the Global Reporting Initiative ("**GRI**") standards for the FY from 1 April 2024 to 31 March 2025. We chose to report using the GRI Standards as it is an internationally recognised reporting framework that covers a comprehensive range of sustainability metrics.

As part of our continual efforts to align our sustainability reporting with relevant market standards, we mapped out our sustainability efforts in accordance with the 2030 Agenda for Sustainable Development which is adopted by all United Nations Member States in 2015 ("**UN Sustainability Agenda**"). The UN Sustainability Agenda provides a shared blueprint for peace and prosperity for people and the planet, now and into the future. At its core are the 17 SDGs, which form an urgent call for action by all developed and developing countries in a global partnership.

Our climate-related disclosures are produced based on the 11 recommendations of Task Force on Climate-related Financial Disclosures ("**TCFD**"). Following the publication of the International Sustainability Standards Board ("**ISSB**") Standards – International Financial Reporting Standards ("**IFRS**") S1 and IFRS S2, we conducted a gap analysis against our existing TCFD reporting and are in the process of aligning our climate-related disclosures to the ISSB Standards. We are guided by the phased approach recommended by the Singapore Exchange Regulation in aligning our reporting of climate-related disclosures in accordance with ISSB Standards.

We relied on internal data monitoring and verification to ensure accuracy for this Report. Internal review on the sustainability report was performed for the Reporting Period and incorporated as part of our internal audit review cycle. We will work towards external assurance for our future sustainability reports subject to market trends and regulatory requirements.

## 4. REPORTING SCOPE

This Report covers the consolidated entities, as disclosed in our audited financial statements, for the FY from 1 April 2024 to 31 March 2025 ("**FY2025**" or "**Reporting Period**").

## 5. FEEDBACK

Your feedback on this Report is an important way of improving our sustainability practices. If you have any comments, suggestions or feedback on this matter, please send it to our investor relations email account at [ir@jfh.com.sg](mailto:ir@jfh.com.sg).

## 6. OUR PHILOSOPHY

### Our Vision

To enlarge our regional footprint by offering innovative dining concepts and serving top quality cuisine in multiple markets within Asia.

### Our Mission

To endeavour to achieve annual growth in our restaurant outlets network and sales.



# SUSTAINABILITY REPORT

## Our Core Values



### Focus on Sustainable Growth

We are focused on growing sustainable shareholders' value and environmental sustainability.



### Quality and Freshness

We aim to serve good food at affordable prices. We will use only the freshest ingredients prepared daily at our central kitchen.



### Customer Focused

We aim to be customer focused, providing good and friendly service at all our restaurant outlets.



### Performance

We tap on technology to increase productivity and efficiency throughout our operations.



### People Development

We offer equal opportunities to all staff.



### Stakeholder Accountability

We are committed to building long lasting relationships with our stakeholders based on mutual trust and respect.

Our sustainability journey is driven by the Group's vision, mission, core values and SDGs as they shape our business culture and strategies.

## 7. OUR BUSINESS

The Group is principally involved in the operations of a chain of restaurant outlets under franchised and proprietary brands. Our key ingredients are sourced from both overseas and local suppliers. Ingredients are processed in our central kitchens for economic and quality control reasons before they are supplied to our restaurant outlets in the form of processed food such as sauces, soup, noodles and meat for further handling before they are served to our customers.



### Our Suppliers

We procure food ingredients and kitchen equipment such as boilers, fryers, pots and pans from reliable suppliers.



### Our Operations

Central Kitchens  
We process ingredients and deliver them to our restaurant outlets across Singapore.

### Restaurant Outlets

We cook a variety of dishes to serve our customers.



### Our Customers

We serve both Halal and non-Halal cuisines to our customers, with a focus on Japanese cuisine.

# SUSTAINABILITY REPORT

## 8. STAKEHOLDER ENGAGEMENT

As part of our stakeholder engagement process, we identify the key stakeholders relevant to our business, and they include entities or individuals that have an interest that is affected or could be affected by our activities. These key stakeholders include communities, customers, employees, national agencies and government bodies (“**Regulators**”), investors and shareholders (“**Shareholders**”) and suppliers and service providers (“**Suppliers**”).

The concerns of key stakeholders are considered when formulating corporate strategies. We adopt both formal and informal channels of communication to understand these concerns and incorporate them in our corporate strategies to achieve mutually beneficial outcomes. We engage our key stakeholders through the following channels:

Stakeholder	Engagement Channel	Frequency of Engagement	Key Concern Raised
Communities	Community campaigns	Ongoing	<ul style="list-style-type: none"> <li>• Social inclusion</li> <li>• Environmental initiatives</li> </ul>
Customers	<ul style="list-style-type: none"> <li>• Customer questionnaires</li> <li>• Online feedback forms</li> </ul>	Daily	<ul style="list-style-type: none"> <li>• Customer service standards</li> <li>• Food safety</li> <li>• Food quality and consistency</li> </ul>
Employees	Employee performance review	Annually	<ul style="list-style-type: none"> <li>• Equal employment opportunities</li> <li>• Career development and training opportunities</li> <li>• Job security</li> <li>• Remuneration</li> <li>• Workplace health and safety</li> </ul>
Regulators	Consultations and briefings organised by key regulatory bodies such as Singapore Stock Exchange, Ministry of Manpower and SFA	Ad hoc	<ul style="list-style-type: none"> <li>• Corporate governance</li> <li>• Environmental compliance</li> <li>• Workplace health and safety</li> </ul>
Shareholders	<ul style="list-style-type: none"> <li>• Annual general meeting</li> <li>• Issuance of annual report (“<b>AR</b>”)</li> </ul>	Annually	<ul style="list-style-type: none"> <li>• Sustainable business performance</li> <li>• Market valuation</li> <li>• Dividend payment</li> <li>• Corporate governance</li> </ul>
	Results announcements	Half-yearly	
	Investor relations communication	Ongoing	
Suppliers	<ul style="list-style-type: none"> <li>• Suppliers’ evaluations</li> <li>• Feedback provided by procurement teams to Suppliers</li> </ul>	Ad hoc	<ul style="list-style-type: none"> <li>• Order volatility</li> <li>• Prompt payments</li> <li>• Fair trading practices</li> <li>• Long-term and sustainable business relations</li> </ul>

## 9. POLICY, PRACTICE AND PERFORMANCE REPORTING

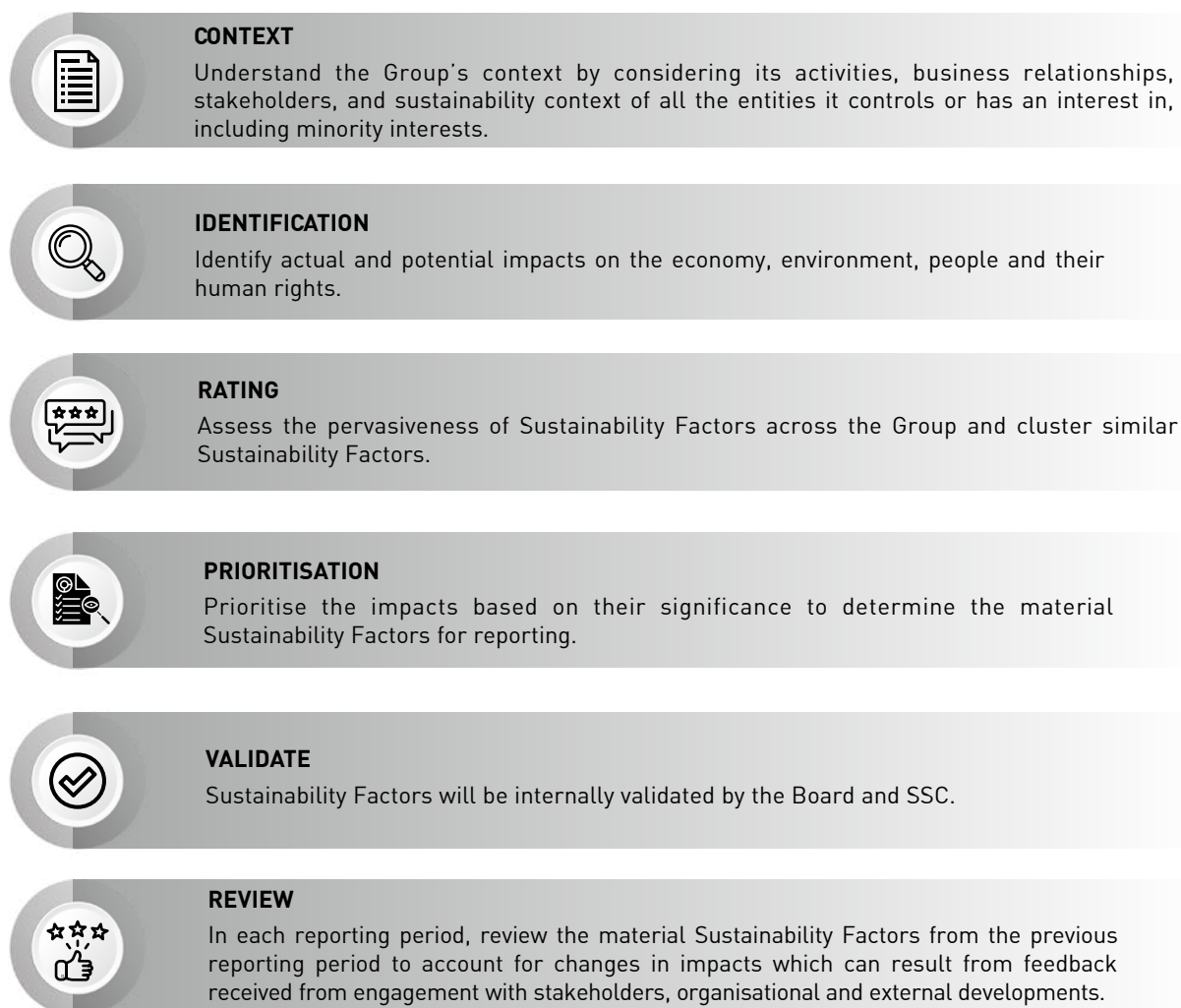
In line with our commitment to sustainability, we established a sustainability reporting policy (“**SR Policy**”) that outlines our sustainability strategies, sustainability governance structure, materiality assessment and processes in identifying and monitoring material Sustainability Factors, is put in place and serves as a point of reference in the conduct of our sustainability reporting. Under this SR Policy, we will continue to monitor, review and update our material Sustainability Factors from time to time, considering the feedback that we receive from our engagement with our stakeholders, organisational and external developments.

# SUSTAINABILITY REPORT

## 9.1 Sustainability Reporting Processes

Under our SR policy, our sustainability process begins with an understanding of the Group's context. This is followed by the ongoing identification and assessment of the Group's impacts. The most significant impacts are prioritised for reporting, and the result of this process is a list of material Sustainability Factors disclosed in this Report.

The processes involved are shown in the chart below:



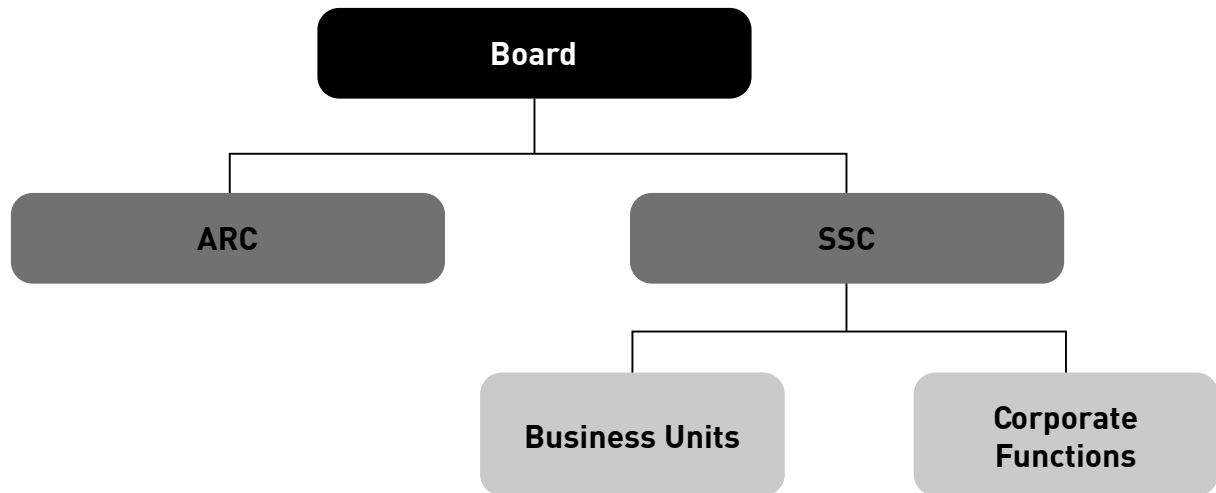
## 9.2 Sustainability Governance Structure

The Board is ultimately responsible for overseeing the Group's sustainability matters and primarily supported by a Sustainability Steering Committee ("**SSC**") by virtue of delegation. As part of our continual efforts to upgrade the knowledge of our directors on sustainability reporting and to meet the requirement of listing rule 720 (6) of SGX-ST, we confirm that all our directors attended one (1) of the Singapore Exchange Regulation's approved sustainability training courses.

# SUSTAINABILITY REPORT

The Group's SSC is led by the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") while its members comprise selected representative members from the key business units and corporate functions. Beside the SSC, the Board is supported by the Audit and Risk Committee ("ARC") on specific sustainability matters under its terms of reference. Our sustainability reporting structure and the responsibilities of component parties are detailed as follows:

## Sustainability Governance Structure



## Terms of Reference of Component Parties

Component Party	Member	Terms of Reference
<b>Board</b>	Board members	<ul style="list-style-type: none"><li>• Determine material sustainability factors of the Group</li><li>• Review and approve sustainability strategies, policies and targets (including materiality assessment process and outcome)</li><li>• Monitor implementation of sustainability strategies, policies and performance against targets</li><li>• Oversee the identification and evaluation of climate-related risks and opportunities</li><li>• Ensure the integration of sustainability and climate-related risks and opportunities are covered by the Group's enterprise risk management ("ERM") framework</li><li>• Review and approve sustainability reports</li></ul>
<b>ARC</b>	ARC members	<ul style="list-style-type: none"><li>• Review the adequacy and effectiveness of the Group's internal controls and risk management systems</li><li>• Oversee the conduct of assurance activities pertaining to the Group's sustainability reporting processes</li></ul>



# SUSTAINABILITY REPORT

Component Party	Member	Terms of Reference
SSC	<ul style="list-style-type: none"> <li>• CEO</li> <li>• CFO</li> <li>• Head of Operations (“HOO”)</li> <li>• Admin and Payroll Manager (“A&amp;P Manager”)</li> <li>• HR Manager</li> <li>• Purchasing Manager</li> </ul>	<ul style="list-style-type: none"> <li>• Develop sustainability strategy and policies and recommend revisions to the Board</li> <li>• Ensure that the implementation of sustainability strategies is aligned across business segments</li> <li>• Evaluate overall sustainability risks and opportunities, with a focus on climate-related risks and opportunities</li> <li>• Perform materiality assessment and prepare sustainability reports prior to approval by the Board</li> <li>• Monitor sustainability activities and performance against targets</li> <li>• Align the Group’s practices with the organisation-wide sustainability agenda and strategy</li> <li>• Consolidate sustainability metrics to track sustainability impact</li> </ul>
Business Units/ Corporate Functions	<p>The Business Units/ Corporate Functions comprises representatives from the following departments:</p> <ul style="list-style-type: none"> <li>• Finance;</li> <li>• HR;</li> <li>• Operation; and</li> <li>• Procurement.</li> </ul>	<ul style="list-style-type: none"> <li>• Align practices at the operational level with the organisation-wide sustainability agenda and strategy</li> <li>• Collect and compile sustainability metrics to track sustainability impact and for reporting purposes</li> </ul>

As we are still refining our sustainability related performance indicator measuring and tracking mechanism, we will link key executives’ remuneration to sustainability performance when the mechanism is more mature and stable.

## 9.3 Materiality Assessment

We continuously refine our management approach to adapt to the changing business landscape. The SSC performs an annual materiality assessment to ensure that the material Sustainability Factors disclosed in our sustainability reports remain current, material, and relevant. From the assessment, we identify key areas that impact our ability to create value for our stakeholders.

Both positive and negative impacts, whether actual and potential, are assessed based on: (i) the likelihood of the occurrence of actual and potential, negative and positive impacts; and (ii) their significance on the economy, environment, people and human rights, as well as their contribution to sustainable development.

## 9.4 Performance Tracking and Reporting






We track the progress of our material Sustainability Factors by identifying relevant sustainability metrics, monitoring and measuring them. Additionally, we set performance targets aligned with our strategy to ensure we are focused on our sustainability goals. We consistently enhance our performance-monitoring processes and improve our data capturing systems. A sustainability report is published annually in accordance with our SR policy.

# SUSTAINABILITY REPORT

## 10. MATERIAL SUSTAINABILITY FACTORS

In FY2025, a materiality assessment was performed by the SSC to update the material Sustainability Factors, and this was followed by a stakeholder engagement exercise<sup>11</sup> to understand the concerns and expectations of our key stakeholders. In this Report, we also reported our progress in managing these factors and set related targets to improve our sustainability performance.








We incorporated the UN Sustainability Agenda as a supporting framework to shape and guide our sustainability strategy where appropriate. Below are the results showing how our material Sustainability Factors relate to these SDGs:

Material Sustainability Factor	Core Value	SDG	Key Stakeholder	Our Effort
<b>Economic</b>				
Total Customer Satisfaction	Customer focused		<ul style="list-style-type: none"> <li>• Customers</li> <li>• Employees</li> <li>• Suppliers</li> </ul>	We place heavy emphasis on customer satisfaction as we understand that maintaining a high level of customer satisfaction is essential to the continued success of our business.
Sustainable Business Performance	Focused on sustainable growth		<ul style="list-style-type: none"> <li>• Employees</li> <li>• Regulators</li> <li>• Shareholders</li> <li>• Suppliers</li> </ul>	We contribute to economic growth through creating long-term and sustainable value for our stakeholders.
<b>Environmental</b>				
Water Conservation	Focused on sustainable growth		<ul style="list-style-type: none"> <li>• Communities</li> <li>• Regulators</li> <li>• Shareholders</li> </ul>	We implement measures to minimise water wastage from our business operations.
Responsible Waste Management	Focused on sustainable growth		<ul style="list-style-type: none"> <li>• Communities</li> <li>• Regulators</li> <li>• Shareholders</li> </ul>	We implement measures to reduce environmental impacts of waste that is generated from our business operations.
Energy Conservation and GHG Emissions Reduction	Focused on sustainable growth		<ul style="list-style-type: none"> <li>• Communities</li> <li>• Regulators</li> <li>• Shareholders</li> </ul>	We implement measures to reduce our energy consumption and improve our energy efficiency and reduce GHG emissions from our operations.

**Note:**

<sup>11</sup> The Company distributed an online survey to both its internal and external stakeholders of customers, employees and Suppliers to gather perspectives on the most important sustainability factors for the business to prioritise.

# SUSTAINABILITY REPORT

Material Sustainability Factor	Core Value	SDG	Key Stakeholder	Our Effort
<b>Social</b>				
Employee Health, Safety and Wellness	People development		<ul style="list-style-type: none"> <li>• Employees</li> <li>• Regulators</li> </ul>	We implement measures to ensure that the working environment is both safe and secure, as well as to maintain the physical and mental health of our employees.
Employee Development and Retention	People development		Employees	We invest in the training, education, and development of our employees to advance their skills, capabilities, and overall growth while enhancing our business competencies.
Equality and Diversity in the Workplace	People development		Employees	We create a diverse and inclusive workplace that brings new perspectives to our business and strengthen our ability to overcome new challenges.
Ongoing Community Engagement	Stakeholder accountability		Communities	We participate in various campaigns to promote social inclusion and sustainable communities.
Commitment to Data Protection	Stakeholder accountability		<ul style="list-style-type: none"> <li>• Customers</li> <li>• Employees</li> <li>• Regulators</li> </ul>	We implement measures to ensure the privacy and security of personal data collected or generated during our operations.
Commitment to Consistent Quality and Food Safety	Quality and freshness		<ul style="list-style-type: none"> <li>• Customers</li> <li>• Regulators</li> <li>• Suppliers</li> </ul>	We ensure strict compliance to market standards, laws and regulations with regards to the quality and safety of our food.
<b>Governance</b>				
Robust Corporate Governance Framework	Stakeholder accountability		<ul style="list-style-type: none"> <li>• Regulators</li> <li>• Shareholders</li> </ul>	We ensure that business practices are aligned with legal standards and ethical principles.

# SUSTAINABILITY REPORT

## 10.1 Total Customer Satisfaction

### Commitment

We are committed to constantly evolve in tandem with shifts in customer preferences and ensuring that our offerings remain attuned to their changing taste and preference.

### Approach

In the pursuit of broadening our customer reach and presenting an assortment of food products that satisfy their taste buds, we offer an extensive selection of brands and continuously develop new recipes to provide a fulfilling dining experience for our customers.

### Diversified Brand Offerings

TOKYO SHOKUDO  
東京食堂

焼肉食堂  
YAKINIKU SHOKUDO



MILAN SHOKUDO  
ミラノ食堂

五代目  
GODAIME

ミラノ亭  
MILAN Tei



Hokkaido  
Kuma-Chan Onsen  
Shabu-Shabu Yakiniku

HAJISEN  
味牛拉麵



麵屋武蔵  
MENYA MUSASHI

Romana  
Roma & Pasta

大阪王将  
OSAKA OHSHO

麵蔵勝王  
MENZO BUTAO

MILAN  
CAFETERIA

お八  
YONEHACHI

KAGEYAMA  
RAMEN & TONKATSU  
蔭山

Hakata Mentai YAMAYA Kitchen  
博多めんたい やまやキッチン



AFURI  
ramen + dumpling

鶏三和  
尾張名産鶏コーデン  
創業昭和五十五年

TORORI TENSHI no WARABI-MOCHI



# SUSTAINABILITY REPORT

With an in-depth understanding of the markets, we constantly review our brand portfolio to bring new tastes and experiences to satisfy the diverse needs of our customers. During the Reporting Period, we introduced the following new brands under our self-developed and franchised brands:

Our Brand	Concept
<b>Our Self-Developed Brands</b>	
Milan Cafeteria	'Milan Cafeteria' is a brand extension of 'Milan Shokudo'. Offering our signature menu of Japanese Italian pasta, pizza and hamburg steak.
Kyo Komachi	'Kyo Komachi' is a specialty udon restaurant that brings together traditional udon styles from different regions of Japan.
Katsuyoshi	'Katsuyoshi' is our first proprietary katsu concept brand, which features Japanese-style deep fried cutlets.
<b>Our Franchised Brands</b>	
Tororitenshi no Warabi-Mochi	Tororitenshi no Warabi-Mochi is known for its melt-in-your mouth mochi. Using the traditional methods of mochi making, its signature, warabi mochi, is made from bracken starch, coated with fragrant soybean powder and drizzled with a sweet black sugar syrup.
Kumachan Onsen	Kumachan Onsen, which means 'teddy bear hot spring', is a specialty brand from Hokkaido that offers a unique hot pot experience.
Yamaya Kitchen	Yamaya Kitchen serves a variety of rice sets, omurice and udon with mentaiko naturally taking centre stage.

We maintain a balanced brand offering of renown franchised Japanese food-based brands and our self-developed brands.

## Enhance our Presence and Maintain Close Proximity to our Customers

We acknowledge that a convenient location is crucial to attract and retain customers. Over the years, we cultivated good relationships with major mall operators, enabling us to secure prime locations to build a network of restaurant outlets. We also operate Halal-certified restaurant outlets to better serve our diverse customer base and broaden our market reach.

## Quality Food at Reasonable Prices

Our food philosophy is to serve authentic Japanese cuisine, and we take pride in serving quality and affordable meals to our customers. We ensure the standard and quality of our offerings through the following ways:

- Our research and development team constantly innovate new recipes that appeal to our customers;
- Our central kitchens prepare ingredients for our restaurant outlets, ensuring consistency in food standards and benefit from economies of scale through bulk purchases;
- Our ramen noodles are meticulously prepared in-house and overseen under the supervision of our in-house Production Team;
- We source from reliable Suppliers to ensure that they offer quality products with competitive pricing, allowing us to offer affordable prices to our customers. Strategic Suppliers are regularly evaluated through measures such as annual assessments and visits to Suppliers' facilities; and
- To retain authenticity in our food, certain key ingredients are sourced directly from Japan and further processed in our central kitchens and restaurant outlets.

## Provide Quality and Safe Products

We adhere to market standards and implement best practices in our operations to ensure that we uphold the quality and standards of our products. We operate a central kitchen that is Halal certified, and this certification allows us to serve Halal food items to our customers. For further details on how we maintain product safety and consistency in quality, refer to Section 10.11 'Commitment to Consistent Quality and Food Safety'.

# SUSTAINABILITY REPORT

## Proactively Gather Customer Feedback

We harness the use of technology to remain nimble in addressing customer feedback which is gathered through various touchpoints such as Google reviews, our website and social media platforms. We also implement a customer relationship management system that allows a comprehensive and more insightful analysis of customer preferences. Our dedicated customer service team consolidates the feedback obtained daily and forwards it to the relevant Brand Managers. Immediate actions are taken by our Brand Managers for adverse feedback and feedback that requires timely response. Insights gathered are discussed during our management meetings to drive product and service improvements, enhance operational efficiency and provide inputs for strategy development.

## **Performance**

### Diversified Brands Offerings

During the Reporting Period, we offered a total of 21 brands which include 13 franchised brands<sup>12</sup> and 8 self-developed brands<sup>13</sup> and concepts (FY2024: 23 brands which include 11 franchised brands and 12 self-developed brands and concepts).

You may refer to 'Our Self-Developed Brands' and 'Our Franchised Brands' section in this AR FY2025 for details of our franchised and self-developed Japanese concept brands.

### Enhance our Presence and Maintain Close Proximity to our Customers

As at 31 March 2025, we operated 78 restaurant outlets in high-traffic and popular malls island-wide (as at 31 March 2024: 79 restaurant outlets).



*Source: Based on the list of restaurant outlets provided by the Finance Department*

Of the above restaurant outlets as at 31 March 2025, 37 of them are Halal certified (as at 31 March 2024: 39 Halal certified restaurant outlets).

Refer to 'Our Self-Developed Brands' and 'Our Franchised Brands' section for a comprehensive list of our restaurant brands.

## **Notes:**

<sup>12</sup> Excludes the 'Fruit Paradise' brand and restaurant outlets that were converted to Halal restaurants.

<sup>13</sup> Includes 'Fruit Paradise' brand and restaurant outlets that have been converted to Halal restaurants.

# SUSTAINABILITY REPORT

## 10.2 Sustainable Business Performance

### Commitment

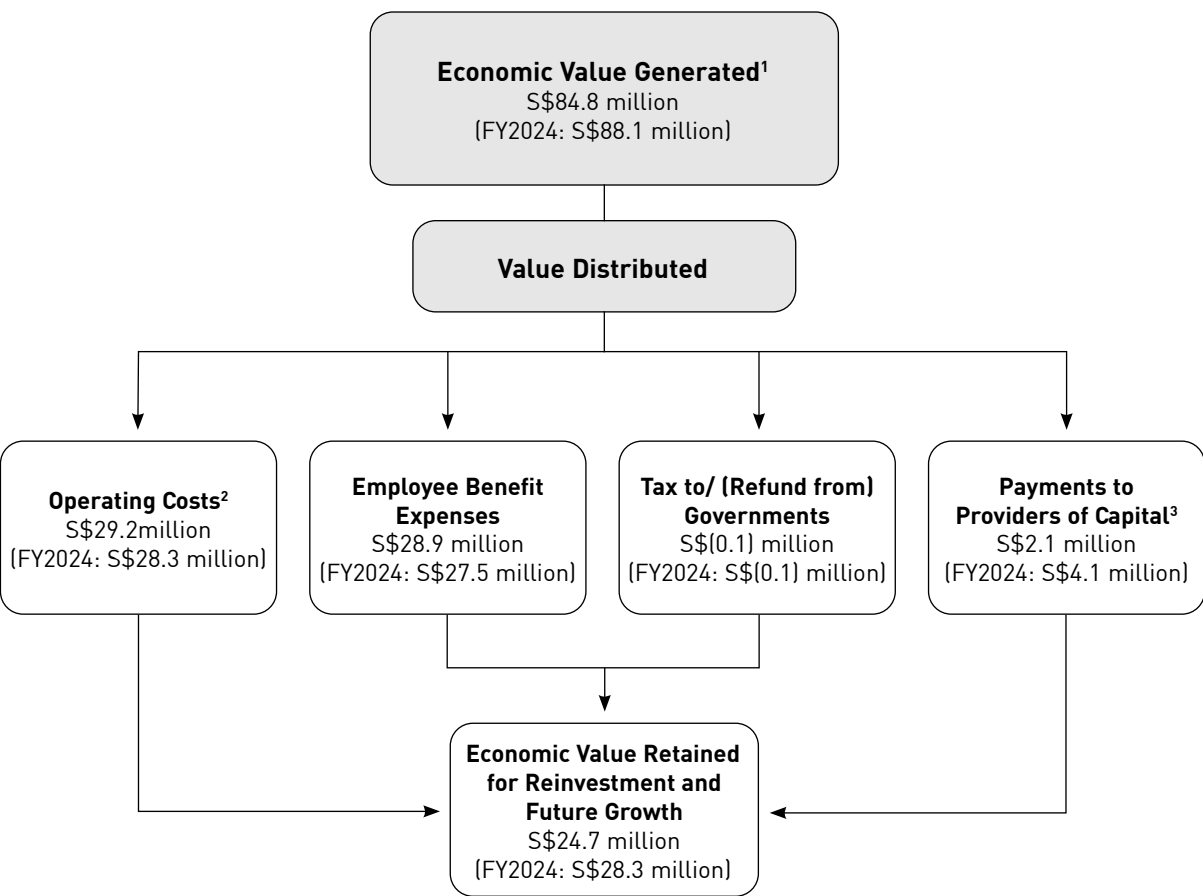
We are committed to creating long-term economic value for stakeholders by adopting responsible business practices and growing our business in a sustainable manner.

### Approach

We generate and distribute economic value by executing our business strategy, which includes rationalising its brand portfolio and focusing on its more established and proven brands. The Group will also continue to streamline its operations, manage costs and improve outlet performance by stepping up marketing and promotional efforts.

### Performance

In line with this commitment, we present the distribution of our values created in FY2025 as follows:



During the Reporting Period, we distributed 71% of our economic value generated (FY2024: 68%).

Refer to the audited financial statements in our AR FY2025 for the Group's financial performance and financial risk management disclosure on our efforts and progress in maintaining financial sustainability.

## 10.3 Water Conservation

### Commitment

We are committed to the responsible usage of water resources through enhancing our water consumption efficiency.

# SUSTAINABILITY REPORT

## Approach

Our water source<sup>14</sup> is derived from the Public Utilities Board (“PUB”), Singapore’s National Water Agency. We rely on water resources to run our operations primarily in the following areas:

- Food preparation processes such as thawing meat and making soup bases;
- Dishwashing; and
- Kitchen cleaning.

Our water conservation initiatives include performing periodic inspections on faucets and pipes for leakages and encourage staff to use water responsibly, such as to operate the dishwasher only when a water basin is fully loaded with utensils for washing.

To enhance our water usage management, a designated team conducts audit check at each restaurant outlet periodically. These checks cover identification of faulty equipment susceptible to leakages and areas of potential water wastages. For leakages identified, the responsible Manager is alerted and corrective actions such as engaging a plumber or informing the mall management are taken immediately. Additionally, our Managers also conduct routine spot checks to ensure that water fixtures in our restaurant outlets are in good working order with no leakage to prevent uncontrolled water outflow.

## Performance

Key statistics on water consumption during the Reporting Period are as follows:

Sustainability Metric	Unit of Measurement	FY2025	FY2024
Water Consumption	m <sup>3</sup>	104,252	97,783
Water Consumption Intensity	m <sup>3</sup> /revenue S\$’000	1.2	1.1

During the Reporting Period, there was a slight increase in our water consumption intensity, mainly attributed to a water faucet that was left turned on overnight. Upon discovery, immediate actions were taken by the responsible Manager and reminders were sent to all teams to prevent reoccurrence.

## 10.4 Responsible Waste Management

### Commitment

We are committed to minimise food waste and better manage oil waste generated in our operations.

### Approach

Waste generated from our restaurant outlets and central kitchens includes food waste, oil waste and cardboard carton boxes. Ingredient waste generated from our operations is deemed non-material as the products we serve are mostly fast-moving. In addition, our menu items are designed to optimise food ingredients usage with interchangeable semi-processed ingredients such as char siew, tofu and seaweed.

Nonetheless, we implemented the following measures to minimise waste generated in our operations:

- Align our waste management practices to the guidelines provided by the mall managements. Such practices include the segregating food waste and cardboard carton boxes at designated disposal areas and monitoring and reviewing of the amount of waste generated and disposed;
- Periodic monitoring of inventory level and analysing of customer’s demand to minimise overstocking of ingredients;
- Monitor and control food portion size to minimise food wastages;
- Track shelf life of ingredients and food products using a barcode system; and
- For take-away orders, disposable cutleries are provided only upon request by our customers, further reducing single-used cutleries.

We engaged a third-party licensed oil collector for disposal of oil waste generated in our operations in accordance with the requirements of the Environmental Public Health Act, the Environmental Public Health (General Waste Collection) Regulations and the General Waste Collector Conditions of Licence (collectively referred to as “**Prevailing Waste Regulations**”).

### Note:

<sup>14</sup> We did not disclose the amount of water drawn from water stress areas as the Group does not operate in any water stress area. The Group also does not contribute significantly to the ability of any of the country in which it operates in, to meet the human and ecological demand for water.



# SUSTAINABILITY REPORT

## Performance

Key statistics on waste generated during the Reporting Period are as follows:

Sustainability Metric	Unit of Measurement	FY2025	FY2024
Waste Oil Generated	metric tonnes	25	24
Waste Oil Intensity	metric tonnes/revenue S\$'000	<0.001	<0.001

During the Reporting Period, 100% oil waste generated in operations are disposed in accordance with Prevailing Waste Regulations (FY2024: 100%).

## 10.5 Energy Conservation and GHG Emissions Reduction

### Commitment

We are committed to reduce our carbon footprint whilst open to capitalise on opportunities that may arise as we transit to become a low-carbon organisation.

### Approach

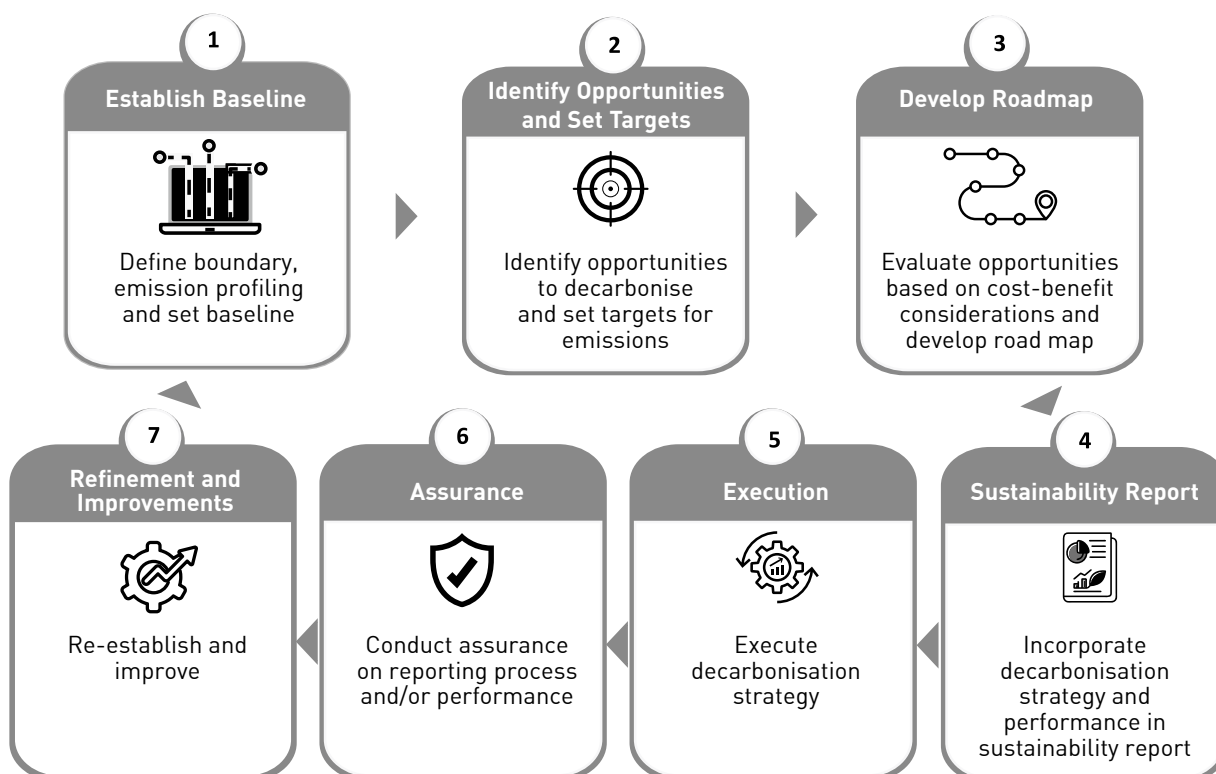
We aim to reduce our environmental footprint and at the same time, establish operational resilience to deliver long-term and sustainable value to our stakeholders such as communities, customers, employees, Shareholders and Suppliers. We adopt a balanced approach in effectively managing and minimising the impacts arising from our business operations.

We operate a head office, two central kitchens and a chain of restaurant outlets in Singapore. To run our operations, we rely mainly on the following energy sources:

- Diesel for operating our motor vehicles;
- Liquefied petroleum gas ("LPG") for operating cooking equipment; and
- Electricity for running equipment for refrigeration, lighting, office work, cooling and ventilation.

### Decarbonisation Approach

To conserve energy and manage our GHG emissions, we set up a seven (7) step continuous circular process as follows:



# SUSTAINABILITY REPORT

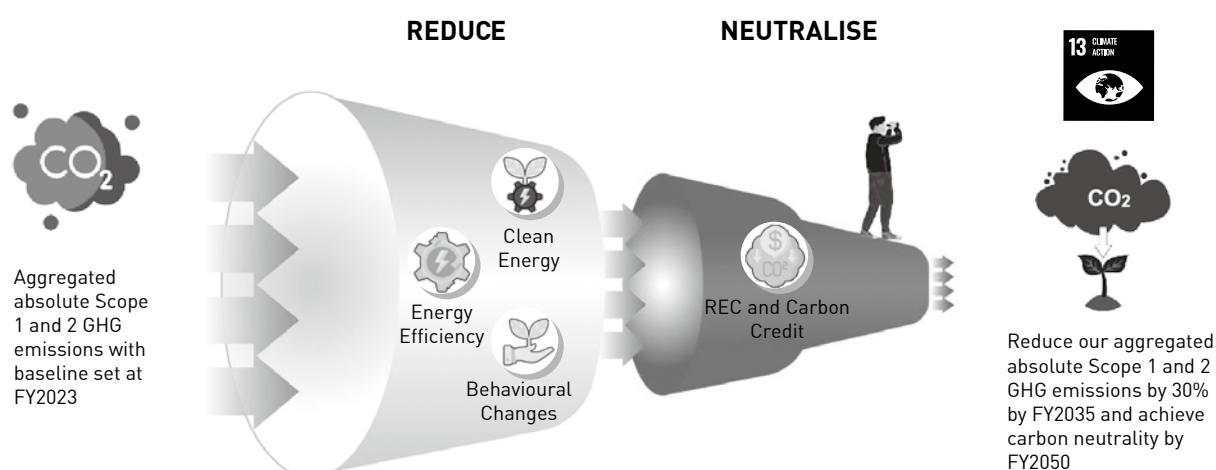
On a yearly basis, we update our GHG emissions profile for our Scope 1, 2 and 3 GHG emissions based on defined organisational boundaries. We will also conduct a GHG emissions profiling exercise whenever there are significant changes to our business models and work processes.

We closely track and monitor our Scope 1, 2 and certain categories of Scope 3 GHG emissions, and are in the process of developing mechanisms to track additional Scope 3 GHG emissions, where relevant and feasible. We developed a climate change transition plan which will be refined and improved as it is progressively implemented, by considering changes in business operations, environmental factors and market trends. Progress updates and performance will be provided in our future sustainability reports, with the reporting process undergoing internal review to ensure compliance.

We measure our GHG emissions in alignment with the GHG Protocol: A Corporate Accounting and Reporting Standard [2004]. We adopted the operational control approach as a basis to determine GHG emissions data consolidation boundaries across our entities. This approach is selected as it allows us to manage emissions from our operations where we have practical control to introduce relevant measures and implement operating policies. We assessed that we have operational control over all reporting entities covered in this Report.

## Climate Change Transition Plan

Our climate change transition plan guides us on our decarbonisation journey. Under this strategy, we commit to reduce our aggregated absolute Scope 1 and 2 GHG emissions by 30% by FY2035 and aspire to achieve carbon neutrality by FY2050, with FY2023 as our baseline. Our climate change transition plan is focused on two (2) strategic levels of reduce and neutralise as follows:



Details of the strategic levers adopted in our climate change transition plan are as follows:

Lever	Reduce	Neutralise
Focus Area	<ul style="list-style-type: none"> <li>Energy efficiency                             <ul style="list-style-type: none"> <li>Machinery and Equipment</li> <li>Lighting</li> </ul> </li> <li>Electric vehicle</li> <li>Behavioural change</li> <li>Clean energy</li> </ul>	<ul style="list-style-type: none"> <li>Renewable energy certificates ("REC")</li> <li>Carbon credits</li> </ul>

# SUSTAINABILITY REPORT

Our action plans by lever and focus area are as follows:

Lever	Focus Area	Action Plan
Reduce	Energy efficiency – Machinery and equipment	Our action plan on this front include: <ul style="list-style-type: none"> <li>Regular maintenance of machinery and equipment to optimise energy efficiency; and</li> <li>Regular cleaning of filters for air-conditioning systems to reduce air flow resistance.</li> </ul>
	Energy efficiency – Lighting	We switch off the lightings to reduce energy consumption when not in used.
	Electric vehicle	We developed an electric vehicle plan to convert 50% of internal combustion vehicles to electric vehicles by FY2035, with a goal of achieving 100% conversion by FY2050, subject to market conditions and technological advancements.
	Behavioural change	We constantly remind our employees on basic and socially responsible habits at their workplaces such as adopting greener work ethics, switching off appliances if not in use and enabling power saving modes.
	Clean energy	We constantly explore opportunities to use clean and/or renewable energy available in the locations that we operate in.
Neutralise	<ul style="list-style-type: none"> <li>REC</li> <li>Carbon credits</li> </ul>	We plan to explore the use of REC and carbon credits to offset unavoidable residual GHG emissions when the relevant markets mature.

## Performance

Key statistics on energy consumption and GHG emissions during the Reporting Period are as follows:

### (i) Energy Consumption

Sustainability Metric	FY2025		FY2024	
	Gigajoule ("GJ")	% of total energy consumption	GJ	% of total energy consumption
Diesel consumption (fleet <sup>15</sup> )	613	1	625	1
LPG consumption	21,536	38	21,286	40
Electricity consumption	34,532	61	31,813	59
Total energy consumption	56,681	100	53,724	100

### (ii) Energy Consumption Intensity

Sustainability Metric	Unit of Measurement	FY2025	FY2024
Diesel consumption intensity (fleet <sup>15</sup> )	GJ / revenue S\$'000	0.007	0.007
LPG consumption intensity	GJ / revenue S\$'000	0.258	0.246
Electricity consumption intensity	GJ / revenue S\$'000	0.413	0.368

#### Note:

<sup>15</sup> Diesel consumption (fleet) refers to consumption from vehicles such as refuse trucks, cars, and motorcycles. We do not consume any diesel (non-fleet) energy.

# SUSTAINABILITY REPORT

## (iii) GHG Emissions

Sustainability Metric	Unit of Measurement	FY2025	FY2024
Direct GHG emissions (Scope 1) <sup>16</sup>	tCO <sub>2</sub> e	1,406	1,391 <sup>6</sup>
Indirect GHG emissions (Scope 2) <sup>17</sup>	tCO <sub>2</sub> e	3,952	3,683
Aggregated absolute GHG emissions (Scope 1 and 2)	tCO <sub>2</sub> e	5,358	5,074 <sup>6</sup>
GHG emissions intensity (Scope 1 and 2)	tCO <sub>2</sub> e/ revenue S\$'000	0.064	0.059 <sup>6</sup>

During the Reporting Period, the increase in aggregated GHG emissions was primarily due to higher energy consumption and the introduction of new brand concepts by the Group. The related GHG emissions intensity increased as the operations of our new brand concept restaurant outlets are still stabilising. We will continue to strengthen our energy conservation efforts by closely monitoring energy consumption and related GHG emissions, identifying fluctuation patterns, and taking corrective actions as necessary.

During the Reporting Period, our scope of indirect GHG emissions (Scope 3)<sup>18</sup> in our operations is as follows:

Category	Coverage	Operation	FY2025 tCO <sub>2</sub> e	FY2024 tCO <sub>2</sub> e
Category 1: Purchased goods and services	Beef, chicken, pork, seafood and water	Central kitchens	3,594	NA <sup>19</sup>
Category 6: Business travel	Air travel	Group	17	1
Category 7: Employee commuting	Transportation of employees between their homes and their worksites		150	77

## 10.6 Employee Health, Safety and Wellness

### Commitment

We are committed to foster a safety and security conscious culture amongst our employees at all levels.

### Approach

A safe working environment provides our employees with the assurance of safety, enabling them to carry out their duties without apprehension of injuries. Feeling safe at work contributes to employees' overall satisfaction and loyalty to the Group. Our safety procedures established are applicable for all employees.

Key procedures implemented to manage health and safety in the workplace are as follows:

- A set of safety rules and regulations;
- A work safety committee is established and safety inspections including identification of existing and potential hazards, and implementation of corrective actions;
- Employees are briefed on safety procedures during orientation and meetings;
- First aid kits are placed at strategic locations for greater accessibility;
- Group hospitalisation and work injury compensation insurance coverages (for eligible employees) are provided for our employees; and
- Periodic reviews are performed to ensure that our safety procedures are up to date.

### Notes:

<sup>16</sup> The direct GHG emissions from consumption of town gas and LPG controlled by a reporting entity (Scope 1) are calculated based on the 2006 Intergovernmental Panel on Climate Change Guidelines for National Greenhouse Gas Inventories.

<sup>17</sup> The indirect GHG emissions from electricity purchased by a reporting entity (Scope 2) are calculated using the location-based methods based on the GHG emissions factors published by the relevant local authorities.

<sup>18</sup> The indirect GHG emissions (Scope 3) are calculated using a mix of calculation tools from the United Nations Framework Convention on Climate Change GHG emissions Calculator, GHG Protocol Transport Tool, International Civil Aviation Organization Carbon Emissions Calculator and emission factors from collaborative research with Agency for Science, Technology and Research (A\*STAR) and PUB.

<sup>19</sup> No comparative data is available as we expanded the coverage of our Scope 3 Category 1 GHG emissions disclosure in the current year. As the comparable data for the previous year was not tracked, it was not disclosed.



# SUSTAINABILITY REPORT

In addition, we designated a Quality Assurance (“QA”) Executive to conduct audit checks on kitchen safety, including the cleanliness of work premises and safety hazards such as wet floors to prevent slips and falls, kitchen exhaust hoods are not greasy and does not pose as a fire hazard, kitchen floor is clean and safety checklists are properly completed.

In addition, we care for our employees’ welfare through providing them with the following benefits:

Type of Benefit	Benefit
Medical	Eligible employees are entitled to medical benefits such as reimbursement for employee’s medical consultation and enhanced medical insurance.
Pro-family	Eligible employees are entitled to pro-family benefits such as: (i) marriage leave; (ii) maternity, paternity (including shared paternity leave) and childcare leave; (iii) extended childcare leave; and (iv) compassionate leave.
Appreciation	Employees are entitled to appreciation benefits such as: (i) yearly service award; (ii) birthday voucher; (iii) retention incentive; (iv) employee discount; (v) employee referral scheme; (vi) staff meal; and (vii) attendance allowance.

## Performance

Key statistics on our work-related cases are as follows:

Sustainability Metric	FY2025	FY2024
Number of work-related fatalities	–	–
Number of high consequence work-related injuries <sup>4</sup>	–	–
Number of recordable work-related injuries	59	48
Number of recordable work-related ill health cases <sup>5</sup>	–	–

During the Reporting Period, there was an increase in recordable workplace injuries, arising from cuts sustained in the kitchen operations. In response, we conducted an internal safety training on proper handling techniques to prevent the reoccurrence of such incidents.

## Parental Leave

Key statistics on maternity leave and paternity leave (collectively as “Parental Leave”) taken by confirmed full-time employees are as follows:

Sustainability Metric	FY2025		FY2024	
	Male	Female	Male	Female
Number of employees entitled to Parental Leave	4	3	5	4
Number of employees who took Parental Leave	4	3	5	4
Number of employees who returned to work after Parental Leave ended	4	3	5	4
Return to work rate of employees who took Parental Leave	100%	100%	100%	100%
Retention rate of employees 12 months after they returned to work from Parental Leave <sup>20</sup>	80%	75%	100%	100%

## Note:

<sup>20</sup> Retention rate is calculated based on employees who took Parental Leave in the preceding reporting period.

# SUSTAINABILITY REPORT



*Photo taken during annual health checkup*

During the Reporting Period, we conducted our annual health checkup for employees and continued to ensure that our employees continue to receive regular medical assessments.

## 10.7 Employee Development and Retention

### **Commitment**

In line with our core value to focus on people development, we are committed to talent retention and competency development of our employees as we believe that well-trained employees are key to the long-term success of our business.

### **Approach**

#### Systematic and Comprehensive Training Programmes

To equip our employees with the essential skills, we implemented various training programmes such as kitchen housekeeping, food hygiene and safety courses, as such programmes motivate them to maintain a high level of performance and operational consistency. To further support the professional growth of our employees, we also facilitate upskilling and refresher courses such as food hygiene safety, Halal competency courses, and other professional development programmes aligned with industry standards.

#### Performance Appraisal System

Employee performance appraisal serves as an assessment of an employee's job performance while providing an avenue for us to: (i) discuss on areas for improvement with our employees; (ii) foster communications and feedback on expectations and goals; and (iii) offer a fair and consistent framework for compensation decisions. We encourage our employees to take self-initiated enrichment actions to improve their current skillsets, which will also add value to our business.

# SUSTAINABILITY REPORT

## Performance

Key statistics on new hires and turnover of our full-time employees are as follows:

### New Hires<sup>21</sup>

Sustainability Metric	FY2025	FY2024 <sup>6</sup>
<b>Overall</b>	50%	70%
<b>Gender</b>		
Male	51%	69%
Female	50%	70%
<b>Age</b>		
Above 50	42%	66%
30 to 50	43%	65%
Below 30	61%	76%

### Turnover<sup>22</sup>

Sustainability Metric	FY2025	FY2024 <sup>6</sup>
<b>Overall</b>	56%	71%
<b>Gender</b>		
Male	52%	66%
Female	61%	78%
<b>Age</b>		
Above 50	79%	92%
30 to 50	41%	74%
Below 30	58%	59%

The decrease in turnover rate during the Reporting Period is mainly due to improved job stability and focuses on retention efforts. By offering better job security, a positive work environment, and competitive compensation, we manage to retain employees and reduce turnover.

#### Notes:

<sup>21</sup> New hire related statistics are computed based on the number of new hires over total employees by gender and age.

<sup>22</sup> Turnover related statistics are computed based on the number of turnovers over total employees by gender and age.

# SUSTAINABILITY REPORT

## Training

Key statistics on training hours are as follows:

Sustainability Metric	FY2025	FY2024
<b>Overall</b>		
Total training hours	1,522	1,759
Average training hours per employee	2.0	2.1
<b>Male</b>		
Total training hours	974	1,178
Average training hours per employee	2.2	2.6
<b>Female</b>		
Total training hours	548	581
Average training hours per employee	1.6	1.5
<b>Management</b>		
Total training hours	951	24
Average training hours per employee	6.6	0.2
<b>Non-Management</b>		
Total training hours	571	1,735
Average training hours per employee	0.9	2.5

A portion of our training curriculum follows a cyclical schedule, with mandatory sessions required at five- or ten-year intervals. During the Reporting Period, fewer employees were scheduled to complete these recurring trainings, which led to a decrease in the average training hours per employee. In contrast, training hours for employees in managerial roles increased, primarily due to the requirement for each restaurant outlet to appoint a hygiene officer. As a result, more employees in managerial roles were enrolled in the relevant certification courses to fulfil this operational need.

Key statistics on performance appraisal are as follows:

Sustainability Metric	FY2025	FY2024 <sup>23</sup>
<b>Overall</b>	30%	7%
<b>Gender</b>		
Male	29%	5%
Female	33%	10%
<b>Employee Category</b>		
Management	76%	1%
Non-management	13%	9%

For the Reporting Period, the significant increase in the percentage of performance appraisal as compared to the prior Reporting Period is due to the enhancement of our performance appraisal system, whereby we expand the coverage of the performance appraisal across the organisation.

## Note:

<sup>23</sup> The figure is restated due to a change in scope of coverage of the performance appraisal to include only full-time employees. Due to the nature of the F&B industry, and that the number of part-time employees fluctuate throughout the year, we excluded part-time employees from the statistic to better reflect the rate of performance appraisal performed.

# SUSTAINABILITY REPORT

## 10.8 Equality and Diversity in the Workplace

### Commitment

We are committed to provide a work environment for employees that fosters fairness, equality and respect regardless of age, gender, race or nationality.

### Approach

A diverse workforce supports business sustainability by providing different perspectives and insights to the team which can contribute to increased productivity and profitability as well as building a positive image and reputation for the organisation.

To promote equal opportunity, we implemented the following measures:

- Recruitment and promotion of employees based on merit and competency, with transparent and clear guidelines stated in our Human Resources Policy and Employee Handbook;
- A Board Diversity Policy to ensure a diverse and inclusive leadership, to support the Group in attaining its strategic objectives and sustainable development; and
- A Recruitment Policy to ensure that advertisements do not state age, race, gender or religion preferences as a requirement.

### Performance

As at 31 March 2025, the Group has a total of 776 (FY2024: 829) employees in Singapore with breakdown as follows:

Employment Type <sup>24</sup>	Full-Time	Part-Time <sup>25</sup>	Overall
Singapore	536	240	776

### Gender Diversity

As at 31 March 2025, one (1 or 20%) of our Board are female (as at 31 March 2024: two (2 or 40%) female Board members).

Key statistics on gender diversity of our employees are as follows:

Sustainability Metric	FY2025		FY2024	
	Male	Female	Male	Female
<b>Overall</b>	57%	43%	54%	46%
<b>Employee Category</b>				
Management	70%	30%	69%	31%
Non-management	54%	46%	51%	49%
<b>Employment Type</b>				
Full-time	60%	40%	58%	42%
Part-time	48%	52%	44%	56%

### Notes:

<sup>24</sup> We did not hire temporary employees, non-guaranteed hours employees during the Reporting Period and thus the disclosed gender diversity, age diversity, educational diversity, average training hours, new hires and turnover rates are calculated accordingly.

<sup>25</sup> Part-time employees are excluded in the computation of new hire and turnover rates to avoid distortions.



# SUSTAINABILITY REPORT

## Age Diversity

Key statistics on age diversity of our employees are as follows:

Sustainability Metric	FY2025			FY2024		
	Below 30	30 – 50	Over 50	Below 30	30 – 50	Over 50
<b>Overall</b>	47%	32%	21%	50%	30%	20%
<b>Employee Category</b>						
Management	31%	60%	9%	35%	55%	10%
Non-management	50%	26%	24%	53%	24%	23%
<b>Employment Type</b>						
Full-time	40%	39%	21%	41%	38%	21%
Part-time	61%	17%	22%	67%	12%	21%

## Educational Background Diversity

Key statistics on educational diversity of our employees are as follows:

Sustainability Metric	FY2025	FY2024
Tertiary	29%	27%
Non-tertiary	71%	73%

Due to the nature of our business, our workforce is predominantly non-tertiary educated.

As at 31 March 2025, we have zero (FY2024: zero) reported incidents of unlawful discrimination against employees.

## 10.9 Ongoing Community Engagement

### **Commitment**

We are committed in contributing back to the community we operate in.

### **Approach**

During the Reporting Period, we partnered with various organisations through the following initiatives:

#### Nurturing an Environment for all Abilities

We supported the Movement for the Intellectually Disabled of Singapore ("**MINDS**"), a social service agency serving individuals with intellectual disability, their caregivers and families across life stages. Under our arrangement with MINDS, we recruit employees who are mentally challenged and help them to integrate into our workforce.

#### Reintegrating Ex-Offenders back to the Workforce

We partnered Yellow Ribbon Singapore, an agency championing Hope, Acceptance and Second Chances for ex-offenders, by offering ex-offenders second chances through job opportunities. We believe that every ex-offender is a potential contributor of good to the society and deserves a second chance in life.

### **Performance**

#### Nurturing an Environment for all Abilities

As at 31 March 2025, we employed six (6) employees (as at 31 March 2024: four (4) employees) with special needs.

#### Reintegrating Ex-Offenders back to the Workforce

As at 31 March 2025, we employed 10 employees (as at 31 March 2024: six (6) employees) under our partnership with Yellow Ribbon Singapore.

# SUSTAINABILITY REPORT

## 10.10 Commitment to Data Protection

### Commitment

Protecting our stakeholders' personal data that we collect in the course of our business is of paramount importance to us, and we are committed to ensuring that our stakeholders' data is secured from unauthorised access.

### Approach

We comply with the Personal Data Protection Act of Singapore ("PDPA") when performing activities involving the collection, use or disclosure of personal data, including: (i) data protection; and (ii) do not call registry.

In the course of our business, we collect the following personal data:

- Employee's particulars such as identification number, date of birth, address and contact number; and
- Customer's particulars such as contact number, age and address.

We take proactive actions to safeguard against cyber security risk for our stakeholders through the following:

- PDPA Policy to ensure that personal data is handled securely and in compliance with relevant data protection regulations, safeguarding the privacy of our stakeholders;
- Data Security Risk Management Policy in governing our information technology infrastructure, providing guidance on data management and cybersecurity practices;
- Cyber incident reporting procedures is incorporated in our crisis management procedures to strengthen our crisis management framework;
- Routine email reminders are circulated to all employees on common cyber security threats such as phishing emails or Distributed Denial-of-Service (or commonly known as 'DDoS');
- Endpoint security such as anti-virus firewalls, malware protection and device management are implemented to protect our users; and
- A cyber security threat response team is established to manage and address emergencies resulting from cybersecurity threats.

### Performance

During the Reporting Period, there were zero reported substantiated complaints concerning breaches of data privacy and losses of data (FY2024: zero).

## 10.11 Commitment to Consistent Quality and Food Safety

### Commitment

Aligned with our core values, we are committed to providing consistent quality and food safe for consumption to our customers.

### Approach

To fulfil our commitment, the following key measures are in place:

#### Stringent Food Hygiene Standards

To mitigate the risk inherent in food safety, our QA Executive conducts audit checks on our restaurant outlets. Such audit checks include (non-exhaustive): (i) food preparation areas; (ii) food storage areas; and (iii) records and documentation such as temperature records and food hygiene course certificates. The results of the audit checks are consolidated and presented during monthly meetings to discuss on areas for improvement.

# SUSTAINABILITY REPORT

Food samples are also sent to laboratory for food testing ("Lab Test") to check for bacteria hazards. In the event of adverse findings, further investigations are initiated to determine the root cause and implement corrective actions. To ensure the root cause is addressed, the relevant affected restaurant outlets are required to resend samples for Lab Test to ensure that the issue is resolved. All results are reviewed by our Head of Operations and presented for discussion during monthly management meetings for improvement.

Other procedures implemented to ensure food safety and quality include:

- Daily temperature monitoring of our cold storages (i.e. freezers and chillers) to ensure the freshness of food and to prevent a deterioration in the quality of our inventory;
- Daily cleaning of our operational areas, vehicles, equipment and utensils;
- Maintaining product traceability records;
- Routine calibrations are performed for relevant equipment; and
- Inventory counts are performed periodically.

## Proactive Supply Evaluation

We play an active role in ensuring that food ingredients are sourced from competent and reliable Suppliers. To uphold our standard on food quality and safety, we implemented the following measures:

- Frequent Supplier evaluations are performed through measures such as annual supplier assessment. Should the Suppliers consistently fail to deliver based on the assessment criteria, the business relationship will be terminated;
- For strategic Suppliers, additional onsite visits are made to their facilities to ensure consistency in the quality of our food supplies;
- Receiving procedures are established for food supplies to check on their quality and conditions; and
- Key ingredients manufactured internally in our central kitchens are subject to a stringent set of quality control procedures.

## Adoption of Market Standards

We adopted market standards in our operations to ensure quality and safety in our products and services.

## **Performance**

### Stringent Food Hygiene Standards

As at 31 March 2025, 100%<sup>26</sup> of our restaurant outlets received an A (Excellent) or B (Good) grading by the SFA (FY2024: 100%) for the overall hygiene, cleanliness and housekeeping standards. There was no major food safety incident<sup>8</sup> during the Reporting Period (FY2024: zero incidents).

## Adoption of Market Standards

Some of the market standards adopted by our operations are as follows:

Certification	Focus of Relevant Certification
HACCP	Manage the food hygiene and safety procedures in our operations
HALAL	Ensure that our operations comply with Islamic dietary requirements

## **Note:**

<sup>26</sup> Where grading data is available and issued by SFA.

# SUSTAINABILITY REPORT

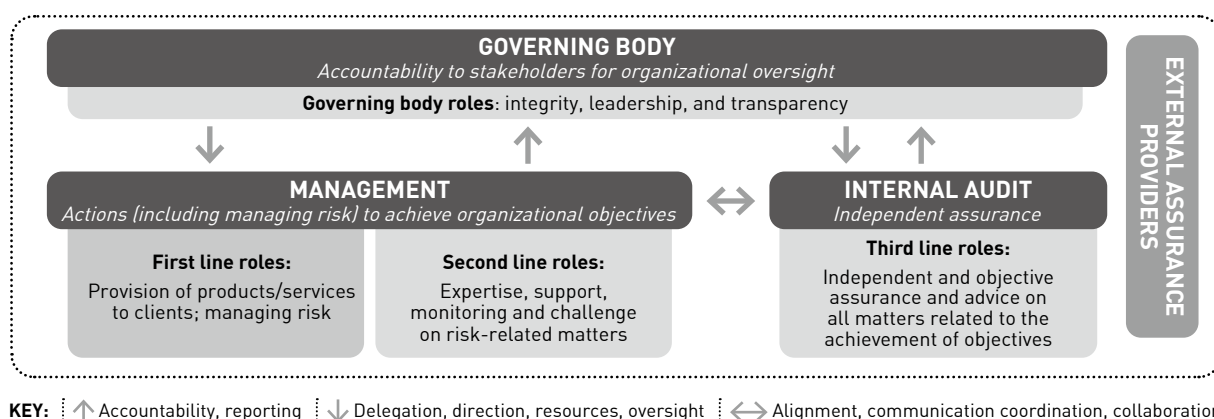
## 10.12 Robust Corporate Governance Framework

### Commitment

We are committed to upholding high ethical standards and integrity in our operations, complying with all relevant laws and regulations.

### Approach

Being a reputable public-listed restaurant chain, maintaining public trust is of utmost priority. Accordingly, we aligned our corporate governance and risk management approach with the Three Lines Model published by the Institute of Internal Auditors ("IIA"). The Three Lines Model serves to identify structures and processes that best assist the achievement of organisational objectives and facilitate strong governance and risk management. Under the Three Lines Model, the roles and responsibilities of governing body, management (first- and second-line roles), internal audit (third-line roles) and the relationship among them are defined as follows:



Source: Three Lines Model issued by the IIA

Our policies and commitments for enforcing anti-corruption and ethical business practices are as follows:

- A code of conduct that outlines expectations for employees and the consequences for any violations of rules or standards not being met. Additionally, clear and fair grievance procedures are detailed in our employee handbook;
- A whistleblowing policy that offers a mechanism for employees to report concerns about alleged wrongful acts. Procedures for whistleblowing are stored on cloud storage folders, accessible to employees, who can file complaints directly via email to members of the Audit Committee. Follow-up procedures regarding matters raised are also stated, and whistleblowers are assured that complaints made in good faith will not adversely affect their work or performance evaluations;
- A conflict of interest policy is established to safeguard against situations where personal interests may conflict with professional responsibilities, with clear procedures for the disclosure and resolution of any potential conflicts; and
- An ERM framework is in place, enabling the assessment and review of our business and operational environment to identify and manage emerging and strategic risks that may impact our sustainability.

### Performance

Sustainability Metric	FY2025	FY2024
Number of reported incidents of serious offence <sup>9</sup>	–	–
Number of incidents of non-compliance with any applicable laws and regulations <sup>10</sup> that resulted in significant fines or non-monetary sanctions	–	1

You may refer to Corporate Governance Report of AR FY2025 for details of our corporate governance practices.

# SUSTAINABILITY REPORT

## 11. TARGETS AND PERFORMANCE HIGHLIGHTS

To measure our ongoing sustainability performance and drive continuous improvement, we developed a set of targets related to our material Sustainability Factors. Our progress against these targets is reviewed and reported on an annual basis with details as follows:

Legend	Progress Tracking		
□□□	New target		
■ ■ ■	Target achieved		
■ ■ □	On track to meet target		
■ □ □	Not on track, requires review		

S/N	Material Sustainability Factor	Target <sup>27</sup>	Performance in FY2025
<b>Economic</b>			
1	Total Customer Satisfaction	<u>Ongoing and long-term</u> <ul style="list-style-type: none"> <li>Maintain or improve market presence subject to market conditions</li> <li>Maintain a balance and attractive brand portfolio</li> </ul>	<p>■ ■ ■</p> <ul style="list-style-type: none"> <li>We maintained our market presence and the number of restaurant outlets operated.</li> <li>We maintained a balance and attractive brand portfolio.</li> </ul> <p>■ ■ ■</p> <p>We increased the number of members for the last year's ongoing and long-term target which has since been removed due to practicality consideration.</p>
2	Sustainable Business Performance	<u>Short-term</u> Distribute dividends in accordance with our dividend policy subject to the Group's business requirements and other relevant considerations	<p>■ ■ ■</p> <p>No dividend was paid or declared for FY2025 in view of substantial loss incurred amidst challenging and uncertain market conditions.</p>
		<u>Ongoing and long-term</u> Maintain an economic distribution ratio of 70% or improve the economic distribution ratio	<p>■ ■ ■</p> <p>We improved the economic distribution ratio to 71%.</p>
<b>Environmental</b>			
3	Water Conservation	<u>Ongoing and long-term</u> Maintain or reduce water consumption intensity of 1.1 m <sup>3</sup> / S\$'000	<p>■ □ □</p> <p>Our water consumption intensity increased to 1.2 m<sup>3</sup>/ S\$'000</p>
4	Responsible Waste Management	<u>Ongoing and long-term</u> Maintain or improve the percentage of waste oil recycled	<p>■ ■ ■</p> <p>We maintained the percentage (100%) of waste oil recycled.</p>

**Note:**

<sup>27</sup> Time horizons for target setting are: (1) short-term: within 5 years (until FY2028); (2) medium-term: between 5 to 20 years (FY2029 and FY2043); (3) long-term: above 20 years (FY2044 onwards); and (4) ongoing: encompassing short, medium and long-term.



# SUSTAINABILITY REPORT

S/N	Material Sustainability Factor	Target <sup>27</sup>	Performance in FY2025
5	Energy Conservation and GHG Emissions Reduction	<p><u>Short term</u> Maintain or reduce GHG emissions intensity by FY2025</p> <p><u>Medium-term</u> Reduce aggregated absolute Scope 1 and 2 GHG emission by 30% by FY2035 with FY2023 as baseline</p> <p><u>Long-term</u> Aspire to achieve carbon neutrality by FY2050</p>	<p>■■■ Our GHG emissions intensity increased.</p> <p>■■■ Our aggregated absolute Scope 1 and 2 GHG emission increased.</p> <p>■■■ We set a new long-term target for Energy Conservation and GHG Emissions Reduction.</p>
<b>Social</b>			
6	Employee Health, Safety and Wellness	<p><u>Short-term</u> Reduce the number of recordable work-related injuries<sup>4</sup> and ill-health cases<sup>5</sup></p>	<p>■■■ The number of recordable work-related injuries increased.</p>
7	Employee Development and Retention	<p><u>Short-term</u> Continuously identify opportunities to upskill workforce</p> <p><u>Ongoing and long-term</u></p> <ul style="list-style-type: none"> <li>● Maintain or improve average training hours per employee</li> <li>● Maintain or improve turnover rate</li> </ul>	<p>■■■ We identified opportunities to upskill our workforce by implementing various training programmes such as kitchen, housekeeping, food hygiene and safety courses.</p> <p>■■■ Our average training hours per employee decreased.</p> <p>■■■ Our turnover rate improved.</p>
8	Equality and Diversity in the Workplace	<p><u>Ongoing and long-term</u> Maintain zero reported incident of unlawful discrimination against employees<sup>7</sup></p>	<p>■■■ We maintained zero reported incidents of unlawful discrimination against employees.</p>
9	Ongoing Community Engagement	<p><u>Ongoing and long-term</u> Continue to engage in community investment projects</p>	<p>■■■ We continued to engage in community investment projects.</p>
10	Commitment to Data Protection	<p><u>Ongoing and long-term</u> Maintain zero reported substantiated complaints concerning breaches of data privacy and losses of data</p>	<p>■■■ We maintained zero reported substantiated complaints concerning breaches of data privacy and losses of data.</p>
11	Commitment to Consistent Quality and Food Safety	<p><u>Ongoing and long-term</u> Maintain zero major food safety incident<sup>8</sup></p>	<p>■■■ We maintained zero major food safety incident.</p>

# SUSTAINABILITY REPORT

S/N	Material Sustainability Factor	Target <sup>27</sup>	Performance in FY2025
<b>Governance</b>			
12	Robust Corporate Governance Framework	<u>Ongoing and long-term</u> <ul style="list-style-type: none"> <li>● Maintain zero incidents of serious offence<sup>9</sup></li> <li>● Maintain zero incidents of significant fines or non-monetary sanctions for non-compliance with applicable laws and regulations<sup>10</sup></li> </ul>	<b>■■■</b> <ul style="list-style-type: none"> <li>● The number of incidents of significant fines or non-monetary sanctions for non-compliance with applicable laws and regulations decreased.</li> <li>● We maintain zero incidents of serious offence.</li> </ul>

For the material Sustainability Factors identified in this Report, the Board and SSC have considered the relevance and usefulness of setting related targets in the short-term, medium-term and long-term horizons. As the historical data trends for certain material Sustainability Factors have yet to stabilise, we have not set the related medium and long-term targets. We will disclose such targets in our future sustainability reports when the data trends have stabilised and subject to market trends.

## 12. SUPPORTING THE TCFD

We are committed to supporting the recommendations by the TCFD and disclosed our climate-related financial disclosures in the following key areas:

### GOVERNANCE

- (a) Describe the board's oversight of climate-related risks and opportunities.
- (b) Describe management's role in assessing and managing climate-related risks and opportunities.

The Board oversees the climate-related risks and opportunities and considers climate-related issues in setting the Group's strategic direction, policies and target setting on an annual basis.

The Group's CEO and CFO lead the SSC in monitoring and managing our sustainability practices while reporting to the Board. Besides the CEO and CFO, the SSC includes the HOO, A&P Manager, HR Manager and Purchasing Manager. The responsibilities of the SSC cover the areas of developing sustainability strategy and policies, implementation of sustainability strategy, monitoring and reporting of performance data, management of climate-related risks and opportunities.

Please refer to Section 9.2 'Sustainability Governance Structure' for more information on the Group's Sustainability Governance Structure.

### STRATEGY

- (a) Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term.
- (b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning.

# SUSTAINABILITY REPORT

We recognise that climate change poses different types of risks to our business. The Group's assessment on potential implication of the above climate-related risks was undertaken based on the Network of Central Banks and Supervisors for Greening the Financial System ("NGFS") range of climate scenarios:

Scenario	Description
NGFS – Orderly (Net Zero 2050)	Reaching net-zero global CO <sub>2</sub> emissions by 2050 will require an ambitious transition across all sectors of the economy. Scenarios tend to emphasise the importance of decarbonising the electricity supply, increasing electricity use, increasing energy efficiency, and developing new technologies to tackle hard-to-abate emissions. Transition risks to the economy could result from higher emissions costs and changes in business and consumer preferences. Physical risks would be minimised.
NGFS – Hot house world (Current policies)	While many countries have started to introduce climate policies, they are not yet sufficient to achieve official commitments and targets. If no further measures are introduced, 3 °C or more of warming could occur by 2100. This would likely result in deteriorating living conditions in many parts of the world and lead to some irreversible impacts like sea-level rise. Physical risks to the economy could result from disruption to ecosystems, health, infrastructure and supply chains.

We selected NGFS' orderly and hot house world scenarios for the purpose of our qualitative climate scenario analysis. The impact of the climate-related risks is analysed on group-wide activities in the short term (within 5 years, until FY2028), medium term (between 5 and 20 years, between FY2029 and FY2043) and long term (above 20 years, FY2044 onwards). Based on the above-mentioned scenarios, the climate-related risks and opportunities identified by the Group during the ERM exercise includes the following:

Risk and Potential Impact	Significance of Financial Impact <sup>28</sup>				Mitigating Measure	Climate-related Opportunity
	Current Effect (SGD)	Short Term	Medium Term	Long Term		
Key Physical Risk Identified						
Increased severity of extreme weather events						
Weather disruption, rising temperature, global warming and water scarcity arising from climate change may lead to adverse impact on livestock farming and consequentially increase the cost of ingredients.	Scenario: Orderly				We put in place a climate change transition plan to steer us on our decarbonisation journey.	In view of the potential environmental risks and the resultant emerging needs for energy efficiency and lower GHG emissions, the Group realises the opportunity to invest in energy-efficient technologies and renewable energy use.
	NA <sup>30</sup>	▲	▲	▲		
Additionally, with rising temperatures and more frequent heatwaves resulting from global warming and climate change, the risks of increased cooling expenditures and reduced labour productivity are expected to rise.	Scenario: Hot house world				You may refer to Section 10.5 'Energy Conservation and GHG Emissions Reduction' for further details.	
	NA <sup>30</sup>	▲	▲	▲		
We remain vigilant in monitoring the impact of climate change on our operations, mindful of the alarming estimated global cost of US\$16 million per hour <sup>29</sup> arising from climate-related damage.						

## Notes:

<sup>28</sup> Significance of financial impact is determined based on the risk appetite established in accordance with the Group's ERM framework.

<sup>29</sup> Source: <https://www.weforum.org/agenda/2023/10/climate-loss-and-damage-cost-16-million-per-hour/>.

<sup>30</sup> We are unable to estimate the current financial effect due to uncertainties in the inputs and assumptions resulting from the lack of available data, including information about climate outcomes and their effects on the Group. We will continue to monitor credible information to support our disclosures in this area.

# SUSTAINABILITY REPORT

	Significance of Financial Impact <sup>28</sup>					
Risk and Potential Impact	Current Effect (SGD)	Short Term	Medium Term	Long Term	Mitigating Measure	Climate-related Opportunity
Key Transition Risk Identified						
Enhanced GHG emissions reporting obligations						
<p>With rising concerns over the effects of climate change, key stakeholders such as the Regulators and Shareholders are requiring reporting of climate-related information. Failure to comply with enhanced GHG emissions reporting obligations may lead to adverse impacts on the Group's reputation and financial performance.</p> <p>These new requirements necessitate the investment of manpower resource in more comprehensive data collection, analysis, and reporting processes, greater involvement from management, and additional costs for consultants and employee training.</p>	Scenario: Orderly				<p>To strengthen our sustainability governance structure, we establish SSC for managing and monitoring our material Sustainability Factors, including working with the various business units and corporate functions to ensure that these are integrated into our day-to-day operations.</p> <p>In addition, we established terms of reference for component parties involved in the sustainability reporting process, for clarity and accountability purposes.</p>	<p>The enhanced GHG emissions reporting obligations and increase in regulatory costs will raise climate awareness among our employees.</p> <p>With more defined job responsibilities and training, the Group will also be better positioned to use energy resources responsibly and adopt environmentally friendly practices.</p>
	23,000	▲	▲	▲		
	Scenario: Hot house world					
	23,000	▲	▲	▲		

## Legend

▲ Minor    ▲ Moderate    ▲ Major

Based on the scenarios above, we will continue to formulate adaptation and mitigation plans and allocate resources towards transitioning to a low or net zero carbon operations, through optimal business strategy and effective financial planning. We strive to minimise climate risks associated with our business and will seize opportunities such as expanding collaboration and partnership with key stakeholders to innovate and develop low carbon goods and services for the market.

(c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.

The resilience of an organisation's strategy is dependent on its ability to adapt and thrive in the face of changing circumstances and emerging risks. Climate scenario analysis plays a key role in providing insights into the potential extent of the climate-related risks and opportunities for our business.

Through our climate scenario analysis, we concluded that under warming scenario 2 (Hot House World: > 3°C warming), unmitigated risks of increased severity of extreme weather events may lead to severe financial impacts in the medium and long-term. Under the warming scenario 1 (Orderly: <2°C warming), the climate-related risks identified are not expected to result in significant financial impacts in the short, medium, or long term. To address the risks and capitalise on opportunities associated with climate change, we will continuously refine our strategy to remain resilient throughout our sustainability journey.

# SUSTAINABILITY REPORT

## RISK MANAGEMENT

- (a) Describe the organisation's processes for identifying and assessing climate-related risks
- (b) Describe the organisation's processes for managing climate-related risks.
- (c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.

Climate-related risk management is integrated into our ERM framework, where potential climate-related risks are identified, assessed, monitored and managed. Each business unit and function are responsible for identifying and documenting the climate-related risks that may impact their progress towards contributing to the Group's business objectives. These risks, along with corresponding opportunities and treatment plans, are reviewed and updated during the ERM exercise. The updated information is then presented to the ARC alongside other key enterprise-wide risks. Additionally, climate-related risks are continuously monitored through the analysis of climate-related Sustainability Metrics.

## METRICS AND TARGETS

- (a) Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process.

We track, measure and report on our environmental performance, including energy, GHG emissions, water and waste management and disclose related metrics in our sustainability reports. Monitoring and reporting these metrics help us in identifying areas with key climate-related risks and enabling us to be more targeted in our efforts.

- (b) Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions and the related risks.

To support the climate change agenda, we disclose our Scope 1, 2 and selected categories of Scope 3 GHG emissions in this Report and set climate-related targets such as those related to energy, GHG emissions, water and waste management. We will continue to monitor our GHG emissions and expand our disclosure for our Scope 3 GHG emissions wherever applicable and practicable.

Our disclosure on indirect GHG emissions (Scope 3) includes purchased goods and services (category 1), business travel (category 6) and employee commuting (category 7) in FY2025.

- (c) Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets.

As a commitment towards mitigating climate change, climate-related targets related to water consumption, waste management and GHG emissions are set. For further details, please refer to Section 11 'Targets and Performance Highlights'.



# SUSTAINABILITY REPORT

## 13. INDUSTRY-BASED GUIDANCE ON IMPLEMENTING CLIMATE-RELATED DISCLOSURE METRICS

The sustainability disclosure metrics are based on the IFRS Sustainability Disclosure Standards Industry-Based Guidance for implementing climate-related disclosure (Restaurants), which covers the F&B retail business segment. The details are as follows:

### Sustainability Disclosure Topics

Topic	Code	Sustainability Metric	FY2025
Energy management	FB-RN-130a.1	Total energy consumed	56,681 GJ
		Percentage grid electricity	100%
		Percentage renewable	–
Water management	FB-RN-140a.1	Total water withdrawn	104,252 m <sup>3</sup>
		Total water consumed, percentage of each in regions with high or extremely high baseline water stress	–
Supply chain management & food sourcing	FB-RN-430a.1	Percentage of food purchased that meets environmental and social sourcing standards	Currently, we do not measure these sustainability metrics due to the level of control we have over our suppliers. However, we are communicating with our suppliers and monitoring the development in market trends to stay aligned with evolving expectations of our stakeholders.
		Percentage of food purchased that is certified to third-party environmental or social standards	
	FB-RN-430a.3	Discussion of strategy to manage environmental and social risks within the supply chain, including animal welfare	We collaborate with our suppliers to promote sustainable practices wherever feasible.

### Activity Metrics

Code	Accounting Metric	FY2025
FB-RN-000.A	Number of entity-owned restaurants	78
	Number of franchise restaurants	18
FB-RN-000.B	Number of employees at entity-owned locations	776
	Number of employees at franchise locations	162

# SUSTAINABILITY REPORT

## APPENDIX GRI CONTENT INDEX

<b>Statement of Use</b>	Japan Foods Holding Ltd. has reported in accordance with the GRI Standards for the Reporting Period.
<b>GRI 1 Used</b>	GRI 1: Foundation 2021
<b>Applicable GRI Sector Standard(s)</b>	None

GRI Standard	Disclosure	Location
<b>General Disclosure</b>		
GRI 2: General Disclosures 2021	2-1 Organisational details	2-9, 24
	2-2 Entities included in the organisation's sustainability reporting	27
	2-3 Reporting period, frequency and contact point	27
	2-4 Restatements of information	26, 43, 46
	2-5 External assurance	27
	2-6 Activities, value chain and other business relationships	28
	2-7 Employees	48-49
	2-8 Workers who are not employees	We engaged an intern in FY2025.
	2-9 Governance structure and composition	21-22, 29-32
	2-10 Nomination and selection of the highest governance body	73-76
	2-11 Chair of the highest governance body	21-22, 72-73
	2-12 Role of the highest governance body in overseeing the management of impacts	21-23, 29-32
	2-13 Delegation of responsibility for managing impacts	29-32, 65-69
	2-14 Role of the highest governance body in sustainability reporting	29-32, 65-69
	2-15 Conflicts of interest	52, 66, 94-95
	2-16 Communication of critical concerns	52, 89-90
	2-17 Collective knowledge of the highest governance body	29-32, 66-67
	2-18 Evaluation of the performance of the highest governance body	77-79
	2-19 Remuneration policies	78-81
	2-20 Process to determine remuneration	78-81
	2-21 Annual total compensation ratio	Information is not provided due to confidentiality constraints.
	2-22 Statement on sustainable development strategy	11-12, 25
	2-23 Policy commitments	29-32, 39-40, 52, 89-91
	2-24 Embedding policy commitments	29-32, 39-40, 52, 89-91
	2-25 Processes to remediate negative impacts	52, 89-91
	2-26 Mechanisms for seeking advice and raising concerns	52, 90
	2-27 Compliance with laws and regulations	52, 90-91
	2-28 Membership associations	None
	2-29 Approach to stakeholder engagement	29-33
	2-30 Collective bargaining agreements	None of our employees are covered by collective bargaining agreements.

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location
<b>Material Topics</b>		
GRI 3: Material Topics 2021	3-1 Process to determine material topics	29-34
	3-2 List of material topics	33-34
	3-3 Management of material topics	35-52
<b>Sustainable Business Performance</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	38
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	38
	201-2 Financial implications and other risks and opportunities due to climate change	55-59
	201-3 Defined benefit plan obligations and other retirement plans	129
	201-4 Financial assistance received from government	127
<b>Robust Corporate Governance Framework</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	52
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	52
	205-2 Communication and training about anti-corruption policies and procedures	52
	205-3 Confirmed incidents of corruption and actions taken	52
<b>Energy Conservation and GHG Emissions Reduction</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	40-43
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	40-43
	302-2 Energy consumption outside of the organization	40-43
	302-3 Energy intensity	40-43
	302-4 Reduction of energy consumption	40-43
	302-5 Reductions in energy requirements of products and services	40-43
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	40-43
	305-2 Energy indirect (Scope 2) GHG emissions	40-43
	305-3 Other indirect (Scope 3) GHG emissions	40-43
	305-4 GHG emissions intensity	40-43
	305-5 Reduction of GHG emissions	40-43
	305-6 Emissions of ozone-depleting substances (ODS)	Disclosure is not applicable as we do not emit a material amount of these GHG emissions through our products, services and operations.
	305-7 Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	Disclosure is not applicable as we do not emit a material amount of these GHG emissions through our products, services and operations.

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location
<b>Water Conservation</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	38-39
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	38-39
	303-2 Management of water discharge-related impacts	Disclosure is not applicable as we do discharge a material amount of wastewater or effluents in our operations.
	303-3 Water withdrawal	38-39
	303-4 Water discharge	Disclosure is not applicable as we do discharge a material amount of wastewater or effluents in our operations.
	303-5 Water consumption	38-39
<b>Responsible Waste Management</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	39-40
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	39-40
	306-2 Management of significant waste-related impacts	39-40
	306-3 Waste generated	39-40
	306-4 Waste diverted from disposal	39-40
	306-5 Waste directed to disposal	39-40
<b>Employee Development and Retention</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	43-47
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	43-47
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	43-47
	401-3 Parental leave	43-47
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	43-47
	404-2 Programs for upgrading employee skills and transition assistance programs	43-47
	404-3 Percentage of employees receiving regular performance and career development reviews	43-47

# SUSTAINABILITY REPORT

GRI Standard	Disclosure	Location
<b>Employee Health, Safety and Wellness</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	43-45
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	43-45
	403-2 Hazard identification, risk assessment, and incident investigation	43-45
	403-3 Occupational health services	43-45
	403-4 Worker participation, consultation, and communication on occupational health and safety	43-45
	403-5 Worker training on occupational health and safety	43-45
	403-6 Promotion of worker health	43-45
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	43-45
	403-8 Workers covered by an occupational health and safety management system	43-45
	403-9 Work-related injuries	43-45
	403-10 Work-related ill health	43-45
<b>Equality and Diversity in the Workplace</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	48-49
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	48-49
	405-2 Ratio of basic salary and remuneration of women to men	Information is not provided due to confidentiality constraints.
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	48-49
<b>Ongoing Community Engagement</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	49
GRI 413: Local Communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	49
	413-2 Operations with significant actual and potential negative impacts on local communities	38-43, 49
<b>Commitment to Consistent Quality and Food Safety</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	50-51
GRI 416: Customer Health and Safety 2016	416-1 Assessment of the health and safety impacts of product and service categories	50-51
	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	50-51
<b>Data Privacy</b>		
GRI 3: Material Topics 2021	3-3 Management of material topics	50
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	50



# TABLE OF CONTENTS

65

CORPORATE GOVERNANCE REPORT

103

DIRECTORS' STATEMENT

107

INDEPENDENT AUDITOR'S REPORT

111

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

112

STATEMENTS OF FINANCIAL POSITION

113

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

114

CONSOLIDATED STATEMENT OF CASH FLOWS

116

NOTES TO THE FINANCIAL STATEMENTS

166

STATISTICS OF SHAREHOLDINGS



# CORPORATE GOVERNANCE REPORT

## INTRODUCTION

The board of directors (“**Board**”) and the management (“**Management**”) of Japan Foods Holding Ltd. (the “**Company**” or together with its subsidiaries, the “**Group**”), recognise the importance of corporate governance and accountability to all shareholders (“**Shareholders**”). The Board is committed to maintaining a high standard of corporate governance to promote corporate transparency and to enhance the long-term value of the Group to its Shareholders and stakeholders in line with the good practices recommended by the Code of Corporate Governance 2018 (as amended on 11 January 2023), and accompanying Practice Guidance issued by the Monetary Authority of Singapore on 6 August 2018 (together the “**Code**”). Underlying this commitment is the belief that good corporate governance will help to enhance corporate performance and protect the interests of Shareholders.

This report describes the corporate governance processes and practices of the Group that were in place throughout the financial year ended 31 March 2025 (“**FY2025**”), with specific reference made to the principles and provisions of the Code, which forms part of the continuing obligations under the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Catalist Rules**”).

Our Board plays a key role in setting our governance standards to meet stakeholders’ expectations and our corporate governance principles reflect the Board’s focus on strong and competent leadership, effective internal controls and risk management, a robust corporate culture, accountability to Shareholders and engagement with stakeholders. The make-up of our Board reflects diversity of gender, age, skills and knowledge. Independent Directors form the majority of the Board and there are no alternate Directors on our Board.

For FY2025, the Board is pleased to confirm that the Group has adhered to the core principles of corporate governance, and in all material respects, with the provisions of the Code and the Catalist Rules, where appropriate, except for the following Provisions where the deviations and explanations have been provided:

- (a) Provision 3.1 – Common Role of Chairman and CEO
- (b) Provision 9.1 – Establishment of a Separate Risk Committee

## BOARD MATTERS

### THE BOARD’S CONDUCT OF ITS AFFAIRS

#### *Principle 1: Effective Board to Lead and Control the Company*

##### *Provision 1.1*

##### *Roles and Duties of Board*

The Board is entrusted with the responsibility for the overall management of the business and corporate affairs of the Group. It provides entrepreneurial leadership and sets goals, reviews and advises on overall strategies and directions, oversees the effectiveness of the Management and assumes responsibilities for overall corporate governance of the Group to ensure the Group’s strategies are in the best interests of the Company and its Shareholders.

To this end, each director of the Company (“**Director**”) endeavours to objectively discharge his or her duties and responsibilities as fiduciaries in the interests of the Company. Apart from its statutory duties and responsibilities, the Board also:

- (a) decides on matters in relation to the Group’s activities which are of significant nature, including decisions on strategic directions and guidelines and approvals of annual budget, major funding investment and divestment proposals;
- (b) oversees risk management and internal control processes, financial reporting and compliance, including the release of financial results and announcements of material transactions;
- (c) reviews management performance;
- (d) identifies key stakeholder groups and recognises that their perceptions affect the Company’s reputation;

# CORPORATE GOVERNANCE REPORT

- (e) sets the Company's value and standards, and ensures that the obligations to Shareholders and other stakeholders are understood and met;
- (f) approves the nominations to the Board and appointments to the various Board committees;
- (g) approves the framework of remuneration for the Board and key executives as recommended by the Remuneration Committee;
- (h) provides oversight in the proper conduct of the Group's business and assumes responsibility for corporate governance; and
- (i) considers sustainability issues as part of the strategic formulation.

The Board exercises due diligence and independent judgement in dealing with the business affairs of the Group. It works with the Management, its external advisors and auditors to make objective decisions in the interest of the Group. In addition, the Board sets the tone for the entire organisation where ethics and values are concerned. The Board is also supported by three Board committees to facilitate the discharge of its functions to which it has delegated specific areas of responsibilities.

Each Director acts in good faith and in the best interest of the Company and contributes their own expertise, skills, knowledge and experiences to the Board for the benefit of the Shareholders.

## ***Conflict of Interest***

All Directors of the Company are expected to be cognisant of their statutory duties, and to discharge them objectively in the interest of the Company. Internal guidelines have been established which require all Board members who have a potential conflict of interest in a particular agenda item to recuse themselves from participating in the meetings, discussions, and decisions on the matter at all levels within the Group including, but not limited to, the Company's subsidiaries and any committees and sub-committees, if any, that are involved in the proposed transaction in which the Director has an interest or in respect of which the Director is conflicted. Such compliance will be recorded in the minutes of meeting and/or Directors' resolutions in writing from time to time, when applicable.

## ***Provision 1.2***

### ***Continuous Training and Development of Directors***

The Board also ensures that incoming new Directors are given guidance and orientation to familiarise them with the Group's business and corporate governance practices upon their appointment to facilitate the effective discharge of their duties. A Director's pack comprising pertinent information including copies of all prior year's minutes and a copy of the Company's constitution ("Constitution"), is also provided to all new Directors. Any newly appointed Director who has no prior experience as a director of a Singapore-listed company is required to attend the relevant training on the roles and responsibilities as a director of a listed company in Singapore as prescribed by the SGX-ST within one year from the date of his or her appointment.

To get a better understanding of the Group's business, the Directors are also given the opportunity to visit the Group's operations and meet with members of the Management. This allows incoming Directors to get better acquainted with the nature and working of the Group's business as well as to familiarise themselves with members of the Management.

The Company recognises the importance of ongoing professional development for the Board members. Depending on each Director's background and development needs, the Directors are provided with opportunities to develop and maintain their skills and knowledge, particularly on applicable new laws, regulations, as well as trainings in areas such as accounting, legal and industry-specific knowledge, as appropriate, at the Company's expense. Directors are encouraged to attend training courses organised by the Singapore Institute of Directors ("SID") or other training institutions in connection with their duties as Directors on an on-going basis, at the Company's expense. If required, briefings by external consultants or professional parties are also organised for the Board.

# CORPORATE GOVERNANCE REPORT

During FY2025, the Management has kept the Directors apprised on pertinent developments in the business of the Group during Board and/or Board committee meetings to facilitate the discharge of their duties. The Board is also provided with information and updates on the Group's policies and procedures relating to issues pertaining to governance, disclosure of interests in securities and restrictions on disclosure of price sensitive information, changes in reporting standards and issues which have a direct impact on financial statements, so as to enable them to properly discharge their duties and responsibilities as Board members or Board Committee members.

During FY2025, some Directors attended third party-run programmes such as those organised by the SID and the Institute of Singapore Chartered Accountants. Regular updates were also provided by the external auditors on any applicable new or revised financial reporting standards.

## ***Provision 1.3***

### ***Internal Guidelines on Matters Requiring Board's Approval***

The Group has adopted internal guidelines governing matters which require the Board's approval, apart from its statutory duties. A delegation of authority matrix provides clear directions to the Management on matters requiring the Board's specific approval. The matters requiring Board's approval include (but are not limited to) the following:

- (a) Annual budgets and business plan of the Group;
- (b) Material acquisition and disposal of assets/investment;
- (c) Corporate/financial restructuring and corporate exercise;
- (d) Issuances of shares, dividend pay-out and other returns to Shareholders;
- (e) Interested persons transactions;
- (f) SGX-ST announcements and release of annual reports; and
- (g) Any other matters as prescribed by relevant legislations and regulations, as well as the provisions of the Company's Constitution.

While matters relating to the Group's strategies and policies require the Board's direction and approval, Management is responsible for the day-to-day operations and administration of the Group. To optimise operational efficiencies, the Company has also adopted a guideline and policy setting out financial operations authorisation and approval limits. These are periodically reviewed for operating and capital expenditure and the procurement of goods and services. The Board approves transactions exceeding certain threshold amounts while delegating authority to the Management for transactions below such limits.

## ***Provision 1.4***

### ***Delegation of Authority to Board Committees***

To facilitate effective management, the Board has delegated certain functions to the Board committees, namely, the:

- (a) Audit and Risk Committee ("**ARC**");
- (b) Remuneration Committee ("**RC**"); and
- (c) Nominating Committee ("**NC**"),

(collectively, the "**Board Committees**"),

to ensure that there are appropriate checks and balances, and to enable them to oversee certain specific responsibilities. These Board Committees operate within clearly defined terms of reference which are reviewed from time to time. As at 31 March 2025, the ARC, the RC and the NC each comprised entirely of non-executive Directors.

# CORPORATE GOVERNANCE REPORT

While the Board Committees have been delegated power to make decisions within the authority delegated to the respective committees, the ultimate responsibility for the decisions and actions rests with the Board as a whole. Additionally, the minutes of Board Committee meetings, which record the key deliberations and decisions taken during these meetings, are circulated to all Board members for their information.

## **Provision 1.5**

### **Meetings of Board and Board Committees**

The Board conducts scheduled meetings on a quarterly basis for FY2025 to discuss and review the strategic policies of the Group, significant business plans, and performances of the business and approves the release of the interim and full year financial results. Significant focus is also put on sustainability and environmental, social and governance ("ESG") issues during the year.

The Board and Board Committee meetings are planned and scheduled well in advance at the beginning of each year in consultation with the Directors to facilitate meaningful participation and to ensure optimal attendance. Before each Board and Board Committee meetings, the Chairmen of the Board and the respective committees oversee the setting of the agenda, in consultation with the Chief Financial Officer ("CFO"), to ensure that there is sufficient information and time to address all agenda items.

Ad-hoc meetings are convened when circumstances require, to discuss pressing matters which require the Board's deliberation and decision in between the scheduled meetings. The Constitution and terms of references for each Board Committee provide for participation in meetings via audio or visual means. In between regularly scheduled meetings, matters that require the Board and/or Board Committees' approval are circulated to all Directors and/or respective Board Committee members, as the case may be, for their consideration by way of circular resolutions.

When considering the competing time commitments faced by Directors with multiple listed company board representations and/or other principal commitments, the NC reviews the time spent and attention given by each of the Directors to the Company's affairs, and to assess the adequacy of all Directors in discharging their duties for FY2025.

The number of Board and Board committees' meetings held in FY2025 and the attendance of each Director at such meetings are set out below:

	Board	ARC	NC	RC	AGM
Total number of Meetings Held	4	4	2	2	1
<b>Name of Director</b>	<b>Number of Meetings Attended</b>				
Takahashi Kenichi	4	N/A	N/A	N/A	1
Wong Hin Sun, Eugene	4	4	2	2	1
Lee Sok Koon, Constance <sup>(a)</sup>	1	1	1	1	1
Tan Cher Ting	4	4	2	2	1
Lee Soon Sin Jason	4	4	2	2	1
Lim Heng Chong Benny <sup>(b)</sup>	3	3	1	1	N/A

NA: not applicable

(a) Mdm Lee Sok Koon, Constance ceased to be a Director with effect from 25 July 2024.

(b) Mr Lim Heng Chong Benny was appointed as a Director with effect from 1 August 2024.

## **Provision 1.6**

### **Access to Information**

To enable the Board to fulfil its responsibilities, the Management provides adequate and timely information to the Board to make informed decisions. A system of communication between the Management and the Board, and between the Board and Board Committees, has been established and improved over time. The Directors are furnished regularly with information from the Management about the Group as well as the relevant background information relating to the business to be discussed at the Board and Board Committee meetings. Contact details of the senior management, the Company Secretary and external advisers (where necessary) are also provided to the Directors to facilitate separate and independent access at the Company's expense.



# CORPORATE GOVERNANCE REPORT

To ensure that the Board and Board Committees are able to fulfil and discharge their duties and responsibilities, detailed meeting papers are provided to the Directors at least one week before the relevant meetings to facilitate meaningful discussions at such meetings. All Directors have unrestricted access to the Management and are free to request for additional information when necessary.

The Board, as a whole, receives quarterly board papers, management financial statements, annual budgets and explanations on material variances to enable them to understand and oversee the Group's performance and prospects. At each Board meeting, Management briefs the Directors on the state of the Group's business, operations, finances and risks, including material developments of the Group, as and when necessary. Quarterly updates are also provided, where necessary, by the auditors, the Company's sponsor and/or Company Secretary, during the Board and ARC meetings on risk management, corporate governance and the key changes in the relevant regulatory requirements and financial reporting standards.

## ***Provision 1.7***

### ***Separate and Independent Access to Management and Company Secretary***

The Company provides for Directors, individually or as a group, to have separate and independent access to the Management, the Company Secretary and to seek independent legal and other external professional advice, where necessary, at the expense of the Company in furtherance of their duties and after consultation with the Chairman of the Board.

Under the direction of the Chairman, the Company Secretary facilitates timely information flow within the Board and its Board Committees and between the Management and the non-executive Directors.

The Company Secretary assists the Chairman and the Chairperson of each Board Committee in the development of the agendas for the various Board and Board Committee meetings. The Company Secretary administers and attends all Board and Board Committees meetings and prepares minutes of meetings. The Company Secretary is also responsible for, among other things, ensuring Board procedures are observed and that the relevant rules and regulations, including requirements of the Companies' Act 1967, Securities and Futures Act 2001 and the Catalist Rules, are complied with.

The appointment and removal of the Company Secretary are subject to the approval of the Board.

## **BOARD COMPOSITION AND BALANCE**

### ***Principle 2: Strong and Independent Element on the Board***

## ***Provision 2.1***

### ***Independence of Directors***

As set out under the Code, an independent director is one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company.

The Board, taking into account the views of the NC, determines the independence of each Director on an annual basis or as and when circumstances require, based on the requirements under the Code and the Catalist Rules. In determining whether a director is independent, the NC has adopted the definition in the Code of what constitutes an independent director and may take into account other relevant circumstances and facts. The Board considers whether a Director has or had business relationships with the Group, its related corporations, its substantial shareholders or its officers, and if so, whether such relationships could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent judgement with a view to the best interests of the Group.

For FY2025, the NC has assessed the independence of Mdm Tan Cher Ting, Mr Lee Soon Sin Jason and Mr Lim Heng Chong Benny and is satisfied that there are no relationships or other factors such as past associations, business dealings, relationship with other Directors and the Management that could impair or compromise their independent judgement or which could deem them to be not independent.

# CORPORATE GOVERNANCE REPORT

To facilitate the NC in its review of the independent status of the Directors, each Director completes a checklist, prepared based on the principles of good corporate governance and relevant provision of the Code, to confirm his/her independence. The NC also reviews the checklist completed by each Director to determine whether a Director is independent. As a result of the assessment, the NC is of the view that Mdm Tan Cher Ting, Mr Lee Soon Sin Jason and Mr Lim Heng Chong Benny remain independent. The NC is satisfied that the Board has substantial independent elements to ensure that objective judgment is exercised on corporate affairs. All Independent Directors have also provided written declaration confirming their independence in accordance with the Code for FY2025. Each of Mdm Tan Cher Ting, Mr Lee Soon Sin Jason and Mr Lim Heng Chong Benny had abstained from the discussion and decision-making process with respect to the assessment of his/her independence.

## ***Provision 2.2***

### ***Independent Directors Comprising Majority of the Board***

Under Provision 2.2 of the Code, independent directors should make up a majority of the Board where the Chairman is not independent. As at the date of this report, the Board comprises five members of which three are Independent Directors. With the majority of the Board comprising Independent Directors, there is a strong element of independence on the Board. With their expertise and competency in their respective fields, the Board engages in open and constructive debate and challenges the Management on its strategy proposals and assists in reviewing the performance of the Management in achieving set objectives. They are well-supported by the Management with accurate, complete and timely information to enable them to make informed decisions.

Information regarding each Board member is provided under the Board of Directors section set out on pages 21 to 22 of this report.

## ***Provision 2.3***

### ***Proportion of Non-Executive Directors***

Under Provision 2.3 of the Code, non-executive directors should make up a majority of the Board. The Company has complied with Provision 2.3 as the Board comprises five members of which four are non-executive Directors.

## ***Provision 2.4***

### ***Board Composition and Size***

The Board recognises the benefit of diversity in fostering robust discussions and strives to achieve an appropriately balanced mix of talent on the Board, principally through combining Directors with diverse but complementary backgrounds and experiences, but also through gender and age diversity.

Each Director has been appointed based on the strength of his/her calibre, experience and stature, and the Board, as a group, is made up of Directors with a wide range of skills, experiences and qualifications, ranging from accounting, legal and finance expertise to industry knowledge, entrepreneurial and management experiences relevant to the Group's businesses.

As at the date of this report, the Board has five members, comprising three independent Directors, one non-executive Director and one executive Director. As at the date of this report, the Board comprises the following members:

Mr Takahashi Kenichi	Executive Chairman and Chief Executive Officer
Mr Wong Hin Sun, Eugene	Non-Executive Vice Chairman
Mdm Tan Cher Ting	Lead Independent Director
Mr Lee Soon Sin Jason	Independent Director
Mr Lim Heng Chong Benny*	Independent Director

\* Mr Lim Heng Chong Benny was appointed to the Board on 1 August 2024.

The Group is committed to building an open, inclusive, and collaborative culture, and recognises the importance of all aspects of diversity in supporting the achievement of its strategic objectives, growth and development. Having considered the scope and nature of the operations of the Group and the requirements of its businesses, the Board, through the NC, has examined its structure, size and composition, and is of the view that the current size of the Board is appropriate for effective decision making. With three out of five members of the Board being independent, the Company maintains a satisfactory independent element on the Board. The NC is of the opinion that the current Board composition represents a well-balanced mix of expertise and experience necessary to meet the requirements of the Company and the Group, and which facilitates effective decision making.

# CORPORATE GOVERNANCE REPORT

## Board Diversity

The Company is committed to building and maintaining a culture of diversity and inclusivity, in terms of skillsets, knowledge, industry and business experience, educational background, gender, age, culture, geographical background, independence and professional qualifications. The board diversity policy ("**Board Diversity Policy**"), adopted in 2023, recognises the importance of having an effective and diverse Board.

The Board Diversity Policy views diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. Its main objective is to continue to maintain the appropriate balance of perspectives, skills and experience on the Board to support the long-term success of the Group. The Board Diversity Policy provides that the NC shall endeavour gender diversity in the composition of the Board, with the aim of having at least one female representation on the Board at all times. As at the date of this report, the Board has one female Director, representing 20% of the total Board membership.

The NC is responsible for developing a framework to identify the skills that the Board collectively needs, in order to discharge its responsibilities effectively, taking into account the Group's existing risk profile, business operations and future business strategy. To assist the NC in its annual review of the Directors' mix of skills and experiences required to discharge their duties competently and efficiently, each Director has completed a Board of Directors Competency Matrix form by providing additional information in their areas of specialisation and expertise in FY2025. The NC, having reviewed the responses, was satisfied that members of the Board possess the relevant core competencies in areas of accounting, legal and finance, business and management experience, and strategic planning. In particular, the non-executive Directors, who are mostly professionals in their selected fields, are able to take a broader view of the Group's activities, contribute their valuable experience and provide independent judgement during the Board's deliberation on the Group's matters.

In addition, the Board consists of Directors with ages ranging from 40s to 60s, who have served on the Board for different tenures. The Board members with their combined business, management and professional experience, knowledge and expertise, provide the core competencies to allow for diverse and objective perspectives on the Group's business and direction.

The NC will review the Board Diversity Policy, from time to time as appropriate, to ensure its effectiveness, and to ascertain that the current makeup of the Board and Board Committees reflects the Group's commitments to all aspects of diversity. In the process of sourcing for qualified candidates to serve on the Board, the NC will consider candidates on merit against objective criteria and due consideration being given to a candidate's suitability in strengthening the diversity of skills, experience, gender, knowledge and core competencies of the Board, relevant to the Group.

The current Board composition reflects the Company's commitment to the relevant diversity in gender, age, skills and knowledge. The following table sets out the diversity targets and progress since the adoption of the Board Diversity Policy:

Targets		Progress
(a)	To maintain at least three Independent Directors which will comprise at least 50% of the entire Board	As at the date of this report, the Board comprises five members, three of whom are independent Directors, with one non-executive Director and one executive Director.
(b)	To appoint another Independent Director with the relevant expertise and experience that would complement those already on the Board and to assess the suitability of candidates taking into consideration the aforementioned relevant aspects of diversity, following the retirement of an Independent Director at the last AGM	Mr Lim Heng Chong Benny was appointed as an Independent Director on 1 August 2024.
(c)	To appoint a new Lead Independent Director in place of the retirement of the existing director	Mdm Tan Cher Ting was appointed the Lead Independent Director on 1 August 2024.

# CORPORATE GOVERNANCE REPORT

Targets	Progress
(d) To ensure appropriate balance between functional skill sets, domain expertise and specific skills and capabilities needed to support the Company's strategy and business	This is a continual target as part of Board renewal.
(e) To ensure at least one female representation in the Board.	As at the date of this report, the Board has one female Director, representing 20% of the total Board membership.

Having considered the scope and nature of the operations of the Group, the Board is satisfied that the current size and composition of the Board and Board Committees are appropriate and reflective of the Company's commitment to Board diversity with a good balance of skills, experience, industry knowledge, professional qualifications, gender and age, which serve to support the Group in achieving its strategic objectives.

The NC and the Board believe that the objectives of the Board Diversity Policy continue to be met. The Company will maintain the appropriate balance of perspectives, skills and experience on the Board to support the long-term success of the Group in line with such policy.

## **Provision 2.5** **Meeting of Non-Executive Directors**

The Board has four non-executive Directors (including the independent Directors) who endeavour to constructively challenge and help develop proposals on strategy and to review the performance of the Management in meeting agreed-upon goals and objectives, and monitor the reporting of performance. They participate actively at Board and Board Committee meetings to constructively challenge Management and help develop proposals on business strategy and other business and governance issues. All the non-executive Directors have unrestricted access to the Management and are well supported by complete and timely information, including quarterly performance reports. This facilitates their review of the effective implementation by the Management in achieving agreed goals and objectives, and to monitor the reporting of performance.

During the year, the non-executive Directors communicated among themselves without the presence of the Management as and when the occasion warrants, and the chairperson of such meetings provides feedback to the Board and/or Chairman as appropriate. The Company also co-ordinates informal sessions for non-executive Directors to meet on a need-basis without the presence of the Management.

## **ROLE OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

### ***Principle 3: Clear Division of Responsibilities between the Board and Management and Balance of Power and Authority***

#### **Provision 3.1** **Common Role of Chairman and CEO**

Mr Takahashi Kenichi is both the chairman of the Board ("**Chairman**") and the chief executive officer ("**CEO**") of the Company. The Board is of the view that it is not necessary to separate the role of the Chairman and the CEO after taking into consideration the size, scope and the nature of the operations of the Group. Mr Takahashi Kenichi is the founder of the Group and has played an instrumental role in developing the business since its establishment. He has considerable industry experience and business network and has also provided the Group with strong leadership and vision. The Board is of the view that it is in the interest of the Group to adopt a single leadership structure.

Mr Wong Hin Sun, Eugene is the Vice Chairman and Non-Executive Director of the Company and supports Mr Takahashi Kenichi in his Chairman role. Both the Chairman and Vice Chairman are not related to each other.

The Board is of the view that with the Vice Chairman and three Board Committees, each chaired by an independent Director, there are adequate safeguards in place to prevent an uneven concentration of power and authority in a single individual.

# CORPORATE GOVERNANCE REPORT

## ***Provision 3.2***

### ***Roles and Responsibilities of Chairman***

The Board has established and set out in writing the division of responsibilities between the roles of Chairman and the roles of CEO notwithstanding that these roles are assumed by the same person.

The Chairman seeks to, amongst others:

- (a) lead the Board to ensure its effectiveness on all aspects of its role;
- (b) set the agenda and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- (c) ensure that the Directors receive complete, accurate, timely and clear information;
- (d) ensure effective communication with Shareholders;
- (e) encourage constructive relations within the Board and between the Board and the Management;
- (f) promote a culture of openness and debate at the Board;
- (g) facilitate the effective contribution of non-executive Directors; and
- (h) promote high standards of corporate governance.

The responsibilities of the CEO are set out in a service agreement entered into between the Company and the CEO. The CEO is responsible for the development and expansion of the Group's business and is responsible for the Group's entire operations, strategic planning, major decision-making, as well as developing the business and vision of the Group.

## ***Provision 3.3***

### ***Lead Independent Director***

The NC, RC and ARC are all chaired by independent Directors. Mdm Tan Cher Ting, who is the Chairperson of both the NC and RC, is also the Lead Independent Director of the Company. The Board is of the view that there are sufficient safeguards and checks in place to ensure that the process of decision-making by the Directors is independent and based on collective decision-making without the Chairman and CEO being able to exercise considerable concentration of power or influence.

As the Lead Independent Director of the Company, Mdm Tan Cher Ting acts as the leader of the Independent Directors at Board Meetings to provide non-executive perspectives and contribute a balance of viewpoints on the Board. She is also available to Shareholders if they have concerns and for which contact through the normal channels of the Chairman and the CEO and the CFO has failed to resolve their concerns or is inappropriate.

The independent Directors, led by the Lead Independent Director, meet amongst themselves without the presence of the other Directors where necessary, and the Lead Independent Director will provide feedback to the Chairman after such meetings.

## **BOARD MEMBERSHIP**

### ***Principle 4: Formal and Transparent Process for the Appointment of Directors to the Board***

#### ***Provision 4.1 and Provision 4.2***

##### ***Membership and Roles and Responsibilities of the NC***

The Board establishes a NC to make recommendations to the Board on relevant matters, pertaining to the composition of the Board including aspects such as professional qualifications of its Directors, industry and geographic knowledge, experience, skills, length of service and the needs of the Company.

# CORPORATE GOVERNANCE REPORT

As at the date of this report, the NC comprises the following members, the majority of whom, including the chairperson of the committee, are independent non-executive Directors:

Mdm Tan Cher Ting, Chairperson	Independent and Non-Executive
Mr Wong Hin Sun, Eugene	Non-Independent and Non-Executive
Mr Lee Soon Sin Jason	Independent and Non-Executive
Mr Lim Heng Chong Benny	Independent and Non-Executive

Mdm Tan Cher Ting who is the Lead Independent Director is the chairperson of the NC. Consistent with the Code, there is no alternate Director on the Board.

The NC is established to ensure there is a formal and transparent search and nomination process for the appointment and re-appointment of Directors. The NC also evaluates and reviews the Board succession plans for Directors to ensure progressive renewal of the Board, as well as the appointment and/or replacement of the Chairman, the CEO or key management personnel.

The NC has written terms of reference that set out its roles and responsibilities. The Board recognises the importance of progressively renewing the Board to address the evolving needs of the Company and is committed to a process of orderly succession planning for Directors.

The principal functions of the NC include:

- (a) recommending to the Board new Board appointments;
- (b) making recommendations on re-nomination of Directors, having regard to the Director's contribution and performance;
- (c) evaluating the independence of each of the Directors annually;
- (d) evaluating the effectiveness of the Board as a whole and the contribution of each individual Director towards the effectiveness of the Board;
- (e) review of succession plans for Directors and key management personnel; and
- (f) review of training and professional development programmes for the Board and its Directors.

## **Provision 4.3**

### ***Selection, Appointment and Re-appointment of Directors Process for Selection and Appointment of New Directors***

The Board recognises the importance of progressively renewing the Board to address the evolving needs of the Company and is committed to a process of orderly succession planning for Directors.

As part of the Board succession plan, new Directors may be identified from time to time for appointment to the Board. The NC reviews and makes recommendations to the Board on all nominations for appointments and re-appointments to the Board and the Board Committees based on the suitability of the candidates in strengthening the diversity of skills, experience, age, gender, knowledge and relevant core competencies of the Board. In the nomination and selection process, the NC will also first review the Company's prevailing and emerging strategic priorities before reviewing the experience and expertise of the current Board composition to identify critical complementary gaps which require filling that are aligned to the strategic priorities of the Company. Diversity in, *inter alia*, gender and skillsets were one of the key considerations, to ensure that (i) the Board is appropriately balanced to support the long-term success of the Group, (ii) the skillsets of the retiring Director(s) are replaced, and/or the collective skillsets of the Board are complemented, and (iii) different perspectives are brought to the Board. Other considerations include (i) whether the candidate would fit with the Board's culture and diversity, (ii) the independence status of the candidate, and (iii) whether the candidate would be able to commit sufficient time to fulfil the duties of a Director.



# CORPORATE GOVERNANCE REPORT

When an existing 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, in consultation with the Board, determines the selection criteria and identifies candidates with the appropriate expertise and experience for the appointment of a new Director. Candidates are first sourced through an extensive business network of the Board members and identified based on, inter alia, the needs of the Group, and the relevant expertise required. When necessary, the NC may seek the help of independent professional advisers in the search process. All Board appointments are based on merit, taking into account the contributions the candidates can bring to the Board, to enhance its effectiveness. The NC will generally identify suitable candidates skilled in core competencies such as accounting or finance, business or management expertise, or industry knowledge taking into consideration the requirement for board diversity. If the NC decides that the candidate is suitable, the NC then recommends its choice to the Board. Meetings with such candidates may be arranged to facilitate open discussion. Upon appointment, arrangements will be made for the new Director to attend various briefings with the Management. The NC will also recommend to the Board, his or her appointment to the appropriate Board Committee(s) after matching the Director's skillset to the needs of each committee.

The Board is also advised by the Company's sponsor, UOB Kay Hian Private Limited, on appointment of Directors as required under Catalist Rules 226(2)(d).

## ***Process for Re-appointment of Directors***

Succession planning is an important part of the governance process. The NC oversees the nomination of Directors for election or re-election and seeks to balance Board renewal progressively and in an orderly manner. This brings in fresh insights with maintenance of knowledge and experience of the Company's operations and avoid losing institutional memory. The NC strives to ensure that the Board and its Committees comprise individuals who are best able to discharge their duties and responsibilities as Directors with regard to the highest standards of corporate governance.

No Director stays in office for more than three years without being re-elected by Shareholders. The Constitution provides that at least one-third of the Directors, comprising those who are longest-serving since their last re-election, including the CEO, shall retire from office by rotation at every AGM. In addition, new Directors appointed during the course of the year, are also required under the Constitution, to stand for re-election at the first AGM following his/her appointment.

The NC deliberates the suitability of the Directors for re-election and takes into consideration their competencies, past contribution, attendance and participation at Board and Board Committee meetings, commitment, and performance during the previous year, and where applicable, the retiring Directors' independence. Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his/her re-election as a Director. The NC's recommendations will then be made to the Board for its approval, and Shareholders would be provided with relevant information on the Directors who will be standing for re-election at each AGM.

In accordance with the Company's Constitution and Rule 720(4) of the Catalist Rules, the following Directors are due for retirement at the forthcoming AGM:

- (a) Mr Wong Sun Hin, Eugene – Regulation 101 of the Company's Constitution;
- (b) Mdm Tan Cher Ting – Regulation 101 of the Company's Constitution; and
- (c) Mr Lim Heng Chong Benny – Regulation 105 of the Company's Constitution;

(together the "**Retiring Directors**").

At the recommendation of the NC and as approved by the Board, all three Directors will be standing for re-election. Having expressed their willingness to be re-elected as a Director of the Company at the forthcoming AGM, and upon re-election:

- (a) Mr Wong Hin Sun, Eugene, shall remain as the non-executive Vice Chairman of the Company, and a member of each of the ARC, NC and RC respectively of the Company;
- (b) Mdm Tan Cher Ting shall remain as the Lead Independent Director, Chairperson of the NC and RC respectively, and a member of the ARC; and

# CORPORATE GOVERNANCE REPORT

- (c) Mr Lim Heng Chong Benny shall remain as an Independent Director and a member of each of the ARC, NC and RC respectively

Please refer to pages 96 to 102 in the Annual Report for the detailed information required pursuant to Rule 720(5) of Catalist Rules.

## ***Provision 4.4***

### ***NC to Determine Directors' Independence***

The NC deliberates annually to determine the independence of a Director bearing in mind the salient factors set out in the Code as well as all other relevant circumstances and facts. No member of the NC who is an Independent Director participated in the deliberation in respect of his/her own status as an independent Director.

Each Director is required to disclose to the Board any relationships or circumstances which are likely to affect or could appear to affect the Director's judgement, as and when they arise. The Directors are also required, to complete annually, a confirmation of independence based on the substantive requirements of the Code and declare whether he/she considers himself/herself to be independent based on the criteria under the Catalist Rules and the Code, including, amongst others, the confirmation that he/she does not have any relationship with his/her fellow Directors or with the Group and its substantial shareholders. Such declarations are put before the NC to be reviewed annually in accordance with the definition of independence in the Code and the Catalist Rules to ensure that there is a strong independent element on the Board such that the Board is able to exercise objective judgment on corporate affairs independently.

For FY2025, the Independent Directors have confirmed that they are independent and do not have any relationship with the Company or its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgement with a view to the best interests of the Company.

Taking into consideration factors above, the NC is of the view that the Independent Directors, Mdm Tan Cher Ting, Mr Lee Soon Sin Jason and Mr Lim Heng Chong Benny, remain independent. The NC is satisfied that the Board, in its current composition, has substantial independent elements to ensure that objective judgment is exercised on corporate affairs.

## ***Provision 4.5***

### ***Commitment of Directors Sitting on Multiple Boards***

The meeting attendance records of all Directors, as well as a list of their directorships of listed companies and their principal commitments are fully disclosed in the Annual Report. In assisting the NC to determine whether the Directors who have multiple board representations are able to adequately carry out their duties and commitments towards the Company, the Directors have adopted a form of internal guidelines for Directors serving on multiple boards and with other commitments. The NC, after reviewing the completed forms that were returned by all Directors together with the respective list of directorships held by each Director as well as their attendance, is satisfied that all the Directors who sit on multiple boards are able to devote adequate time and attention to the affairs of the Company and to fulfil their duties as Directors. The NC has recommended, and the Board has agreed that the maximum number of listed company board representations which a Director may hold should not be more than five listed companies (including the Company) for Directors who do not hold any full-time employment and not more than two listed companies (including the Company) for Directors who hold full time employment.

In assessing a Director's contribution, the NC also takes a holistic approach. In addition to the Directors' attendance at Board and Board Committee Meetings, focus is also made on the contribution of the Directors. These include their ability to provide valuable insights and strategic networking to enhance the businesses of the Group, availability for guidance and advice outside the scope of formal Board and Board Committee meetings and contributions in specialised areas relevant to the Group.

Please refer to pages 21 to 22 in the Annual Report for the detailed information on the directorships and principal commitments of each Director.

# CORPORATE GOVERNANCE REPORT

## BOARD PERFORMANCE

### ***Principle 5: Formal Annual Assessment of the Effectiveness of the Board and its Board Committees and Individual Directors***

#### ***Provision 5.1 and Provision 5.2 Board and Individual Director Evaluation Process***

The NC makes an assessment at least once a year, to determine whether the Board and the Board Committees are performing effectively, and identifies steps for improvement.

Under the mentorship of the Chairman and the guidance of the NC, the Board has put in place a formal annual process to assess its effectiveness as a whole as well as its ability to discharge its responsibilities in providing stewardship, corporate governance and overseeing of the Management's performance.

To facilitate the evaluation and assessment of the effectiveness of the Board Committees and Executive Chairman and CEO, the Directors completed a Committees Evaluation Questionnaire and an Executive Chairman and CEO Evaluation. Their feedback and responses were collated by the Company Secretary and presented to the NC for review and discussion before submitting to the Board for reviewing and determining the areas for improvement. The evaluation of the Executive Chairman and CEO included areas such as his vision and leadership, financial management, board relations, governance and risk management and relations with stakeholders. The review indicated that the Board continues to function effectively.

The Company did not engage any external facilitator for Board and Director assessment for FY2025.

#### ***Board Evaluation***

The Directors participated in the evaluation by providing feedback to the NC in the form of a Board Evaluation Questionnaire. Their feedback and responses were collated by the Company Secretary and presented to the NC for review and discussion before submitting to the Board for reviewing and determining the areas for improvement. In assessing the effectiveness of the Board as a whole, the NC takes into consideration a number of factors such as the size and composition of the Board, the Board's access to information, participation in Board proceedings and the communications and guidance given by the Board to the Management.

#### ***Evaluation of Individual Director***

An individual self-assessment is performed annually by each Director in the form of an Evaluation of Individual Director by Self-Assessment and the responses of the self-assessment were discussed with the NC. Among the factors considered in the individual self-assessment are the Directors' knowledge or experience as directors, experience of being in board committees, knowledge of and contacts in the countries where the Company primarily operates, sector knowledge of the Company's main activities, functional experience and training.

The criteria for evaluation of the performance of individual Directors include the level of participation, attendance at Board and Board committee meetings and the individual Director's functional expertise.

The Chairperson will 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.

The NC has assessed the current Board's and Board Committees' performance to-date and individual Directors' contributions and is of the view that the performance of the Board as a whole, the Board Committees and individual Directors, was satisfactory. Accordingly, the Board has met the performance evaluation criteria and objectives during the financial year under review.

# CORPORATE GOVERNANCE REPORT

## REMUNERATION MATTERS

### PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

#### ***Principle 6: Formal and Transparent Procedure for Developing Policy on Executives' Remuneration and Fixing the Remuneration Packages of Individual Directors***

##### ***Provision 6.1, Provision 6.2 and Provision 6.3 Membership and Functions of the RC***

The Board establishes a RC to review and recommend to the Directors the Group's remuneration framework for both the Directors and key management personnel including the specific remuneration packages for each of such individual, with the main objective to attract, reward, motivate and retain a talented and high performing workforce in order to achieve the Group's business objectives as well as to motivate Directors to provide good stewardship to the Group.

As at the date of this report, the RC comprises the following members:

Mdm Tan Cher Ting, Chairperson	Independent and Non-Executive
Mr Lee Soon Sin Jason	Independent and Non-Executive
Mr Lim Heng Chong Benny	Independent and Non-Executive
Mr Wong Hin Sun, Eugene	Non-Independent and Non-Executive

All members of the RC are non-executive Directors, the majority of whom, including the chairperson, are independent. The Board considers the members of the RC, who each have years of experience in senior management positions and/or on the boards of various companies, collectively, have strong management experience and expertise on remuneration issues.

The RC plays an important role in ensuring that the Group is able to attract, recruit, motivate and retain the best talents through competitive remuneration. The RC also considers all aspects of remuneration including termination terms to ensure they are fair. Its key functions include:

- (a) reviewing and recommending to the Board the structure of the compensation policies and recruitment strategies of the Group so as to align compensation with Shareholders' interests;
- (b) reviewing and recommending to the Board the framework of remuneration for the executive Directors and key executives of the Group and to determine appropriate adjustments as well as the specific remuneration packages for each Director and the key management personnel;
- (c) reviewing and recommending to the Board for endorsement guidelines for Directors' fees of non-executive Directors;
- (d) reviewing and approving succession plans for key positions; and
- (e) administering and approving long-term incentive schemes which are approved by Shareholders.

The RC's review covers all aspects of remuneration, including salaries, fees, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind as well as termination terms to ensure they are fair. The RC also reviews the fairness and reasonableness of the service agreements of the Executive Director and key management personnel to ensure that there is no overly onerous or generous termination clause. The RC's recommendations are submitted for endorsement by the entire Board.

No Director will be involved in deciding his own remuneration, except in providing information and documents if specifically requested by the RC to assist in its deliberations.

# CORPORATE GOVERNANCE REPORT

## **Provision 6.4**

### ***RC's Access to Advice on Remuneration Matters***

In discharging its functions, the RC may, from time to time, seek independent external legal and other professional advice on the remuneration of all Directors and key management personnel. The expenses of such advice shall be borne by the Company.

The Board did not engage any external remuneration consultant to advise on remuneration matters for FY2025.

## **LEVEL AND MIX OF REMUNERATION**

### ***Principle 7: Level of Remuneration of Directors to be Appropriate and Not Excessive***

## **Provision 7.1**

### ***Remuneration of Executive Directors and Key Management Personnel***

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Group, taking into account the strategic objectives of the Group, and are appropriate to attract, retain and motivate the Directors and key management personnel to successfully manage the Group for the long term. The RC reviews the remuneration of the Executive Director and key executives of the Group, and makes recommendation on an appropriate framework of remuneration. The RC's recommendation is submitted to the Board for endorsement. The RC has adopted a set of performance criteria which links a significant portion of the Executive Director and key management personnel's remuneration packages to corporate and individual performance, thus aligning their interests with those of Shareholders, and which also takes into account effort and time spent and responsibilities of the Executive Director and key management personnel. In determining the remuneration of the Executive Director and key management personnel, the RC reviewed their respective achievement of key performance indicators and assessed their performance for the financial year.

The key performance indicators for individual performance take into consideration the broad categories of objectives, namely financial, business, regulatory and controls, organisational and people development as well as alignment to the Group's risk policies. For FY2025, the RC has evaluated the extent to which the Executive Director and key management personnel have delivered on the corporate and individual objectives and based on the evaluation, has approved the compensation which was endorsed by the Board.

Each member of the RC will abstain from reviewing and voting on any RC's resolutions approving his/her own remuneration as well as the remuneration packages of persons related to him/her, if any.

## **Provision 7.2**

### ***Remuneration of Non-Executive Directors***

The Non-Executive Directors receive Directors' fees in accordance with their level of contributions, taking into account factors such as responsibilities, effort and time spent for serving on the Board and Board Committees. The Directors' fees are recommended by the Board and are subject to the approval of Shareholders at the AGM.

The current framework for Non-Executive Directors' fee (on per annum basis unless otherwise indicated) is as follows:

<b>Role</b>	<b>Member</b>	<b>Chairperson</b>
Board of Directors	22,000	Additional S\$10,000 <sup>(Note 1)</sup>
Audit and Risk Committee	6,000	Additional S\$7,000
Nominating Committee	3,000	Additional S\$3,000
Remuneration Committee	3,000	Additional S\$3,000
Lead Independent Director	5,000	N/A

Note 1: Applicable to Vice Chairman

# CORPORATE GOVERNANCE REPORT

Although Non-Executive Directors are eligible to participate in the PSP (as defined hereinafter), the Company has not implemented any share-based compensation scheme for Directors.

The Company believes that the current remuneration of the Independent Directors and Non-Independent Non-Executive Director are at a level that will not compromise the independence of such Directors.

## **Provision 7.3** **Long-term Incentive Scheme**

The CEO, being an executive, does not receive Director's fees for his Board Directorship. Instead, the Company has entered into a service agreement with the CEO which contains a profit-sharing incentive bonus. The Company has also adopted the Japan Foods Performance Share Plan, further details of which are set out under the write-ups in respect of Provision 8.1 and Provision 8.3, respectively. As the CEO is also the controlling Shareholder of the Company, he and his associates are not eligible to participate in the PSP.

The RC is of the view that the current compensation structure is appropriate to attract, retain and motivate the CEO to provide good stewardship of the Company and key management personnel to successfully manage the Group for the long term.

## **DISCLOSURE ON REMUNERATION**

### **Principle 8: Clear Disclosure of Remuneration Policy, Level and Mix of Remuneration, and Procedure for Setting Remuneration**

#### **Provision 8.1 and Provision 8.3** **Remuneration of Directors and Key Management Personnel**

The Company sets remuneration packages which are competitive and sufficient to attract, retain and motivate Directors and key management personnel with adequate experience and expertise to manage the business and operations of the Group.

The Company adopts an overall remuneration policy for employees, comprising a fixed component in the form of a base salary, and a variable component in the form of a bonus that is linked to the performance of the Group, the individual, the industry and the economy. In reviewing its remuneration policy, the Company generally takes into account, compensation and employment conditions within the industry and in comparable companies.

The breakdown of the annual remuneration (including all forms of remuneration from the Company and any of its subsidiaries) of each of the Directors for FY2025 is set out below:

Name of Director	Total remuneration in FY2025 (S\$'000)	Director's fees (%)	Salary (%)	Incentive bonus and other benefits (%)	Total (%)
Takahashi Kenichi	437	0	73	27	100
Wong Hin Sun, Eugene	44	100	0	0	100
Lee Sok Koon, Constance <sup>1</sup>	14	100	0	0	100
Tan Cher Ting	43	100	0	0	100
Lee Soon Sin Jason	39	100	0	0	100
Lim Heng Chong Benny <sup>2</sup>	23	100	0	0	100
Total S\$'000	600	163	318	119	

Note 1: This was based on Mdm Lee Sok Koon, Constance's prorated remuneration until her cessation date of 25 July 2024.

Note 2: This was based on Mr Lim Heng Chong Benny's prorated remuneration from 1 August 2024 to 31 March 2025.



# CORPORATE GOVERNANCE REPORT

On 13 February 2023, the Company entered into a new service agreement with Mr Takahashi Kenichi in relation to his appointment as CEO. This service agreement is for an initial period of five years and will be renewed for further two-year period(s) thereafter.

For FY2025, the remuneration band (including any bonus, allowance and other incentives) of the top five key management personnel (who are not Directors or CEO) is set out below:

Name of Key Management Personnel	Remuneration bands	Salary <sup>(3)</sup> [%]	Bonus and other benefits [%]	Total [%]
Chan Fuang Chiang	Band A <sup>(1)</sup> & <sup>(2)</sup>	66.5	33.5	100
Fong Siew Geen	Band A <sup>(1)</sup>	94.4	5.6	100
Kenneth Liew Kian Er	Band A <sup>(1)</sup>	95.1	4.9	100
Otsuka Ichiro	Band A <sup>(1)</sup>	99.2	0.8	100
Koga Tsutomu	Band A <sup>(1)</sup>	93.2	6.8	100
Total S\$'000		685	88	773

Notes:

(1) Band A: Remuneration from S\$0 – S\$250,000

(2) This was based on Chan Fuang Chiang's prorated remuneration until his cessation date of 6 December 2024.

(3) Salary is inclusive of CPF contribution.

Total remuneration (including CPF, Bonus and benefit-in-kind) paid to the top five key management personnel for FY2025 was approximately S\$773,000.

## **Provision 8.2**

### **Employee Related to Directors/CEO**

The Group does not have any employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during the year.

## **Provision 8.3**

### **Performance Share Plan ("PSP")**

The Company had adopted a new performance share plan ("PSP 2023") at the Extraordinary General Meeting dated 20 July 2023 ("2023 EGM").

The PSP provides an opportunity for employees of the Group who have contributed to the growth and performance of the Group (including non-executive Directors and Independent Directors) and who satisfy the eligibility criteria as set out under the rules of the PSP, to participate in the equity of the Company. Controlling shareholders of the Company and their associates shall not be eligible to participate in the PSP. Non-Executive Directors are allowed to participate in the PSP to give recognition to their services and contributions and to align their interests with that of the Group. In order to minimise any possible conflicts of interest, the non-executive Directors will be primarily remunerated for their services by way of directors' fees. The Board does not envisage that the aggregate number of Shares comprised in awards set aside for the non-executive Directors collectively will exceed 1% of total issued share capital of the Company from time to time. The aggregate number of ordinary shares in the issued share capital of the Company ("Shares") over which the RC may grant on any date, when added to the number of Shares issued and issuable in respect of all Shares granted under the PSP and any other share schemes to be implemented by the Company shall not exceed 15% of the issued share capital of the Company (excluding treasury shares) on the day preceding that date.

The Company delivers Shares to participants upon vesting of the awards under the PSP by way of issuance of new Shares deemed to be fully paid upon their issuance and allotment or transfer of treasury shares pursuant to share buybacks.

Since the commencement of the PSP 2023, no awards have been granted.

# CORPORATE GOVERNANCE REPORT

## ACCOUNTABILITY AND AUDIT

### RISK MANAGEMENT AND INTERNAL CONTROLS

#### *Principle 9: Board's governance of risk management system and internal controls*

##### *Provision 9.1*

##### *Risk Management and Internal Control Systems*

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its Shareholders. Together, the Board and the Management of the Group are committed to maintaining throughout the Company, a culture of risk awareness.

Recognising the importance of risk management as an integral part of the Group's strategic planning and decision-making process, the Audit Committee was in May 2015 expanded and renamed as the ARC to strengthen its risk management process and framework. The responsibility of overseeing the Company's ERM and Assurance Framework is undertaken by the ARC with the assistance of the internal auditors. Having considered the Company's business operations as well as its existing risk management and internal control systems, the Board is of the view that a separate risk committee is not required for the time being.

The Board recognizes the importance of maintaining a sound system of risk management and internal controls to safeguard the interests of the Group's assets. During FY2025, the ARC assisted the Board to oversee Management in the design, implementation and monitoring of the risk management and internal control systems and the ARC reported to the Board on critical risk issues, material matters, findings and recommendations pertaining to risk management.

A summary of the Company's risk management and internal control systems is set out below.

#### Risk Management

The Group recognises risk management as a collective effort beginning with the individual subsidiaries and business units, followed by the operating segments and ultimately, with the Management and the Board, working as a team. The CEO and senior management of the Company assume the responsibilities of the risk management function. They regularly assess and review the Group's business and operational environment to identify areas of significant financial, operational, compliance and information technology risks.

The Group has a risk management framework ("**ERM Framework**") in place which is aligned with ISO 31000.

Under the ERM Framework:

- (a) risks identified are aligned with the objectives of the Group;
- (b) a risk reporting structure is defined to identify the risk owners, approvers, champions and their respective risk responsibilities;
- (c) a risk reporting process is established which includes the identification, analysis and evaluation of risks, implementation of risk treatment plans and continuous monitoring of risks; and
- (d) risks are evaluated on a common measurement matrix based on the likelihood and consequence of each risk identified. The risks are first identified on a gross level and subsequently on a residual level considering the risk treatment measures in place. The residual risk level determines the extent of risk exposure, and further risk treatment measures required.

On an annual basis, the Management reports to the Board on updates to the Group's risk profile, risk treatments and results of assurance activities so as to assure that the process is operating effectively as planned.

To enhance the effectiveness of the ERM Framework, the Group implemented Orion ERM system, a third-party software that automates the risk management, internal control and assurance functions and enables these functions to be managed on an integrated platform.

# CORPORATE GOVERNANCE REPORT

## Internal Controls

Internal controls have been implemented to enhance the Group's functions in the areas of finance, operations, compliance and information technology. The internal control measures aim to secure that the Group's assets are safeguarded, proper accounting records are maintained, and that financial information used within the business and for publication is reliable.

The system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal controls and risk management can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

## Adequacy and Effectiveness of Risk Management and Internal Control Systems

The risk management and internal control systems have been integrated throughout the Group and have been an essential part of its business planning and monitoring process.

An ERM exercise was performed in FY2025 involving middle and senior managers of the Group, including the C-Suite executives. Key risks identified, arising from the ERM exercise, are as follows:

S/N	Risk title and description	Risk treatment Plan
1	<u>Weakening demand due to adverse change in economic, market and operating environment</u>  A deterioration in economic, market and operating environment may arise due to external events such as recessions, geopolitical conflicts, new pandemic and market saturation, which may weaken market demand.  Should the deterioration persist, the business and financial performance of the Group may be adversely impacted.	The Group seeks to minimise adverse effects from deterioration in economic and market conditions due to the said external events.  Key mitigating controls in place include maintaining a competent and experienced team, standby credit line as buffer against a sudden downturn in economic conditions, developing in-house capabilities to produce key ingredients, implementing adequate, effective business contingency policy and procedures and putting in place robust, reliable enterprise resource planning ("ERP") system and regular review of financial performance.
2	<u>Reduction of gross sales due to lack of customer satisfaction</u>  The success of the Group is dependent on the level of customer satisfaction. Customer satisfaction may be adversely affected by the following reasons: <ul style="list-style-type: none"><li>▪ Lack of strategically located outlets;</li><li>▪ Failure to adapt to shifting consumer preferences such as sustainable products<sup>1</sup>;</li><li>▪ Unattractive pricing strategy;</li><li>▪ Poor customer service; and</li><li>▪ Lack of marketing efforts.</li></ul> Should one or more of the above risk events occur, the Group's financial performance may be adversely affected.	The Group makes continuous efforts to deliver good customer service.  Key mitigating controls in place include maintaining a competent and experienced team, implementing adequate, effective policies and procedures, gathering customer feedback for improvements, introducing new menu items and regular review of financial performance.

<sup>1</sup> For climate-related risks and responses, refer to the Group's disclosures based on Taskforce on Climate-related Financial Disclosures ("TCFD") recommendations in the sustainability report.

# CORPORATE GOVERNANCE REPORT

S/N	Risk title and description	Risk treatment Plan
3	<p><u>Non-compliance with laws and regulations, licenses and certifications</u></p> <p>In the course of running its operations, the Group has to comply with the requirements of relevant laws and regulations, licenses and certifications, which include the following:</p> <ul style="list-style-type: none"> <li>▪ HACCP certification;</li> <li>▪ Halal certification;</li> <li>▪ SFA licenses;</li> <li>▪ SGX-ST Listing Rules;</li> <li>▪ Personal Data Protection Act;</li> <li>▪ Local tax requirements; and</li> <li>▪ Climate reporting requirements<sup>1</sup>.</li> </ul> <p>Failure to comply with the requirements of relevant laws and regulations, licenses and certifications may adversely affect the Group's reputation and lead to suspension or revocation of business license and financial loss through fines or penalties imposed by the regulators.</p>	<p>The Group makes continuous efforts to comply with the requirements of relevant laws and regulations, licenses and certifications.</p> <p>Key mitigating controls in place include maintaining a competent and experienced team, implementing adequate, effective policies and procedures, putting in place an effective ERP system, regular review of financial performance, setting up effective training programmes and obtaining advice from professional service providers.</p>
4	<p><u>Improper food handling resulting in cases of food poisoning</u></p> <p>The Group operates two central kitchens that supply ingredients to its outlets. Improper food handling at the central kitchen and outlets may result in food contamination and consequentially lead to cases of food poisoning when consumed by customers.</p> <p>A serious food poisoning case may adversely impact customers' confidence on the safety of Group's products and the Group's financial performance.</p>	<p>The Group focuses on maintaining an adequate and effective food handling internal control system.</p> <p>Key mitigating controls in place include maintaining a competent and experienced team, implementing adequate, effective policies and procedures, training and conducting of laboratory tests on food by third party professionals.</p>

# CORPORATE GOVERNANCE REPORT

S/N	Risk title and description	Risk treatment Plan
5	<p><u>Escalating costs due to market conditions, pandemic outbreak, geo-political situations and/or climate changes<sup>1</sup></u></p> <p>The key cost components of the Group's business include cost of ingredients and operating expenses such as rental, salaries, utilities, purchases of utensils and consumables.</p> <p>Cost escalations may be caused by the following events:</p> <ul style="list-style-type: none"> <li>■ Rental cost increases due to higher market demand for retail space;</li> <li>■ Manpower cost increase due to wage increases or a shortage of labour;</li> <li>■ Pandemic outbreak resulting in supply chain disruptions and increase in ingredient and transportation costs;</li> <li>■ Geo-political situations resulting in increase in the cost of energy and ingredients; and</li> <li>■ Climate changes resulting in increase in energy consumption and ingredient costs. Additional climate change compliance costs such as carbon tax may also be passed on by the suppliers to the Group by way of price increase<sup>1</sup>.</li> </ul> <p>Should one or more of the above risk events occur, the Group's financial performance may be adversely affected.</p>	<p>The Group focuses on effective cost controls and seeks to maximise value for costs incurred.</p> <p>Key mitigating controls in place include maintaining a competent and experienced team, implementing adequate, effective policies and procedures, maintaining alternative suppliers, putting in place an effective ERP system and regular review of financial performance.</p>
6	<p><u>Accidents at the workplace leading to serious injuries or fatalities</u></p> <p>Accidents may occur as the Group's operations involve the use of various kitchen equipment and machineries, such as stove, oven and kitchen tools with sharp edges.</p> <p>The Group's reputation may be adversely impacted if serious accidents occur and are publicised in the mass media. In addition, regulators may impose punitive measures such as fines or stop work orders pending the results of investigation which may adversely affect the Group's operations and financial performance.</p>	<p>The Group places significant emphasis on creating a workplace that allows employees to work in a safe and healthy environment.</p> <p>Key mitigating controls in place include maintaining a competent and experienced team, implementing adequate, effective policies and procedures, putting in place safety committees, proper and regular safety briefings, ensuring that first aid kits and fire extinguishers are placed at key locations with easy access.</p>

# CORPORATE GOVERNANCE REPORT

S/N	Risk title and description	Risk treatment Plan
7	<p><u>Dependency on key managers and operational staff</u></p> <p>The Group's operations are dependent on its key managers and operational staff. For operational staff, the Group employs a significant number of foreign workers at the central kitchen and outlets. The number of such foreign workers employed is subject to quotas set by the relevant government authorities.</p> <p>If the Group is unable to retain, attract and hire competent and experienced personnel and/or hire adequate foreign workers, the ability to run the operations may be adversely affected.</p>	<p>The Group focuses on building and maintaining a conducive, fulfilling and rewarding work environment to address the risk of turnover for key managers.</p> <p>Key mitigating controls in place include implementing adequate, effective policies and procedures, performing remuneration and benefit review and maintaining an effective manpower planning process.</p>
8	<p><u>Business impairment due to leakage of recipe</u></p> <p>The Group operates in an industry that is highly competitive where barriers to entry are low.</p> <p>A good recipe is essential to attract customers. Leakage of the recipe to competitors will adversely affect the competitiveness of the Group as copycat food products may be developed and sold by the competitors.</p>	<p>The Group focuses on proper management of recipe.</p> <p>Key mitigating controls in place include maintaining a competent and experienced team, putting in place an effective ERP system and restricting access to recipe by authorised employees.</p>

The above section discusses the key risks that have emerged, and which may have a significant impact on the Group's financial and operating performance. The list of key risks identified may not be complete as the Group may be exposed to significant risks which it is unaware of, or which are not deemed to be significant at this time but may be material in the future. The risk treatments mentioned above represent the Group's best endeavours but do not provide absolute assurance that the Company will not be adversely affected by any risk event that can be reasonably foreseen as it strives to achieve its business objectives.

A Controls Self-Assessment ("CSA") Programme is established for the Management and Board to obtain assurance on the state of internal controls. The CSA Programme is risk-based and aligned with the results of the ERM exercise performed. On a yearly basis, the risk owners are required to review, assess and report on the adequacy and effectiveness of key mitigating internal controls for risks identified from the ERM exercise and which are under their risk responsibilities.

The Group also has in place an Assurance Activity Framework ("Assurance Framework") to facilitate and guide the Board's assessment on the adequacy and effectiveness of the Group's internal control and risk management systems. The Assurance Framework lays out the assurance activities performed, the assessment criterion and the reporting process. Assurance activities covered under the Assurance Framework include CEO/CFO Representation Letter, CSA by the Management, internal audit by the internal auditors, statutory audit by the external auditors and external certification on health and safety standards by a third-party professional service firm.

Fraud risk management processes include conflict of interest declaration by Directors and the implementation of whistle blowing policy (details in Provisions 10.1, 10.2 and 10.3 below) and rules of conduct to establish a clear tone from the top with regard to employees' business and ethical conduct.



# CORPORATE GOVERNANCE REPORT

## **Provision 9.2**

### ***Assurance from CEO, CFO and Other Responsible Key Management Personnel***

The Board reviews, annually, the adequacy and effectiveness of the Group's risk management and internal control systems.

The Board continually monitors the threat and impact of risks to the Company's business and in parallel, assesses the Company's internal systems and procedures that monitor, control and mitigate these risks. For FY2025, the Board has received assurance from the CEO and the CFO that the Group's financial records have been properly maintained, and the financial statements are prepared in compliance with the Singapore Financial Reporting Standards (International) and are correct in all material aspects and give a true and fair view of the Group's operations and finances. Based on representations received from key management personnel, the CEO and CFO had also provided assurance that the Group's risk management and internal control systems were adequate and effective.

### **Board's Comment on Adequacy and Effectiveness of Internal Controls**

Based on the ERM Framework, Assurance Framework and internal controls established and maintained in the Group, CSA conducted by the Management, work performed by the internal auditors, the statutory audit undertaken by the external auditors, certification by a third party professional service firm, and the written representation from the CEO and the CFO providing assurance on the Group's risk management and internal control systems, and that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances, the Board, with the concurrence of the ARC, is satisfied that the Group's risk management and internal control framework and systems were adequate and effective during FY2025 and as at 31 March 2025 to address financial, operational, compliance and information technology risks which the Group considers relevant and material to its operations.

The Board notes that the internal controls and risk management systems provide reasonable, but not absolute assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. In this regard, the Board also notes that no system can provide absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, fraud or other irregularities.

## **AUDIT AND RISK COMMITTEE**

### ***Principle 10: Establishment of Audit and Risk Committee which Discharge its Duties Objectively***

#### ***Provision 10.1, 10.2 and 10.3***

##### ***ARC Membership***

The Board has an ARC which was formed under written terms of reference which clearly sets out its authority and duties. As at the date of this report, the ARC comprises the following Directors, the majority of whom, including the Chairperson, are independent:

Mr Lee Soon Sin Jason, Chairperson	Independent and Non-Executive
Mdm Tan Cher Ting	Independent and Non-Executive
Mr Lim Heng Chong Benny	Independent and Non-Executive
Mr Wong Hin Sun, Eugene	Non-Independent and Non-Executive

The ARC assists the Board in discharging its responsibility to safeguard the Group's assets, maintain adequate accounting records, and in developing and maintaining effective systems of risk management and internal control. The ARC members bring with them invaluable professional expertise in the accounting and financial management domains. Majority of the ARC members (including ARC Chairperson) have relevant accounting or related financial management expertise or experience. The Board, after considering the advice from the NC, believes that the ARC members are appropriately qualified to discharge the ARC's responsibilities as defined under its written terms of reference which have been approved by the Board.

The ARC does not comprise any former partners or directors of the Company's existing auditing firm or auditing corporation.

# CORPORATE GOVERNANCE REPORT

## ***Roles and Responsibilities of the ARC***

The ARC is guided by its terms of reference and meets periodically to undertake the following principal functions:

- (a) reviewing the annual audit plan, scope and results of the audit undertaken by the external auditors, including non-audit services performed by them to ensure that there is a balance between maintenance of their objectivity and cost effectiveness;
- (b) reviewing the effectiveness and adequacy of the internal audit function, which is outsourced to a professional services firm;
- (c) reviewing with the internal auditors the scope and procedures of the audit plans, the effectiveness and adequacy of the Group's material internal controls and with the Management on the adequacy of financial, operational and compliance risk management;
- (d) reviewing the financial statements and other relevant announcements to Shareholders and the SGX-ST, prior to submission to the Board;
- (e) reviewing any significant financial reporting issues and judgements and estimates made by the Management, so as to ensure the integrity of the financial statement of the Group and any announcements relating to the Group's financial performance;
- (f) assessing the independence and objectivity of the external auditors and recommending to the Board the appointment/re-appointment/removal of external auditors;
- (g) reviewing the assistance given by the Company's officers to the external auditors and internal auditors;
- (h) reviewing and recommending for the Board's approval the interested person transactions as specified under Chapter 9 of the Catalist Rules and/or the procedures set out in the general mandate approved by Shareholders; and
- (i) reviewing the assurance from the CEO and the CFO on the financial records and financial statements.

## ***Activities of ARC***

The ARC met four times during FY2025 to *inter alia* review the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls and risk management systems through discussion with the Management and its auditors, and reports to the Board. The CEO, CFO, Company Secretary, Sponsor, internal and external auditors were invited to attend these meetings.

In addition to the activities undertaken to fulfil its responsibilities, the ARC is kept abreast by the Management, external and internal auditors on changes to accounting standards, stock exchange rules and other codes and regulations which could have an impact on the Group's business and financial statements.

The ARC had reviewed the external auditors' audit plan for FY2025 and had agreed with the auditors' proposed significant areas of focus and assumptions that impact the financial statements. In the ARC's review of the financial statements of the Group for FY2025, the ARC had discussed with the Management, the accounting principles that were applied and their judgement of items that could affect the integrity of the financial statements and also considered the clarity of key disclosures in the financial statements. The ARC also reviewed and addressed, amongst other matters, the following key audit matter as reported by the external auditors for FY2025:

- **Impairment of Plant and Equipment and Right-of-Use Assets**

The ARC acknowledges that the impairment of Plant and Equipment ("PE") and Right-of-Use Assets ("ROU") involve significant judgement. Towards this end, the ARC had developed a set of indicators to guide reviews and decisions on possible impairment to PE and ROU. The ARC undertakes a review on this basis, as supported with the Management's documentations and justifications, as and when necessary, during the course of the year.

# CORPORATE GOVERNANCE REPORT

The PE and ROU were also the areas of focus by the external auditors. The external auditors have included these items as a key audit matter in its audit report for FY2025. Please refer to page 108 of this Annual Report.

The ARC has considered the approach and methodology applied on the impairment assessment. Following the review and discussion with management and the external auditors, the ARC is satisfied that the impairment charges have been adequately provided for in FY2025.

Management reported to and discussed with the ARC on changes to the accounting standards and accounting issues which have a direct impact on the financial statements. Directors had also been invited to attend relevant seminars on changes to accounting standards and issues by leading accounting firms.

Following the review, the ARC is satisfied that all the aforesaid matters have been properly dealt with and recommended the Board to approve the financial statements. The Board had on 30 June 2025 approved the financial statements.

The ARC had explicit authority to investigate any matter within its terms of reference and is given the task to commission independent investigations into matters where there is suspected fraud or irregularity, or failure of internal controls or infringement of any laws, rules or regulations, which has or is likely to have a material impact on the Company's operating results or financial position, and to review the findings thereof. The ARC has full access to, and the co-operation of the Management, and also the discretion to invite any Director or any member of the Management to attend its meetings. The ARC has adequate resources, including access to external consultants and auditors, to enable it to discharge its responsibilities properly.

## ***Independence of External Auditors***

The ARC oversees the Group's relationship with its external auditors. It reviews the selection of the external auditors and recommends to the Board the appointment, re-appointment and removal of the external auditors, the remuneration and terms of engagement of the external auditors. The annual re-appointment of the external auditors is subject to Shareholders' approval at each AGM of the Company.

The ARC also reviews the scope and value of non-audit services provided by the Company's external auditors, CLA Global TS Public Accounting Corporation, through discussions with the external auditors and an annual review of the nature, extent and charges of non-audit services provided by the external auditors to the Group as part of the ARC's assessment of independence of the external auditors. The relevant details are set out in the table below. The ARC is of the view that the non-audit services provided by the external auditors during FY2025 did not prejudice their objectivity and independence. The ARC has therefore recommended to the Board the nomination of CLA Global TS Public Accounting Corporation for re-appointment as auditors of the Company at the forthcoming AGM.

A breakdown of the fees paid to the Group's external auditors (including its associated firms) are disclosed in the table below:

External Auditors' Fees for FY2025	\$'000	% of Total Fees
Total Audit Fees	118	81
Total Non-Audit Fees	27	19
Total Fees Paid	145	100

The Company confirms that the Group has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointment of its external auditors.

## ***Whistle Blowing Policy***

To encourage proper work ethics and eradicate any internal improprieties, unethical acts, malpractices, fraudulent acts, corruption and/or criminal activities in the Group, the Company has put in place a whistle blowing policy ("**Whistle Blowing Policy**"). The Whistle Blowing Policy provides the mechanism by which concerns about possible improprieties in matters of financial reporting or other matters may be raised by employees of the Group. A Whistle-Blowing Committee ("**WBC**") has been established for this purpose. In addition, a dedicated and secured e-mail address also allows whistle blowers to contact the WBC and members of the ARC directly.

# CORPORATE GOVERNANCE REPORT

Assisted by the WBC, the ARC reviews all whistle-blowing complaints, if any, at each ARC meeting to ensure independent, thorough investigations and appropriate follow-up actions. The ARC reports to the Board on any issues/concerns received by it and the WBC, at the ensuing Board meeting. Should the ARC or WBC receive reports relating to serious offences, and/or criminal activities in the Group, they and the Board have access to the appropriate external advice where necessary. Where appropriate or required, a report shall be made to the relevant governmental authorities for further investigation/action. In FY2025, no valid<sup>2</sup> complaints were received via the whistle blowing channel.

For FY2025, the Company has engaged the internal auditors as an independent party to provide additional service of administering the whistle-blowing channel. The service covers the receipt and filtering reports of whistleblowing, if any, and to ascertain if the nature of such report(s) falls within the coverage of the Whistle Blowing Policy, before forwarding them to the WBC for further investigations and appropriate follow-up actions where applicable.

## **Whistle Blowing Committee**

The WBC which was constituted by the CEO, Head of Human Resources and CFO of the Company, is empowered to:

- (a) investigate all issues/concerns relating to the Group (except for issues/concerns that are directed specifically or affecting any member of the WBC, which shall be dealt with by the ARC);
- (b) make the necessary reports and recommendations to the ARC or the Board for their review and further action, if deemed required by them; and
- (c) access the appropriate external advice where necessary and, where appropriate or required, report to the relevant governmental authorities for further investigation/action.

The Group takes concerns with the integrity and honesty of its employees seriously. A copy of the Whistle Blowing Policy has been disseminated to all staff to encourage the report of any behaviour or action that anyone reasonably believes might be suspicious, against any rules/regulations/accounting standards as well as internal policies. Whistle-blowers could also contact all members of the ARC directly via email and in confidence and his/her identity is protected from reprisals within the limits of the law.

The Company treats all information received confidentially and protects the identity and the interest of all whistle-blowers. Anonymous reporting will also be attended to, and anonymity honoured, except as necessary to conduct any necessary investigation and/or where the Company is under legal obligation to disclose such information.

It has also been a standard item in the agenda of the quarterly meeting of the ARC to review any entries in the register of whistleblowing, and progress of investigation, if it remains outstanding.

The Whistle Blowing Policy is reviewed by the ARC from time to time, to assess the effectiveness of the processes in place and to ensure that the said policy is updated with any related changes in legal and regulatory requirements. The Whistle Blowing Policy was last reviewed by the ARC and approved by the Board in February 2022.

## ***Provision 10.4***

### ***Internal Auditors' Reporting Line, Compliance and Functions***

The ARC's responsibilities over the Group's internal controls and risk management are complemented by the work of the internal auditors.

The internal auditors' primary line of reporting is to the ARC, which also endorses the appointment, termination and remuneration of the internal auditors. The internal auditors have unfettered access to all the Company's documents, records, properties and personnel, including the ARC, and has appropriate standing within the Company.

<sup>2</sup> As defined in the Company's whistle blowing policy.

# CORPORATE GOVERNANCE REPORT

The internal audit function of the Group has been outsourced to Yang Lee & Associates (“YLA”), an independent professional service firm. YLA specialises in the provision of Internal Audit, Enterprise Risk Management and Sustainability Reporting advisory services. The firm was set up in the year 2005 and maintains a diverse outsourced internal audit portfolio of SGX-ST listed companies across different industries including distribution, manufacturing, services, food & beverage, trading, retail and property development industries. YLA is a corporate member of the Institute of Internal Auditors Singapore and is staffed with professionals with sufficient expertise in corporate governance, risk management, internal controls and other relevant disciplines. The Group’s engagement with YLA stipulates that its work shall be guided by the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.

The Company’s internal audit function is independent of the activities it audits. A rotational internal audit plan which is aligned with the results of risk assessments performed under the ERM Framework, has been devised and approved by the ARC such that key operating cycles and entities of the Group are audited within an internal-audit cycle.

## ***Adequacy and Effectiveness of the Internal Audit Function***

The ARC reviews annually the adequacy and effectiveness of the internal audit function to ensure that internal audits are conducted effectively, and that Management provides the necessary co-operation to enable the internal auditor to perform its function. The ARC also reviews the internal auditor’s reports and remedial actions implemented by Management to address any internal control inadequacies identified and was satisfied that the internal audit functions were adequate and effective.

The internal auditors completed one review during FY2025 in accordance with the rotational internal audit plan approved by the ARC and the Management has adopted key recommendations of the internal auditors set out in their report.

The internal audit engagement team comprises two Directors, a Senior Manager, and is supported by a Senior Associate. Each of the two Directors has more than 20 years of relevant experience, whilst the Senior Manager has more than 15 years of relevant experience. Both the Directors are Fellow Chartered Accountants of the Institute of Singapore Chartered Accountants and one of the Directors also holds the Certified Internal Auditor qualification from the Institute of Internal Auditors.

For FY2025, the ARC reviewed the adequacy of the internal audit function to ensure that internal audits were conducted effectively, and that the Management provided the necessary co-operation to enable YLA to perform its function. After having reviewed the YLA plans, reports and remedial actions implemented by the Management to address any internal control inadequacies identified, the ARC is satisfied that the internal audit function is independent, adequately resourced and effective. Hence, it has an appropriate standing within the Company.

Upon the recommendation of the ARC, the Board has approved the re-engagement of YLA as internal auditors of the Group in the ensuing year ending 31 March 2026.

## ***Provision 10.5***

### ***Independent Meeting with External and Internal Auditors***

During FY2025, the Company’s internal and external auditors were invited to attend the ARC meetings and make presentations, as appropriate. The ARC also meets with the internal and external auditors without Management, at least annually and whenever necessary, to review the adequacy and effectiveness of audit arrangements, with emphasis on the scope and quality of audit and the independence and objectivity of the auditors, as well as the results of the audit functions. Such dialogues provide the auditors with the opportunity to discuss unreservedly and to raise any pertinent issues without restrictions or interference.

# CORPORATE GOVERNANCE REPORT

## SHAREHOLDER RIGHT AND ENGAGEMENT

### SHAREHOLDER RIGHT AND CONDUCT OF GENERAL MEETING

***Principle 11: Fair and equitable treatment of shareholders, enabling them to exercise shareholder rights and communicate their views. Providing shareholders with balanced and understandable assessment of the Company's performance, position and prospect***

#### ***Provision 11.1***

##### ***Opportunity for Shareholders to Participate and Vote at General Meetings***

The Company promotes fair and equitable treatment of all Shareholders. The Company supports active Shareholder participation at general meetings and ensures that Shareholders have the opportunity to participate effectively in and vote at general meetings. Shareholders are encouraged to attend the general meetings to ensure high level of accountability and to stay informed of the Group's strategies and goals.

The principal forum for dialogue with the Shareholders remains at the AGM. Shareholders are informed of Shareholders' meeting through notices published on the SGXNet and the Company's website, electronic releases, reports and/or circulars, and are provided with the opportunity and time to voice their views and raise questions to the Directors or the Management regarding the Company via various methods. These methods include submission of questions in advance of the AGM via a dedicated email address, or via physical submission of questions to a dedicated office address, or at the AGM itself.

All Shareholders are entitled to vote in accordance with the established voting rules and procedures. They are all informed of the rules, including voting process governing the AGMs.

The Constitution allows members of the Company to appoint not more than two (2) proxies (proxy needs not be a member) to attend and vote on their behalf at a general meeting by submitting proxy forms within the stipulated timeline to the Company. These voting mechanisms facilitates members who are unable to attend meetings to exercise their voting rights and ask questions. In line with the amendments to the Act, corporate shareholders of the Company who provide nominee or custodial services to third parties are allowed to appoint more than two (2) proxies to attend and vote on their behalf at general meetings. The proxy forms, including the instructions on voting, are issued in conjunction with the notices of general meetings.

#### Conduct of general meetings

The Company's forthcoming AGM in respect of FY2025 ("AGM 2025") will be held in a wholly physical format on 24 July 2025. The Company will adhere to the SGX-ST's guiding principle to allow Shareholders sufficient time from the date of the AGM Notice to raise questions and provide answers to such questions within reasonable timelines. Please refer to the Notice of the AGM 2025 of the Company, which may be accessed at the Company's corporate website at [https://www.jfh.com.sg/html/ir\\_announcements.php](https://www.jfh.com.sg/html/ir_announcements.php) and/or the SGX website at <https://www.sgx.com/securities/company-announcements>.

The Company endeavours to communicate regularly and effectively with the Shareholders and the Board supports and encourages active Shareholders' participation at AGMs. The Board believes that general meetings serve as an opportune forum for Shareholders to meet the Board and Management, as well as to interact with them. As and when extraordinary general meeting is convened, a circular is sent to Shareholders, containing details of the matters proposed for Shareholders' consideration and approval.

#### ***Provision 11.2***

##### ***Separate Resolution at General Meeting***

As a matter of good order, separate resolutions are proposed at general meetings for each distinct issue unless the issues are interdependent and linked so as to form one significant proposal. In the event that there are resolutions which are interdependent and linked, the Board will explain the reasons and material implications in the notice of the relevant meeting. Shareholders in attendance are given an opportunity to clarify or direct questions on issues pertaining to the proposed resolutions before the resolutions are put to vote.



# CORPORATE GOVERNANCE REPORT

All resolutions are put to vote by poll in the presence of independent scrutineer. To ensure transparency in the voting process, the detailed results of all resolutions put to vote, showing the number of votes cast, for or against each resolution, and the respective percentages are tallied and disclosed live on-screen to the Shareholders immediately after the vote has been cast. Votes cast, for or against, and the respective percentages on each resolution are announced via SGXNet on the same day of the general meeting.

## ***Provision 11.3***

### ***Attendees at General Meetings***

The Chairpersons of the Board and the Board Committees attend general meetings to address issues raised by Shareholders. The Company's external auditors are also present to address questions raised by Shareholders at AGMs. All Directors have attended the AGM held in FY2024.

## ***Provision 11.4***

### ***Absentia Voting***

The Company's Constitution does not permit voting in absentia by mail, facsimile or e-mail as such voting methods would need to be cautiously evaluated to ensure that the authenticity of the vote and the Shareholder's identity is not compromised. However, members who are not able to attend the meetings may appoint proxies to vote and ask questions in accordance with the Constitution.

## ***Provision 11.5***

### ***Minutes of General Meetings***

The Company Secretary prepares minutes of general meetings held and a copy of such minutes will be made available on the SGXNet and the Company's investor relations homepage which can be accessed at the following link: <https://www.jfh.com.sg/html/ir.php>.

## ***Provision 11.6***

### ***Dividend Policy***

The Company's Dividend Policy seeks to maximise shareholders' value and encourage shareholders' loyalty with predictable annual value. Unless the Company suffers a substantial net loss, cashflow or legal constraints, it will pay a dividend each year so that Shareholders are not negatively affected by annual profit volatility.

The Company's dividend policy is to distribute at least 50% of the Group's audited consolidated net profits attributable to Shareholders as dividends annually. The actual payout will be subjected to the Group's business requirements and other relevant considerations and barring unforeseen circumstances. The form, frequency and amount of dividends declared each year will take into consideration the Group's operating results, financial conditions such as cash position and retained earnings, other cash requirements including capital expenditure, restrictions on payment of dividends imposed on the Group by financing arrangements (if any) and other factors deemed relevant by the Directors.

The foregoing statements are merely statements of Board's present intention and do not constitute legally binding obligations on the part of the Company in respect of payment of dividend and which will be subject to modification at the Directors' sole and absolute discretion.

In view of substantial net loss incurred by the Group during the financial year amidst challenging and uncertain market conditions, the Board does not propose any final dividend in respect of FY2025.

## **ENGAGEMENT WITH SHAREHOLDERS**

### ***Principal 12: Regular communication with shareholders and facilitation of shareholders' participation at general meetings***

## ***Provision 12.1***

### ***Communication with and Information to Shareholders***

The Company is committed to maintaining high standards of corporate disclosure and transparency, and proactively engages its Shareholders to ensure effective communication with the investment community.

# CORPORATE GOVERNANCE REPORT

In line with the continuous disclosure obligations under the Catalist Rules, the Board has and will continue to inform Shareholders promptly of all pertinent information. The Company endeavours to maintain full and adequate disclosure, in a timely manner, of material events and matters concerning its business. All the necessary disclosures required by the Catalist Rules will be made in public announcements, press releases and annual reports to Shareholders. Such information is disclosed to Shareholders on a timely basis through SGXNet. All disclosures submitted to the SGX-ST on SGXNet are also made available on the Company's corporate website (<http://www.jfh.com.sg>).

## ***Provisions 12.2 and 12.3***

### ***Dialogue with Shareholders and Soliciting Views of Shareholders***

The AGM provides a principal forum for dialogue and interaction with Shareholders. At these meetings, Shareholders are able to engage the Board and the Management on the Group's business activities, financial performance and other business-related matters. The Company could also gather views or input and address Shareholders' concerns at general meetings. In addition to the AGM, the Company also maintains regular dialogue with Shareholders and prospective investors through results briefings. Shareholders can submit their feedback and raise any question to the Company's investor relations contact as provided in the Company's website.

The Directors (including the Chairperson of the respective Board Committees) and key management personnel are in attendance to address queries and concerns about the Group. The Company's external auditors also attend to address Shareholders' queries relating to the conduct of the audit and the preparation and content of the external auditors' report.

## **Investor Relations Practices**

The Company outsourced investor relations ("IR") function to August Consulting Pte Ltd, which has a team of personnel who focus on facilitating the Company's communications with all stakeholders – shareholders, regulators, analysts and media, etc - on a regular basis, to attend to their queries or concerns as well as to keep the investors public apprised of the Group's corporate developments and financial performance.

To enhance and encourage communication with Shareholders and investors, the Company provides contact information of its investor relations consultant, namely, August Consulting Pte Ltd on page 24 of this Annual Report, the Company's corporate website as well as in its press releases.

## **MANAGING STAKEHOLDERS' RELATIONSHIPS**

### **ENGAGEMENT WITH STAKEHOLDERS**

***Principle 13: Managing stakeholder relationships, balancing the needs and interests of material stakeholders for the Company's best interests***

## ***Provisions 13.1, 13.2 and 13.3***

### ***Managing Stakeholder Relationships***

The Company recognises the vitality on stakeholders' engagement for the Company's long-term sustainability and has appropriate channels in place to identify and engage with its material stakeholder groups. It recognises the importance of having intimate knowledge of its business and regular interactions with its stakeholders to determine material issues for its business.

The Company's approach to stakeholder engagement and materiality assessment can be found under the "Sustainability Report" section of this Annual Report.

The Company maintains a corporate website at [www.jfh.com.sg](http://www.jfh.com.sg) to communicate and engage with all stakeholders.

# CORPORATE GOVERNANCE REPORT

## OTHER CORPORATE GOVERNANCE

### DEALING IN SECURITIES

The Company has adopted an internal code on dealings in securities to govern dealings in the Shares by the Directors and the key executives of the Group in line with the requirements of Rule 1204(19) of the Catalist Rules. The Directors, the Management and officers of the Group, who have access to price-sensitive, trade-sensitive, financial or confidential information are not allowed to deal in the Shares during the period commencing one month before the announcement of the Group's half year and full year results and ending on the date of announcement of such results, and when in possession of unpublished price-sensitive and/or trade-sensitive information. For good corporate governance, the Directors, the Management and officers of the Group do not deal in the Shares during the period commencing two weeks before the Company's voluntary quarterly business and financial update. In addition, the officers of the Company are advised not to deal in the Shares for short term considerations and are expected to observe the insider trading laws at all times even when dealing in securities within the permitted trading periods.

### CODE OF CONDUCT AND PRACTICES

The Company's code of conduct and practices are detailed in the Group's Employee Handbook which is available to all staff and is presented to new employees during induction. The code entails policies such as prohibiting employees from disclosing confidential information or knowledge obtained by him/her during his/her employment with the Group, from accepting gifts from business associates and in circumstances where refusal was to be impracticable, relevant details are to be reported, etc. The Group recognises the importance of integrity and professionalism in the conduct of its business activities. Employees are expected to embrace, practise, and adopt these values while performing their duties and to always act in the best interests of the Group and avoid situations that may create conflicts of interest. All management staff are required to make an annual declaration on involvement in any conflict-of-interest situation and compliance with the code of conduct.

### ANTI-CORRUPTION POLICY

The Group complies with all the laws and conducts businesses in an open, transparent manner, and prohibits employees from directly or indirectly offering, promising to pay, or authorising the payment of money or anything of value for the purpose of gaining perceived personal advantage for the Group.

### CREDITORS' PAYMENT POLICY

The Group values its suppliers and is committed to safeguarding creditors' rights and acknowledges the importance of paying invoices, especially those of small businesses, in a timely manner. It is the Group's practice to agree terms with suppliers when entering into contracts. The Group negotiates with suppliers on an individual basis and meets its obligations accordingly.

### INTERESTED PERSON TRANSACTIONS

To ensure compliance with Chapter 9 of the Catalist Rules, the Company has adopted an internal policy in respect of any transactions with interested persons and has set out procedures for review and approval if such transactions do occur. If the Company is intending to enter into any interested person transaction, the ARC and the Board will ensure that the transaction is carried out fairly and at arm's length. When potential conflict of interest arises, the director concerned neither takes part in discussions nor decision making.

The Company does not have a general mandate from Shareholders in respect of interested person transactions pursuant to Rule 920 of the Catalist Rules and there were no disclosable interested person transactions during FY2025.

There are no material contracts or loans entered into by the Group involving the interests of the CEO, any Director or controlling shareholder of the Company, either still subsisting at the end of FY2025 or if not subsisting, were entered into since 1 April 2024.

### SPONSOR

No fees relating to non-sponsorship activities or services were paid to the Company's Sponsor, UOB Kay Hian Private Limited, during FY2025.

# CORPORATE GOVERNANCE REPORT

## ADDITIONAL INFORMATION ON DIRECTORS' RE-ELECTION AND CONTINUAL APPOINTMENT

- pursuant to Catalist Rule 720(5) and Appendix 7F

Details	Wong Hin Sun, Eugene	Tan Cher Ting	Lim Heng Chong Benny
Date of Appointment	24 November 2008	3 March 2023	1 August 2024
Date of last re-appointment (if applicable)	20 July 2023	20 July 2023	N.A.
Age	57	49	54
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	The Board of Directors of the Company, having considered among others, the recommendation of the Nominating Committee ("NC") (with Mr Wong abstaining from the discussion and decision-making process) and the qualifications, work experience, competencies and overall contribution of Mr Wong Hin Sun, Eugene, is of the view that he is suitable for re-appointment as the Non-Executive Vice Chairman and a member of each of the Audit and Risk Committee ("ARC"), NC and Remuneration Committee ("RC") of the Company.	The Board of Directors of the Company, having considered among others, the recommendation of the NC (with Mdm Tan abstaining from the discussion and decision-making process) and the qualifications, work experience, competencies and overall contribution of Mdm Tan Cher Ting, is of the view that she is suitable for re-appointment as the Lead Independent Director, Chairperson of each the NC and RC, and a member of the ARC of the Company.	The Board of Directors of the Company, having considered among others, the recommendation of the NC (with Mr Lim abstaining from the discussion and decision-making process) and the qualifications, work experience, competencies and overall contribution of Mr Lim Heng Chong Benny, is of the view that he is suitable for re-appointment as an Independent Director and a member of each of the NC, RC, and ARC of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Vice Chairman and a member of each of the NC, RC and the ARC of the Company	Lead Independent Director, Chairperson of each of the NC and RC, and a member of the ARC	Independent Director, and a member of each the NC, RC and ARC

# CORPORATE GOVERNANCE REPORT

Details	Wong Hin Sun, Eugene	Tan Cher Ting	Lim Heng Chong Benny
Professional qualifications	<ul style="list-style-type: none"> <li>• Graduated with a Bachelor of Business Administration (First Class Honours) from the National University of Singapore in 1992</li> <li>• Graduated with a Master of Business Administration from Imperial College of Science, Technology and Medicine from the University of London in 1998</li> <li>• Completed the Owners' President Management Program from Harvard Business School in 2011</li> <li>• Chartered Financial Analyst in 2001</li> <li>• Chartered Director in 2014</li> <li>• Fellow of the UK Institute of Directors</li> </ul>	<ul style="list-style-type: none"> <li>• CFA Charterholder, CFA Institute</li> <li>• Bachelor of Business (Honours), Nanyang Technological University</li> </ul>	<ul style="list-style-type: none"> <li>• LL.B (Hons), National University of Singapore</li> <li>• LL.M, National University of Singapore</li> <li>• Advocate &amp; Solicitor, Supreme Court of Singapore</li> <li>• Notary Public, Singapore Academy of Law</li> <li>• Member of the Law Society of Singapore</li> <li>• Senior Accredited Director (SIDSRAD), accredited by the Singapore Institute of Directors (SID)</li> </ul>
Working experience and occupation(s) during the past 10 years	Founder and Managing Director, Sirius Venture Capital Pte. Ltd. (2002 - Present)	Director, Investment Banking, CIMB Bank Berhad, Singapore Branch (2002 - 31 May 2025)	Partner, Chris Chong & C T Ho LLP (2005 - Present)
Shareholding interest in the listed issuer and its subsidiaries	Deemed interest: 9,777,300 ordinary shares	None	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None	None	None
Conflict of interest (including any competing business)	None	None	None
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes

# CORPORATE GOVERNANCE REPORT

Details	Wong Hin Sun, Eugene	Tan Cher Ting	Lim Heng Chong Benny
Other Principal Commitments <sup>1</sup> Including Directorships	<p><u>Current</u></p> <ul style="list-style-type: none"> <li>• Founder and Managing Director, Sirius Venture Capital Pte. Ltd.</li> <li>• Lead Independent Director, APAC Realty Limited</li> <li>• Deputy Non-Executive Chairman, Jason Marine Group Limited</li> <li>• Lead Independent Director, Alliance Healthcare Group Ltd</li> <li>• Non-Executive Deputy Chairman, NTUC Learninghub Pte Ltd</li> <li>• Non-Executive Chairman, Tangram Asia Capital LLP</li> <li>• Non-Executive Director, Singapore Cruise Centre Pte. Ltd.</li> <li>• Director, Sirius Ocean Pte Ltd</li> <li>• Board Member, Gardens by the Bay</li> <li>• Member, Investment Advisory Committee, People's Association</li> </ul> <p><u>Past (in the last 5 years)</u></p> <ul style="list-style-type: none"> <li>• Non-Executive Director, Sirus SME Growth Partners I Limited</li> <li>• Vice Chairman, SBF's China &amp; North Asia Business Group</li> <li>• Non-Executive Director, Mekhala Pte. Ltd.</li> <li>• Non-Executive Director, Aerospring Gardens Pte Ltd</li> <li>• Council member, YMCA</li> </ul>	None	<p><u>Current</u></p> <ul style="list-style-type: none"> <li>• Chris Chong &amp; C T Ho LLP</li> <li>• Alliance Healthcare Group Limited</li> </ul> <p><u>Past (in the last 5 years)</u></p> <ul style="list-style-type: none"> <li>• Lead Independent Director, China Sunsine Chemical Holdings Ltd.</li> </ul>



# CORPORATE GOVERNANCE REPORT

Details	Wong Hin Sun, Eugene	Tan Cher Ting	Lim Heng Chong Benny
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The general statutory disclosures of the director are as follows:

A. Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
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B. Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
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C. Whether there is any unsatisfied judgment against him?	No	No	No
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# CORPORATE GOVERNANCE REPORT

Details	Wong Hin Sun, Eugene	Tan Cher Ting	Lim Heng Chong Benny
D. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
E. Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
F. Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No

# CORPORATE GOVERNANCE REPORT

Details	Wong Hin Sun, Eugene	Tan Cher Ting	Lim Heng Chong Benny
G. Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
H. Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
I. Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
J. Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No

# CORPORATE GOVERNANCE REPORT

Details	Wong Hin Sun, Eugene	Tan Cher Ting	Lim Heng Chong Benny
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?			
K. Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

# DIRECTORS' STATEMENT

For the Financial Year Ended 31 March 2025

The directors are pleased to present their statement to the members together with the audited financial statements of Japan Foods Holding Ltd. (the “**Company**”) and its subsidiary corporations (the “**Group**”) for the financial year ended 31 March 2025 and the statement of financial position of the Company as at 31 March 2025.

In the opinion of the directors,

- (a) the statement of financial position of the Company and the consolidated financial statements of the Group as set out on pages 111 to 165 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 March 2025 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; 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.

## DIRECTORS

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

Takahashi Kenichi  
Wong Hin Sun, Eugene  
Tan Cher Ting  
Lee Soon Sin Jason  
Lim Heng Chong Benny (appointed on 1 August 2024)

## ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, other than as disclosed under “Japan Foods Performance Share Plan” in this statement.

## DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

- (a) According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of a director or nominee		Holdings in which director is deemed to have an interest	
	At 31 March 2025	At 1 April 2024	At 31 March 2025	At 1 April 2024
<b>The Company</b>				
<u>(No. of ordinary shares)</u>				
Takahashi Kenichi	114,814,800	114,814,800	8,100,000	8,100,000
Wong Hin Sun, Eugene	–	–	9,777,300	9,487,000

# DIRECTORS' STATEMENT

For the Financial Year Ended 31 March 2025

## DIRECTORS' INTERESTS IN SHARES OR DEBENTURES (CONTINUED)

- (b) Mr Takahashi Kenichi, who by virtue of his interest of not less than 20% of the issued capital of the Company, is deemed to have an interest in the whole of the share capital of the Company's wholly owned subsidiary corporations at the beginning and at the end of the financial year.
- (c) The directors' interest in the ordinary shares of the Company as at 21 April 2025 were the same as those as at 31 March 2025.

## SHARE OPTIONS

No options were granted during the financial year to subscribe for unissued shares of the Company or its subsidiary corporations.

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

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

## JAPAN FOODS PERFORMANCE SHARE PLAN ("JF PSP 2023")

The JF PSP 2023 is administered by the Remuneration Committee whose members are the following as at the date of this statement:

Tan Cher Ting	(Chairperson, Lead Independent Director)
Wong Hin Sun, Eugene	(Member, Non-independent and Non-executive Director)
Lee Soon Sin Jason	(Member, Independent Director)
Lim Heng Chong Benny	(Member, Independent Director)

Members of the Remuneration Committee were not and shall not be involved in the Remuneration Committee's deliberations in respect of the performance shares granted to themselves, if any.

The award of fully paid ordinary shares of the Company issued free of charge (the "**Awards**") to eligible participants under the JF PSP 2023 will incentivise participants to excel in their performance and encourage greater dedication and loyalty to the Group. The JF PSP 2023 allows the Company to recognise and reward past contributions and services and motivate the participants to continue to strive for the Group's long-term goals. The JF PSP 2023 will further strengthen and enhance the Group's competitiveness in attracting and retaining employees with suitable talents.

The Awards granted under the JF PSP 2023 may be time-based and/or performance-related, and such Awards entitle eligible participants to be allotted fully paid shares upon completion of certain time-based service condition and/or achieve their performance targets over set performance periods. The Awards given are determined at the discretion of the Remuneration Committee, who will take into account criteria such as participant's rank, job performance, years of service and potential for future development, contribution to the success of the Group and the extent of effort required to achieve the performance target within the performance period. The Remuneration Committee also has the discretion to set specific performance-based criteria such as profitability, growth, asset efficiency, return on capital employed, and other financial indicators, penetration into new markets, increasing market share and market ranking, management skills and succession planning. In addition to the achievement of any pre-determined performance targets or service conditions, the Awards may also be granted upon the Remuneration Committee's determination of post-event that any eligible participant has performed well and/or made significant contribution to the Group.



# DIRECTORS' STATEMENT

For the Financial Year Ended 31 March 2025

## JAPAN FOODS PERFORMANCE SHARE PLAN 2023 ("JF PSP 2023") (CONTINUED)

Under the rules of the JF PSP 2023, any full time employee, executive and non-executive director of the Company and its subsidiary corporations (including Independent Directors but excluding the Controlling Shareholder and his Associates, as described in the Company's circular in relation to the JF PSP 2023 dated 27 July 2023) who has attained the age of 18 years on the date of grant of the Award and who has contributed or will contribute to the success of the Group shall be eligible to participate in the JF PSP 2023.

There shall be no restriction on the eligibility of any participant to participate in any other share plans or share incentive schemes implemented by any of the other companies within the Group if approved by the Remuneration Committee. The granting of Awards may be made by the Remuneration Committee at any time during the period when the JF PSP 2023 is in force.

All taxes (including income tax) arising from the grant and/or disposal under the JF PSP 2023 shall be borne by the participant.

The total number of new ordinary shares in the capital of the Company that may be issued or are issuable pursuant to the granting of the Awards, when added to aggregate number of shares that are issued or are issuable in respect of such other share-based incentive schemes of the Company (if any), shall not exceed 15% of the total number of issued ordinary shares (excluding treasury shares and subsidiary corporations) of the Company on the day immediately preceding the date on which the Award shall be granted.

No performance shares were awarded to key management personnel during the financial year ended 31 March 2025.

No performance shares were awarded to directors of the Company during the financial year ended 31 March 2025.

No performance shares were outstanding as at 31 March 2025.

No performance shares were awarded to Controlling Shareholders of the Company or their Associates.

## AUDIT AND RISK COMMITTEE

The members of the Audit and Risk Committee at the end of the financial year were as follows:

Lee Soon Sin Jason	(Chairperson, Independent Director)
Wong Hin Sun, Eugene	(Member, Non-independent and Non-executive Director)
Tan Cher Ting	(Member, Lead Independent Director)
Lim Heng Chong Benny	(Member, Independent Director)

All members of the Audit and Risk Committee were independent non-executive directors except for Wong Hin Sun, Eugene.

The Audit and Risk Committee carried out its function in accordance with Section 201B(5) of the Singapore Companies Act 1967. It undertakes to perform inter alia the following:

- (i) reviews the audit plan of the Company's independent auditor and any recommendation on internal accounting controls arising from the statutory audit;
- (ii) reviews the internal audit plans, the scope and results of internal audit procedures with the independent internal auditor;
- (iii) reviews the statement of financial position of the Company, the consolidated financial statements of the Group for the financial year ended 31 March 2025 and other announcements to shareholders and the Singapore Exchange Securities Trading Limited ("**SGX-ST**") before their submission to the Board of Directors, as well as the independent auditor's report on the statement of financial position of the Company and the consolidated financial statements of the Group;

# DIRECTORS' STATEMENT

For the Financial Year Ended 31 March 2025

## AUDIT AND RISK COMMITTEE (CONTINUED)

The Audit and Risk Committee carried out its function in accordance with Section 201B(5) of the Singapore Companies Act 1967. It undertakes to perform inter alia the following: (continued)

- (iv) conducts investigation into any matter within the Audit and Risk Committee's scope of responsibility and review any significant findings of investigations;
- (v) assesses the independence and objectivity of the independent auditor;
- (vi) recommends to the Board of Directors on the appointment or re-appointment of the independent auditor;
- (vii) reviews the assistance given by the Company's management to the independent auditor; and
- (viii) reviews transactions falling within the scope of Chapter 9 of the SGX-ST Catalist Rules.

The Audit and Risk Committee has conducted an annual review of the non-audit services provided by the independent auditor. During the financial year ended 31 March 2025, the fees charged by the independent auditor for the provision of non-audit services amounted to \$26,500 (2024: \$26,500). The Audit and Risk Committee is of the opinion that such fees charged by the independent auditor for non-audit services would not prejudice the independence of the independent auditor. Accordingly, the Audit and Risk Committee has recommended to the Board that CLA Global TS Public Accounting Corporation, be nominated for reappointment as the independent auditor of the Company at the forthcoming Annual General Meeting.

## INDEPENDENT AUDITOR

The independent auditor, CLA Global TS Public Accounting Corporation, has expressed its willingness to accept reappointment.

On behalf of the directors

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**Takahashi Kenichi**  
Director

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**Wong Hin Sun, Eugene**  
Director

30 June 2025

# INDEPENDENT AUDITOR'S REPORT

To the Members of Japan Foods Holding Ltd.

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of Japan Foods Holding Ltd. (the “**Company**”) and its subsidiary corporations (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 March 2025, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and the notes to the financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the “**Act**”) and Singapore Financial Reporting Standards (International) (“**SFRS(I)s**”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (“**SSAs**”). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (“**ACRA**”) *Code of Professional Conduct and Ethics Applicable to 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.

### Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 March 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

# INDEPENDENT AUDITOR'S REPORT

To the Members of Japan Foods Holding Ltd.

## Key Audit Matter (continued)

### Key Audit Matter

### How our audit addressed the Key Audit Matter

#### ***Impairment of plant and equipment and right-of-use assets***

*Refer to Note 2.7, Note 7, Note 21 and Note 22(a) to the financial statements*

As at 31 March 2025, the Group's plant and equipment and right-of-use assets amounted to \$14.3 million (2024: \$16.2 million) and \$32.1 million (2024: \$42.8 million), which accounted for 19% (2024: 17%) and 43% (2024: 46%) of the Group's total assets respectively.

In accordance with SFRS(I) 1-36 – "Impairment of Assets", an annual impairment review is performed on assets when there is an indication of impairment.

For the financial year ended 31 March 2025, certain restaurant outlets incurred losses, which indicates that certain plant and equipment and right-of-use assets of the Group may be impaired. Management performed impairment tests on the plant and equipment and right-of-use assets of these outlets and determined the recoverable amounts based on the calculation of value-in-use.

In carrying out the impairment assessment, management has identified the cash generating units ("CGUs") to the respective restaurant outlets to which the plant and equipment and right-of-use assets belong to. Accordingly, the recoverable amounts of the CGUs are determined through the estimation of the expected discounted future cash flows which involves making key assumptions about the sales growth rate, gross profit margin and discount rate.

Due to significant management judgements and estimates involved in the impairment assessment, we have identified this area to be a key audit matter.

Our audit procedures included, amongst others, the following:

- Assessed management's determination of whether there is an indication of impairment of the plant and equipment and right-of-use assets of each restaurant outlet.
- For each restaurant outlet with impairment indicator, reviewed and evaluated the key assumptions used in management's impairment assessment by:
  - Assessing the sales growth rate and gross profit margin in comparison to historical performance and economy outlook.
  - Evaluating the reasonableness of the discount rate applied.
  - Performing sensitivity analysis to evaluate the impact of changes to the key assumptions on the recoverable amounts, determining the headrooms before they would fall below the carrying amounts of the plant and equipment and right-of-use assets.
- Assessed the adequacy of the disclosures in the consolidated financial statements regarding the impairment assessment.

# INDEPENDENT AUDITOR'S REPORT

To the Members of Japan Foods Holding Ltd.

## Information Other than the Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

# INDEPENDENT AUDITOR'S REPORT

To the Members of Japan Foods Holding Ltd.

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

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also: (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current financial year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement director on the audit resulting in this independent auditor's report is Lim Ju May.

**CLA Global TS Public Accounting Corporation**  
**Public Accountants and Chartered Accountants**

Singapore  
30 June 2025



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the Financial Year Ended 31 March 2025

	Note	The Group	
		2025 \$'000	2024 \$'000
Revenue	4	83,587	86,357
Cost of sales		(12,932)	(13,230)
Gross profit		70,655	73,127
Other income			
- Bank interest		72	129
- Others	5	3,216	1,248
Other (losses)/gains - net	6	(47)	570
Expenses			
- Selling and distribution		(70,911)	(67,218)
- Administrative		(3,891)	(3,835)
- Others		(5,864)	(3,099)
Interest expense			
- Bank borrowings		(11)	-
- Lease liabilities	22(b)	(1,687)	(1,801)
Share of profit from associated companies	16	506	254
<b>Loss before income tax</b>		(7,962)	(625)
Income tax credit	9(a)	88	130
<b>Total comprehensive loss, representing net loss</b>		(7,874)	(495)
<b>Loss attributable to:</b>			
Equity holders of the Company		(7,874)	(495)
<b>Total comprehensive loss attributable to:</b>			
Equity holders of the Company		(7,874)	(495)
<b>Loss per share for loss attributable to equity holders of the Company (cents per share)</b>			
- Basic and diluted earnings per share	10	(4.53)	(0.28)

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

# STATEMENTS OF FINANCIAL POSITION

As at 31 March 2025

		The Group		The Company	
	Note	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and bank balances	11	7,868	11,473	1,043	1,251
Trade and other receivables	12	1,214	1,903	2,604	1,629
Inventories	13	729	725	–	–
Current income tax recoverable	9(b)	10	–	–	–
Other current assets	14	4,051	3,795	176	205
		13,872	17,896	3,823	3,085
<b>Non-current assets</b>					
Investments in subsidiary corporations	15	–	–	6,042	6,042
Investments in associated companies	16	2,296	2,459	365	365
Investment in a joint venture	17	–	–	100	100
Loan to an associated company	18	248	248	248	248
Loan to a joint venture	19	224	1,354	224	1,354
Other investments at amortised cost	20	–	531	–	–
Plant and equipment	21	14,282	16,203	37	38
Right-of-use assets	22(a)	32,080	42,753	414	208
Intangible assets	23	311	187	–	–
Long-term security deposits	24	3,044	3,524	58	–
Deferred income tax assets	27	8,124	7,956	37	37
		60,609	75,215	7,525	8,392
<b>Total assets</b>		74,481	93,111	11,348	11,477
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables	25	8,443	9,314	345	329
Provisions	26	1,337	823	–	–
Lease liabilities	22(f)	21,132	23,540	211	152
Current income tax liabilities	9(b)	–	304	–	1
		30,912	33,981	556	482
<b>Non-current liabilities</b>					
Lease liabilities	22(f)	13,882	21,342	211	68
Deferred income tax liabilities	27	8,183	8,030	36	36
		22,065	29,372	247	104
<b>Total liabilities</b>		52,977	63,353	803	586
<b>NET ASSETS</b>		21,504	29,758	10,545	10,891
<b>EQUITY</b>					
Share capital	28(a)	9,522	9,522	9,522	9,522
Treasury shares	28(b)	(252)	(219)	(252)	(219)
Capital reserves	28(c)	35	35	35	35
Retained profits	29	12,199	20,420	1,240	1,553
<b>TOTAL EQUITY</b>		21,504	29,758	10,545	10,891

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Financial Year Ended 31 March 2025

	Note	Share capital \$'000	Treasury shares \$'000	Capital reserves \$'000	Retained profits \$'000	Total equity \$'000
<b>The Group</b>						
<b>2025</b>						
<b>Beginning of financial year</b>		9,522	(219)	35	20,420	29,758
Dividends relating to 2024 paid	30	–	–	–	(347)	(347)
Purchase of treasury shares	28(b)	–	(33)	–	–	(33)
Total comprehensive loss for the financial year		–	–	–	(7,874)	(7,874)
<b>End of financial year</b>		9,522	(252)	35	12,199	21,504
<b>2024</b>						
<b>Beginning of financial year</b>		9,522	(18)	36	23,180	32,720
Performance shares granted	28(b), 28(c)	–	214	(1)	–	213
Dividends relating to 2023 paid	30	–	–	–	(1,744)	(1,744)
Dividends relating to 2024 paid	30	–	–	–	(521)	(521)
Purchase of treasury shares	28(b)	–	(415)	–	–	(415)
Total comprehensive income for the financial year		–	–	–	(495)	(495)
<b>End of financial year</b>		9,522	(219)	35	20,420	29,758

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 March 2025

		The Group	
		2025	2024
	Note	\$'000	\$'000
<b>Cash flows from operating activities</b>			
Net loss		(7,874)	(495)
Adjustments for:			
- Allowance for impairment of plant and equipment	7	1,465	523
- Allowance for impairment of right-of-use assets	7	1,400	546
- Allowance for impairment of intangible assets	7	53	-
- Allowance for impairment loss on loan to a joint venture	7	680	791
- Amortisation of government grants	5	(28)	(28)
- Amortisation of intangible assets	7	80	69
- Amortisation of other investments at amortised cost	7	3	3
- Depreciation of plant and equipment	7	5,330	4,625
- Depreciation of right-of-use assets	7	25,713	24,791
- Employee performance shares expenses	8	-	213
- Income tax credit	9(a)	(88)	(130)
- Interest on lease liabilities	22(b)	1,687	1,801
- Interest on bank borrowings		11	-
- Interest income from bank deposits		(72)	(129)
- Loss on disposal of financial assets	6	35	-
- Gain on disposal of club membership	6	-	(516)
- Gain on early termination of leases	6	-	(49)
- Plant and equipment written-off	7	1,268	268
- Rental rebates	5	(66)	-
- Reversal of provision	5	(20)	(53)
- Share of profit of associated companies	16	(506)	(254)
		29,071	31,976
Change in working capital:			
- Inventories		(4)	82
- Trade and other receivables		702	(822)
- Other current assets		(256)	(86)
- Long-term security deposits		480	356
- Trade and other payables		(843)	(320)
Cash generated from operations		29,150	31,186
Income tax paid	9(b)	(241)	(557)
Interest received		59	113
<b>Net cash provided by operating activities</b>		<b>28,968</b>	<b>30,742</b>

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 March 2025

	Note	The Group	
		2025 \$'000	2024 \$'000
<b>Cash flows from investing activities</b>			
Additions to plant and equipment	21	(6,142)	(9,824)
Additions to intangible assets	23	(257)	(110)
Additions to investment in associated companies	16	–	(133)
Dividends received from associated companies	16	669	–
Loan to a joint venture	19	450	(325)
Proceeds from disposal of club memberships		–	838
Disposal of other investments at amortised cost	20	493	–
<b>Net cash used in investing activities</b>		<b>(4,787)</b>	<b>(9,554)</b>
<b>Cash flows from financing activities</b>			
Principal repayment of lease liabilities		(25,708)	(23,723)
Interest paid in relation to lease liabilities		(1,687)	(1,801)
Purchase of treasury shares	28(b)	(33)	(415)
Decrease/(increase) in short-term bank deposits pledged		1,354	(163)
Interest paid		(11)	–
Dividends paid to equity holders of the Company	30	(347)	(2,265)
<b>Net cash used in financing activities</b>		<b>(26,432)</b>	<b>(28,367)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(2,251)</b>	<b>(7,179)</b>
<b>Cash and bank balances</b>			
Beginning of financial year		7,868	15,047
<b>End of financial year</b>	11	<b>5,617</b>	<b>7,868</b>

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

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

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

## 1 GENERAL INFORMATION

Japan Foods Holding Ltd. (the “Company”) is listed on the Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited (“SGX-ST”) and incorporated and domiciled in Singapore. The address of its registered office is 420 North Bridge Road, #02-01, North Bridge Centre, Singapore 188727.

The principal activity of the Company is investment holding. The principal activities of its subsidiary corporations are disclosed in Note 15 to the financial statements.

## 2 MATERIAL ACCOUNTING POLICY INFORMATION

### 2.1 Basis of preparation

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) (“SFRS(I)s”) under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I)s requires management to exercise its judgement in the process of applying the Group’s accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3 to the financial statements.

#### Interpretations and amendments to published standards effective in 2024

On 1 April 2024, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) (“INT SFRS(I)”) that are mandatory for application for the financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group’s accounting policies and had no material effect on the amounts reported for the current or prior financial years.

### 2.2 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring promised goods or services to the customer, which is when the customer obtains control of the goods or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

#### (a) Restaurant sales

Sales from restaurant outlets are recognised upon the satisfaction of each performance obligation which is represented by the service to serve and delivery of food and beverages to customers. Each delivery order comprises of a single performance obligation which is satisfied at a point in time.

Restaurant outlet sales represent the invoiced value of food and beverages, net of discounts and goods and services tax.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.2 Revenue recognition (continued)

#### *(b) Membership program*

The Group offers customers a membership program, which is primarily a spend-based loyalty program where membership points are earned from qualified purchases and these points are used to offset on future purchases. Customers membership points earned through qualified purchases are considered as a separate performance obligation arising from transactions with customers.

The Group estimates the value of the future redemption obligation based on the estimated value of the products for which the membership points are expected to be redeemed based on historical redemption patterns, including an estimate of the breakage for points that will not be redeemed.

#### *(c) Royalty income*

Royalty income is satisfied over time as the customer simultaneously receives and consumes the benefits over the duration of the royalty agreement.

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

### 2.3 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income.

Government grants relating to assets are deducted against the carrying amount of the assets.

### 2.4 Group accounting

#### *(a) Subsidiary corporations*

##### *(i) Consolidation*

Subsidiary corporations 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. Subsidiary corporations are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on that control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiary corporations have been changed where necessary to ensure consistency with the policies adopted by the Group.



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.4 Group accounting (continued)

#### (a) *Subsidiary corporations (continued)*

##### (ii) *Acquisitions*

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary corporation or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary corporation measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill.

##### (iii) *Disposals*

When a change in the Group's ownership interest in a subsidiary corporation results in a loss of control over the subsidiary corporation, the assets and liabilities of the subsidiary corporation including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific SFRS(I).

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

#### (b) *Associated companies and joint venture*

Associated companies are entities over which the Group has significant influence, but not control.

Joint venture is an entity over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Investments in associated companies and joint venture are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.4 Group accounting (continued)

#### *(b) Associated companies and joint venture (continued)*

##### *(i) Acquisition*

Investments in associated companies and joint venture are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated companies and joint venture represents the excess of the cost of acquisition of the associated companies or joint venture over the Group's share of the fair value of the identifiable net assets of the associated companies or joint venture and is included in the carrying amount of the investments.

##### *(ii) Equity method of accounting*

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise Group's share of its associated companies' or joint venture's post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies or joint venture are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in the associated companies or joint venture equals to or exceeds its interest in the associated companies or joint venture, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated companies or joint venture. If the associated companies or joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in the associated companies or joint venture includes any long-term loans for which settlement is never planned nor likely to occur in the foreseeable future.

Unrealised gains on transactions between the Group and its associated companies or joint venture are eliminated to the extent of the Group's interest in the associated companies or joint venture. Unrealised losses are also eliminated unless the transactions provide evidence of impairment of the assets transferred. The accounting policies of associated companies or joint venture are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

##### *(iii) Disposals*

Investments in associated companies or joint venture are derecognised when the Group loses significant influence or joint control. If the retained equity interest in the former associated companies or joint venture is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.5 Plant and equipment

#### (a) Depreciation

Depreciation on plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	<u>Useful lives</u>
Furniture and fittings	5 years
Kitchen equipment	5 years
Renovation	3 - 5 years
Motor vehicles	5 years
Computer and office equipment	3 - 5 years

The residual values, estimated useful lives and depreciation method of plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

Fully depreciated plant and equipment still in use are retained in the financial statements until they are no longer in use.

#### (b) Subsequent expenditure

Subsequent expenditure relating to plant and equipment that has already been recognised is added to the carrying amount of the 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 repair and maintenance expenses are recognised in profit or loss when incurred.

### 2.6 Intangible assets

#### *Trademarks and franchise rights*

Trademarks and franchise rights acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets with finite useful life are amortised to profit or loss using the straight-line method over 6 years. Intangible assets with indefinite useful life are reviewed annually to determine whether the useful life assessments continue to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

### 2.7 Impairment of non-financial assets

#### *Intangible assets*

#### *Plant and equipment*

#### *Right-of-use assets*

#### *Investments in subsidiary corporations, associated companies and joint venture*

Intangible assets, plant and equipment, right-of-use assets and investments in subsidiary corporations, associated companies and joint venture are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating units ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.7 Impairment of non-financial assets (continued)

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

Management assesses at the end of the reporting period whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset is recognised in profit or loss. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense, a reversal of that impairment is also recognised in profit or loss.

### 2.8 Financial assets

#### *(a) Classification and measurement*

The Group classifies its financial assets as at amortised cost.

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

#### At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus, transaction costs that are directly attributable to the acquisition of the financial asset.

#### At subsequent measurement

Debt instruments mainly comprise cash and cash equivalents, trade and other receivables, investments at amortised cost, loan to an associated company and a joint venture.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset.

Interest income from these financial assets is included in interest income using the effective interest rate method.

#### *(b) Impairment*

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 33 details how the Group determines whether there has been a significant increase in credit risk.

For trade and other receivables, the Group applies the simplified approach permitted by SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group has applied the general approach for other financial assets carried at amortised cost, loan to an associated company and loan to a joint venture.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.9 Financial guarantees

The Company has issued financial guarantees to banks for bank borrowings of its subsidiary corporations. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiary corporations fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

- (a) amount initially recognised less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and
- (b) the amount of expected loss allowance computed using the impairment methodology under Note 2.8.

### 2.10 Leases

*When the Group is the lessee:*

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

#### *(a) Right-of-use assets*

The Group recognises a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentives received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets are presented as a separate line in the statements of financial position.

#### *(b) Lease liabilities*

The initial measurement of a lease liability is measured at the present value of the lease payments discounted using the interest rate implicit in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments consist of fixed payments (including in-substance fixed payments), less any lease incentives receivables.

Lease liabilities are measured at amortised cost using the effective interest method. Lease liabilities shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is a modification in the scope or the consideration of the lease that was not part of the original term.

Lease liabilities are remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.10 Leases (continued)

#### *(c) Short term and low value leases*

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

#### *(d) Variable lease payments*

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments. Details of the variable lease payments are disclosed in Note 22.

### 2.11 Inventories

Inventories comprising food ingredients and sundry consumables are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method and includes all costs of purchase in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the applicable variable selling expenses. The damaged, obsolete and slow-moving items are to be written down to the lower of cost and net realisable value.

### 2.12 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiary corporations, associated companies and joint venture, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.12 Income taxes (continued)

Deferred income tax is measured:

- (a) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and
- (b) based on the tax consequence that will follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss.

### 2.13 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past event, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

### 2.14 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

#### (a) *Short-term compensated absences*

Employee entitlements to annual leave are recognised when they accrue to employees. An accrual is made for the estimated liability for unutilised annual leave as a result of services rendered by employees up to the reporting date.

#### (b) *Profit sharing and bonus plan*

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises an accrual when it is contractually obliged to pay or when there is a past practice that has created a constructive obligation to pay.

#### (c) *Performance share*

Benefits to employees including the directors are provided in the form of share-based payment transactions, whereby certain prescribed performance targets are met and/or upon expiry of prescribe vesting periods.

The fair value of the employee services rendered is determined by reference to the fair value of the share awarded or granted. The amount is determined by reference to the fair value of the performance shares on the grant date.

The fair value is recognised in profit or loss over the remaining vesting period of the performance shares scheme, with the corresponding increase in equity. The value of charge is adjusted in profit or loss over the remaining vesting period to reflect expected and actual levels of shares vesting, with the adjustment made in equity. Cancellations of grants of equity instruments during the vesting period (other than a grant cancelled by forfeiture when the vesting conditions are not satisfied) are accounted as an acceleration of vesting, therefore any amount unrecognised that would otherwise have been charged is recognised immediately in profit or loss.



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 2 MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

### 2.15 Currency translation

#### *(a) Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollars ("S\$"), which is the functional currency of the Company.

#### *(b) Transactions and balances*

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. Monetary items include primarily financial assets (other than equity investments) and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

#### *(c) Translation of Group entities' financial statements*

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal of the entity giving rise to such reserve.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 3 CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### *Impairment of plant and equipment and right-of-use assets*

Plant and equipment and right-of-use assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. The recoverable amounts of these assets and where applicable, cash-generating units ("CGU") have been determined based on value-in-use calculations. These calculations require the use of judgements and estimates.

As at 31 March 2025, the Group has recognised net impairment losses of \$1,465,000 (2024: \$523,000) and \$1,400,000 (2024: \$546,000) for plant and equipment and right-of-use assets respectively. If the estimated net profit used in the value-in-use calculation for the relevant assets had been 10% lower than management's estimates as at 31 March 2025, the Group would have recognised further impairment losses on plant and equipment and right-of-use assets of \$177,000 (2024: \$87,000) and \$354,000 (2024: \$203,000) respectively. Further details are provided in Note 21 and 22 to the financial statements.

The carrying amounts of plant and equipment and right-of-use assets are disclosed in Note 21 and 22 to the financial statements.

## 4 REVENUE

	The Group	
	2025	2024
	\$'000	\$'000
Restaurant sales	83,432	86,149
Sales of food ingredients	155	208
	83,587	86,357

The Group derives revenue from the transfer of goods and services at a point in time.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 5 OTHER INCOME - OTHERS

	The Group	
	2025	2024
	\$'000	\$'000
Amortisation of government grants <sup>(a)</sup> (Note 25)	28	28
Government grants		
- Special Employment Credit <sup>(b)</sup>	-	163
- Jobs Growth Incentive <sup>(c)</sup>	125	6
- Enabling Employment Credit <sup>(d)</sup>	49	66
- Progressive Wage Credit Scheme <sup>(e)</sup>	2,229	158
- CPF transition offset <sup>(f)</sup>	8	21
- Uplifting Employment Credit <sup>(g)</sup>	3	-
- Senior Employment Credit <sup>(h)</sup>	72	-
- Skills Future Enterprise Credit Scheme <sup>(i)</sup>	2	8
	2,488	422
Royalty income	351	484
Rental rebates	66	-
Insurance claims	115	123
Sales of waste oil	28	16
Marketing subsidy	-	23
Reversal of provision (Note 27)	20	53
Creditor written-off	-	32
Others	120	67
	3,216	1,248

(a) Amortisation of government grants comprised of government grants received for the acquisition of certain automated equipment for the central kitchen of the Group's subsidiary corporation, Bachmann Japanese Restaurant Pte. Ltd. The grants received are subsequently charged to profit or loss over the useful life of the related assets.

(b) The Special Employment Credit ("SEC") was introduced in Budget Initiative in 2011 to support employers, and to raise the employability of older low-wage Singaporeans. It was enhanced in 2012 to provide employers with continuing support to hire older Singaporean workers.

(c) The Jobs Growth Incentive ("JGI") is to support employers to expand local hiring from September 2020 to September 2022 (inclusive). The duration of JGI support will depend on when the local staff was hired and the characteristics of the local hire.

(d) The Enabling Employment Credit ("EEC") is a new wage offset scheme to support the employment of Singaporeans with disabilities aged 13 and above. The EEC will be paid to employers for hired employees with earnings below \$4,000/month.

(e) The Progressive Wage Credit Scheme ("PWCS") was introduced in Budget 2022 to provide transitional wage support for employers to adjust upcoming mandatory wage increase for lower-wage workers and voluntarily raise wages of lower-wage workers.

(f) Due to the rise in business costs and the increase in CPF contribution rates for senior workers, the Government will provide employers with a transitional wage offset equivalent to 50% of each year's increase in employer CPF contribution rates for every Singaporean and Permanent Resident worker employed at the age above 55 to 70.

(g) The Uplifting Employment Credit ("UEC") is to support employment of ex-offenders. UEC will be given to employers who hire local ex-offenders earning below \$4,000 and released within three years prior to employment.

(h) The Senior Employment Credit ("SEC") provides wage offsets to help employers that employ Singaporean workers adjust to the higher retirement age and re-employment age.

(i) The Skills Future Enterprises Credit Scheme ("SFEC") was introduced in Budget 2024 to provide eligible employers with a one-time \$10,000 credit. The SFEC covers up to 90% of out-of-pocket expenses on qualifying costs for supportable initiatives, over and above the support levels of existing schemes.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 6 OTHER (LOSSES)/GAINS - NET

	The Group	
	2025	2024
	\$'000	\$'000
Currency exchange (losses)/gains - net	(12)	5
Gain on disposal of club membership	–	516
Gain on early termination of leases	–	49
Loss on disposal of financial assets (Note 20)	(35)	–
	(47)	570

## 7 EXPENSES BY NATURE

	The Group	
	2025	2024
	\$'000	\$'000
Purchases of inventories	12,936	13,148
Allowance for impairment of plant and equipment (Note 21)	1,465	523
Allowance for impairment of right-of-use assets (Note 22(a))	1,400	546
Allowance for impairment of intangible asset (Note 23)	53	–
Allowance for impairment on loan to a joint venture (Note 19)	680	791
Amortisation of intangible assets (Note 23)	80	69
Amortisation of other investments at amortised cost (Note 20)	3	3
Consumables	1,178	1,189
Credit card, NETS and payment gateway commission	1,568	1,558
Depreciation of plant and equipment (Note 21)	5,330	4,625
Depreciation of right-of-use assets (Note 22(a))	25,713	24,791
Directors' fees	162	171
Employee compensation (Note 8)	28,704	27,330
Fees on audit services paid/payable to:		
- Auditor of the Company	113	113
- Under provision in previous financial year	–	3
Fees on non-audit services paid/payable to:		
- Auditor of the Company	26	27
- Under provision in previous financial year	–	1
Plant and equipment written off (Note 21)	1,268	268
Rental expense (Note 22(c))	1,428	1,145
Repair and maintenance	1,600	1,445
Royalty fees	905	872
Utilities	4,808	4,658
Changes in inventories	(4)	82
Other expenses	4,182	4,024
Total cost of sales, selling and distribution, administrative and other expenses	93,598	87,382

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 8 EMPLOYEE COMPENSATION

	The Group	
	2025	2024
	\$'000	\$'000
Wages and salaries	25,172	23,804
Employer's contribution to Central Provident Fund	1,918	1,833
Employee performance shares	–	213
Other short-term benefits	1,614	1,480
	28,704	27,330

## 9 INCOME TAXES

(a) Income tax expense/(credit)

	The Group	
	2025	2024
	\$'000	\$'000
Tax expense/(credit) attributable to loss is made up of:		
Loss for the current financial year:		
- Current income tax	–	323
- Deferred income tax (Note 27)	–	(75)
	–	248
Over-provision in prior financial years:		
- Current income tax	(73)	–
- Deferred income tax (Note 27)	(15)	(378)
	(88)	(130)

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 9 INCOME TAXES (CONTINUED)

### (a) Income tax expense/(credit) (continued)

The tax on the Group's loss before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	The Group	
	2025 \$'000	2024 \$'000
Loss before income tax	(7,962)	(625)
Share of profit of associated companies, net of tax	(506)	(254)
Loss before tax and share of profit of associated companies	[8,468]	[879]
Tax calculated using tax rate of 17% (2024: 17%)	(1,440)	(149)
Effects of:		
- Expenses not deductible for tax purposes	1,697	1,282
- Income not subject to tax	(5)	(99)
- Statutory tax exemption	-	(63)
- Utilisation of capital allowance	(513)	(648)
- Deferred tax assets not recognised	261	-
- Over-provision in prior financial years	(73)	-
- Deferred tax charge relating to the origination and reversal of temporary differences	(15)	(453)
	(88)	(130)

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses of approximately \$1,535,000 (2024: \$Nil) at the reporting date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements. The tax losses have no expiry date.

### (b) Movements in current income tax (recoverable)/liabilities

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Beginning of financial year	304	538	1	-
Income tax paid	(241)	(557)	(1)	(5)
Income tax expense	-	323	-	1
(Over)/under-provision in prior financial years	(73)	-	-	5
End of financial year	(10)	304	-	1

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 10 LOSS PER SHARE

Basic and diluted loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	The Group	
	2025	2024
Loss attributable to equity holders of the Company (\$'000)	(7,874)	(495)
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share ('000)	173,687	173,963
Basic and diluted loss per share (cents per share)	[4.53]	[0.28]

There are no dilutive potential ordinary shares during the financial years ended 31 March 2025 and 2024 respectively.

## 11 CASH AND BANK BALANCES

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Cash at bank and on hand	5,566	7,732	565	811
Short-term bank deposits	2,302	3,741	478	440
	7,868	11,473	1,043	1,251

For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	The Group	
	2025 \$'000	2024 \$'000
Cash and bank balances (as above)	7,868	11,473
Less: Bank deposits pledged	(2,251)	(3,605)
Cash and cash equivalents per consolidated statement of cash flows	5,617	7,868

Short-term bank deposits amounting to \$2,251,000 (2024: \$3,605,000) have been pledged to financial institutions as security for performance guarantees.



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 12 TRADE AND OTHER RECEIVABLES

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
<i>Trade receivables</i>				
Related parties:				
- Associated companies	113	74	-	-
- Joint venture	-	4	-	-
Non-related parties	1,086	1,237	-	-
<i>Non-trade receivables</i>				
- Subsidiary corporations	-	-	2,604	1,067
- Non-related parties	15	588	-	562
	15	588	2,604	1,629
	1,214	1,903	2,604	1,629

The non-trade receivables from subsidiary corporations are unsecured, interest-free and are repayable on demand.

## 13 INVENTORIES

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Food ingredients and consumables	729	725	-	-

The cost of food ingredients and consumables recognised as an expense and included in "Cost of sales" amounted to \$12,932,000 (2024: \$13,230,000).

## 14 OTHER CURRENT ASSETS

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Short-term security deposits	3,054	2,565	5	56
Prepayments	997	1,230	171	149
	4,051	3,795	176	205

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 15 INVESTMENTS IN SUBSIDIARY CORPORATIONS

	The Company	
	2025 \$'000	2024 \$'000
<i>Equity investments at cost</i>		
Beginning and end of financial year	6,042	6,042

The Group has the following subsidiary corporations as at 31 March 2025 and 2024:

Name of Subsidiary Corporations	Principal activities	Country of business and incorporation	Proportion of ordinary shares directly held by parent and the Group	
			2025 %	2024 %
Bachmann Enterprises Pte Ltd <sup>(a)</sup>	Trading and management of franchisees and sub-franchisees	Singapore	100	100
Bachmann Japanese Restaurant Pte Ltd <sup>(a)</sup>	Operating restaurants	Singapore	100	100
Japan Foods Enterprises Pte. Ltd. <sup>(a)</sup>	Operating restaurants	Singapore	100	100
Japan Foods Bridge Pte. Ltd. <sup>(a)</sup>	Operating restaurants	Singapore	100	100

(a) Audited by CLA Global TS Public Accounting Corporation.

## 16 INVESTMENTS IN ASSOCIATED COMPANIES

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
<i>Interests in associated companies</i>				
Beginning of financial year	2,459	2,072	365	232
Additions <sup>(1)</sup>	–	133	–	133
Share of profit	506	254	–	–
Dividends received	(669)	–	–	–
End of financial year	2,296	2,459	365	365

(1) On 15 December 2023, the Company has increased in the paid-up share capital of PT Menya Musashi Indonesia ("MMI") by IDR5,000,000,000 (equivalent to S\$133,000), which represents 30% equity interest in MMI.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 16 INVESTMENTS IN ASSOCIATED COMPANIES (CONTINUED)

The associated companies as listed below have share capital consisting solely of ordinary shares which are held directly by the Group.

Details of the associated companies are as follows:

Name of entity	Place of business/ country of incorporation	% of ownership interest	
		2025	2024
ACJF Holding Limited <sup>(a)</sup>	Hong Kong/British Virgin Islands	25	25
First Harmony Holdings Limited <sup>(a)</sup>	Hong Kong/British Virgin Islands	30	30
Golden Bird Group Limited <sup>(a)</sup>	Hong Kong/British Virgin Islands	30	30
Highly Yield Limited <sup>(a)</sup>	Hong Kong/British Virgin Islands	20	20
Wakayama International Ltd <sup>(a)</sup>	Hong Kong/British Virgin Islands	30	30
PT Menya Musashi Indonesia <sup>(b)</sup>	Indonesia	30	30

(a) The financial year end of the associated companies are 31 December and its independent auditor is Joseph Kwan & Company, Hong Kong.

(b) The financial year end of the associated company is 31 December and its independent auditor is Crowe Horwath, Indonesia.

There are no contingent liabilities relating to the Group's interest in the associated companies.

The Group has 2 (2024: 2) associated companies that are material and 4 (2024: 4) associated companies that are individually immaterial to the Group.

### Summarised financial information for material associated companies:

#### Summarised statement of financial positions

	ACJF Holding Limited		Wakayama International Ltd	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Current assets	7,468	9,474	3,765	3,635
Current liabilities	(2,311)	(3,139)	(897)	(946)
Non-current assets	12	9	452	45
Non-current liabilities	(174)	(171)	–	–

#### Summarised statement of comprehensive income

	ACJF Holding Limited		Wakayama International Ltd	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Revenue	2,560	2,867	9,741	9,528
Total comprehensive income	461	572	1,302	887
Dividends received from associated companies	444	–	225	–

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 16 INVESTMENTS IN ASSOCIATED COMPANIES (CONTINUED)

The following table summarises, in aggregate, the Group's share of profit and other comprehensive income of the Group's individually immaterial associated companies accounted for using the equity method:

	As at 31 March	
	2025	2024
	\$'000	\$'000
Total comprehensive income, representing net loss	(311)	(507)

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in associated companies, is as follows:

	ACJF Holding Limited		Wakayama International Ltd		Total	
	2025	2024	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Net assets	4,995	6,173	3,320	2,734	8,315	8,907
Group's equity interest	25%	25%	30%	30%	–	–
Group's share of net assets	1,249	1,543	996	820	2,245	2,363
Carrying value	1,249	1,543	996	820	2,245	2,363
Add: Carrying value of individually immaterial associated companies, in aggregate					51	96
Carrying value of Group's interest in associated companies					2,296	2,459

## 17 INVESTMENT IN A JOINT VENTURE

	The Group		The Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
<i>Equity investments at cost</i>				
Beginning and end of financial year	–	–	100	100

Set out below is the joint venture of the Group:

Name of entity	Place of business and country of incorporation	% of ownership interest	
		2025	2024
Dining Collective Pte. Ltd. <sup>(a)</sup>	Singapore	50	50

(a) Audited by CLA Global TS Public Accounting Corporation.

The Group has an aggregate \$100,000 (2024: \$100,000) of commitments to provide funding if called, to its joint venture. There are no contingent liabilities relating to the Group's interest in the joint venture as at 31 March 2025 and 2024.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 17 INVESTMENT IN A JOINT VENTURE (CONTINUED)

The directors are of the opinion that the joint venture is individually immaterial to the Group as at 31 March 2025 and 2024. The aggregate unaudited financial information relating to the Group's investment in a joint venture, which is individually immaterial but accounted for using the equity method is as follows:

	2025 \$'000	2024 \$'000
Carrying amount of interest in a joint venture	-	-
Total comprehensive loss, representing net loss	(720)	(747)

As at 31 March 2025, the Group has not recognised its share of losses of the investment in a joint venture amounting to approximately \$360,000 (2024: \$373,000) as the Group's cumulative share of losses has exceeded its interest in the entity. The cumulative unrecognised losses of this entity are approximately \$1,434,000 (2024: \$1,074,000) as at financial position date.

## 18 LOAN TO AN ASSOCIATED COMPANY

	The Group and Company	
	2025 \$'000	2024 \$'000
Non-current	248	248

For the financial years ended 31 March 2025 and 2024, the loan to an associated company is unsecured and interest-free. The Group has indicated that there is no intention to recall for repayment within the next 12 months and the repayment term will be subjected to annual review.

The fair value of the loan to an associated company is computed based on discounted cash flows at market borrowing rates. The fair value is within Level 2 of the fair value hierarchy. The fair value and the market borrowing rate used is as follows:

	The Group and Company	
	2025 \$'000	2024 \$'000
Loan to an associated company	236	236

	Borrowing rate	
	2025 %	2024 %
Loan to an associated company	5.3	5.3

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 19 LOAN TO A JOINT VENTURE

	The Group and Company	
	2025	2024
	\$'000	\$'000
Beginning of financial year	1,354	1,820
Additions	–	325
Repayment of loan	(450)	–
Less: Loss allowance (Note 33(b))	(680)	(791)
End of financial year	224	1,354

For the financial years ended 31 March 2025 and 2024, the loan to a joint venture is unsecured and interest-free. The Group has indicated that there is no intention to recall for repayment within the next 12 months and the repayment term will be subjected to annual review.

As at 31 March 2025, a loss allowance of \$680,000 (2024: \$791,000) was further provided on the loan to a joint venture due to the cessation of operations of the investment in a joint venture.

The fair value of the loan to a joint venture is computed based on discounted cash flows at market borrowing rate. The fair value is within Level 2 of the fair value hierarchy. The fair value and the market borrowing rate used is as follows:

	The Group and Company	
	2025	2024
	\$'000	\$'000
Loan to a joint venture	213	1,286

	Borrowing rate	
	2025	2024
	%	%
Loan to a joint venture	5.3	5.3

## 20 OTHER INVESTMENTS AT AMORTISED COST

	The Group	
	2025	2024
	\$'000	\$'000
Beginning of financial year	531	534
Amortisation (Note 7)	(3)	(3)
Loss on disposal of financial assets	(35)	–
Disposal of financial assets	(493)	–
End of financial year	–	531
Listed debt securities		
Bond with fixed interest of 3.15% and maturity date of 3 September 2031 – Singapore	–	531

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 21 PLANT AND EQUIPMENT

	Furniture and fittings \$'000	Kitchen equipment \$'000	Renovation \$'000	Motor vehicles \$'000	Computer and office equipment \$'000	Total \$'000
<b>The Group</b>						
<b>2025</b>						
<i>Cost</i>						
Beginning of financial year	499	13,397	32,512	543	4,112	51,063
Additions	2	1,389	4,488	70	193	6,142
Written off	(68)	(613)	(5,698)	–	(178)	(6,557)
End of financial year	433	14,173	31,302	613	4,127	50,648
<i>Accumulated depreciation and impairment losses</i>						
Beginning of financial year	491	9,165	21,285	423	3,496	34,860
Depreciation charge (Note 7)	5	1,420	3,508	36	361	5,330
Impairment losses (Note 7)	–	–	1,465	–	–	1,465
Written off	(69)	(537)	(4,507)	–	(176)	(5,289)
End of financial year	427	10,048	21,751	459	3,681	36,366
<b>Net book value</b>						
<b>End of financial year</b>	6	4,125	9,551	154	446	14,282
<b>2024</b>						
<i>Cost</i>						
Beginning of financial year	528	11,124	27,055	430	3,687	42,824
Additions	–	2,505	6,699	113	507	9,824
Written off	(29)	(232)	(1,242)	–	(82)	(1,585)
End of financial year	499	13,397	32,512	543	4,112	51,063
<i>Accumulated depreciation and impairment losses</i>						
Beginning of financial year	513	8,128	18,707	368	3,313	31,029
Depreciation charge (Note 7)	7	1,257	3,044	55	262	4,625
Impairment losses (Note 7)	–	–	523	–	–	523
Written off	(29)	(220)	(989)	–	(79)	(1,317)
End of financial year	491	9,165	21,285	423	3,496	34,860
<b>Net book value</b>						
<b>End of financial year</b>	8	4,232	11,227	120	616	16,203



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 21 PLANT AND EQUIPMENT (CONTINUED)

	Renovation \$'000	Computer equipment \$'000	Total \$'000
<b>The Company</b>			
<b>2025</b>			
<i>Cost</i>			
Beginning of financial year	7	121	128
Additions	–	29	29
End of financial year	7	150	157
<i>Accumulated depreciation</i>			
Beginning of financial year	2	88	90
Depreciation charge	1	29	30
End of financial year	3	117	120
<b>Net book value</b>			
<b>End of financial year</b>	4	33	37
<b>2024</b>			
<i>Cost</i>			
Beginning of financial year	3	79	82
Additions	4	42	46
End of financial year	7	121	128
<i>Accumulated depreciation</i>			
Beginning of financial year	2	71	73
Depreciation charge	–	17	17
End of financial year	2	88	90
<b>Net book value</b>			
<b>End of financial year</b>	5	33	38

### *Write off of plant and equipment*

During the current financial year, the Group ceased operations of certain restaurant outlets. Consequently, the Group has written off the net book value of furniture and fittings, kitchen equipment and renovation associated with these restaurant outlets. In addition, the Group has also written off the net book value of certain furniture and fittings, kitchen equipment, renovation and computer which are deemed to be not usable for ongoing operations during the financial year ended 31 March 2025. The net book value of the plant and equipment written-off was approximately \$1,268,000 (2024: \$268,000) (Note 7).

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 21 PLANT AND EQUIPMENT (CONTINUED)

### *Impairment of plant and equipment and right-of-use assets*

The Group has identified the cash generating units ("CGUs") to the respective restaurant outlets to which the plant and equipment and right-of-use assets belong. Management has determined that prolonged losses is an indicator that the plant and equipment and right-of-use assets may be impaired.

The recoverable amounts of the CGUs were based on its value-in-use calculation using cash flow projections from financial forecasts approved by management covering the remaining lease period.

Key assumptions used for value-in-use-calculations:

	The Group	
	2025	2024
	%	%
Gross profit margin	83	83
Growth rate	0 - 30	0 - 20
Pre-tax discount rate	5	5

Following the impairment assessment, the Group has recognised impairment losses of approximately \$1,465,000 (2024: \$523,000) for plant and equipment and \$1,400,000 (2024: \$546,000) for right-of-use assets disclosed in Note 22. These losses were recorded in profit or loss as the carrying amounts of the respective assets exceeded their recoverable amounts.

## 22 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

### Nature of the Group's leasing activities

#### **Premises and restaurant outlets**

The Group leases office space, restaurant outlets and kitchen facilities for the purpose of back-office operations and restaurant sales respectively.

#### **Office equipment**

The Group leases printers for the purpose of back-office operations.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 22 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(a) *Right-of-use assets*

	Premises and restaurant outlets \$'000	Office equipment \$'000	Total \$'000
<b>The Group</b>			
<b>2025</b>			
<i>Cost</i>			
Beginning of financial year	81,598	96	81,694
Additions	16,989	–	16,989
Written off <sup>(1)</sup>	(19,590)	–	(19,590)
Early termination of lease	(2,029)	–	(2,029)
End of financial year	76,968	96	77,064
<i>Accumulated depreciation and impairment losses</i>			
Beginning of financial year	38,925	16	38,941
Depreciation charge (Note 7)	25,694	19	25,713
Written off <sup>(1)</sup>	(19,590)	–	(19,590)
Early termination of lease	(1,480)	–	(1,480)
Impairment losses (Note 7, Note 21)	1,400	–	1,400
End of financial year	44,949	35	44,984
<b>Net book value</b>			
<b>End of financial year</b>	32,018	61	32,080
<b>2024</b>			
<i>Cost</i>			
Beginning of financial year	75,973	55	76,028
Additions	24,914	96	25,010
Written off <sup>(1)</sup>	(15,948)	–	(15,948)
Early termination of lease	(3,341)	(55)	(3,396)
End of financial year	81,598	96	81,694
<i>Accumulated depreciation and impairment losses</i>			
Beginning of financial year	30,257	39	30,296
Depreciation charge (Note 7)	24,773	18	24,791
Written off <sup>(1)</sup>	(15,948)	–	(15,948)
Early termination of lease	(703)	(41)	(744)
Impairment losses (Note 7, Note 21)	546	–	546
End of financial year	38,925	16	38,941
<b>Net book value</b>			
<b>End of financial year</b>	42,673	80	42,753

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 22 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(a) *Right-of-use assets (continued)*

	Premises \$'000	Office equipment \$'000	Total \$'000
<b><u>The Company</u></b>			
<b>2025</b>			
<i>Cost</i>			
Beginning of financial year	795	96	891
Additions	424	–	424
Written off	(795)	–	(795)
End of financial year	424	96	520
<i>Accumulated depreciation</i>			
Beginning of financial year	667	16	683
Depreciation charge	199	19	218
Written off	(795)	–	(795)
End of financial year	71	35	106
<b><i>Net book value</i></b>			
<b>End of financial year</b>	353	61	414
<b>2024</b>			
<i>Cost</i>			
Beginning of financial year	797	55	852
Additions	15	96	111
Early termination of lease	(17)	(55)	(72)
End of financial year	795	96	891
<i>Accumulated depreciation</i>			
Beginning of financial year	494	39	533
Depreciation charge	190	18	208
Early termination of lease	(17)	(41)	(58)
End of financial year	667	16	683
<b><i>Net book value</i></b>			
<b>End of financial year</b>	128	80	208

(1) Written off assets relate to those leases which has expired.

Please refer to Note 21 to the financial statements for the impairment assessment of right-of-use assets.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 22 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(b) Interest expense

	The Group	
	2025	2024
	\$'000	\$'000
Interest expense on lease liabilities	1,687	1,801

(c) Lease expense not capitalised in lease liabilities

	The Group	
	2025	2024
	\$'000	\$'000
Lease expense		
- short-term leases	339	26
- low-value leases	134	103
Variable lease payments	955	1,016
Total (Note 7)	1,428	1,145

(d) Total cash outflow for all leases during the financial year ended 31 March 2025 was \$28,823,000 (2024: \$26,669,000).

(e) Future cash outflow which are not capitalised in lease liabilities

Variable lease payments

The leases for restaurant outlets contain variable lease payments that are based on a percentage of sales generated by the outlets, on top of fixed payments. Such variable lease payments are recognised in profit or loss when incurred and amounted to \$955,000 (2024: \$1,016,000) (Note 22(c)) for the financial year ended 31 March 2025.

(f) Lease liabilities

	The Group		The Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Current	21,132	23,540	211	152
Non-current	13,882	21,342	211	68
	35,014	44,882	422	220

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 22 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONTINUED)

(g) Reconciliation of liabilities arising from financing activities

	1 April 2024 \$'000	Principal and interest payments \$'000	Non-cash changes				31 March 2025 \$'000
			Rent concessions \$'000	Additions \$'000	Early termination of lease \$'000	Interest expense \$'000	
Lease liabilities	44,882	(27,395)	(66)	16,455	(549)	1,687	35,014

	1 April 2023 \$'000	Principal and interest payments \$'000	Non-cash changes				31 March 2024 \$'000
			Rent concessions \$'000	Additions \$'000	Early termination of lease \$'000	Interest expense \$'000	
Lease liabilities	47,029	(25,524)	–	24,277	(2,701)	1,801	44,882

(h) Reconciliation of additions to right-of-use assets

	The Group	
	2025 \$'000	2024 \$'000
Total additions as per Note 22(a) to the financial statements	16,989	25,010
Less: Provision for reinstatement capitalised (Note 26)	(654)	(853)
Add: Movement in provision for reinstatement	120	120
Total additions as per Note 22(g) to the financial statements	16,455	24,277

## 23 INTANGIBLE ASSETS

	The Group	
	2025 \$'000	2024 \$'000
<b>Trademarks and franchise rights</b>		
<i>Cost</i>		
Beginning of financial year	801	691
Additions	257	110
End of financial year	1,058	801
<i>Accumulated amortisation</i>		
Beginning of financial year	614	545
Amortisation charge (Note 7)	80	69
Impairment loss (Note 7)	53	–
End of financial year	747	614
<b>Net book value</b>		
End of financial year	311	187

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 23 INTANGIBLE ASSETS (CONTINUED)

Trademarks and franchise rights pertain to the exclusive rights of brand names granted by franchisors to its subsidiary corporation, Bachmann Enterprises Pte. Ltd. for the usage of the brand names at all existing restaurant outlets under the Group.

### *Impairment of intangible assets*

These intangible assets are tested for impairment whenever there is an indication of impairment. The Group recognised impairment losses of approximately \$53,000 (2024: \$Nil) in profit or loss, as the carrying amount of the relevant intangible assets exceeded their recoverable amount.

## 24 LONG-TERM SECURITY DEPOSITS

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Refundable security deposits	3,044	3,524	58	–

These are mainly deposits placed with the landlords. Management is of the opinion that these deposits have been placed with counterparties who are creditworthy and accordingly, no allowance for impairment is required.

The fair value of the long-term security deposits are computed based on cash flows discounted at market borrowing rates. The fair value is within Level 2 of the fair value hierarchy. The fair value and the market borrowing rate used is as follows:

	The Group	
	2025 \$'000	2024 \$'000
Long-term security deposits	2,910	3,369

	Borrowing rate	
	2025 %	2024 %
Long-term security deposits	5.3	5.3

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 25 TRADE AND OTHER PAYABLES

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Trade payables				
- Non-related parties	1,468	1,896	9	-
Non-trade payables				
- Subsidiary corporations	-	-	-	7
- Non-related parties	1,747	2,056	26	12
Accruals for operating expenses <sup>(1)</sup>	5,219	5,353	310	310
Franchise deposits	9	9	-	-
	8,443	9,314	345	329

The non-trade payables to subsidiary corporations is unsecured, interest-free and are repayable on demand.

(1) Accruals for operating expenses

Included are government grants comprising a balance of \$28,000 (2024: \$56,000) for the acquisition of certain automated equipment for the central kitchen of the Group's subsidiary corporation, Bachmann Japanese Restaurant Pte. Ltd. The grants received are subsequently charged to profit or loss of \$28,000 (2024: \$28,000) over the useful life of related assets to match the related cost.

## 26 PROVISIONS

	The Group	
	2025 \$'000	2024 \$'000
Provisions	1,337	823

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

Movements in the provisions are as follows:

	The Group	
	2025 \$'000	2024 \$'000
Beginning of financial year	823	143
Provision made during the financial year	654	853
Utilisation during the financial year	(120)	(120)
	534	733
Reversal during the financial year (Note 5)	(20)	(53)
End of financial year	1,337	823



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 27 DEFERRED INCOME TAXES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same taxation authority. The amounts, determined after appropriate offsetting, are shown on the statements of financial position as follows:

	The Group		The Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Deferred tax assets	8,124	7,956	37	37
Deferred tax liabilities	(8,183)	(8,030)	(36)	(36)
Net deferred tax (liabilities)/asset	(59)	(74)	1	1

The movement in the net deferred income tax account is as follows:

	The Group		The Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Beginning of financial year	(74)	(527)	1	(2)
Tax credited to profit or loss (Note 9(a))	15	453	–	3
End of financial year	(59)	(74)	1	1

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) is as follows:

### The Group

#### *Deferred income tax liabilities*

	Accelerated tax depreciation	ROU assets	Others	Total
	\$'000	\$'000	\$'000	\$'000
<b>2025</b>				
Beginning of financial year	762	7,268	–	8,030
(Credited)/charged to profit or loss	(292)	(1,814)	2,259	153
End of financial year	470	5,454	2,259	8,183
<b>2024</b>				
Beginning of financial year	765	9,201	(9,439)	527
(Credited)/charged to profit or loss	(3)	(1,933)	9,439	7,503
End of financial year	762	7,268	–	8,030

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 27 DEFERRED INCOME TAXES (CONTINUED)

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) is as follows: (continued)

### The Group (continued)

#### *Deferred income tax assets*

	Lease Liabilities \$'000	Provisions \$'000	Others \$'000	Total \$'000
<b>2025</b>				
Beginning of financial year	(7,630)	(140)	(186)	(7,956)
Charged/(credited) to profit or loss	1,678	(87)	(1,759)	(168)
End of financial year	(5,952)	(227)	(1,945)	(8,124)
<b>2024</b>				
Beginning of financial year	–	–	–	–
Credited to profit or loss	(7,630)	(140)	(186)	(7,956)
End of financial year	(7,630)	(140)	(186)	(7,956)

### The Company

#### *Deferred income tax liabilities*

	Accelerated tax depreciation \$'000	ROU assets \$'000	Total \$'000
<b>2025</b>			
Beginning and end of financial year	1	35	36
<b>2024</b>			
Beginning of financial year	2	–	2
(Credited)/charged to profit or loss	(1)	35	34
End of financial year	1	35	36

#### *Deferred income tax assets*

	Lease liabilities \$'000	Total \$'000
<b>2025</b>		
Beginning and end of financial year	37	37
<b>2024</b>		
Beginning of financial year	–	–
Charged to profit or loss	37	37
End of financial year	37	37

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 28 SHARE CAPITAL, TREASURY SHARES AND CAPITAL RESERVES

(a) *Share capital*

	The Group and Company			
	2025		2024	
	Number of ordinary shares '000	Amount \$'000	Number of ordinary shares '000	Amount \$'000
Beginning and end of financial year	174,436	9,522	174,436	9,522

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

(i) *Japan Foods Performance Share Plan 2023 ("JF PSP 2023")*

The JF PSP 2023 is administered by the Remuneration Committee whose members are:

Tan Cher Ting	(Chairperson, Lead Independent Director)
Wong Hin Sun, Eugene	(Member, Non-independent and Non-executive Director)
Lee Soon Sin Jason	(Member, Independent Director)
Lim Heng Chong Benny	(Member, Independent Director)

Members of the Remuneration Committee were not and shall not be involved in the Remuneration Committee's deliberations in respect of the performance shares granted to themselves, if any.

The award of fully paid ordinary shares of the Company issued free of charge (the "Awards") to eligible participants under the JF PSP 2023 will incentivise participants to excel in their performance and encourage greater dedication and loyalty to the Group. The JF PSP 2023 allows the Company to recognise and reward past contributions and services and motivate the participants to continue to strive for the Group's long-term goals. The JF PSP 2023 will further strengthen and enhance the Group's competitiveness in attracting and retaining employees with suitable talents.

The Awards granted under the JF PSP 2023 may be time-based and/or performance-related, and such Awards entitle eligible participants to be allotted fully paid shares upon completion of certain time-based service condition and/or achieve their performance targets over set performance periods. The Awards given are determined at the discretion of the Remuneration Committee, who will take into account criteria such as participant's rank, job performance, years of service and potential for future development, contribution to the success of the Group and the extent of effort required to achieve the performance target within the performance period. The Remuneration Committee also has the discretion to set specific performance-based criteria such as profitability, growth, asset efficiency, return on capital employed, and other financial indicators, penetration into new markets, increasing market share and market ranking, management skills and succession planning. In addition to the achievement of any pre-determined performance targets or service conditions, the Awards may also be granted upon the Remuneration Committee's determination of post-event that any eligible participant has performed well and/or made significant contribution to the Group.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 28 SHARE CAPITAL, TREASURY SHARES AND CAPITAL RESERVES (CONTINUED)

(a) *Share capital (continued)*

(i) *Japan Foods Performance Share Plan 2023 ("JF PSP 2023") (continued)*

Under the rules of the JF PSP 2023, any full time employee, executive and non-executive director of the Company and its subsidiary corporations (including Independent Directors but excluding the Controlling Shareholder and his Associates, as described in the Company's circular in relation to the JF PSP 2023 dated 27 July 2023) who has attained the age of 18 years on the date of grant of the Award and who has contributed or will contribute to the success of the Group shall be eligible to participate in the JF PSP 2023.

There shall be no restriction on the eligibility of any participant to participate in any other share plans or share incentive schemes implemented by any of the other companies within the Group if approved by the Remuneration Committee. The granting of Awards may be made by the Remuneration Committee at any time during the period when the JF PSP 2023 is in force.

All taxes (including income tax) arising from the grant and/or disposal under the JF PSP 2023 shall be borne by the participant.

The total number of new ordinary shares in the capital of the Company that may be issued or are issuable pursuant to the granting of the Awards, when added to aggregate number of shares that are issued or are issuable in respect of such other share-based incentive schemes of the Company (if any), shall not exceed 15% of the total number of issued ordinary shares (excluding treasury shares and subsidiary corporations) of the Company on the day immediately preceding the date on which the Award shall be granted.

The details of the performance shares granted under the JF PSP 2023 as at 31 March 2025 and 2024 are as follows:

	Beginning of financial year	Granted during financial year	End of financial year	Award price	Award date
<b>2025</b>					
2024 JF PSP	5,475,000	–	5,475,000	N/A	N/A
<b>2024</b>					
2023 JF PSP	4,985,000	490,000	5,475,000	\$0.42	09.12.2022*

\* The share awards had been vested on the date of grant.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 28 SHARE CAPITAL, TREASURY SHARES AND CAPITAL RESERVES (CONTINUED)

### (b) Treasury shares

	The Group and Company			
	2025		2024	
	Number of ordinary shares '000	Amount \$'000	Number of ordinary shares '000	Amount \$'000
Beginning of financial year	630	219	42	18
Treasury shares purchased	120	33	1,078	415
Less: Treasury shares granted	–	–	(490)	(214)
End of financial year	750	252	630	219

During the financial year, there is nil (2024: 490,000) treasury shares that were transferred to certain key management personnel of the Group pursuant to the Japan Foods Performance Share Plan ("JF PSP 2023"). The share awards had been vested on the grant date. The fair value of the performance shares was determined as \$Nil (2024: \$213,150) based on the market price of the Company's shares at the grant date.

The Company acquired 120,000 (2024: 1,078,000) shares of the Company in the open market during the financial year ended 31 March 2025. The total amount paid to acquire the shares was \$33,000 (2024: \$415,000) and this was presented as a component within shareholders' equity. After these share buy-backs, the Company held 749,800 (2024: 629,000) treasury shares as at 31 March 2025 and the total number of issued shares (excluding treasury shares) was 173,686,200 (2024: 173,806,200) shares.

### (c) Capital reserves

	The Group and Company	
	2025 \$'000	2024 \$'000
Beginning of financial year	35	36
Performance shares granted	–	(1)
End of financial year	35	35

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 29 RETAINED PROFITS

- (a) Retained profits of the Group are distributable except for cumulative share of profit of associated companies amounting to \$2,600,000 (2024: \$2,094,000).
- (b) Movement in retained profits for the Company is as follows:

	The Company	
	2025 \$'000	2024 \$'000
Beginning of financial year	1,553	3,412
Net profit for the financial year	34	406
Dividend paid (Note 30)	(347)	(2,265)
End of financial year	1,240	1,553

## 30 DIVIDENDS

	The Group	
	2025 \$'000	2024 \$'000
<i>Ordinary dividends paid</i>		
Final exempt dividend paid in respect of the previous financial year of 0.20 cents (2024: 1.00 cents) per share	347	1,744
Interim exempt dividend paid in respect of the current financial year of Nil cents (2024: 0.30 cents) per share	–	521
	347	2,265

## 31 FINANCIAL GUARANTEES

The Company has issued financial guarantees to banks for performance guarantees of subsidiary corporations. The Company has evaluated the fair values of the financial guarantees and the consequential liabilities derived from its guarantees to the bank with regards to the subsidiary corporations are minimal, with no default in the credit facilities granted.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 32 RELATED PARTY TRANSACTIONS

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

*(a) Transactions with related parties*

	The Group	
	2025 \$'000	2024 \$'000
Sales of food ingredients		
- Joint venture	20	47
Royalty fees		
- Associated companies	311	470

Outstanding balances at 31 March 2025 are unsecured and receivable/payable within 12 months from financial position date and are disclosed in Notes 12, 18, 19 and 25 to the financial statements respectively.

*(b) Key management personnel compensation*

	The Group	
	2025 \$'000	2024 \$'000
Wages and salaries	1,312	1,261
Employer's contribution to Central Provident Fund	61	59
Employee performance shares	-	213
	1,373	1,533

Included in the above is total compensation to directors of the Company amounting to approximately \$600,000 (2024: \$570,000).

## 33 FINANCIAL RISK MANAGEMENT

***Financial risk factors***

The Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. The Group's overall risk management strategy seeks to minimise any adverse effects from the unpredictability of financial markets on the Group's financial performance.

The Chief Executive Officer ("CEO") is responsible for setting the objectives and underlying principles of financial risk management for the Group. This includes establishing policies such as authority levels, oversight responsibilities, risk identification and measurement and exposure limits.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk

(i) Currency risk

Currency risk arises when transactions are denominated in foreign currencies other than functional currency.

The Group and Company's operations do not expose itself to significant currency risk as it operates and transactions mainly in Singapore and SGD respectively.

Certain of the Group's purchases are from Japan and Hong Kong, giving rise to exposures to the changes in foreign exchange rates primarily with respect to Japanese Yen ("JPY"), Hong Kong Dollar ("HKD") and United States Dollar ("USD"). The Group does not enter into any derivative contracts to hedge its foreign exchange risk.

The Group's currency exposure based on the information provided to key management is as follows:

	SGD \$'000	JPY \$'000	HKD \$'000	USD \$'000	Total \$'000
<b>2025</b>					
<b>Financial assets</b>					
Cash and bank balances	7,499	60	247	62	7,868
Trade and other receivables	1,124	90	–	–	1,214
Other financial assets	6,322	–	248	–	6,570
Receivables from subsidiary corporations	2,604	–	–	–	2,604
	17,549	150	495	62	18,256
<b>Financial liabilities</b>					
Trade and other payables	(7,816)	(105)	–	(2)	(7,923)
Lease liabilities	(35,014)	–	–	–	(35,014)
Payables to subsidiary corporations	(2,604)	–	–	–	(2,604)
	(45,434)	(105)	–	(2)	(45,541)
<b>Net financial (liabilities)/assets</b>	(27,885)	45	495	60	(27,285)
Add: Net non-financial assets	48,789	–	–	–	48,789
<b>Currency profile including non-financial assets</b>	20,904	45	495	60	21,504
<b>Currency exposure of financial assets net of those denominated in the respective entities' functional currency</b>	–	45	495	60	600



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

The Group's currency exposure based on the information provided to key management is as follows: (continued)

	SGD \$'000	JPY \$'000	HKD \$'000	USD \$'000	Total \$'000
<b>2024</b>					
<b>Financial assets</b>					
Cash and bank balances	10,973	137	254	109	11,473
Trade and other receivables	1,858	45	–	–	1,903
Other financial assets	7,443	–	248	–	7,691
Receivables from subsidiary corporations	1,067	–	–	–	1,067
Other investments at amortised cost	531	–	–	–	531
	21,872	182	502	109	22,665
<b>Financial liabilities</b>					
Trade and other payables	(9,165)	(102)	–	(47)	(9,314)
Lease liabilities	(44,882)	–	–	–	(44,882)
Payables to subsidiary corporations	(1,067)	–	–	–	(1,067)
	(55,114)	(102)	–	(47)	(55,263)
<b>Net financial (liabilities)/assets</b>	(33,242)	80	502	62	(32,598)
Add: Net non-financial assets	62,356	–	–	–	62,356
<b>Currency profile including non- financial assets</b>	29,114	80	502	62	29,758
<b>Currency exposure of financial assets net of those denominated in the respective entities' functional currency</b>	–	80	502	62	644

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Market risk (continued)

(i) Currency risk (continued)

The Company's currency exposure based on the information provided to key management is as follows:

	SGD \$'000	HKD \$'000	Total \$'000
<b>2025</b>			
<b>Financial assets</b>			
Cash and bank balances	796	247	1,043
Trade and other receivables	2,604	–	2,604
Other financial assets	287	248	535
	3,687	495	4,182
<b>Financial liabilities</b>			
Trade and other payables	(362)	–	(362)
Lease liabilities	(422)	–	(422)
	(784)	–	(784)
<b>Net financial assets</b>	2,903	495	3,398
Add: Net non-financial assets	7,147	–	7,147
<b>Currency profile including non-financial assets</b>	10,050	495	10,545
<b>Currency exposure of financial assets net of those denominated in the Company's functional currency</b>	–	495	495
<b>2024</b>			
<b>Financial assets</b>			
Cash and bank balances	997	254	1,251
Trade and other receivables	1,629	–	1,629
Other financial assets	1,410	248	1,658
	4,036	502	4,538
<b>Financial liabilities</b>			
Trade and other payables	(329)	–	(329)
Lease liabilities	(220)	–	(220)
	(549)	–	(549)
<b>Net financial assets</b>	3,487	502	3,989
Add: Net non-financial assets	6,902	–	6,902
<b>Currency profile including non-financial assets</b>	10,389	502	10,891
<b>Currency exposure of financial assets net of those denominated in the Company's functional currency</b>	–	502	502

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 33 FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) *Market risk (continued)*

(i) *Currency risk (continued)*

### **Sensitivity analysis**

If the JPY, HKD and USD change against the SGD by 2% (2024: 11%), 2% (2024: 2%) and 2% (2024: 2%) respectively with all other variables including tax rate being held constant, the effects arising from the net financial liability/asset position will be as follows:

	The Group		The Company	
	Increase/(decrease)		Increase/(decrease)	
	Profit after tax		Profit after tax	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
JPY against SGD				
- Strengthened	1	7	–	–
- Weakened	(1)	(7)	–	–
HKD against SGD				
- Strengthened	8	8	8	8
- Weakened	(8)	(8)	(8)	(8)
USD against SGD				
- Strengthened	1	1	–	–
- Weakened	(1)	(1)	–	–

(ii) *Equity price risk*

The Group and the Company does not have exposure to equity price risk as it does not hold any equity or debt securities financial instruments.

(iii) *Cash flow and fair value interest rate risk*

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

For the financial years ended 31 March 2025 and 2024, the Group's interest rate risk is primarily from short-term deposits that will mature from 1 to 12 months. These deposits are placed on as short-term basis according to the Group's cash flow requirements, and hence the Group does not hedge against interest rate fluctuations.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 33 FINANCIAL RISK MANAGEMENT (CONTINUED)

### (b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group and of the Company are cash and cash equivalents and trade and other receivables. The Group trades mainly in cash. Receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

As at financial position date, there are no significant concentrations of credit risk within the Group and the Company.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk to each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position, except as follows:

	The Group	
	2025 \$'000	2024 \$'000
Financial guarantee provided to banks on subsidiary corporations' performance guarantee	2,819	2,881

The movement in the credit loss allowance for loan to a joint venture is as follows:

	The Group	
	2025 \$'000	2024 \$'000
Beginning of financial year	(791)	–
Allowance made during the financial year (Note 19)	(680)	(791)
End of financial year	(1,471)	(791)

### (i) Trade and other receivables

The Group has applied the simplified approach by using the allowance matrix to measure the lifetime expected credit losses ("ECL") for all trade and other receivables.

In measuring the ECL, trade and other receivables are grouped based on shared credit risk characteristics and days past due. In calculating the expected credit loss rate, the Group considers current payment patterns for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade receivables are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group categorises a receivable for write off when a customer fails to make contractual payment greater than 90 days past due based on historical collection trend. Where receivables are written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 33 FINANCIAL RISK MANAGEMENT (CONTINUED)

### *(b) Credit risk (continued)*

#### *(i) Trade and other receivables (continued)*

The Group assesses the credit risk rating of other receivables including loan to related corporations based on qualitative and quantitative (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections, and available press information, if available and applying expected credit judgement).

As at 31 March 2025 and 2024, the trade and other receivables are not past due and are not subject to any material credit losses.

The Group establishes a credit loss allowance that represents its estimate of incurred losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposure. Trade and other receivables that are neither past due nor impaired are substantially customers with a good collection track records with the Group.

#### *(ii) Other investments at amortised cost*

Other investments at amortised cost consist of investments in corporate bonds which are considered to have a low credit risk and the loss allowance recognised is based on 12-months ECL. The Group considers its investment in corporate bonds having low credit risk as the corporate bonds are listed bonds with high credit rating assigned by international credit rating agencies.

As at 31 March 2025 and 2024, other investments at amortised cost are not subject to any material credit losses.

#### *(iii) Loan to an associated company and a joint venture*

Loan to an associated company and a joint venture are provided for long term funding requirements. The Company uses a similar approach as described in Note 33(b)(i) for assessment of ECL for these receivables. Impairment on these balances has been measured on the 12-months expected loss basis. Where receivables are written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

#### *(iv) Cash and cash equivalents*

The Group and the Company hold cash and cash equivalents with banks of high credit rating assigned by international credit-rating agencies. Cash and bank balances have been measured on the 12-months ECL basis and reflect the short maturities of the exposures. The Group considers its cash and cash equivalents having low credit risk based on the external credit rating on the counterparties and subject to immaterial credit loss.

#### *(v) Financial guarantee contracts*

The Company has issued financial guarantees to banks for performance guarantees of its subsidiary corporations. These guarantees are subject to the impairment requirements of SFRS(I) 9. The Company has assessed that its subsidiary corporations have strong financial capacity to meet the contractual cash flows obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 33 FINANCIAL RISK MANAGEMENT (CONTINUED)

### (c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial assets. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Group manages its liquidity risk by ensuring the availability of adequate funds to meet its obligation.

Prudent liquidity management includes managing sufficient cash and cash equivalents to meet obligations when due. At the reporting date, assets held by the Group and the Company for managing liquidity risk included cash and short-term deposits as disclosed in Note 11 to the financial statements.

The table below analyses non-derivative financial liabilities of the Group and the Company's into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Less than 1 year \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000
<b>The Group</b>			
<b>At 31 March 2025</b>			
Trade and other payables	7,923	–	–
Lease liabilities	22,253	10,381	3,922
<b>At 31 March 2024</b>			
Trade and other payables	9,314	–	–
Lease liabilities	27,314	13,454	6,152
<b>The Company</b>			
<b>At 31 March 2025</b>			
Trade and other payables	362	–	–
Lease liabilities	225	183	34
Financial guarantee contracts	1,430	–	–
<b>At 31 March 2024</b>			
Trade and other payables	329	–	–
Lease liabilities	158	20	53
Financial guarantee contracts	1,123	–	–

### (d) Capital risk

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payments, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 33 FINANCIAL RISK MANAGEMENT (CONTINUED)

### (d) Capital risk (continued)

Management monitors capital based on a gearing ratio. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as trade and other payables and provisions less cash and bank balances. Total capital is calculated as total equity plus net debt.

	The Group		The Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Net debt	1,912	(1,336)	(698)	(922)
Total equity	21,504	29,758	10,545	10,891
Total capital	23,416	28,422	9,847	9,969
<b>Gearing ratio</b>	8%	NM*	NM*	NM*

\*NM = Not meaningful

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 31 March 2025 and 2024.

### (e) Fair value measurement

The fair values of current financial assets and financial liabilities carried at amortised cost approximate their carrying amounts.

### (f) Financial instruments by category

The carrying amount of the different categories of financial instruments are as follows:

	The Group		The Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Financial assets, at amortised cost	15,652	21,598	4,182	4,538
Financial liabilities, at amortised cost	42,937	54,196	784	549

## 34 SEGMENT INFORMATION

The Chief Executive Officer ("CEO") is the Group's chief operating decision maker. Management has determined the operating segments based on the reports reviewed by the CEO that are used to make strategic decisions.

The CEO considers the business from both a geographic and business segment perspective. As at the reporting date, the Group operates solely in Singapore with revenue mainly generated from operations within the country.

The Group's principal business is in the operation of restaurant outlets and its ancillary business is in the supply of food ingredients to its sub-franchisees and franchisee.

The Group has two (2024: two) reportable segments, with restaurant sales being the primary segment.

Other segments include investment holding and its ancillary business. These are not included within the reportable operating segments as the segments do not meet the quantitative thresholds required by SFRS(I) 8 *Operating Segments for reportable segments*. The results of these operations are included in the "Other segments" column.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 34 SEGMENT INFORMATION (CONTINUED)

The CEO assesses the performance of the operating segments based on a measure of segment results before interest (net), loss allowance on loan to a joint venture, share of results of associated companies and income tax expenses. Interest income and finance expenses are not allocated to segments, as this type of activity is driven by the Group finance team, which manages the cash position of the Group.

Sales between segments are carried out at market terms. The revenue from external parties reported to the CEO is measured in a manner consistent with that in the statement of comprehensive income.

The segment information provided to the CEO for the reportable segments are as follows:

	Singapore		
	Restaurant sales	Other segments	Total
	\$'000	\$'000	\$'000
<b>2025</b>			
<b>Revenue</b>			
Total segment revenue	83,432	2,054	85,486
Inter-segment revenue	–	(1,899)	(1,899)
Revenue to external parties	83,432	155	83,587
<b>Expenses</b>			
Purchases of inventories (Note 7)	12,936	–	12,936
Employee compensation (Note 7)	28,339	365	28,704
Utilities (Note 7)	4,798	10	4,808
<b>Segment results</b>	27,441	(1,260)	26,181
Amortisation of intangible assets	–	80	80
Depreciation of plant and equipment	5,300	30	5,330
Depreciation of right-of-use assets	25,495	218	25,713
Allowance for impairment of plant and equipment	1,465	–	1,465
Allowance for impairment of right-of-use assets	1,400	–	1,400
Allowance for impairment of intangible assets	–	53	53
Allowance for impairment on loan to a joint venture	–	680	680
Plant and equipment written-off	1,268	–	1,268
Share of profit of associated companies	(506)	–	(506)
<b>Segment assets</b>	51,525	12,520	64,045
Segment assets includes:			
Additions to plant and equipment	6,113	29	6,142
Additions to right-of-use assets	16,031	424	16,455
Additions to intangible asset	–	257	257
Loan to an associated company	–	248	248
Loan to a joint venture	–	224	224
<b>Segment liabilities</b>	43,304	1,490	44,794



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 34 SEGMENT INFORMATION (CONTINUED)

The segment information provided to the CEO for the reportable segments are as follows: (continued)

	Singapore		
	Restaurant sales \$'000	Other segments \$'000	Total \$'000
<b>2024</b>			
<b>Revenue</b>			
Total segment revenue	86,149	2,422	88,571
Inter-segment revenue	–	(2,214)	(2,214)
Revenue to external parties	86,149	208	86,357
<b>Expenses</b>			
Purchases of inventories (Note 7)	13,148	–	13,148
Employee compensation (Note 7)	26,917	413	27,330
Utilities (Note 7)	4,648	10	4,658
<b>Segment results</b>	30,820	(483)	30,337
Amortisation of intangible assets	–	69	69
Depreciation of plant and equipment	4,608	17	4,625
Depreciation of right-of-use assets	24,583	208	24,791
Allowance for impairment of plant and equipment	523	–	523
Allowance for impairment of right-of-use assets	546	–	546
Allowance for impairment on loan to a joint venture	–	791	791
Plant and equipment written-off	268	–	268
Gain on early termination of lease	(41)	(8)	(49)
Share of profit of associated companies	(254)	–	(254)
<b>Segment assets</b>	68,569	12,314	80,883
Segment assets includes:			
Additions to plant and equipment	9,778	46	9,824
Additions to right-of-use assets	24,166	111	24,277
Additions to intangible asset	–	110	110
Loan to an associated company	–	248	248
Loan to a joint venture	–	1,354	1,354
<b>Segment liabilities</b>	53,869	1,150	55,019

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 34 SEGMENT INFORMATION (CONTINUED)

### Reconciliations

#### (a) Segment profits

A reconciliation of reported segment results to loss before tax is as follows:

	The Group	
	2025	2024
	\$'000	\$'000
Reported segments	26,181	30,337
Amortisation of intangible assets	(80)	(69)
Depreciation of plant and equipment	(5,330)	(4,625)
Depreciation of right-of-use assets	(25,713)	(24,791)
Allowance for impairment of plant and equipment	(1,465)	(523)
Allowance for impairment of right-of-use assets	(1,400)	(546)
Allowance for impairment of intangible assets	(53)	–
Allowance for impairment on loan to a joint venture	(680)	(791)
Interest income	72	129
Share of profit of associated companies	506	254
Loss before income tax	(7,962)	(625)

#### (b) Segment assets

The amounts provided to the CEO with respect to total assets are measured in a manner consistent with that of the financial statements. For the purposes of monitoring segment performance and allocating resources between segments, the CEO monitors the plant and equipment, intangible assets, inventories, receivables and operating cash attributable to each segment. All assets are allocated to reportable segments other than short-term bank deposits, other investments at amortised cost, current income tax recoverable and deferred income tax assets.

Segment assets are reconciled to total assets as follows:

	The Group	
	2025	2024
	\$'000	\$'000
Segment assets for reportable segments	64,045	80,883
Unallocated:		
Short-term bank deposits	2,302	3,741
Other investments at amortised cost	–	531
Current income tax recoverable	10	–
Deferred income tax assets	8,124	7,956
	74,481	93,111

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 March 2025

## 34 SEGMENT INFORMATION (CONTINUED)

### Reconciliations (continued)

#### (c) Segment liabilities

The amounts provided to the CEO with respect to total liabilities are measured in a manner consistent with that of the financial statements. These liabilities are allocated based on the operations of the segment. All liabilities are allocated to the reportable segments other than current income tax and deferred income tax liabilities.

Segment liabilities are reconciled to total liabilities as follows:

	The Group	
	2025 \$'000	2024 \$'000
Segment liabilities for reportable segments	44,794	55,019
Unallocated:		
Current income tax liabilities	–	304
Deferred income tax liabilities	8,183	8,030
	52,977	63,353

## 35 NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published and are relevant for the Group's accounting periods beginning on or after 1 April 2025 and which the Group has not early adopted:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-21: <i>Lack of Exchangeability</i>	1 Jan 2025
Amendments to SFRS(I) 9 and SFRS(I) 7: <i>Amendments to the Classification and Measurement of Financial Instruments</i>	1 Jan 2025
Amendments to SFRS(I) 9 and SFRS(I) 7: <i>Contracts Referencing Nature-dependent Electricity</i>	1 Jan 2025
Annual Improvements to SFRS(I)s – Volume 11	1 Jan 2025
SFRS(I) 18: <i>Presentation and Disclosure in Financial Statements</i>	1 Jan 2025
SFRS(I) 19: <i>Subsidiaries without Public Accountability: Disclosures</i>	1 Jan 2026
Amendments to SFRS(I) 10 and SFRS(I) 1-28: <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	To be determined

## 36 AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Japan Foods Holding Ltd. on 30 June 2025.

# STATISTICS OF SHAREHOLDINGS

As at 13 June 2025

Class of shares	:	Ordinary Shares
Number of shares issued (including Treasury Shares)	:	174,436,000
Number of shares issued (excluding Treasury Shares)	:	173,686,200
Number/Percentage of Treasury Shares	:	749,800 (0.43%)
Number/Percentage of Subsidiary Holdings	:	NIL
Voting rights (excluding Treasury Shares)	:	One vote per share

## DISTRIBUTION OF SHAREHOLDINGS AS AT 13 JUNE 2025

Size of shareholdings	No. of shareholders	%	No. of shares	%
1 - 99	3	0.58	77	0.00
100 - 1,000	91	17.67	52,288	0.03
1,001 - 10,000	234	45.44	1,211,900	0.70
10,001 - 1,000,000	176	34.17	11,300,900	6.50
1,000,001 and above	11	2.14	161,121,035	92.77
Total	515	100.00	173,686,200	100.00

## TWENTY LARGEST SHAREHOLDERS AS AT 13 JUNE 2025

No.	Name of shareholders	No. of shares	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	115,792,630	66.67
2	CHAN CHAU MUI	8,100,000	4.66
3	HSBC (SINGAPORE) NOMINEES PTE LTD	7,995,700	4.61
4	SIRIUS VENTURE CAPITAL PTE LTD	7,165,800	4.13
5	DBS NOMINEES PTE LTD	6,736,500	3.88
6	NOMURA SINGAPORE LIMITED	3,360,600	1.93
7	SHIGEMITSU INDUSTRY CO. LTD.	3,360,600	1.93
8	CHIN MAY YEE EMILY	2,611,500	1.50
9	YU HEA RYEONG	2,254,400	1.30
10	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	2,135,400	1.23
11	PHILLIP SECURITIES PTE LTD	1,607,905	0.93
12	YAP KWOK KHUEN OR GOH POH LIAN	927,800	0.53
13	OCBC SECURITIES PRIVATE LTD	579,100	0.33
14	YEO WEI HUANG	453,000	0.26
15	HO JUAT KENG	419,800	0.24
16	TAN BEE KIA (CHEN MEIJING)	400,000	0.23
17	CHRISTELLA CHUAH POH CHOO	300,000	0.17
18	LOH NGIANG GUAN	204,300	0.12
19	JEN SHEK VOON	190,000	0.11
20	CHIA YUAN JIUN (XIE YUANJUN)	180,000	0.10
Total:		164,775,035	94.86

# STATISTICS OF SHAREHOLDINGS

As at 13 June 2025

## PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

Based on the information available to the Company as at 13 June 2025, approximately 23.6% of the issued ordinary shares of the Company is held by the public and, therefore, Rule 723 of the SGX-ST Listing Manual Section B: Rules of Catalyst is complied with.

## SUBSTANTIAL SHAREHOLDERS

Name of shareholder	No. of shares (Direct interest)	%	No. of shares (Deemed interest)	%
Takahashi Kenichi	114,814,800 <sup>(1)</sup>	66.10%	8,100,000 <sup>(2)</sup>	4.66%
Wong Hin Sun, Eugene <sup>(3)</sup>	–	–	9,777,300	5.63%

### Notes:

- (1) These are held through nominee.
- (2) Takahashi Kenichi is deemed interested in the 8,100,000 shares held by his deemed associate, Chan Chau Mui.
- (3) Mr Wong Hin Sun, Eugene is the founder and Managing Director of Sirius Venture Capital Pte Ltd. and he is deemed to be interested in 7,165,800 shares and 2,611,500 shares respectively held through Sirius Venture Capital Pte Ltd. and through his spouse, Chin May Yee, Emily.

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of Japan Foods Holding Ltd. (the “**Company**”) will be held at Jasmine Room, ibis Singapore on Bencoolen, 170 Bencoolen Street, Singapore 189657 on Thursday, 24 July 2025 at 3.00 p.m., for the purpose of transacting the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of S\$163,286 as fees to the Directors of the Company (“**Directors**”) for the financial year ended 31 March 2025 (2024: S\$162,068). **(Resolution 2)**
3. To re-elect Mr Wong Hin Sun, Eugene, who is retiring under Regulation 101 of the Company’s Constitution, and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 3)**  
*[See Explanatory Note (a)]*
4. To re-elect Mdm Tan Cher Ting, who is retiring under Regulation 101 of the Company’s Constitution, and who, being eligible, offers herself for re-election as a Director of the Company. **(Resolution 4)**  
*[See Explanatory Note (b)]*
5. To re-elect Mr Lim Heng Chong Benny who is retiring under Regulation 105 of the Company’s Constitution, and who, being eligible, offers himself for re-election as a Director of the Company. **(Resolution 5)**  
*[See Explanatory Note (c)]*
6. To re-appoint CLA Global TS Public Accounting Corporation as the auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other business which may properly be transacted at an AGM.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

8. **Authority to allot and issue shares in the capital of the Company and/or Instruments (as defined hereinafter)** **(Resolution 7)**  
  
THAT pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), the Directors be and are hereby authorised and empowered to:  
  
(a) (1) allot and issue new ordinary shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

# NOTICE OF ANNUAL GENERAL MEETING

- (2) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

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

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

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall not exceed 100% of the total issued Shares at the time of passing of this Ordinary Resolution (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 30% of the total issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the Company’s total issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Ordinary Resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (ii) new Shares arising from exercising of any share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Ordinary Resolution provided that share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or sub-division of Shares;
- (3) in exercising the authority conferred by this Ordinary 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
- (4) such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

*[See Explanatory Note (d)]*

# NOTICE OF ANNUAL GENERAL MEETING

## 9. Renewal of the Share Buyback Mandate

(Resolution 8)

THAT:

- (a) for the purposes of the Catalist Rules and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:

- (1) market purchase(s) (each a “**Market Purchase**”) on the SGX-ST; and/or
- (2) off-market purchase(s) (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act; and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”).

- (b) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (1) the date on which the next AGM is held or required by law to be held;
- (2) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (3) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked.

- (c) in this Resolution 8

“**Maximum Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered. Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit;

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (1) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (2) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,



# NOTICE OF ANNUAL GENERAL MEETING

where:

**“Average Closing Price”** means the average of the closing market prices of the Shares over the last 5 consecutive market days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5 market-day period;

**“day of the making of the offer”** means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

*[See Explanatory Note (e)]*

## 10. **Authority to grant awards and issue shares under the Japan Foods Performance Share Plan** **(Resolution 9)**

THAT approval be given to the Directors to grant awards from time to time in accordance with the provisions of the Japan Foods Performance Share Plan 2023 (“**Share Plan**”), and under Section 161 of the Companies Act, to allot and issue from time to time such number of fully-paid Shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Share Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Share Plan, when added to the number of Shares issued and issuable in respect of all options granted or awards granted under any other share-based incentive schemes adopted by the Company, and for the time being in force, shall not exceed 15% of the total issued and paid-up Shares (excluding treasury shares) from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

*[See explanatory Note (f)]*

By Order of the Board

Chew Pei Tsing  
Company Secretary

Singapore  
8 July 2025

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes:

- (a) Ordinary Resolution 3 is to re-elect Mr Wong Hin Sun, Eugene (“**Mr Wong**”) who will be retiring by rotation under Regulation 101 of the Constitution of the Company.

Mr Wong, will upon re-election as a Director, remain as a non-executive Vice Chairman of the Company, and a member of each of the Audit and Risk Committee, Nominating Committee and Remuneration Committee respectively of the Company.

Detailed information of Mr Wong (including information as set out in Appendix 7F of the Catalist Rules) can be found under the “Board of Directors” in the Company’s Annual Report and “Additional Information on Directors’ Re-election and Continued Appointment”, as enclosed.

- (b) Ordinary Resolution 4 is to re-elect Mdm Tan Cher Ting (“**Mdm Tan**”) who will be retiring by rotation under Regulation 101 of the Constitution of the Company.

Mdm Tan, will upon re-election as a Director, remain as the Lead Independent Director of the Company, Chairperson of the Nominating Committee and Remuneration Committee respectively, and a member of the Audit and Risk Committee. Mdm Tan is considered independent by the Board of Directors for the purposes of Rule 704(7) of the Catalist Rules.

Detailed information of Mdm Tan (including information as set out in Appendix 7F of the Catalist Rules) can be found under the “Board of Directors” in the Company’s Annual Report and “Additional Information on Directors’ Re-election and Continued Appointment”, as enclosed.

- (c) Ordinary Resolution 5 is to re-elect Mr Lim Heng Chong Benny (“**Mr Lim**”) who will be retiring under Regulation 105 of the Constitution of the Company.

Mr Lim will, upon re-election as a Director, remain as a member of each of the Audit and Risk Committee, Nominating Committee and Remuneration Committee respectively. Mr Lim is considered independent by the Board of Directors for the purposes of Rule 704(7) of the Catalist Rules.

Detailed information of Mr Lim (including information as set out in Appendix 7F of the Catalist Rules) can be found under the “Board of Directors” in the Company’s Annual Report and “Additional Information on Directors’ Re-election and Continued Appointment”, as enclosed.

- (d) Ordinary Resolution 7 will empower the Directors (from the date of this AGM of the Company until the date of the next AGM of the Company, or the date which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company in general meeting, whichever is the earlier), to allot and issue Shares, make or grant instruments convertible into Shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, of which up to 30% may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

- (e) Ordinary Resolution 8 is to renew the Share Buyback Mandate (which was first approved by shareholders at an extraordinary general meeting on 21 July 2015).

The Company intends to use internal sources of funds or borrowings or a combination of both to finance the Company’s purchase or acquisition of Shares. The amount of financing required for the Company to purchase or acquire its Shares and the impact on the Company’s financial position, cannot be ascertained as at the date of this Notice of AGM as these will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, and the consideration paid at the relevant time. The financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statements of the Group for the financial year ended 31 March 2025, based on certain assumptions, are set out in the Appendix to this Annual Report. Please refer to the Appendix to this Annual Report for details.

- (f) Ordinary Resolution 9 will empower the Directors (from the date of this AGM of the Company until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier) to offer and grant awards under the Share Plan (which was approved at the extraordinary general meeting of the Company held on 20 July 2023), and to allot and issue shares in the capital of the Company pursuant to the Share Plan provided that the aggregate number of shares to be issued under the Share Plan and other share scheme(s) to be implemented by the Company (if any) does not exceed 15% of the total number of issued Shares (excluding treasury shares).

## Important Notes:

1. The AGM will be held, in a wholly physical format, at Jasmine Room, ibis Singapore on Bencoolen, 170 Bencoolen Street, Singapore 189657 on Thursday, 24 July 2025 at 3.00 p.m. **There will be no option for Shareholders to participate virtually.**
2. The Company’s Annual Report for the financial year ended 31 March 2025, Sustainability Report, Notice of AGM and the accompanying proxy form will be published on the Company’s website at [https://www.jfh.com.sg/html/ir\\_announcements.php](https://www.jfh.com.sg/html/ir_announcements.php) and/or the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM and the accompanying Proxy Form will be sent to members via post. Printed copies of the Annual Report will not be sent to members.

A member who wishes to obtain a printed copy of the Annual Report should request the same via email to [main@zicoholdings.com](mailto:main@zicoholdings.com) no later than **5:00 p.m., on 15 July 2025 (Tuesday)**.

# NOTICE OF ANNUAL GENERAL MEETING

3. **A Shareholder (whether individual or corporate) may vote live at the AGM or may appoint a proxy, including the Chairman of the AGM, to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form for the AGM will be sent to members via post and may be accessed at the Company's website at [https://www.jfh.com.sg/html/ir\\_announcements.php](https://www.jfh.com.sg/html/ir_announcements.php) or also at the SGXNet at <https://www.sgx.com/securities/company-announcements>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of proxy for that resolution will be treated as invalid. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM or at any adjournment thereof.

Only Shareholders of the Company or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion or number is specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed an alternate to the first named.
5. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
6. **"Relevant intermediary"** has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.
7. CPF / SRS investors who wish to exercise their votes should approach the CPF Agent Bank or SRS Operators (as the case may be) to submit their votes at least seven (7) working days before the AGM (i.e. by **5.00 p.m., on 14 July 2025**) in order to allow sufficient time for their respective relevant intermediaries to submit a Proxy Form to vote on their behalf by the cut-off date.
8. Shareholders or their appointed proxy (other than the Chairman of the AGM) may speak and raise questions at the AGM. Shareholders of the Company (including CPF and SRS investors) are also encouraged to submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM in the following manner no later than **5:00 p.m., on 16 July 2025 (Wednesday)**:
- (a) by email to the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com); or
  - (b) by post and be deposited with the Company's Share Registrar at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.
9. Shareholders who submit questions via email or by post to the Company must provide the following information:
- (a) the Shareholder's full name;
  - (b) the Shareholder's identification number (i.e. NRIC/Passport Numbers/Company Registration Numbers);
  - (c) the Shareholder's contact number and email address; and
  - (d) the number and manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

Any question without these identification details will not be entertained.

10. The Company will endeavour to address the substantial and relevant questions received from Shareholders in advance of the AGM by publishing its responses on SGXNet and the Company's website at [https://www.jfh.com.sg/html/ir\\_announcements.php](https://www.jfh.com.sg/html/ir_announcements.php), on **18 July 2025 (Friday) after trading hours**.
11. The Company's responses to other questions addressed during the AGM, or follow-up questions on substantial and relevant matters received prior to the AGM will be published on SGXNet and the Company's corporate website at [https://www.jfh.com.sg/html/ir\\_announcements.php](https://www.jfh.com.sg/html/ir_announcements.php), together with the minutes of the AGM within one (1) month after the date of the AGM.
12. A proxy, including the Chairman of the AGM, need not be a Shareholder of the Company.
13. The Proxy Form must be submitted through any one of the following means:
- (a) by depositing a physical copy at the Company's Share Registrar's office at B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) by sending a copy of the completed and executed Proxy Form via email to the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com), in each case, **no later than 3:00 p.m., on 21 July 2025 (Monday)** (being not less than seventy-two (72) hours before the time fixed for the AGM).

# NOTICE OF ANNUAL GENERAL MEETING

14. In the case of submission of the Proxy Form, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
15. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
16. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
17. In the case of a Shareholder of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the Shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

## Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxy(ies) and/or representative of 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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*This notice has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited ("**Sponsor**").*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility 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 Lance Tan, Senior Vice President, at 83 Clemenceau Avenue, #10-01 UE Square, Singapore 239920, telephone no. (65) 6590 6881.*

JAPAN FOODS HOLDING LTD.

(UEN 200722314M)  
(Incorporated in the Republic of Singapore)

PROXY FORM  
ANNUAL GENERAL MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT

This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) including CPF/SRS Investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS Investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS Investors should approach their respective CPF Agent Bank or SRS Agent Bank (as the case may be) at least 7 working days before the AGM (i.e. by 5.00 p.m. on 14 July 2025) to specify voting instructions.

I/We, \_\_\_\_\_ (Name), NRIC/Passport No./Co. Reg. No. \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a \*Shareholder/Shareholders of Japan Foods Holding Ltd. (the "Company") hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or\*

Name	NRIC/Passport Number	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the Annual General Meeting (the "AGM") of the Company as \*my/our proxy/proxies to attend and to vote for \*me/us on \*my/our behalf at the AGM of the Company to be held at **Jasmine Room, ibis Singapore on Bencoolen, 170 Bencoolen Street, Singapore 189657 on Thursday, 24 July 2025 at 3:00 p.m.** and at any adjournment thereof.

Please note that where the Chairman of the AGM is appointed as proxy, the Proxy Form appointing the Chairman of the AGM must be directed, i.e., the member must indicate for each resolution whether the Chairman of the AGM is directed to vote "for" or "against" or "abstain" from voting. If no specific direction as to voting is given, the appointment of the Chairman of the AGM as proxy for the resolution will be treated as invalid at the AGM and at any adjournment thereof. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/proxies will vote or abstain from voting at his/their\* discretion, as he/they\* will on any other matter arising at the AGM and at any adjournment thereof.

The Ordinary Resolutions put to the vote at the AGM shall be decided by way of poll.

No.	Resolutions Relating to:	For**	Against**	Abstain**
	<b>Ordinary Business</b>			
1.	Directors' Statement and the Audited Financial Statements for the financial year ended 31 March 2025, together with the Independent Auditors' Report.			
2.	Approval of payment of Directors' fees of S\$163,286 (2024: S\$162,068)			
3.	Re-election of Mr Wong Hin Sun, Eugene as a Director.			
4.	Re-election of Mdm Tan Cher Ting as a Director.			
5.	Re-election of Mr Lim Heng Chong Benny as a Director.			
6.	Re-appointment of CLA Global TS Public Accounting Corporation as auditor of the Company.			
	<b>Special Business</b>			
7.	Authority to allot and issue shares in the capital of the Company and/or instruments pursuant to Section 161 of the Companies Act 1967 of Singapore.			
8.	Renewal of the Share Buyback Mandate.			
9.	Authority to grant awards and issue shares under the Japan Foods Performance Share Plan.			

\* Delete where inapplicable

\*\* If you wish to exercise all your votes "For" or "Against", please indicate with a tick (✓) in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" as appropriate in each resolution. If you wish to "Abstain" from voting on a resolution, please indicate with a tick (✓) in the "Abstain" box. Alternatively, please indicate the number of shares which you wish to abstain from voting.

Dated this \_\_\_\_\_ day \_\_\_\_\_ 2025

Total Number of Shares in:	No. of Shares
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s)/Common Seal of  
Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF



**Notes: -**

1. The Annual General Meeting (the “AGM”) of the Company will be held at Jasmine Room, ibis Singapore on Bencoolen, 170 Bencoolen Street, Singapore 189657 on Thursday, 24 July 2025 at 3.00 p.m. **There will be no option for Shareholders to participate virtually.**
2. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of Securities and Futures Act 2001 of Singapore or any statutory modification thereof, as the case may be), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman as proxy shall be deemed to relate to all the shares held by you.
3. The Notice of AGM, this Proxy Form and the Annual Report 2025 may be accessed on SGXNet at <https://www.sgx.com/securities/company-announcements> or the Company’s corporate website at [https://www.jfh.com.sg/html/ir\\_announcements.php](https://www.jfh.com.sg/html/ir_announcements.php). Printed copies of the Notice of AGM and this Proxy Form will be sent to members via post.
4. A Shareholder (whether individual or corporate) may vote live at the AGM or may appoint a proxy, including the Chairman of the AGM, to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM. Where a Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of proxy for that resolution will be treated as invalid. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/ proxies will vote or abstain from voting at his/her discretion, as he/she will on any other matter arising at the AGM or at any adjournment thereof.

Only Shareholders of the Company or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

5. A member who is not a Relevant Intermediary\* is entitled to appoint not more than two (2) proxies. Where such member’s instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion or number is specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed an alternate to the first named.
6. A member of the Company who holds his/her/its shares through a Relevant Intermediary\* (including CPFIS Members or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the AGM as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Approved Bank) to submit his/her voting instructions **at least seven (7) working days prior to the date of the AGM (i.e. by 5:00 p.m. on 14 July 2025 (Monday)).**

\*A Relevant Intermediary has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.

7. Shareholders or their appointed proxy (other than the Chairman of the AGM) may speak and raise questions at the AGM. Shareholders of the Company (including CPF and SRS investors) are also encouraged to submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM in the following manner **no later than 5:00 p.m., on 16 July 2025 (Wednesday):**
  - (a) by email to the Company’s Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com); or
  - (b) by post and be deposited with the Company’s Share Registrar at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.
8. Shareholders who submit questions via email or by post to the Company must provide the following information:
  - (a) the Shareholder’s full name;
  - (b) the Shareholder’s identification number (i.e. NRIC/Passport Number/Company Registration Number);
  - (c) the Shareholder’s contact number and email address; and
  - (d) the number and the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).
9. A proxy, including the Chairman of the AGM, need not be a Shareholder of the Company.
10. The Proxy Form must be submitted through any one of the following means:
  - (a) by depositing a physical copy at the Company’s Share Registrar’s office at B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) by sending a copy of the completed and executed Proxy Form via email to the Company’s Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com), in each case, no later than 3:00 p.m., on 21 July 2025 (Monday) (being not less than seventy-two (72) hours before the time fixed for the AGM).
11. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
12. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
13. Where the Proxy Form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
14. The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy. In addition, in the case of Shareholders of the Company whose shares are entered against their names in the Depository Register, the Company may reject such Proxy Form(s) if the Shareholders are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
15. A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the AGM and vote thereat unless his/her/its name appears on the Depository Register seventy-two (72) hours before the time appointed for holding the AGM.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing proxy(ies) to vote at the AGM and/or any adjournment thereof, a Shareholder of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 8 July 2025.

A photograph of a sunset over a body of water with a city skyline in the background. The sky is a mix of orange, red, and yellow, with the sun low on the horizon. The water reflects the colors of the sky. In the distance, a city skyline is visible, including a prominent bridge and several tall buildings.

## **OUR TENACITY & PERSEVERANCE**

**ANNUAL REPORT 2025**

### **JAPAN FOODS HOLDING LTD.**

INCORPORATED IN THE REPUBLIC OF SINGAPORE  
ON 3 DECEMBER 2007 (UEN: 200722314M)  
420 North Bridge Road  
#02-01 North Bridge Centre Singapore 188727  
Tel: (65) 6333 9781 | Fax: (65) 6333 9782