

RE&S HOLDINGS LIMITED
(Registration No: 201714588N)

Unaudited Condensed Interim Financial Statements
For the Second Half Year (“2H FY2023”) and
Full Year (“FY2023”) Ended 30 June 2023

RE&S Holdings Limited

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

		Group					
	Notes	2H FY2023 S\$'000	2H FY2022 S\$'000	Increase/ (decrease) %	FY2023 S\$'000	FY2022 S\$'000	Increase / (decrease) %
Revenue	3	86,075	83,623	2.9%	174,057	154,835	12.4%
Raw materials and consumables used		(24,327)	(21,983)	10.7%	(47,038)	(42,990)	9.4%
Changes in inventories of finished goods		294	(1,901)	<i>N.M.</i>	(456)	(548)	(16.8%)
Other operating income		3,110	2,811	10.6%	3,730	7,205	(48.2%)
Employee benefits expense		(31,593)	(26,958)	17.2%	(60,665)	(51,613)	17.5%
Operating lease expenses		(1,031)	(681)	51.4%	(2,596)	(1,921)	35.1%
Utilities expenses		(3,205)	(2,803)	14.3%	(6,373)	(4,846)	31.5%
Depreciation of property, plant and equipment		(3,384)	(3,412)	(0.8%)	(6,711)	(6,336)	5.9%
Depreciation of right-of-use assets		(10,326)	(10,235)	0.9%	(20,540)	(20,369)	0.8%
Other operating expenses		(9,863)	(7,763)	27.1%	(18,032)	(16,162)	11.6%
Other expenses – Non-operating		(1,653)	(1,807)	(8.5%)	(2,899)	(2,964)	(2.2%)
Finance costs		(1,255)	(1,389)	(9.6%)	(2,579)	(2,988)	(13.7%)
Profit before income tax		2,842	7,502	(62.1%)	9,898	11,303	(12.4%)
Income tax expense	5	(753)	(1,487)	(49.4%)	(2,253)	(1,852)	21.7%
Profit, net of income tax		2,089	6,015	(65.3%)	7,645	9,451	(19.1%)
<u>Other comprehensive loss:</u>							
Item that may be reclassified subsequently to profit or loss:							
Exchange differences on translating foreign operations, net of income tax		(60)	(76)	(21.1%)	(78)	(88)	(11.4%)
Total comprehensive income		2,029	5,939	(65.8%)	7,567	9,363	(19.2%)

Earnings per share for profit for the period attributable to the owners of the Company during the year:

Basic and Diluted (SGD in cent)	7	0.6	1.7	2.2	2.7
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N.M.: Not meaningful



A. Condensed interim consolidated statement of profit or loss and other comprehensive income (cont'd)

Profit before income tax is arrived at after charging / (crediting) the following:

	Group		Increase/ (decrease)	Group		Increase/ (decrease)
	2H FY2023	2H FY2022		FY2023	FY2022	
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Government grants	(1,642)	(2,131)	(22.9%)	(1,997)	(5,745)	(65.2%)
Interest income	(154)	(11)	<i>N.M.</i>	(201)	(15)	<i>N.M.</i>
Other income	(247)	(456)	(45.8%)	(465)	(1,445)	(67.8%)
Depreciation expenses:						
- property, plant and equipment	3,384	3,412	0.8%	6,711	6,336	5.9%
- right-of-use assets	10,326	10,235	0.9%	20,540	20,369	0.8%
Property, plant and equipment written off	262	159	64.8%	422	362	16.6%
Loss on disposal of property, plant & equipment	-	-	-	-	2	(100%)
Loss on disposal of financial assets at fair value through profit or loss ("FVTPL")	260	268	(3.0%)	356	276	29.0%
Unrealised (gain) loss on financial assets at FVTPL	(1,012)	669	(251.3%)	(875)	830	(205.4%)
Finance costs:						
- interest expense on borrowings	70	49	42.9%	181	96	88.5%
- lease-related interest expense	1,185	1,340	(11.6%)	2,398	2,892	(17.1%)



B. Condensed interim statements of financial position

	Notes	Group		Company	
		FY2023 \$'000	FY2022 \$'000	FY2023 \$'000	FY2022 \$'000
ASSETS					
Non-current assets					
Property, plant and equipment	8	31,215	32,200	–	–
Right-of-use assets	9	72,961	58,398	–	–
Investment in subsidiaries		–	–	21,868	21,868
Other receivables, non-current		–	–	10,671	10,671
Other non-financial assets, non-current	12	6,159	4,532	–	–
Deferred tax assets		15	92	–	–
Total non-current assets		<u>110,350</u>	<u>95,222</u>	<u>32,539</u>	<u>32,539</u>
Current assets					
Inventories		4,276	3,820	–	–
Trade and other receivables, current	10	2,536	1,786	3,958	3,891
Other financial assets, current	11	6,155	4,178	–	–
Other non-financial assets, current	12	3,110	3,106	9	5
Cash and cash equivalents		17,618	24,595	618	528
Total current assets		<u>33,695</u>	<u>37,485</u>	<u>4,585</u>	<u>4,424</u>
Total assets		<u>144,045</u>	<u>132,707</u>	<u>37,124</u>	<u>36,963</u>
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	13	32,307	32,307	32,307	32,307
Treasury shares	13	(42)	–	(42)	–
Merger reserve		(18,149)	(18,149)	–	–
Retained earnings		27,145	25,695	4,182	3,905
Foreign currency translation reserve		(219)	(141)	–	–
Total equity		<u>41,042</u>	<u>39,712</u>	<u>36,447</u>	<u>36,212</u>
Non-current liabilities					
Deferred tax liabilities		1,148	1,293	–	–
Provisions, non-current		1,585	1,521	–	–
Other financial liabilities, non-current	14	–	6,529	–	–
Lease liabilities, non-current	15	56,009	44,765	–	–
Total non-current liabilities		<u>58,742</u>	<u>54,108</u>	<u>–</u>	<u>–</u>
Current liabilities					
Income tax payable		2,193	1,244	20	8
Trade and other payables	16	19,720	17,329	657	743
Other financial liabilities, current	14	–	940	–	–
Other non-financial liabilities		32	46	–	–
Lease liabilities, current	15	22,316	19,328	–	–
Total current liabilities		<u>44,261</u>	<u>38,887</u>	<u>677</u>	<u>751</u>
Total liabilities		<u>103,003</u>	<u>92,995</u>	<u>677</u>	<u>751</u>
Total equity and liabilities		<u>144,045</u>	<u>132,707</u>	<u>37,124</u>	<u>36,963</u>

C. Condensed interim statements of changes of equity

<u>Group:</u>	<u>Total equity</u> <u>\$'000</u>	<u>Share capital</u> <u>\$'000</u>	<u>Merger reserve</u> <u>\$'000</u>	<u>Retained earnings</u> <u>\$'000</u>	<u>Foreign currency translation reserve</u> <u>\$'000</u>
Current year:					
Opening balance at 1 July 2022	39,712	32,307	(18,149)	25,695	(141)
Movement in equity:					
Acquisition of treasury shares	(42)	(42)	–	–	–
Total comprehensive income (loss) for the year	7,567	–	–	7,645	(78)
Dividends paid (Note 6)	(6,195)	–	–	(6,195)	–
Closing balance at 30 June 2023	<u>41,042</u>	<u>32,265</u>	<u>(18,149)</u>	<u>27,145</u>	<u>(219)</u>
Previous year:					
Opening balance at 1 July 2021	36,367	32,307	(18,149)	22,262	(53)
Movement in equity:					
Total comprehensive income (loss) for the year	9,363	–	–	9,451	(88)
Dividends paid (Note 6)	(6,018)	–	–	(6,018)	–
Closing balance at 30 June 2022	<u>39,712</u>	<u>32,307</u>	<u>(18,149)</u>	<u>25,695</u>	<u>(141)</u>



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C. Condensed Interim Statements of Changes of Equity (cont'd)

<u>Company:</u>	<u>Total equity</u> <u>\$'000</u>	<u>Share capital</u> <u>\$'000</u>	<u>Retained earnings</u> <u>\$'000</u>
Current year:			
Opening balance at 1 July 2022	36,212	32,307	3,905
Changes in equity:			
Dividends paid (Note 6)	(6,195)	–	(6,195)
Acquisition of treasury shares	(42)	(42)	–
Total comprehensive income for the year	6,472	–	6,472
Closing balance at 30 June 2023	36,447	32,265	4,182
Current year:			
Opening balance at 1 July 2021	36,107	32,307	3,800
Changes in equity:			
Dividends paid (Note 6)	(6,018)	–	(6,018)
Total comprehensive income for the year	6,123	–	6,123
Closing balance at 30 June 2022	36,212	32,307	3,905



D. Condensed Interim Consolidated Statements of Cash Flows

	<u>FY2023</u> <u>\$'000</u>	<u>FY2022</u> <u>\$'000</u>
<u>Cash flows from operating activities</u>		
Profit before income tax	9,898	11,303
Adjustments for:		
Interest income	(201)	(15)
Interest expense on borrowings	181	96
Interest expense on lease liabilities	2,398	2,892
Depreciation of property, plant and equipment	6,711	6,336
Depreciation of right-of-use assets	20,540	20,369
COVID-19 related rent concessions from lessors	-	(536)
Loss on remeasurement of right-of-use assets	134	133
Loss on disposal of property, plant and equipment	-	2
Property, plant and equipment written off	422	362
Unrealised (gain) loss on financial assets at FVTPL	(875)	830
Loss on disposal of financial assets at FVTPL	356	276
Net effect of exchange rate changes in consolidating foreign operations	(69)	(86)
Operating cash flows before changes in working capital	<u>39,495</u>	<u>41,962</u>
Inventories	(456)	(548)
Trade and other receivables, current	(750)	122
Other non-financial assets, current	(4)	163
Reinstatement cost utilised	(47)	-
Trade and other payables	2,391	4,594
Other non-financial liabilities	(14)	(933)
Net cash flows from operations	<u>40,615</u>	<u>45,360</u>
Income taxes paid	(1,372)	(1,536)
Net cash flows from operating activities	<u>39,243</u>	<u>43,824</u>
<u>Cash flows used in investing activities</u>		
Purchase of property, plant and equipment	(6,048)	(9,373)
Disposal of property, plant and equipment	-	6
Other non-financial assets, non-current	(1,627)	(765)
Purchase of other financial assets, current	(3,381)	(6,953)
Disposal of other financial assets, current	1,923	1,669
Interest received	201	15
Net cash flows used in investing activities	<u>(8,932)</u>	<u>(15,401)</u>
<u>Cash flows used in financing activities</u>		
Cash restricted in use	166	-
Dividend paid to equity owners	(6,195)	(6,018)
Decrease in other financial liabilities	(7,469)	(914)
Purchase of treasury shares	(42)	-
Lease liabilities – principal portion paid	(23,401)	(22,678)
Interest paid	(181)	(96)
Net cash flows used in financing activities	<u>(37,122)</u>	<u>(29,706)</u>
Net decrease in cash and cash equivalents	(6,811)	(1,283)
Cash and cash equivalents, consolidated statement of cash flows, beginning balance	<u>24,429</u>	<u>25,712</u>
Cash and cash equivalents, consolidated statement of cash flows, ending balance	<u>17,618</u>	<u>24,429</u>
<u>For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:</u>		
Cash and cash equivalents in the consolidated statement of financial position	17,618	24,595
Cash restricted over 3 months	-	(166)
Cash and cash equivalents as shown above	<u>17,618</u>	<u>24,429</u>



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E. Notes to the Condensed Interim Financial Statements

1. General

RE&S Holdings Limited (the “**Company**”) is incorporated in Singapore with limited liability. It is listed on the Catalist Board (the “**Catalist**”) of Singapore Exchange Securities Trading Limited. The financial statements are presented in Singapore Dollar and they cover the Company (referred to as “**parent**”) and the subsidiaries (“**Group**”).

The board of directors approved and authorised these condensed interim financial statements for issue on the date of this announcement. The directors have the power to amend and reissue the financial statements.

The financial information contained in this announcement has neither been audited nor reviewed by the auditors.

The latest audited annual financial statements have not been subject to an adverse opinion, qualified opinion or disclaimer of opinion.

The principal activities of the Company are those of investment holding and providing management services to the subsidiaries in the Group.

The principal activities of the subsidiaries are:

- (i) Restaurateur;
- (ii) Event organiser; and
- (iii) Provision of raw food supply

The registered office is: 32 Tai Seng Street, #07-00 RE&S Building, Singapore 533972. The Company is domiciled in Singapore.

Basis of presentation

These condensed consolidated interim financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) (“**SFRS (I) s**”) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. They are also in compliance with the International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) and the provisions of the Catalist Rules.

The accounting policies and methods of computation applied in these condensed consolidated interim financial statements are consistent with those of the latest audited annual financial statements. However, the typical notes and information included in the latest audited annual financial statements are not included in these interim financial statements except for the selected explanatory notes included to explain events and transactions that are significant to an understanding of the changes in the performance and financial position of the Group since the latest audited annual financial statements.

Critical judgements, assumptions and estimation uncertainties

These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates. The nature and the carrying amount of such significant assets and liabilities are disclosed with further details in the relevant Notes to these condensed consolidated interim financial statements.

The significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 30 June 2022.

1. General (cont'd)***Assessment of carrying amounts of property, plant and equipment:***

An assessment is made for the reporting year whether there is any indication that the asset may be impaired. If any such indication exists, an estimate is made of the recoverable amount of the asset. The recoverable amounts of cash-generating units if applicable is measured based on the fair value less costs of disposal or value in use calculations. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amount of the specific asset or class of assets at the end of the reporting year affected by assumption is disclosed in the Note on property, plant and equipment.

Assessment of carrying amounts of right-of-use assets:

Significant judgement is applied by management when determining impairment allowance of the right-of-use assets. Impairment allowance is assessed for separable parts of leased buildings that have been or will be vacated in the near future. The impairment allowance is sensitive to changes in estimated future expected sublease income and sublease period. Judgement is also involved when determining whether sublease contracts are financial or operational, as well as when determining lease term for contracts that have extension or termination options. The carrying amount at the end of the reporting year is disclosed in the Note on right-of-use assets.

Useful lives of property, plant and equipment:

The estimates for the useful lives and related depreciation charges for leasehold improvements and plant and equipment are based on commercial and other factors which could change significantly as a result of innovations and in response to severe market conditions. The depreciation charge is increased where useful lives are less than previously estimated lives, or the carrying amounts written off or written down for technically obsolete or non-strategic assets that have been abandoned or sold. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require a material adjustment to the carrying amount of the balances affected. The carrying amount of the specific asset at the end of the reporting year affected by the assumption is disclosed in the Note on property, plant and equipment.

Critical judgement over the lease terms:

The lease liabilities are initially measured by discounting the lease payments over the lease terms. For leases with extension or renewal options, management applied judgement in determining whether such extension or renewal options should be reflected in measuring the lease liabilities. This requires the consideration of whether the facts and circumstances created an economic incentive for the exercise of the lease extension or renewal option. The amount of the lease liabilities at the end of the reporting year is disclosed in Note on lease liabilities.

2. Seasonal operations

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



3. Financial information by operating segments

3A. Primary analysis by business segment

For management purposes, the Group is organised into the following two major operating segments that offer different products:

- 1) The full-service restaurants segment (“**FSR**”) which caters to customers seeking the full dining experience where they may sit down to have their meals and are provided with table service; and
- 2) The quick-service restaurants, convenience and others segment (“**QSR**”) which caters to customers seeking a quicker meal experience and/or in which they may order their meals for take-away. This segment also includes the preparation of Japanese food products, such as bento and onigiri (Japanese rice balls), for third party businesses in Singapore.

This is determined by the nature or risks and returns associated with each business segment and defines the management structure as well as the internal reporting system. It also represents the basis on which management reports the primary segment information.

Inter-segment sales are measured on the basis that the entity actually uses to price the transfers. Internal transfer pricing policies of the Group are as far as practicable based on market prices. The accounting policies of the operating segments are consistent with those of the latest audited annual financial statements for the year ended 30 June 2022.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment assets consist primarily of property, plant and equipment, right-of-use assets, inventories, trade and other receivables, other assets and cash and cash equivalents. Segment liabilities comprise trade and other payables, lease liabilities, other financial liabilities, provisions and other liabilities.

The management reporting system evaluates performances based on a number of factors. However the primary profitability measurement to evaluate segment’s operating results comprises two major financial indicators: (1) earnings from operations before depreciation, interests and income taxes (called “**Recurring EBITDA**”) and (2) operating result before income taxes and other unallocated items (called “**ORBT**”).

The following tables illustrate the information about the reportable segment profit or loss, assets and liabilities.

The information on each business segment is as follows:

	<u>FY2023</u> \$'000	<u>FY2022</u> \$'000
Revenue by segment:		
FSR	89,994	81,216
QSR	84,063	73,619
Total	<u>174,057</u>	<u>154,835</u>



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3. Financial information by operating segments (cont'd)

3A. Primary analysis by business segment (cont'd)

A breakdown of sales:

	Group		Increase/ (decrease) %
	FY2023 S\$'000	FY2022 S\$'000	
Sales reported for:			
(a) First half of the financial year	87,982	71,212	23.5%
(b) Second half of the financial year	86,075	83,623	2.9%
	174,057	154,835	
Operating profit after tax deducting non-controlling interests reported for			
(a) First half of the financial year	5,556	3,436	61.7%
(b) Second half of the financial year	2,089	6,015	(65.3%)
	7,645	9,451	

3B. Profit or loss from continuing operations and reconciliations

	<u>FSR</u> \$'000	<u>QSR</u> \$'000	<u>Unallocated</u> \$'000	<u>Elimination</u> \$'000	<u>Total</u> \$'000
2H FY2023					
Revenue by segment					
Total revenue by segment	44,507	41,568	-	-	86,075
Inter-segment sales	-	3,336	-	(3,336)	-
Total revenue	44,507	44,904	-	(3,336)	86,075
Recurring EBITDA					
Depreciation	12,672	12,503	(7,368)	-	17,807
Finance costs	(6,109)	(6,464)	(1,137)	-	(13,710)
ORBT	(614)	(573)	(68)	-	(1,255)
Income tax income	5,949	5,466	(8,573)	-	2,842
Profit, net of income tax	-	-	(753)	-	(753)
					2,089
FY2023					
Revenue by segment					
Total revenue by segment	89,994	84,063	-	-	174,057
Inter-segment sales	-	6,941	-	(6,941)	-
Total revenue	89,994	91,004	-	(6,941)	174,057
Recurring EBITDA					
Depreciation	27,670	26,271	(14,213)	-	39,728
Finance costs	(12,218)	(13,023)	(2,010)	-	(27,251)
ORBT	(1,241)	(1,159)	(179)	-	(2,579)
Income tax income	14,211	12,089	(16,402)	-	9,898
Profit, net of income tax	-	-	(2,253)	-	(2,253)
					7,645



3. Financial information by operating segments (cont'd)

3B. Profit or loss from continuing operations and reconciliations (cont'd)

	<u>FSR</u> \$'000	<u>QSR</u> \$'000	<u>Unallocated</u> \$'000	<u>Elimination</u> \$'000	<u>Total</u> \$'000
2H FY2022					
Revenue by segment					
Total revenue by segment	44,206	39,417	-	-	83,623
Inter-segment sales	-	3,655	-	(3,655)	-
Total revenue	<u>44,206</u>	<u>43,072</u>	<u>-</u>	<u>(3,655)</u>	<u>83,623</u>
Recurring EBITDA					
Recurring EBITDA	15,614	13,124	(6,200)	-	22,538
Depreciation	(6,137)	(5,993)	(1,517)	-	(13,647)
Finance costs	(710)	(629)	(50)	-	(1,389)
ORBT	8,767	6,502	(7,767)	-	7,502
Income tax income	-	-	(1,487)	-	(1,487)
Profit, net of income tax					<u>6,015</u>

	<u>FSR</u> \$'000	<u>QSR</u> \$'000	<u>Unallocated</u> \$'000	<u>Elimination</u> \$'000	<u>Total</u> \$'000
FY2022					
Revenue by segment					
Total revenue by segment	81,216	73,619	-	-	154,835
Inter-segment sales	-	6,919	-	(6,919)	-
Total revenue	<u>81,216</u>	<u>80,538</u>	<u>-</u>	<u>(6,919)</u>	<u>154,835</u>
Recurring EBITDA					
Recurring EBITDA	29,235	23,911	(12,150)	-	40,996
Depreciation	(12,121)	(11,892)	(2,692)	-	(26,705)
Finance costs	(1,517)	(1,375)	(96)	-	(2,988)
ORBT	15,597	10,644	(14,938)	-	11,303
Income tax income	-	-	(1,852)	-	(1,852)
Profit, net of income tax					<u>9,451</u>

The unallocated expenses mainly included the Group's headquarters expenses such as employee benefits expenses, operating lease expenses and utilities expenses.

3C. Assets and reconciliations

	<u>FSR</u> \$'000	<u>QSR</u> \$'000	<u>Unallocated</u> \$'000	<u>Total</u> \$'000
Total assets for reportable segments:				
2H FY2023 and FY2023	<u>58,888</u>	<u>56,863</u>	<u>28,294</u>	<u>144,045</u>
2H FY2022 and FY2022	<u>51,580</u>	<u>54,651</u>	<u>26,476</u>	<u>132,707</u>

The unallocated assets mainly included the Group's headquarters property, plant and equipment.

3. Financial information by operating segments (cont'd)

3D. Liabilities and reconciliations

	<u>FSR</u> \$'000	<u>QSR</u> \$'000	<u>Unallocated</u> \$'000	<u>Total</u> \$'000
Total liabilities for reportable segments:				
2H FY2023 and FY2023	<u>52,684</u>	<u>45,443</u>	<u>4,876</u>	<u>103,003</u>
2H FY2022 and FY2022	<u>41,535</u>	<u>39,887</u>	<u>11,573</u>	<u>92,995</u>

The unallocated liabilities mainly included the other financial liabilities, income tax payables and deferred tax liabilities.

3E. Other material items and reconciliations

	<u>FSR</u> \$'000	<u>QSR</u> \$'000	<u>Unallocated</u> \$'000	<u>Total</u> \$'000
Expenditures for non-current assets:				
2H FY2023	<u>1,108</u>	<u>1,755</u>	<u>877</u>	<u>3,740</u>
FY2023	<u>1,349</u>	<u>3,550</u>	<u>1,260</u>	<u>6,159</u>
2H FY2022	<u>656</u>	<u>2,715</u>	<u>826</u>	<u>4,197</u>
FY2022	<u>1,806</u>	<u>5,931</u>	<u>1,669</u>	<u>9,406</u>

3F. Geographical information

The Group operates primarily in Singapore with revenue generated in Singapore. Accordingly, analysis of revenue and assets of the Group by geographical distribution has not been presented.

3G. Information on major customers

There is no single customer with revenue transactions more than 10% of the Group's total revenue. The revenue is spread over a broad base of customers.

4. Related party transactions – Group

There is no significant transactions between the Group and related parties.



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5. Income tax – Group

	Group			
	2H FY2023	2H FY2022	FY2023	FY2022
	\$'000	\$'000	\$'000	\$'000
Current tax expense:				
Current tax expense	828	1,194	2,149	1,553
Under adjustments to current tax in respect of prior periods	148	–	148	–
Withholding tax	14	10	24	16
Subtotal	<u>990</u>	<u>1,204</u>	<u>2,321</u>	<u>1,569</u>
Deferred tax (income) / expense:				
Deferred tax (income) expense	(64)	293	105	293
Over provision to deferred tax in respect of prior periods	(173)	(10)	(173)	(10)
Subtotal	<u>(237)</u>	<u>283</u>	<u>(68)</u>	<u>283</u>
Total income tax expense	<u>753</u>	<u>1,487</u>	<u>2,253</u>	<u>1,852</u>

6. Dividends on equity shares

	Group and Company			
	Rate per share – dollars		FY2023	FY2022
	FY2023	FY2022	\$'000	\$'000
Ordinary Shares				
Interim and tax exempt (one-tier) dividend	0.0090	0.0085	3,186	3,009
Final tax exempt (one-tier) dividend	<u>0.0085</u>	<u>0.0085</u>	<u>3,009</u>	<u>3,009</u>
Total dividend paid during the year			<u>6,195</u>	<u>6,018</u>

7. Earnings per share

	Group			
	2H FY2023	2H FY2022	FY2023	FY2022
	\$'000	\$'000	\$'000	\$'000
Numerator				
Profit attributable to owners of the Company, net of income tax	<u>2,089</u>	<u>6,015</u>	<u>7,645</u>	<u>9,451</u>
	'000	'000	'000	'000
Denominator				
Weighted average number of equity shares:				
At beginning and end of the year	<u>354,000</u>	<u>354,000</u>	<u>354,000</u>	<u>354,000</u>
	Cents	Cents	Cents	Cents
Basic and diluted earnings per share (cents)	<u>0.6</u>	<u>1.7</u>	<u>2.2</u>	<u>2.7</u>

The basic and diluted earnings per share are the same as the Company and the Group did not have any potentially dilutive instruments for the respective financial periods.

8. Property, plant and equipment

<u>Group</u>	<u>Leasehold property</u> \$'000	<u>Plant and equipment</u> \$'000	<u>Total</u> \$'000
<u>Cost:</u>			
At 1 July 2021	19,505	62,890	82,395
Additions	–	9,406	9,406
Disposals	–	(8,070)	(8,070)
Foreign exchange adjustments	–	(77)	(77)
At 30 June 2022	19,505	64,149	83,654
Additions	–	6,159	6,159
Disposals	–	(2,774)	(2,774)
Foreign exchange adjustments	–	(84)	(84)
At 30 June 2023	19,505	67,450	86,955
<u>Accumulated depreciation:</u>			
At 1 July 2021	4,821	48,073	52,894
Depreciation for the year	707	5,629	6,336
Disposals	–	(7,700)	(7,700)
Foreign exchange adjustments	–	(76)	(76)
At 30 June 2022	5,528	45,926	51,454
Depreciation for the year	707	6,004	6,711
Disposals	–	(2,352)	(2,352)
Foreign exchange adjustments	–	(73)	(73)
At 30 June 2023	6,235	49,505	55,740
<u>Carrying amount:</u>			
At 1 July 2021	14,684	14,817	29,501
At 30 June 2022	13,977	18,223	32,200
At 30 June 2023	13,270	17,945	31,215

During the six months ended 30 June 2023, the Group acquired plant and equipment amounting to \$3,740,000 (30 June 2022: \$4,197,000) and disposed of plant and equipment amounting to \$1,226,000 (30 June 2022: \$2,480,000).

9. Right-of-use of assets

<u>Group</u>	Restaurant Premises \$'000
<u>Cost:</u>	
At 1 July 2021	140,424
Additions	3,278
Remeasurement	12,043
Foreign exchange adjustments	(70)
At 30 June 2022	155,675
Additions	33,127
Remeasurement	2,735
Foreign exchange adjustments	(389)
At 30 June 2023	191,148
<u>Accumulated depreciation:</u>	
At 1 July 2021	77,486
Depreciation for the year	20,369
Remeasurement	(519)
Foreign exchange adjustments	(59)
At 30 June 2022	97,277
Depreciation for the year	20,540
Remeasurement	671
Foreign exchange adjustments	(301)
At 30 June 2023	118,187
<u>Carrying amount:</u>	
At 1 July 2021	62,938
At 30 June 2022	58,398
At 30 June 2023	72,961

Other information about the leasing activities relating to the right-to-use assets are summarised as follows:

	<u>Restaurant premises</u>	
	<u>FY2023</u>	<u>FY2022</u>
Number of right-to-use assets	51	43
Remaining term – range (years)	0.2 to 7.7	1.0 to 5.4
Remaining term – average (years)	2.5	3.2

The leases are for restaurant premises. The lease contracts are for fixed periods of three to six years. Lease terms contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised (Note 1).



10. Trade and other receivables, current

	Group	
	FY2023	FY2022
	\$'000	\$'000
<u>Trade receivables:</u>		
Outside parties	2,527	1,744
Net trade receivables – subtotal	<u>2,527</u>	<u>1,744</u>
<u>Other receivables:</u>		
Outside parties	9	42
Net other receivables – subtotal	<u>9</u>	<u>42</u>
Total trade and other receivables	<u>2,536</u>	<u>1,786</u>

Trade receivables comprises mainly creditworthy debtors with good payment record and credit card receivables that will be settled in a few days and are considered to have low credit risk, hence these customers can be graded as low risk individually. No loss allowance is necessary. There are no collateral held as security and other credit enhancements for the trade receivables.

11. Other financial assets, current

	Group	
	FY2023	FY2022
	\$'000	\$'000
Financial assets at FVTPL, current (Note 11A)	6,046	4,165
Gain on forward foreign exchange contracts	109	13
	<u>6,155</u>	<u>4,178</u>

11A Financial assets at FVTPL

	Group	
	FY2023	FY2022
	\$'000	\$'000
Movements during the year:		
Fair value at beginning of the year	4,165	–
Additions	3,381	6,953
Disposals	(1,923)	(1,669)
Loss on disposals through profit or loss	(356)	(276)
Increase (decrease) in fair value through profit or loss	779	(843)
	<u>6,046</u>	<u>4,165</u>

12. Other non-financial assets

	Group	
	FY2023	FY2022
	\$'000	\$'000
Deposits to secure services	8,447	6,635
Prepayments	822	1,003
	<u>9,269</u>	<u>7,638</u>
Presented in condensed interim statements of financial position:		
Non-current	6,159	4,532
Current	3,110	3,106
	<u>9,269</u>	<u>7,638</u>



13. Share capital

	<u>Group and Company</u>			
	<u>Number of shares issued</u> <u>'000</u>	<u>Share capital</u> <u>\$'000</u>	<u>Treasury shares</u> <u>\$'000</u>	<u>Total</u> <u>\$'000</u>
Balance at 1 July 2021 and 30 June 2022	354,000	32,307	–	32,307
Treasury shares purchased	(162)	–	(42)	(42)
Balance at 30 June 2023	<u>353,838</u>	<u>32,307</u>	<u>(42)</u>	<u>32,265</u>

The Company holds 162,300 and NIL treasury shares as at 30 June 2023 and 30 June 2022 respectively, which represented 0.05% and NIL of the Company's total number of ordinary shares (excluding treasury shares) as at 30 June 2023 and 30 June 2022 respectively. There was no sale, transfer, cancellation and/or use of treasury shares during and as at the end of the current financial year reported on.

There has been no change in the issued and paid-up share capital of the Company since 31 December 2022.

There were no subsidiary holdings, or outstanding convertibles as at 30 June 2023 and 30 June 2022.

14. Other financial liabilities

	<u>Group</u>	
	<u>FY2023</u> <u>\$'000</u>	<u>FY2022</u> <u>\$'000</u>
<u>Non-current:</u>		
<u>Financial instruments with floating interest rates:</u>		
Bank loan (secured)	–	6,529
Non-current	<u>–</u>	<u>6,529</u>
<u>Current:</u>		
<u>Financial instruments with floating interest rates:</u>		
Bank loan (secured)	–	940
Current	<u>–</u>	<u>940</u>
Total	<u>–</u>	<u>7,469</u>
<u>The non-current portion is repayable as follows:</u>		
Due within 2 to 5 years	–	3,845
After 5 years	–	2,684
Total non-current portion	<u>–</u>	<u>6,529</u>

The range of floating rate interest rates were as follows:

	<u>Group</u>	
	<u>FY2023</u> <u>%</u>	<u>FY2022</u> <u>%</u>
Bank loan (secured)	<u>2.08 to 4.87</u>	<u>1.14 to 1.35</u>

The term loan are secured by legal mortgage over the Group's property and a corporate guarantee by the Company. The loan is repayable over 120 monthly instalments commencing April 2020. The loan has been fully repaid in April 2023 and the legal mortgage will be discharged in the next reporting year.

15. Lease liabilities

Lease liabilities are presented in the statement of financial position as follows:

	Group	
	<u>FY2023</u>	<u>FY2022</u>
	\$'000	\$'000
Lease liabilities, current	22,316	19,328
Lease liabilities, non-current	56,009	44,765
	<u>78,325</u>	<u>64,093</u>

Movements of lease liabilities for the reporting year are as follows:

	Group	
	<u>FY2023</u>	<u>FY2022</u>
	\$'000	\$'000
Total lease liabilities at beginning of reporting year	64,093	68,452
Additions	33,127	3,278
Remeasurement	2,198	12,695
Accretion of interest	2,398	2,892
Lease payments – principal portion paid	(23,401)	(23,214)
Foreign exchange adjustments	(90)	(10)
Total lease liabilities at end of reporting year	<u>78,325</u>	<u>64,093</u>

The lease liability above does not include the short-term leases of less than 12 months and leases of low-value underlying assets. Variable lease payments which do not depend on an index or a rate or based on a percentage of revenue are not included from the initial measurement of the lease liability and the right-of-use assets.

Total cash outflows from leases are shown in the consolidated statement of cash flows. The related right-of-use assets are disclosed in Note 9.

During the reporting period, expense of the Group relating to fixed rental expense on short-term leases and low value assets and contingent rental expense on operating leases was \$2,596,000 (30 June 2022: \$1,921,000).

16. Trade and other payables

	Group	
	<u>FY2023</u>	<u>FY2022</u>
	\$'000	\$'000
<u>Trade payables:</u>		
Outside parties	10,122	8,273
Accrued liabilities	8,193	6,850
Trade payables – subtotal	<u>18,315</u>	<u>15,123</u>
<u>Other payables:</u>		
Outside parties	1,405	2,206
Other payables – subtotal	<u>1,405</u>	<u>2,206</u>
Total trade and other payables	<u>19,720</u>	<u>17,329</u>



17. Net asset value

	<u>Group</u>		<u>Company</u>	
	<u>FY2023</u>	<u>FY2022</u>	<u>FY2023</u>	<u>FY2022</u>
	cents	cents	cents	cents
Net asset value per share based on existing issued share capital as at the respective dates	<u>11.6</u>	<u>11.2</u>	<u>10.3</u>	<u>10.2</u>

The net asset value per ordinary share of the Group and the Company as at 30 June 2023 were calculated based on the total issued number of ordinary shares (excluding treasury shares) of 353,875,600 (30 June 2022: 354,000,000).

18. Capital commitments

Estimated amounts committed at the end of the reporting year for future capital expenditure but not recognised in the financial statements are as follows:

	<u>Group</u>	
	<u>FY2023</u>	<u>FY2022</u>
	\$'000	\$'000
Commitments to purchase plant and equipment	<u>393</u>	<u>453</u>

19. Categories of financial assets and liabilities

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the reporting year:

	<u>Group</u>	
	<u>FY2023</u>	<u>FY2022</u>
	\$'000	\$'000
<u>Financial assets:</u>		
Financial assets at amortised cost	20,154	26,381
Financial assets at FVTPL	<u>6,155</u>	<u>4,178</u>
	<u>26,309</u>	<u>30,559</u>
<u>Financial liabilities:</u>		
Financial liabilities at amortised cost	<u>98,045</u>	<u>88,891</u>

20. Changes and adoption of financial reporting standards

The same accounting policies and methods of computations used in the latest audited annual financial statements have been applied to this set of interim financial statements.

21. Subsequent events

There are no known subsequent events which have led to adjustments to this set of interim financial statements.



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F. Other information required by Catalyst Rule Appendix 7C

1. A review of the performance of the Group, to the extent necessary for a reasonable understanding of the Group's business. It must include a discussion of the following:

- (a) any significant factors that affected the turnover, costs, and earnings of the Group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
- (b) any material factors that affect the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.

Consolidated Statement of Comprehensive Income **2H FY2023 compared to 2H FY2022**

Revenue

The Group's revenue increased in 2H FY2023 compared to 2H FY2022, primarily due to the increase in revenue contribution from the Full-Service Restaurants ("FSR") and Quick-Service Restaurants, Convenience and Others ("QSR").

Revenue from QSR increased 5.5% from S\$39.4 million in 2H FY2022 to S\$41.6 million in 2H FY2023 mainly due to opening of new outlets in FY2023; and revamp of &Joy Japanese Food Street in Jurong Point in Aug'22.

Raw materials and consumables used

Raw materials and consumables used (taking into account the changes in closing inventories) were 27.9% and 28.6% of total revenue for 2H FY2023 and 2H FY2022 respectively. The decrease was mainly due to a lower food cost for certain QSR concepts and a decrease in average salmon prices.

Other operating income

Other operating income increased mainly due to an increase of unrealised gain in investments at fair value through profit or loss amounting to S\$0.9 million.

Employee benefits expense

The Group's employee benefits expense increased in 2H FY2023 compared to 2H FY2022 which was primarily attributed to the increase in hiring of staff due to: 1) increase in hiring of workers due to the opening of new outlets; 2) salary adjustment across the board and; 3) increase in staff welfare such as providing meals to staff.

Operating lease expenses

Operating lease expenses remains relatively constant and represented 1.2% and 0.8% of total revenue for 2H FY2023 and 2H FY2022 respectively.

Utilities expenses

Utilities expenses increased mainly due to an increase in the electricity tariff in 2H FY2023.

Depreciation expense

Depreciation expense increased mainly due to the increase in new outlets.

Other operating expenses

Excluding the remeasurement loss of right-of-use asset arising from the lease extension in 2H FY2023 and FY2022, other operating expenses increased 14.3% mainly due to increased expenses in marketing expense and increase in repair and maintenance expenses.

Other expenses – Non-operating

Other expenses - non-operating decreased in 2H FY2023 mainly due to absence of unrealised loss in investments at fair value through profit or loss ("FVTPL"). Excluding this loss in 2H FY2022, other expenses – non operating increased S\$0.5 million in 2H FY2023 as compared to 2H FY2022. The increase was mainly due to increase in professional fees incurred in opening new outlets and an increase in plant and equipment written off.



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Consolidated Statement of Comprehensive Income (cont'd)
2H FY2023 compared to 2H FY2022

Finance costs

Finance cost remains relatively constant and represented 1.5% and 1.7% of total revenue for 2H FY2023 and 2H FY2022 respectively.

Profit before income tax

As a result of the above, profit before tax decreased approximately S\$4.7 million, from a profit before tax of S\$7.5 million in 2H FY2022 to S\$2.8 million in 2H FY2023.

Income tax expense

Income tax expense decreased by approximately S\$0.7 million, though profit before tax decreased, mainly due to absence of government grants – Job Support Scheme which is a non-taxable income.

Profit, net of income tax

As a result of the foregoing, the Group recorded a profit after tax of S\$2.1 million in 2H FY2023.

FY2023 compared to FY2022

Revenue

The Group's revenue increased by 12.4%, or approximately S\$19.2 million in FY2023 as compared to FY2022, primarily due to the increase in revenue contribution from the FSR and QSR.

Revenue from FSR increased by 10.8% from S\$81.2 million in FY2022 to S\$90.0 million in FY2023 mainly due to removal of COVID-19 social distancing restrictions in Singapore, which resulted in the reinstatement of seats for dine-in customers to maximise dine-in capacity.

Revenue from QSR increased by 14.2% from S\$73.6 million in FY2022 to S\$84.1 million in FY2023 mainly due to: 1) opening of new outlets in FY2023; 2) revamp of &Joy Japanese Food Street in Jurong Point in Aug'22; and 3) removal of COVID-19 social distancing restrictions in Singapore, which resulted in the reinstatement of seats for dine-in customers to maximise dine-in capacity.

Raw materials and consumables used

Raw materials and consumables used (taking into account the changes in closing inventories) were 27.3% and 28.1% of total revenue for FY2023 and FY2022 respectively. This was mainly due to a lower food cost for certain QSR concepts.

Other operating income

Other operating income decreased mainly due to the absence of government and landlords' support in relation to COVID-19 pandemic.

Employee benefits expense

The Group's employee benefits expense represented 34.9% and 33.3% of total revenue for FY2023 and FY2022 respectively. The increase in employee benefits expense as a percentage of total revenue was mainly due to: 1) increase in hiring of workers due to the opening of new outlets; 2) salary adjustment across the board and; 3) increase in staff welfare such as providing meals to staff.

Operating lease expenses

Operating lease expenses remains relatively constant and represented 1.5% and 1.2% of total revenue for FY2023 and FY2022 respectively.

Utilities expenses

Utilities expenses increased mainly due to an increase in the electricity tariff and the increase of new outlets in FY2023.

Depreciation expense

Depreciation expense increased mainly due to the increase in new outlets in FY2023.



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Consolidated Statement of Comprehensive Income (cont'd)
FY2023 compared to FY2022

Other operating expenses

Other operating expenses increased mainly due to i) increased expenses in marketing expense; ii) increased in repair and maintenance; and iii) increased in business travelling expenses.

Other expenses – Non-operating

Other expenses - non-operating decreased in FY2023 mainly due to absence of unrealised loss in investments at fair value through profit or loss (“**FVTPL**”). Excluding this loss in FY2022, other expenses – non operating increased S\$0.8 million in FY2023 as compared to FY2022. The increase was mainly due to increase in professional fees incurred in opening new outlets.

Finance costs

Finance cost remains relatively constant and represented 1.5% and 1.9% of total revenue for FY2023 and FY2022 respectively.

Profit before income tax

As a result of the above, profit before tax decreased approximately S\$1.4 million, from a profit before tax of S\$11.3 million in FY2022 to S\$9.9 million in FY2023.

Income tax expense

Income tax expense increased by approximately S\$0.4 million, though profit before tax decreased, mainly due to absence of government grants – Job Support Scheme which is a non-taxable income.

Profit, net of income tax

As a result of the foregoing, the Group recorded a profit after tax of S\$7.6 million in FY2023.

Consolidated Statements of Financial Position

The comparative performance for both the assets and liabilities are based on the Group’s financial statements as at 30 June 2023 and 30 June 2022.

Non-current assets

The Group’s non-current assets increased by S\$15.1 million from S\$95.2 million as at 30 June 2022 to S\$110.4 million as at 30 June 2023 mainly due to (i) an increase in the right-of-use assets (“**ROU**”) of S\$14.6 million; (ii) an increase in other non-financial asset, non-current of S\$1.6 million and partially offset by a decrease in property, plant and equipment of S\$1.0 million.

The decrease in property, plant and equipment was mainly due to the write-off of renovation and fixtures for certain outlets and depreciation of S\$7.1 million; partially offset by an addition of plant and equipment amounting to S\$6.2 million. ROU assets increased by S\$14.6 million mainly due to the additions of leases. The increase in other non-financial assets, non-current was due to the renewal of existing leases and inception of new leases for new outlets.

Current assets

The Group’s current assets decreased by S\$3.8 million from S\$37.5 million as at 30 June 2022 to S\$33.7 million as at 30 June 2023. This is mainly due to (i) a decrease in cash and cash equivalents of S\$7.0 million; offset by (ii) an increase in inventories of S\$0.5 million; (iii) an increase in trade and other receivables of S\$0.7 million and; (iv) an increase in other financial assets, current of S\$2.0 million.

The increase in inventories was mainly due to the increasing purchase of raw materials while the increase in trade and other receivables, current was mainly due to an increase in amount owing from credit card companies and external customers, in line with the increase with revenue. The increase in other financial assets, current was due to the additional investment in securities and increase in the fair value of the securities held. The decrease in cash and bank balances was mainly due to the full repayment of building loan and an increase in cash invested in investment in securities as explained earlier.

Consolidated Statements of Financial Position (cont'd)

Non-current liabilities

The Group's non-current liabilities increased by S\$4.6 million from S\$54.1 million as at 30 June 2022 to S\$58.7 million as at 30 June 2023. This was mainly attributable to an increase in lease liabilities of S\$11.2 million due to renewal of existing leases and inception of new leases offset by the repayment of building loan.

Current liabilities

The Group's current liabilities increased by S\$5.4 million from S\$38.9 million as at 30 June 2022 to S\$44.3 million as at 30 June 2023. This was mainly attributable to (i) an increase in lease liabilities of S\$3.0 million due to renewal of existing leases and inception of new leases and (ii) an increase in income tax payable of S\$0.9 million; (iii) an increase in trade and other payable of S\$2.4 million due to an increase in purchases from the suppliers; and partially offset by (iv) a decrease in other financial liabilities, current of S\$0.9 million

Negative working capital

As at 30 June 2023, the Group had a negative working capital of approximately S\$10.6 million due to the lease liabilities classified as current. Excluding lease liabilities of approximately S\$22.3 million, the Group had a positive working capital of S\$11.8 million as of 30 June 2023. The Board believes that the Group is able to meet its short term debt obligations as and when they fall due, as it still continues to generate positive cash flows from operations.

Consolidated Statements of Cash Flows

The Group's net cash flows generated from operating activities was S\$39.2 million in FY2023, mainly due to operating cash flows before changes in the working capital of S\$39.5 million, net working capital inflows of S\$1.1 million and income taxes paid of S\$1.4 million. The net working capital inflows were mainly due to (i) an increase in trade payables of S\$2.4 million; partially offset by (i) an increase in trade and other receivables, current of S\$0.8 million; and (ii) an increase in inventories of S\$0.5 million.

The Group's net cash used in investing activities was S\$8.9 million in FY2023, mainly attributable to (i) the purchase of plant and equipment amounting to S\$6.0 million; (ii) increase in other non-financial assets amounting to S\$1.6 million; (iii) investment in securities of S\$3.4 million; and partially offset by disposal of other financial assets of S\$1.9 million.

The Group's net cash flows used in financing activities was S\$37.1 million in FY2023, mainly due to (i) repayment of bank borrowings of S\$7.5 million; (ii) lease payment of S\$23.4 million; (iii) dividend paid of S\$6.2 million and (iv) interest of S\$0.2 million paid.

As a result, cash and cash equivalents decreased by S\$6.8 million in FY2023.

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

Not applicable as no specific forecast or a prospect statement has been issued previously.

3. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next reporting period and the next 12 months.

Competition within the F&B industry is anticipated to remain fierce, presenting a challenging landscape for businesses. The sector faces significant hurdles in the form of elevated operating costs, primarily stemming from an ongoing manpower crunch due to the tightening of foreigner manpower policies and difficulties in recruiting local talents to fill vacant positions. In addition to the manpower constraints, inflationary pressures are further exacerbating the challenges faced by F&B businesses where the operators have to deal with rising costs of operations and raw materials.



3. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next reporting period and the next 12 months (cont'd)

The Group will stay vigilant in the face of rapidly evolving business landscapes and will take necessary steps to fine tune the growth strategies and productivity initiatives accordingly.

4. Dividend information

(a) Whether an interim/final ordinary dividend has been declared/recommended; and

Yes. In view of the Group's performance for FY2023, the directors are pleased to propose a tax exempt one-tier final cash dividend of 0.90 Singapore cent per share (2022: 0.85 cent) in respect of the year ended 30 June 2023, which is subject to the approval of the shareholders of the Company at the forthcoming annual general meeting to be convened in due course.

(b) Amount per share (cents)

Name of Dividend	Final
Type of Dividend	Cash
Total number of Issued ordinary shares ('000)	353,838
Dividend per share	0.90 Singapore cent

(c) Corresponding period of the immediate preceding financial year

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

Name of Dividend	Final
Type of Dividend	Cash
Total number of Issued ordinary shares ('000)	354,000
Dividend per share	0.85 Singapore cent

(d) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

The proposed dividend is one-tier tax exempt.

(e) The date the dividend is payable.

To be announced later.

(f) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividend are determined

To be announced later.

5. Interested person transactions

The Group has not obtained a general mandate from shareholders of the Company for interested person transactions ("IPT"). There were no IPT of S\$100,000 and above for the current financial year reported on.



RE&S HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201714588N)

6. Confirmation that the issuer has procured undertaking from all its directors and executive officers (in the format set out in Appendix 7H under Rule 720(1) of the Catalist Listing Manual)

The Company has received undertaking from all its directors and executive officers in the format as set out in Appendix 7H under Rule 720(1) of the Catalist Listing Manual.

7. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10). If there are no such persons, the issuer must make an appropriate negative statement.

Pursuant to Rule 704(10) of the Catalist Rules, the Company confirms that during FY2023 and up to the date hereof, there has not been any person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company.

8. Disclosure on Incorporation of Entities, Acquisition and Realisation of Shares pursuant to Catalist Rule 706A

During 2H FY2023, the Company did not incorporate or acquire any shares resulting in any company becoming a subsidiary and/or associated company or increase its shareholdings in any subsidiary. The Company also did not dispose any shares resulting in a company ceasing to be a subsidiary or associated company or decreasing its shareholding percentage in any subsidiary.

9. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:-

Please refer to Note 6 of "Notes to the Condensed Interim Financial Statements".

10. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the operating segments.

Please refer to Section 1 of "Other information required by Catalist Rule Appendix 7C".

For and on behalf of the Board

Foo Kah Lee
Executive Director and CEO
Date: 23 August 2023

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

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