



GS HOLDINGS LIMITED

(Incorporated in Singapore on 19 September 2014)

(Company Registration Number: 201427862D)

**Unaudited Condensed Interim Financial Statements
For the Financial Period Ended 30 September 2023**

The Company is required under Catalist Rule 705(2) to report its financial statements quarterly.

This announcement has been prepared by GS Holdings Limited (the “**Company**”) and its contents have been reviewed by Evolve Capital Advisory Private Limited (the “**Sponsor**”) for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

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Table of Contents

| | | Page |
|---|---|---------|
| A | Condensed interim consolidated statement of profit or loss and other comprehensive income | 3 |
| B | Condensed interim statements of financial position | 4 |
| C | Condensed interim statements of changes in equity | 5 - 6 |
| D | Condensed interim consolidated statement of cash flows | 7 |
| E | Notes to the condensed interim consolidated financial statements | 8 – 20 |
| F | Other information required by Catalist Listing Rule Appendix 7C | 21 – 28 |

A. CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial period ended 30 September 2023

| | | Group | | | Group | | |
|--|-------------|-----------------------------|------------------|-------------------|-----------------------------|------------------|-------------------|
| | Note | 3-month Period Ended | 30-Sep-22 | Increase/ | 9-month Period Ended | 30-Sep-22 | Increase/ |
| | | 30-Sep-23 | 30-Sep-22 | (Decrease) | 30-Sep-23 | 30-Sep-22 | (Decrease) |
| | | S\$'000 | S\$'000 | % | S\$'000 | S\$'000 | % |
| Revenue | 4 | 2,709 | 1,819 | 49 | 6,858 | 5,265 | 30 |
| Cost of sales | | (2,111) | (1,303) | 62 | (5,395) | (4,326) | 25 |
| Gross profit | | 598 | 516 | 16 | 1,463 | 939 | 56 |
| Other income | | 68 | 160 | (58) | 205 | 497 | (59) |
| Administrative expenses | | (844) | (929) | (9) | (2,564) | (2,783) | (8) |
| Impairment loss on financial assets | 14 | (9,346) | - | N.M | (9,346) | - | N.M |
| Finance costs | | (53) | (284) | (81) | (122) | (114) | 7 |
| Loss before tax | 5 | (9,577) | (537) | N.M | (10,364) | (1,461) | N.M |
| Income tax credit | 7 | - | 1 | N.M | 2 | 8 | (75) |
| Loss for the period | | (9,577) | (536) | N.M | (10,362) | (1,453) | N.M |
| Loss attributable to: | | | | | | | |
| Equity holders of the Company | | (7,690) | (498) | N.M | (8,431) | (1,352) | N.M |
| Non-controlling interests | | (1,887) | (38) | N.M | (1,931) | (101) | N.M |
| Loss for the period | | (9,577) | (536) | N.M | (10,362) | (1,453) | N.M |
| Loss for the period | | (9,577) | (536) | N.M | (10,362) | (1,453) | N.M |
| Other comprehensive income: | | | | | | | |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | | | | | | | |
| Currency translation differences arising from consolidation | | 96 | (386) | N.M | (306) | (648) | (53) |
| <i>Items that will not be reclassified subsequently to profit or loss:</i> | | | | | | | |
| Currency translation differences arising from consolidation | | 3 | (98) | N.M | (95) | (163) | (42) |
| Total comprehensive loss for the period | | (9,478) | (1,020) | N.M | (10,763) | (2,264) | N.M |
| Total comprehensive loss attributable to: | | | | | | | |
| Equity holders of the Company | | (7,594) | (885) | N.M | (8,737) | (2,001) | N.M |
| Non-controlling interests | | (1,884) | (135) | N.M | (2,026) | (263) | N.M |
| Total comprehensive loss for the period | | (9,478) | (1,020) | N.M | (10,763) | (2,264) | N.M |
| Loss per share (cents) | | | | | | | |
| - Basic | 8 | (4.07) | (0.26) | | (4.46) | (0.72) | |
| - Diluted | 8 | (4.07) | (0.26) | | (4.46) | (0.72) | |

N.M – Not Meaningful

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

B. CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

| | | Group | | Company | |
|---|------|-----------------|----------------|-----------------|-----------------|
| | | As at | | As at | |
| | Note | 30-Sep-23 | 31-Dec-22 | 30-Sep-23 | 31-Dec-22 |
| | | S\$'000 | S\$'000 | S\$'000 | S\$'000 |
| ASSETS | | | | | |
| Non-current assets | | | | | |
| Property, plant and equipment | 10 | 1,903 | 1,219 | 1 | 5 |
| Investment property | 11 | 560 | 920 | - | - |
| Investments in subsidiaries | 12 | - | - | 4,494 | 4,494 |
| Intangible assets | 13 | 755 | 778 | - | - |
| | | <u>3,218</u> | <u>2,917</u> | <u>4,495</u> | <u>4,499</u> |
| Current assets | | | | | |
| Inventories | | 56 | 64 | - | - |
| Trade and other receivables | 14 | 10,396 | 19,536 | 2,192 | 2,101 |
| Cash and bank balances | 15 | 4,298 | 5,016 | 22 | 163 |
| | | <u>14,750</u> | <u>24,616</u> | <u>2,214</u> | <u>2,264</u> |
| Total assets | | <u>17,968</u> | <u>27,533</u> | <u>6,709</u> | <u>6,763</u> |
| EQUITY | | | | | |
| Equity attributable to owners of the Company | | | | | |
| Share capital | 19 | 21,488 | 21,488 | 21,488 | 21,488 |
| Reserves | 20 | (5,760) | (5,454) | - | - |
| Accumulated losses | | <u>(11,822)</u> | <u>(3,391)</u> | <u>(17,247)</u> | <u>(16,575)</u> |
| Equity attributable to equity holders of the Company | | 3,906 | 12,643 | 4,241 | 4,913 |
| Non-controlling interests | | 885 | 2,911 | - | - |
| Total equity | | <u>4,791</u> | <u>15,554</u> | <u>4,241</u> | <u>4,913</u> |
| LIABILITIES | | | | | |
| Non-current liabilities | | | | | |
| Loans and borrowings | 17 | 1,946 | 1,948 | - | - |
| Deferred tax liabilities | | 43 | 48 | - | - |
| | | <u>1,989</u> | <u>1,996</u> | <u>-</u> | <u>-</u> |
| Current liabilities | | | | | |
| Trade and other payables | 18 | 4,373 | 3,551 | 2,468 | 1,850 |
| Loans and borrowings | 17 | 1,868 | 1,305 | - | - |
| Tax payables | | 4,947 | 5,127 | - | - |
| | | <u>11,188</u> | <u>9,983</u> | <u>2,468</u> | <u>1,850</u> |
| Total liabilities | | <u>13,177</u> | <u>11,979</u> | <u>2,468</u> | <u>1,850</u> |
| Total equity and liabilities | | <u>17,968</u> | <u>27,533</u> | <u>6,709</u> | <u>6,763</u> |

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

C. CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
For the financial period ended 30 September 2023

← Attributable to equity holders of the Company →

| Group | Share Capital S\$'000 | Share Options Reserves S\$'000 | Currency Translation Reserve S\$'000 | Merger Reserve S\$'000 | Asset Revaluation Reserve S\$'000 | (Accumulated Losses)/ Retained Earnings S\$'000 | Total Equity Attributable to Owners of the Company S\$'000 | Non- Controlling Interests S\$'000 | Total Equity S\$'000 |
|---|--------------------------------------|---|---|---------------------------------------|--|--|---|---|-------------------------------------|
| At 1 January 2023 | 21,488 | - | 238 | (8,611) | 2,919 | (3,391) | 12,643 | 2,911 | 15,554 |
| Loss for the financial period | - | - | - | - | - | (8,431) | (8,431) | (1,931) | (10,362) |
| Currency translation differences arising from consolidation | - | - | (306) | - | - | - | (306) | (95) | (401) |
| Total comprehensive loss for the period | - | - | (306) | - | - | (8,431) | (8,737) | (2,026) | (10,763) |
| At 30 September 2023 | 21,488 | - | (68) | (8,611) | 2,919 | (11,822) | 3,906 | 885 | 4,791 |
| At 1 January 2022 | 21,488 | 687 | 1,324 | (8,611) | 2,919 | 2,220 | 20,027 | 3,370 | 23,397 |
| Loss for the financial period | - | - | - | - | - | (1,352) | (1,352) | (101) | (1,453) |
| Currency translation differences arising from consolidation | - | - | (648) | - | - | - | (648) | (163) | (811) |
| Total comprehensive loss for the period | - | - | (648) | - | - | (1,352) | (2,000) | (264) | (2,264) |
| Expired share options not exercised | - | (687) | - | - | - | 687 | - | - | - |
| At 30 September 2022 | 21,488 | - | 676 | (8,611) | 2,919 | 1,555 | 18,027 | 3,106 | 21,133 |

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

C. CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
For the financial period ended 30 September 2023

| <u>Company</u> | Share Capital S\$'000 | Share Options Reserve S\$'000 | Accumulated Losses S\$'000 | Total S\$'000 |
|--|--------------------------------------|--|---|--------------------------|
| At 1 January 2023 | 21,488 | - | (16,575) | 4,913 |
| Loss and total comprehensive loss for the financial period | - | - | (672) | (672) |
| At 30 September 2023 | 21,488 | - | (17,247) | 4,241 |
| At 1 January 2022 | 21,488 | 687 | (11,304) | 10,871 |
| Loss and total comprehensive loss for the financial period | - | - | (5,542) | (5,542) |
| Expired share options not exercised | - | (687) | 687 | - |
| At 30 September 2022 | 21,488 | - | (16,159) | 5,329 |

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

D. CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
For the financial period ended 30 September 2023

| | Group | |
|--|-----------------------------|--------------------|
| | 9-month Period Ended | |
| | 30 Sep 2023 | 30 Sep 2022 |
| | S\$'000 | S\$'000 |
| Cash flows from operating activities | | |
| Loss before tax | (10,364) | (1,461) |
| Amortisation of intangible assets | 15 | 22 |
| Depreciation charge on property, plant and equipment | 669 | 716 |
| Gain on disposal of property, plant and equipment | - | (31) |
| Gain on disposal of investment property | - | (10) |
| Interest expenses | 122 | 114 |
| Write-off of inventories | - | 2 |
| Write-off of property, plant and equipment | - | 8 |
| Unrealised foreign exchange loss | 99 | 162 |
| Impairment loss on financial assets | 9,346 | - |
| Fair value loss on an investment property | 360 | 430 |
| Operating cash flow before working capital changes | 247 | (48) |
| Changes in working capital: | | |
| Inventories | 8 | (19) |
| Receivables | (750) | 44 |
| Payables | 654 | 379 |
| Currency translation adjustments | (119) | (207) |
| Cash generated from operations | 40 | 149 |
| Income tax refunded | - | 5 |
| Net cash generated from operating activities | 40 | 154 |
| Cash flow from investing activities | | |
| Purchases of intangible assets | - | (23) |
| Proceeds from disposal of an investment property, net | - | 460 |
| Proceeds from disposal of property, plant and equipment | - | 70 |
| Purchase of property, plant and equipment | (355) | (6) |
| Net cash (used in)/generated from investing activities | (355) | 501 |
| Cash flow from financing activities | | |
| Proceeds from bank loans | 770 | - |
| Loans from a controlling shareholder | 298 | - |
| Repayment of lease liabilities | (619) | (643) |
| Repayment of bank loans | (590) | (958) |
| Interest paid | (122) | (114) |
| Net cash used in financing activities | (263) | (1,715) |
| Net decrease in cash and cash equivalents | (578) | (1,060) |
| Cash and cash equivalents at beginning of the period | 5,016 | 6,036 |
| Effects of foreign currency translation changes on cash and cash equivalents | (140) | 214 |
| Cash and cash equivalents at end of the period | 4,298 | 5,190 |

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

E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the financial period ended 30 September 2023

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

1. Corporate information

GS Holdings Limited (the “**Company**”) (Company Registration Number 201427862D) is incorporated and domiciled in Singapore and is listed on the Catalist board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The registered office of the Company and principal place of business is at 680 Upper Thomson Road #02-01, Singapore 787103.

The principal activity of the Company is an investment holding company. The principal activities of the Group are:

- (a) Operation of food and beverages (“**F&B**”) business; and
- (b) Provision of branding, operations and procurement (“**BOP**”) services.

2. Basis of preparation

The condensed interim financial statements for the financial period ended 30 September 2023 have been prepared in accordance with Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group’s financial position and performance of the Group since the last audited financial statements for the full year ended 31 December 2022.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements are presented in Singapore Dollars (“**SGD**” or “**S\$**”), which is the Company’s functional currency, and all values are rounded to the nearest thousand (“**S\$’000**”) except when otherwise indicated.

2.1 New and amended standards adopted by the Group

The Group has adopted all the new and revised SFRS(I)s and Singapore Financial Reporting Standards (International) Interpretations (“**SFRS(I) INT**”) that are relevant to its operations and effective for the current financial year. The adoption of these new/revised SFRS(I) and SFRS(I) INT did not have any material effect on the financial performance or position of the Group and the Company.

2. Basis of preparation (Continued)

2.2 Use of judgements and estimates

In preparing the condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

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 financial year ended 31 December 2022.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Management is of the opinion that there were no significant judgements made in applying accounting policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next interim period.

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next interim period are included in the following notes:

- Note 11: Valuation of investment property
- Note 12: Impairment of investments in subsidiaries
- Note 13: Impairment of intangible assets
- Note 14: Expected credit loss on trade and other receivables

3. Seasonal operations

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

4. Segment and revenue information

The Group is organised into business units based on its services for management purposes. The reportable segments are F&B, BOP services and investment holdings. Management monitors the operating results of its business units separately for making decisions about allocation of resources and assessment of performances of each segment.

(a) Reportable segment

| | F&B S\$'000 | BOP Services S\$'000 | Investment Holdings S\$'000 | Eliminations S\$'000 | Total S\$'000 |
|--|----------------------------|-------------------------------------|--|---------------------------------|--------------------------|
| <u>1 July 2023 – 30 September 2023</u> | | | | | |
| <i>Segment revenue:</i> | | | | | |
| Sales to external customers | 2,709 | - | - | - | 2,709 |
| Inter-segment sales | 20 | - | - | (20) | - |
| Total revenue | <u>2,729</u> | <u>-</u> | <u>-</u> | <u>(20)</u> | <u>2,709</u> |
| Segment profit/(loss) | 193 | (9,419) | (351) | - | (9,577) |
| <i>Significant non-cash items:</i> | | | | | |
| Depreciation of property, plant and equipment | 269 | - | 2 | - | 271 |
| Impairment loss on financial assets | - | 9,346 | - | - | 9,346 |
| Amortisation of intangible assets | 5 | - | - | - | 5 |
| Fair value loss on investment property | - | - | 120 | - | 120 |
| <u>1 January 2023 – 30 September 2023</u> | | | | | |
| <i>Segment revenue:</i> | | | | | |
| Sales to external customers | 6,858 | - | - | - | 6,858 |
| Inter-segment sales | 74 | - | - | (74) | - |
| Total revenue | <u>6,932</u> | <u>-</u> | <u>-</u> | <u>(74)</u> | <u>6,858</u> |
| Segment profit/(loss) | 253 | (9,623) | (971) | (23) | (10,364) |
| <i>Significant non-cash items:</i> | | | | | |
| Depreciation of property, plant and equipment | 665 | - | 4 | - | 669 |
| Impairment loss on financial assets | - | 9,346 | - | - | 9,346 |
| Amortisation of intangible assets | 15 | - | - | - | 15 |
| Fair value loss on investment property | - | - | 360 | - | 360 |
| Segment assets as at 30 September 2023 | 4,233 | 13,109 | 626 | - | 17,968 |
| Segment assets includes: | | | | | |
| Additions to property, plant and equipment | 1,219 | - | - | - | 1,219 |
| Segment liabilities as at 30 September 2023 | (5,769) | (6,017) | (1,391) | - | (13,177) |

4. Segment and revenue information (Continued)

(a) Reportable segment (Continued)

| | F&B S\$'000 | BOP Services S\$'000 | Investment Holdings S\$'000 | Eliminations S\$'000 | Total S\$'000 |
|--|----------------------------|-------------------------------------|--|---------------------------------|--------------------------|
| <u>1 July 2022 – 30 September 2022</u> | | | | | |
| <i>Segment revenue:</i> | | | | | |
| Sales to external customers | 1,819 | - | - | - | 1,819 |
| Inter-segment sales | 24 | - | - | (24) | - |
| Total revenue | 1,843 | - | - | (24) | 1,819 |
| Segment profit/(loss) | 193 | (176) | (395) | (159) | (537) |
| <i>Significant non-cash items:</i> | | | | | |
| Depreciation of property, plant and equipment | 127 | - | 1 | - | 128 |
| Amortisation of intangible assets | 9 | - | (1) | - | 8 |
| Fair value loss on investment property | - | - | 143 | - | 143 |
| <u>1 January 2022 – 30 September 2022</u> | | | | | |
| <i>Segment revenue:</i> | | | | | |
| Sales to external customers | 5,265 | - | - | - | 5,265 |
| Inter-segment sales | 87 | - | - | (87) | - |
| Total revenue | 5,352 | - | - | (87) | 5,265 |
| Segment (loss)/profit | 22 | (340) | (1,131) | (12) | (1,461) |
| <i>Significant non-cash items:</i> | | | | | |
| Depreciation of property, plant and equipment | 700 | - | 16 | - | 716 |
| Amortisation of intangible assets | 22 | - | - | - | 22 |
| Write-off of property, plant and equipment | 8 | - | - | - | 8 |
| Fair value loss on investment property | - | - | 430 | - | 430 |
| Segment assets as at 30 September 2022 | 8,436 | 23,973 | 1,672 | - | 34,081 |
| Segment assets includes: | | | | | |
| Additions to property, plant and equipment | 1,552 | - | - | - | 1,552 |
| Segment liabilities as at 30 September 2022 | (5,690) | (6,454) | (804) | - | (12,948) |

4. Segment and revenue information (Continued)

(b) Disaggregation of revenue

| | Sale of food and beverage S\$'000 | Franchise fee and royalty income S\$'000 | Rental income from food stalls S\$'000 | Service income S\$'000 | Total S\$'000 |
|---|--|---|---|------------------------------|------------------|
| <u>1 July 2023 – 30 September 2023</u> | | | | | |
| Primary geographical markets | | | | | |
| Singapore | 2,468 | - | 135 | 99 | 2,702 |
| Brunei | - | 7 | - | - | 7 |
| | 2,468 | 7 | 135 | 99 | 2,709 |
| Timing of revenue recognition | | | | | |
| At a point in time | 2,468 | 7 | - | - | 2,475 |
| Over time | - | - | 135 | 99 | 234 |
| | 2,468 | 7 | 135 | 99 | 2,709 |
| <u>1 January 2023 – 30 September 2023</u> | | | | | |
| Primary geographical markets | | | | | |
| Singapore | 6,152 | - | 415 | 270 | 6,837 |
| Brunei | - | 21 | - | - | 21 |
| | 6,152 | 21 | 415 | 270 | 6,858 |
| Timing of revenue recognition | | | | | |
| At a point in time | 6,152 | 21 | - | - | 6,173 |
| Over time | - | - | 415 | 270 | 685 |
| | 6,152 | 21 | 415 | 270 | 6,858 |
| <u>1 July 2022 – 30 September 2022</u> | | | | | |
| Primary geographical markets | | | | | |
| Singapore | 1,548 | - | 151 | 107 | 1,806 |
| Brunei | 3 | 10 | - | - | 13 |
| | 1,551 | 10 | 151 | 107 | 1,819 |
| Timing of revenue recognition | | | | | |
| At a point in time | 1,551 | 16 | - | - | 1,567 |
| Over time | - | (6) | 151 | 107 | 252 |
| | 1,551 | 10 | 151 | 107 | 1,819 |
| <u>1 January 2022 – 30 September 2022</u> | | | | | |
| Primary geographical markets | | | | | |
| Singapore | 4,446 | 1 | 428 | 355 | 5,230 |
| Brunei | 15 | 20 | - | - | 35 |
| | 4,461 | 21 | 428 | 355 | 5,265 |
| Timing of revenue recognition | | | | | |
| At a point in time | 4,461 | 16 | - | - | 4,477 |
| Over time | - | 5 | 428 | 355 | 788 |
| | 4,461 | 21 | 428 | 355 | 5,265 |

5. Loss before tax

| | Group | | | Group | | |
|---|----------------------|---------|-------------------------|----------------------|---------|-------------------------|
| | 3-month Period Ended | | | 9-month Period Ended | | |
| | 30 Sep | 30 Sep | Increase/ (Decrease) | 30 Sep | 30 Sep | Increase/ (Decrease) |
| | 2023 | 2022 | % | 2023 | 2022 | % |
| | S\$'000 | S\$'000 | | S\$'000 | S\$'000 | |
| Loss before tax is stated after charging/(crediting): | | | | | | |
| Impairment loss on financial assets | 9,346 | - | N.M | 9,346 | - | N.M |
| Amortisation of intangible assets | 5 | 1 | N.M | 15 | 22 | (32) |
| Depreciation of property, plant and equipment | 271 | 127 | 113 | 669 | 716 | (7) |
| Fair value loss on investment property | 120 | 143 | (16) | 360 | 430 | (16) |
| Personnel expenses | 1,141 | 818 | 39 | 3,003 | 2,371 | 27 |
| Rental expenses | 52 | 8 | N.M | 117 | 30 | N.M |
| Finance costs | 53 | 284 | (81) | 122 | 114 | 7 |
| Government grants and incentives | (25) | (100) | (75) | (101) | (278) | (64) |
| Gain on disposal of property, plant and equipment | - | - | - | - | (31) | N.M |

N.M – Not Meaningful

6. Related parties transactions

In addition to the related party information disclosed elsewhere in the condensed interim financial statements, the following significant transactions between the Group and related parties took place on terms agreed between the parties during the financial period:

| | Group | | Group | |
|---|----------------------|---------|----------------------|---------|
| | 3-month Period Ended | | 9-month Period Ended | |
| | 30 Sep | 30 Sep | 30 Sep | 30 Sep |
| | 2023 | 2022 | 2023 | 2022 |
| | S\$'000 | S\$'000 | S\$'000 | S\$'000 |
| With related parties | | | | |
| Rental and foodstall related expenses | 86 | 18 | 247 | 186 |
| With controlling shareholder of the Company | | | | |
| Rental expense | 99 | 99 | 297 | 297 |
| Loans received during the period | - | - | 298 | - |
| With director of the Company/Group | | | | |
| Provision of corporate secretarial and legal services | - | 28 | 17 | 71 |

7. Income tax (credit)/expense

The Group calculates the income tax (credit)/expense for the period using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax (credit)/expense for the financial period ended 30 September 2023 and 2022 are:

| | Group 3-month Period Ended | | Group 9-month Period Ended | |
|---|-------------------------------|------------------------|-------------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 30 Sep 2022 S\$'000 | 30 Sep 2023 S\$'000 | 30 Sep 2022 S\$'000 |
| <i>Statement of comprehensive income:</i> | | | | |
| Current income tax | | | | |
| - current income taxation | - | - | - | - |
| - overprovision in respect of previous years | - | (1) | - | (6) |
| | - | - | - | (6) |
| Deferred income tax | | | | |
| - origination and reversal of temporary difference | - | - | (2) | (2) |
| Income tax credit recognised in statement of comprehensive income | - | (1) | (2) | (8) |

8. Loss per share

| | Group 3-month Period Ended | | Group 9-month Period Ended | |
|---|-------------------------------|-------------|-------------------------------|-------------|
| | 30 Sep 2023 | 30 Sep 2022 | 30 Sep 2023 | 30 Sep 2022 |
| Loss for the period attributable to equity holders of the Company (S\$'000) | (7,690) | (498) | (8,431) | (1,352) |
| Weighted average number of ordinary shares | 188,993,260 | 188,993,260 | 188,993,260 | 188,993,260 |
| Basic loss per share (cents) | (4.07) | (0.26) | (4.46) | (0.72) |
| Diluted loss per share (cents) | (4.07) | (0.26) | (4.46) | (0.72) |

Basic loss per share is calculated by dividing the net loss for the period attributable to equity holders of the Company by the weighted average number of ordinary shares in issue of 188,993,260 (30 September 2022: 188,993,260) during the financial period.

The diluted loss per share is the same as the basic loss per share for the 3-month and 9-month period ended 30 September 2023 as the Company does not have any outstanding convertible securities.

9. Net assets value

| | Group | | Company | |
|---|-------------|-------------|-------------|-------------|
| | 30 Sep 2023 | 31 Dec 2022 | 30 Sep 2023 | 31 Dec 2022 |
| Net assets value per ordinary share (cents) | 2.07 | 6.69 | 2.24 | 2.60 |

Net asset value per ordinary share is calculated based on 188,993,260 ordinary shares (excluding treasury shares) outstanding as at 30 September 2023 and 31 December 2022.

10. Property, plant and equipment

During the financial period ended 30 September 2023, the Group and Company acquired assets amounting to S\$355,000 (30 September 2022: S\$6,000) and S\$ NIL (30 September 2022: S\$ NIL) respectively in cash. As at 30 September 2023, the cost of property, plant and equipment acquired by the Group under lease arrangement amounts to S\$864,000 (30 September 2022: S\$1,546,000).

11. Investment property

| | Group | |
|---|------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 |
| At the beginning of financial period/year | 920 | 2,170 |
| Fair value loss recognised in the statement of profit or loss | (360) | (800) |
| Disposal of an investment property | - | (450) |
| At the end of financial period/year | 560 | 920 |

The fair value of the investment property as at 31 December 2022 was determined based on the latest valuation performed by an independent valuer in January 2023. The fair value loss of S\$360,000 for the current period was estimated by the management, taking into account the remaining lease term of the investment property. The management will engage an independent valuer by year end to perform an annual valuation on the investment property in order to determine its fair value at year end. For valuation performed by the professional valuer, management reviews the appropriateness of the valuation methodologies and assumptions adopted. In determining the fair value of the investment property, the valuation of the investment property is based on the estimated future income stream to be achieved from the property.

The following amounts are recognised in the statement of profit or loss:

| | Group | | Group | |
|---|------------------------|------------------------|------------------------|------------------------|
| | 3-month Period Ended | | 9-month Period Ended | |
| | 30 Sep 2023 S\$'000 | 30 Sep 2022 S\$'000 | 30 Sep 2023 S\$'000 | 30 Sep 2022 S\$'000 |
| Rental income | - | - | - | 8 |
| Gain on disposal of investment property | - | - | - | 10 |
| Direct operating expenses arising from investment properties that generated rental income | 12 | 15 | 42 | 50 |

12. Investments in subsidiaries

| | Company | |
|--|------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 |
| Unquoted equity shares, at cost | | |
| At the beginning of financial period/year | 9,122 | 9,112 |
| Incorporation of a subsidiary during the financial period/year | - | 10 |
| At the end of financial period/year | 9,122 | 9,122 |
| Impairment allowances: | | |
| At the beginning of financial period/year | (4,628) | - |
| Allowance made during the financial period/year | - | (4,628) |
| At the end of financial period/year | (4,628) | (4,628) |
| Net carrying amount | 4,494 | 4,494 |

13. Intangible assets

| | Group | |
|---|------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 |
| Goodwill arising on business combination | 4,373 | 4,373 |
| Less: Impairment of goodwill | (3,905) | (3,905) |
| Goodwill arising on business combination, net of impairment | 468 | 468 |
| Other intangible assets | 287 | 310 |
| | 755 | 778 |

14. Trade and other receivables

| | Group | | Company | |
|-------------------------------------|------------------------|------------------------|------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 |
| Trade receivables | 7,271 | 7,053 | - | - |
| Less: Allowance for impairment loss | (6,737) | (6,977) | - | - |
| | 534 | 76 | - | - |
| Other receivables | 19,075 | 19,460 | 2,582 | 2,491 |
| Less: Allowance for impairment loss | (9,213) | - | (390) | (390) |
| | 9,862 | 19,460 | 2,192 | 2,101 |
| Total | 10,396 | 19,536 | 2,192 | 2,101 |

14. Trade and other receivables (Continued)

Included in the Group's gross other receivables as at 30 September 2023 is an amount of RMB98.6 million (equivalent to approximately S\$18.4 million) which is due and owing by Mr Zhang Rongxuan ("**Mr Zhang**"), the Company's non-independent and non-executive Director, who is currently being suspended by the Company.

As announced on 17 October 2023, the Company has issued letters of demand to Mr Zhang and Kaifeng Jufel Biotechnology Co., Ltd. ("**Kaifeng Jufel**") for the settlement of the outstanding debt of RMB98.6 million. As at the date of this announcement, neither Mr Zhang nor Kaifeng Jufel has responded to the said letters of demand. In view of the lack of response from Mr Zhang and Kaifeng Jufel, the Board will engage lawyers in the PRC to explore the next appropriate steps to take to recover the said debt from Mr Zhang and Kaifeng Jufel in an effective and efficient manner.

The Company is of the view that the collection of the outstanding amount is now highly in doubt and therefore it recommends that an impairment loss provision of approximately 50% of the total outstanding debt be made. An additional impairment loss provision amount may be made in future, depending on the outcome of the actions taken by the Company and responses from both Mr Zhang and Kaifeng Jufel.

The Company will closely monitor the recovery of the outstanding debt and keep the shareholders updated on any material developments and make the appropriate announcements(s) when there are any material updates.

15. Cash and bank balances

Included in the Group's cash and bank balances as at 30 September 2023 is an amount of RMB20,451,000; equivalent to S\$3,822,000 (31 December 2022: RMB20,451,000; equivalent to S\$3,961,000) held in Bank of China in the PRC.

As announced on 17 October 2023, the monies in the said bank account have been retained by the authorities in the PRC. Subsequent to the announcement, the Company has engaged lawyers in the PRC to obtain further information on the circumstances leading to such retention of funds, liaise with the relevant authorities and the bank officers on the matter and advise the Company on the next steps to be taken in order to seek the release of the funds.

The Board will be closely monitoring developments relating to the retention of funds and will ensure that relevant announcement(s) is/are released by the Company as and when there are any material updates.

16. Financial assets and financial liabilities

| | Group | | Company | |
|--|------------------------|------------------------|------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 |
| <i>Financial assets</i> | | | | |
| At amortised cost | | | | |
| Trade and other receivables ¹ | 9,824 | 19,279 | 2,176 | 2,056 |
| Cash and cash equivalents | 4,298 | 5,016 | 22 | 163 |
| | <u>14,122</u> | <u>24,295</u> | <u>2,198</u> | <u>2,219</u> |
| <i>Financial liabilities</i> | | | | |
| At amortised cost | | | | |
| Trade and other payables ² | 3,633 | 3,491 | 2,468 | 1,834 |
| Loans and borrowings | 3,814 | 3,253 | - | - |
| | <u>7,447</u> | <u>6,744</u> | <u>2,468</u> | <u>1,834</u> |

¹This excludes GST receivables, deposits, prepayments.

²This excludes GST payables, deposits received and deferred incomes

17. Loans and borrowings

| | Group | |
|--|------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 |
| <u>Amounts repayable within one year</u> | | |
| Secured | 876 | 755 |
| Unsecured | 992 | 550 |
| | <u>1,868</u> | <u>1,305</u> |
| <u>Amounts repayable after one year</u> | | |
| Secured | 1,210 | 1,149 |
| Unsecured | 736 | 799 |
| | <u>1,946</u> | <u>1,948</u> |
| Total | <u>3,814</u> | <u>3,253</u> |

Total loans and borrowings amounted to S\$3,814,000 (31 December 2022: S\$3,253,000), of which S\$2,086,000 (31 December 2022: S\$1,904,000) are secured by:

- (i) assignment of rental proceeds and all rights of the tenancy agreements;
- (ii) corporate guarantee from the Company;
- (iii) personal guarantee from a director of the Group;
- (iv) personal guarantee from a director of the borrowing subsidiary for some portions of the loans; and
- (v) all cash and bank balances of the borrowing subsidiaries.

18. Trade and other payables

| | Group | | Company | |
|----------------|------------------------|------------------------|------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 |
| Trade payables | 462 | 308 | - | - |
| Other payables | 3,911 | 3,243 | 2,468 | 1,850 |
| | <u>4,373</u> | <u>3,551</u> | <u>2,468</u> | <u>1,850</u> |

Included in Other Payables as at 30 September 2023 is an amount of S\$648,000 (31 December 2022: S\$350,000) due to a controlling shareholder which is unsecured, interest-free, and has no fixed terms of repayment.

19. Share capital

| | Group and Company | | | |
|---|--------------------|---------------|--------------------|---------------|
| | 30 Sep 2023 | | 31 Dec 2022 | |
| | No. of shares | S\$'000 | No. of shares | S\$'000 |
| <u>Issued and fully paid ordinary shares</u> | | | | |
| At the beginning and the end of financial period/year | <u>188,993,260</u> | <u>21,488</u> | <u>188,993,260</u> | <u>21,488</u> |

Treasury shares and subsidiary holdings

The Company did not have any treasury shares and subsidiary holdings as at 30 September 2023 and 31 December 2022.

20. Reserves

| | Group | | Company | |
|------------------------------|------------------------|------------------------|------------------------|------------------------|
| | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 | 30 Sep 2023 S\$'000 | 31 Dec 2022 S\$'000 |
| Currency translation reserve | (68) | 238 | - | - |
| Merger reserve | (8,611) | (8,611) | - | - |
| Asset revaluation reserve | 2,919 | 2,919 | - | - |
| | <u>(5,760)</u> | <u>(5,454)</u> | <u>-</u> | <u>-</u> |

21. Fair value measurement

The Group classifies financial assets measured at fair value using a fair value hierarchy which reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (i.e. derived from prices); and

21. Fair value measurement (Continued)

- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table presents the level of fair value hierarchy for each class of assets and liabilities measured at fair value at the end of the reporting date:

| Group | Level 1 S\$'000 | Level 2 S\$'000 | Level 3 S\$'000 | Total S\$'000 |
|---|--------------------|--------------------|--------------------|------------------|
| <u>Recurring fair value measurements</u> | | | | |
| 30 September 2023 | | | | |
| Non-financial asset: | | | | |
| Investment property | - | - | 560 | 560 |
| 31 December 2022 | | | | |
| Non-financial asset: | | | | |
| Investment property | - | - | 920 | 920 |

22. Subsequent event

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

F. OTHER INFORMATION REQUIRED BY CATALIST LISTING RULE APPENDIX 7C

1. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

The condensed interim consolidated balance sheet of GS Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) as at 30 September 2023 and the related condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated cash flow statement for the nine-month period then ended and certain explanatory notes have not been audited or reviewed by the Company’s auditors.

1A. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:-

(a) Updates on the efforts taken to resolve each outstanding audit issue.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

This is not required for any audit issue that is a material uncertainty relating to going concern.

The audit opinion in the Auditor’s Report for the Company’s financial statements for financial year ended 31 December 2022 was subject to a disclaimer of opinion, as there were areas where the auditors were unable to obtain sufficient audit evidence and documentation that enables them to conclude on:-

- (a) Whether the opening balances as at 1 January 2022 are fairly stated.
- (b) Whether the amount of RMB98,466,000 due from Mr Zhang is recoverable and unable to determine whether any adjustments to the amount due from Mr Zhang were necessary.
- (c) Whether the bank balance amount of RMB20,451,000 held in the Bank of China in the PRC exists and unable to ascertain on the quantum and related information that may require disclosures in the financial statements.
- (d) Whether the carrying amounts of the Group’s PPE and intangible assets and the allowance for impairment losses on the PPE and goodwill were appropriate.
- (e) Whether the carrying amounts of the Company’s investments in subsidiaries and the amounts due from subsidiaries and the allowance for impairment losses on the investments in subsidiaries and amounts due from subsidiaries were appropriate.
- (f) Whether going concern assumption used in the preparation of the financial statements is appropriate due to the uncertainties surrounding the outcome of matters highlighted in paragraphs 3 to 7 of the Auditor’s Report.

1A. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:- (Continued)

Please refer to the Company's announcement dated 13 June 2023 for efforts taken by the Group to resolve the above audit issues. Please also refer to Notes 14 and 15 of Section E of this announcement for the latest update on the recoverability of the amount due from Mr Zhang, and the Company's arrangement to ascertain the existence and quantum of the bank balance amount of RMB20,451,000 held in the bank account with Bank of China in the PRC.

Notwithstanding that the outcome of the matters highlighted in paragraphs 3 to 7 of the Auditor's Report, which may require further adjustments to the financial statements to the extent which could result in the Group's working capital or equity turning into a negative balance, in the opinion of the Board of Directors of the Company, these financial statements can be prepared on a going concern basis as the Group has adequate resources, including a renewed letter of commitment from Mr Pang, the controlling shareholder of the Group, for loans of up to S\$2 million that can be drawn down by the Group over a period of 2 years from 28 February 2023, if required, which will enable the Group to pay its debts as and when they fall due. As at the date of this announcement, the Company has obtained loans amounting to S\$648,000 out of the S\$2 million financial support from Mr Pang. The Audit and Risk Committee has assessed the ability of Mr Pang to fulfil his commitment and concluded that Mr Pang is able to provide the balance of the financial support amount of approximately S\$1.35 million as and when required up to February 2025.

Following the relaxation and lifting of dining restrictions by our Singapore government in the first half of 2022 and the opening of more F&B outlets in 2022 and 2023 resulting in an increase in F&B revenue, the Company is cautiously optimistic of producing better financial results for our F&B division in the next 12 months which would in turn improve the Group's cash flows.

The Board confirmed that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

2. Review of the performance of the Group

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 on 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 affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

2. Review of the performance of the Group (Continued)

A. Condensed Interim Consolidated Statement of Comprehensive Income

The following review of the performance of the Group is in relation to the 3 months period ended 30 September 2023 (“**3Q2023**”) as compared to the 3 months period ended 30 September 2022 (“**3Q2022**”), and 9 months period ended 30 September 2023 (“**9M2023**”) as compared to the 9 months period ended 30 September 2022 (“**9M2022**”), where applicable.

Revenue

| | Group | | | Group | | |
|-------------|---------|---------|-------------------------|---------|---------|-------------------------|
| | 3Q2023 | 3Q2022 | Increase/ (Decrease) | 9M2023 | 9M2022 | Increase/ (Decrease) |
| | S\$'000 | S\$'000 | % | S\$'000 | S\$'000 | % |
| F&B revenue | 2,709 | 1,819 | 49 | 6,858 | 5,265 | 30 |

F&B revenue increased by approximately 49% and 30% in 3Q2023 and 9M2023 respectively as compared to the revenue reported in 3Q2022 and 9M2022, mainly due to improvement in our F&B business as a result of the lifting of dining restrictions and opening of borders by the Singapore government in the first half of 2022. The improvement in the F&B revenue was also due to the opening of two chicken rice stalls in food courts and one café during 9M2023.

Cost of sales

| | Group | | | Group | | |
|-------------------------------------|---------|---------|-----------------------|---------|---------|-----------------------|
| | 3Q2023 | 3Q2022 | Increase/ Decrease | 9M2023 | 9M2022 | Increase/ Decrease |
| | S\$'000 | S\$'000 | % | S\$'000 | S\$'000 | % |
| Food and beverage cost | 735 | 558 | 32 | 1,952 | 1,683 | 16 |
| Personnel expenses | 745 | 454 | 64 | 1,788 | 1,272 | 41 |
| Amortisation of right-of-use assets | 231 | 107 | 116 | 586 | 647 | (9) |
| Utilities | 119 | 98 | 21 | 375 | 368 | 2 |
| Other cost of sales | 281 | 86 | 227 | 694 | 356 | 95 |
| | 2,111 | 1,303 | 62 | 5,395 | 4,326 | 25 |

The above are the main components of the Group’s cost of sales.

Food and beverage cost increased by 32% in 3Q2023, in line with the increase in F&B revenue. Personnel expenses and amortisation of right-of-use (“**ROU**”) assets in 3Q2023 increased substantially by 64% and 116% respectively, mainly due to the opening of new outlets. Other cost of sales in 3Q2023 increased substantially by 227%, mainly due to additional variable rent charged by landlords and higher delivery fee during 3Q2023 because of the increase in revenue as well. Overall, cost of sales in 3Q2023 increased by 62% as compared to 3Q2022, in line with the increase in revenue.

Food and beverage cost in 9M2023 increased by 16% which was lower than the 30% of increase in the F&B revenue, partly due to increase in selling price for some of our F&B items. Personnel expenses increased by 41%, mainly due to opening of more F&B outlets and salary increments during the period. Lower amortisation of ROU assets in 9M2023 was mainly due to an absence of the ROU assets in relation to a halal eating house which had been closed in early 2022 and adjustments to the ROU assets made in FY2022. Utilities cost incurred in 9M2023 just increased marginally, mainly due to the absence of utilities

2. Review of the performance of the Group (Continued)

costs incurred by the halal eating house in 9M2023 and higher utilities rates that were recorded in 1Q2022. Overall, cost of sales in 9M2023 increased by 25% as compared to 9M2022, in line with the increase in revenue.

Overall, the gross profit margin for the F&B segment maintained at around 20% for 3Q2023 and 9M2023.

Other income

Other income decreased by 58% and 59% in 3Q2023 and 9M2023 respectively, mainly due to lower receipt of government grants and absence of gain on disposal of property, plant and equipment in 3Q2023 and 9M2023.

Administrative expenses

Administrative expenses decreased by 9% in 3Q2023 as compared to 3Q2022, mainly due to the lower professional fees, unrealised foreign exchange loss and fair value loss on investment property, which were partially offset by higher personnel costs.

Administrative expenses decreased by 8% in 9M2023 as compared to 9M2022, mainly due to lower professional fees and fair value loss on investment property incurred in 9M2023.

Impairment loss on financial assets

Impairment loss on financial assets was made on the outstanding amount owing from Mr Zhang as mentioned in Note 14 of Section E on Trade and other receivables.

Finance costs

Finance costs decreased by 81% in 3Q2023 as compared to 3Q2022, mainly due to adjustments made to interest expenses on lease liabilities in 3Q2022. On the other hand, finance costs increased by 7% in 9M2023 as compared to 9M2022, mainly due to additional bank loans obtained and lease liabilities recognised during 9M2023.

B. Condensed Interim Consolidated Balance Sheet

The following reviews of the financial position of the Group are in relation to 30 September 2023 as compared to 31 December 2022.

Non-current assets

Property, plant and equipment increased by S\$0.68 million from S\$1.22 million as at 31 December 2022 to S\$1.90 million as at 30 September 2023, mainly due to the recognition of new right-of-use assets and additional fixed assets acquired, offset by depreciation charged during the financial period.

Investment properties decreased by S\$0.36 million, due to the fair value loss provided for in 9M2023.

2. Review of the performance of the Group (Continued)

Current assets

Trade and other receivables decreased by S\$9.14 million, mainly due to the impairment loss provided on the amount owing from Mr Zhang as mentioned in Note 14 of Section E on Trade and other receivables. The decrease was partially offset by the partial billing of franchise fee upon signing of the franchise agreement in 1Q2023.

Cash and cash equivalent decreased by S\$0.72 million during the period. Reasons for the decrease are provided below under the Review of the Group's Cash Flow Statement.

Non-current liabilities

Non-current loans and borrowings decreased by S\$2,000, mainly due to the progressive repayment of bank loans and lease liabilities during the financial period.

Current liabilities

Trade and other payables increased by S\$0.82 million, mainly due to an increase in deferred income pertaining to the franchise fee income and additional loans from a controlling shareholder during the financial period.

Current loans and borrowings increased by S\$0.56 million, mainly due to additional bank loans obtained and lease liabilities taken up during the financial period. The increase was partially offset by the progressive repayment of bank loans and lease liabilities.

Tax payables decreased by S\$0.18 million, mainly due to the translation difference during the financial period.

Equity

Overall, the Group's total equity decreased by S\$10.76 million from S\$15.55 million as at 31 December 2022 to S\$4.79 million as at 30 September 2023. The decrease was mainly due to the net loss of S\$10.36 million incurred during the financial period and currency translation differences arising from consolidation of S\$0.40 million.

C. Condensed Interim Consolidated Cash Flow Statement

Overall, the Group reported a net decrease in cash and cash equivalents of S\$0.72 million from S\$5.02 million as at 31 December 2022 to S\$4.30 million as at 30 September 2023.

The decrease was mainly due to the following items:

- a. repayment of bank loans, lease liabilities and interest expenses amounting to S\$1.33 million;
- b. purchase of fixed assets amounting to S\$0.36 million; and
- c. effects of foreign currency translation changes on cash and cash equivalents of S\$0.14 million.

The decrease was partially offset by the following items:

- a. net cash generated from operating activities of S\$40,000;
- b. additional borrowings from a controlling shareholder amounting to S\$0.30 million; and
- c. bank loans amounting to S\$0.77 million.

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

The Group's performance for the period under review is in line with its expectations as disclosed in the announcement released on 14 August 2023.

4. **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 know factors or events that may affect the group in the next reporting period and the next 12 months.**

(i) **F&B Business**

The Group's F&B companies are currently all operating in Singapore. As at 30 September 2023, the Group has 9 F&B establishments which include 2 food courts/coffeeshops, 1 chicken rice restaurant under the "Sing Swee Kee" brand name, 4 chicken rice stalls in food courts, 1 halal chicken rice brand in a food court and 1 café under the brand name of "Raffles Coffee and Toast".

Following the relaxation and lifting of dining restrictions and opening of borders by our Singapore government in the first half of 2022 resulting in an increase in demand for F&B services and opening of more F&B outlets in 2022 and 2023, the Company is cautiously optimistic of producing better financial results for our F&B division in the next 12 months.

The Company would also like to provide an update on the status of the memorandum of understanding ("MOU") entered with Ants Innovate Pte. Ltd. on 9 May 2022 on the cooperation in the production and supply of plant-based and cell-based meat products. As at the date of this announcement, both parties are still in the final stage of discussion and working towards entering into a definitive agreement.

(ii) **BOP / Health Management Services Business**

As reported in the previous reporting period, the Group expects that there will be no revenue and income from this division in the next 6 to 12 months.

There are other business opportunities which the Group is currently exploring and evaluating. The Group will make announcement(s) at an appropriate time as and when the commercial terms of each or any of these business opportunities are finalised.

5. **Dividend Information**

(a) **Whether an interim (final) ordinary dividend has been declared (recommended):**

No dividend has been declared or recommended for the current financial period/year.

(b) **Corresponding period of the immediately preceding financial year**

No dividend has been declared or recommended for the previous corresponding period.

- (c) **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).**

Not applicable.

- (d) **The date the dividend is payable:**

Not applicable.

- (e) **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:**

Not applicable.

6. **If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision.**

No dividend has been declared or recommended for the financial period ended 30 September 2023 as the Group is currently loss making and the Board of Directors deems it appropriate to conserve funds for the Group's business activities and working capital requirements.

7. **If the group has obtained a general mandate from shareholders for interested person transactions ("IPT"), the aggregate value of such transactions as required under Rule 920(1)(a)(ii) of the Catalist Rules. If no IPT mandate has been obtained, a statement to that effect.**

The Group does not have a general mandate for interested person transactions. There were no disclosable interested person transactions for the current financial period under review.

8. **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 Rules.**

The Company has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H of the Catalist Rules) under Rule 720(1) of the Catalist Rules.

9. **Confirmation pursuant to Rule 705(5) of the Catalist Rules**

On behalf of the Board of Directors of the Company, we, Pang Pok and Lim Kee Way Irwin, hereby confirm that, to the best of our knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the unaudited financial statements for the financial period ended 30 September 2023 to be false or misleading in any material aspects.

10. Disclosure of acquisition (including incorporations) and sale of shares since the end of the previous reporting period up to the current financial period under Rule 706A of the Catalist Rules.

The Company did not acquire or dispose shares in any companies during the reporting period.

11. Use of convertible loans

The Company refers to its announcement dated 17 December 2018 on the entry into convertible loan agreement (the “**Convertible Loan Agreement**”) for an aggregate amount of RMB68 million (or approximately S\$13.6 million) and its announcement dated 19 June 2020 on the entry into a supplemental agreement to vary certain terms of the Convertible Loan Agreement.

The Convertible Loan Agreement lapsed on 18 June 2023. There has been no disbursement of the convertible loan during the period.

BY ORDER OF THE BOARD

Lim Kee Way Irwin
Lead Independent Director and Acting Chairman

10 November 2023