



(Company Registration Number: 200415164G)

**UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE FOURTH QUARTER AND FULL FINANCIAL YEAR ENDED 31 MARCH
2023**

Pursuant to Rule 705(2C) of the Listing Manual Section B: Rules of Catalist ("Catalist Rules"), the Singapore Exchange Regulation requires the Company to continue to announce its quarterly financial statements with effect from 7 February 2020.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST").

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 correctness of any of the statements or opinions made or reports contained in this announcement.

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KOP LIMITED

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

	Note	Group					
		3 months ended 31-Mar-23 S\$'000	3 months ended 31-Mar-22 S\$'000	% of change + / (-)	12 months ended 31-Mar-23 S\$'000	12 months ended 31-Mar-22 S\$'000	% of change + / (-)
Revenue	E4	24,875	4,319	476	47,500	15,420	208
Cost of sales		(19,279)	(3,816)	405	(32,931)	(11,585)	184
Gross profit		5,596	503	1,013	14,569	3,835	280
Other operating income		764	686	11	1,253	1,033	21
Distribution costs		(180)	(118)	53	(552)	(306)	80
Administrative and general expenses		(2,646)	(3,823)	(31)	(12,955)	(9,681)	34
Share of results from investment in associate		(19)	(3)	533	(32)	4	N.M
Share of results from investments in joint ventures		-	128	N.M	-	(493)	N.M
Finance costs		(2,247)	(1,869)	20	(7,921)	(5,926)	34
Loss on disposal of non-current asset held for sale	E10	-	-	N.M	(25,062)	-	N.M
Profit/(Loss) before tax	E6.1	1,268	(4,496)	N.M	(30,700)	(11,534)	166
Income (expenses)/ tax credits	E7	(11)	(2)	450	126	(41)	N.M
Profit/(Loss) after tax		1,257	(4,498)	N.M	(30,574)	(11,575)	164
Other comprehensive income for the year, after tax:							
<i>Item that may be subsequently reclassified to profit or loss:</i>							
Exchange difference on translation of foreign operations		959	1,039	(8)	(2,673)	5,841	N.M
Exchange difference reclassified to profit or loss on disposal of non-current asset held for sale		-	-	N.M	(4,929)	-	N.M
Total comprehensive income for the year		2,216	(3,459)	N.M	(38,176)	(5,734)	566
Profit/(Loss) attributable to:							
Owners of the Company		574	(3,887)	N.M	(30,722)	(10,782)	185
Non-controlling interests		683	(611)	N.M	148	(793)	N.M
		1,257	(4,498)	N.M	(30,574)	(11,575)	164
Total comprehensive income attributable to:							
Owners of the Company		1,418	(2,835)	N.M	(38,139)	(5,013)	661
Non-controlling interests		798	(624)	N.M	(37)	(721)	(95)
		2,216	(3,459)	N.M	(38,176)	(5,734)	566
Loss per share for the period attributable to the owners of the Company:							
Basic and diluted (SGD in cent)					(2.77)	(0.97)	

N.M - not meaningful

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B. Condensed interim balance sheets

Note	Group			Company			
	31-Mar-23 S\$'000	Restated 31-Mar-22 S\$'000	1-Apr-21 S\$'000	31-Mar-23 S\$'000	31-Mar-22 S\$'000	1-Apr-21 S\$'000	
ASSETS							
Non-current assets							
Property, plant and equipment	E9	69,229	39,926	40,775	4	-	2
Investments in subsidiaries		-	-	-	105,305	145,149	143,743
Investment in associate		153	310	306	-	-	-
Investments in joint ventures		-	-	103,167	-	-	-
Deferred tax assets		-	-	52	-	-	-
Total non-current assets		69,382	40,236	144,300	105,309	145,149	143,745
Current assets							
Development properties		87,429	125,880	126,718	-	-	-
Inventories		276	240	329	-	-	-
Trade and other receivables		1,538	2,557	1,719	6,043	5,523	2,003
Other current assets		417	346	633	33	30	29
Contract assets		18,039	-	-	-	-	-
Contract costs		131	563	636	-	-	-
Cash and bank balances		14,376	5,305	1,783	1,590	18	89
		122,206	134,891	131,818	7,666	5,571	2,121
Non-current asset held for sale	E10	-	107,599	-	-	-	-
Total current assets		122,206	242,490	131,818	7,666	5,571	2,121
Total assets		191,588	282,726	276,118	112,975	150,720	145,866
LIABILITIES							
Current liabilities							
Bank borrowings (secured)	E11	83,375	2,510	3,694	-	-	-
Finance leases		38	36	35	-	-	-
Lease liabilities		86	92	139	-	-	-
Contract liabilities		103	1,071	1,996	-	-	-
Tax payable		1,610	1,618	1,656	-	-	-
Trade and other payables		11,655	18,356	16,386	11,538	8,843	4,661
Loans from shareholders	E12	-	48,058	41,301	-	48,058	41,301
Loan from a non-controlling interest		12,408	-	-	-	-	-
Total current liabilities		109,275	71,741	65,207	11,538	56,901	45,962
Non-current liabilities							
Deferred tax liabilities		312	2,588	2,583	-	-	-
Bank borrowings (secured)	E11	5,281	81,527	77,408	-	-	-
Finance leases		3	41	78	-	-	-
Lease liabilities		-	7	107	-	-	-
Loan from a non-controlling interest		-	12,027	11,292	-	-	-
Retention sum payable		1,177	1,079	-	-	-	-
Total non-current liabilities		6,773	97,269	91,468	-	-	-
Total liabilities		116,048	169,010	156,675	11,538	56,901	45,962
NET ASSETS		75,540	113,716	119,443	101,437	93,819	99,904
EQUITY							
Equity attributable to equity holders of the Company							
Share capital	E13	78,940	78,940	78,940	294,506	294,506	294,506
Foreign currency translation reserves		(3,886)	3,738	(2,031)	-	-	-
Revaluation reserve		-	-	-	-	-	-
Other reserves		1,681	1,681	1,681	-	-	-
Accumulated losses		(2,845)	27,670	38,452	(193,069)	(200,687)	(194,602)
		73,890	112,029	117,042	101,437	93,819	99,904
Non-controlling interests		1,650	1,687	2,401	-	-	-
Total equity		75,540	113,716	119,443	101,437	93,819	99,904

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C. Condensed interim statements of changes in equity

Group	Share capital	Foreign currency translation reserves (Restated) S\$'000	Revaluation reserve (Restated) S\$'000	Other reserves S\$'000	Accumulated losses (Restated) S\$'000	Equity attributable to equity holders of the Company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
As at 1 April 2022	78,940	3,738	-	1,681	27,670	112,029	1,687	113,716
<u>Total comprehensive income for the year</u>								
(Loss)/Profit for the year	-	(207)	-	-	(30,515)	(30,722)	148	(30,574)
Other comprehensive income for the year								
Exchange difference on translation of foreign operations	-	(2,488)	-	-	-	(2,488)	(185)	(2,673)
Exchange difference reclassified to profit or loss on disposal of non-current asset held for sale	-	(4,929)	-	-	-	(4,929)	-	(4,929)
Total comprehensive income for the year	-	(7,624)	-	-	(30,515)	(38,139)	(37)	(38,176)
As at 31 March 2023	78,940	(3,886)	-	1,681	(2,845)	73,890	1,650	75,540
As at 1 April 2021	78,940	(2,031)	-	1,681	38,452	117,042	2,401	119,443
<u>Total comprehensive income for the year</u>								
Loss for the year	-	-	-	-	(10,782)	(10,782)	(793)	(11,575)
Other comprehensive income for the year								
Exchange difference on translation of foreign operations	-	5,769	-	-	-	5,769	72	5,841
Total comprehensive income for the year	-	5,769	-	-	(10,782)	(5,013)	(721)	(5,734)
<u>Changes in ownership interests in subsidiaries with no change in control</u>								
Contributions from non-controlling interests	-	-	-	-	-	-	7	7
Total changes in ownership interests in subsidiaries	-	-	-	-	-	-	7	7
As at 31 March 2022	78,940	3,738	-	1,681	27,670	112,029	1,687	113,716
Company						Share capital S\$'000	Accumulated losses S\$'000	Total equity S\$'000
As at 1 April 2022						294,506	(200,687)	93,819
Profit for the year, representing total comprehensive income for the year						-	7,618	7,618
As at 31 March 2023						294,506	(193,069)	101,437
As at 1 April 2021						294,506	(194,602)	99,904
Loss for the year, representing total comprehensive income for the year						-	(6,085)	(6,085)
As at 31 March 2022						294,506	(200,687)	93,819

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D. Condensed interim consolidated statement of cash flows

	Note	Group	
		12 months ended	12 months ended
		31-Mar-23 S\$'000	31-Mar-22 S\$'000
Operating activities			
Loss before tax		(30,700)	(11,534)
Adjustments for:			
Allowance for expected credit losses of other receivables written back		-	(435)
Depreciation of property, plant and equipment	E6.1	2,816	2,266
Bad debts written off	E6.1	151	3
Loss/(Gain) on strike-off of subsidiary	E6.1	2	(9)
Property, plant and equipment written-off	E6.1	-	5
Loss on disposal of property, plant and equipment	E6.1	-	5
Loss on disposal of non-current asset held for sale	E6.1	25,062	-
Interest income	E6.1	(4)	(2)
Finance costs		7,921	5,926
Unrealised foreign exchange differences		(353)	160
Share of results from investment in associate		32	(4)
Share of results from investments in joint ventures		-	493
Operating cash flows before changes in working capital		4,927	(3,126)
Changes in working capital			
Trade and other receivables		1,055	(423)
Other current assets		(71)	287
Development properties		13,208	838
Contract assets		(18,039)	-
Contract costs		432	73
Inventories		(36)	89
Trade and other payables		(896)	(1,792)
Contract liabilities		(968)	(925)
Retention sum payable		98	1,079
Cash flows used in operations		(290)	(3,900)
Interest paid		(12,757)	(1,685)
Tax paid		(2,131)	(52)
Net cash flows used in operating activities		(15,178)	(5,637)
Investing activities			
Purchase of property, plant and equipment	E9	(10,045)	(612)
Proceeds from disposal of property, plant and equipment		230	-
Proceeds from disposal of non-current asset held for sale		77,608	-
Net cash flows from/(used in) investing activities		67,793	(612)
Financing activities			
Repayment of bank borrowings		(1,227)	(478)
(Increase)/Decrease in restricted funds placed in escrow accounts		(42)	91
Repayment of finance leases		(36)	(36)
Repayment of lease liabilities		(120)	(155)
Repayment of loans from shareholders		(54,688)	-
Proceeds from loan from a non-controlling interest		-	380
Proceeds from bank borrowings		5,935	3,302
Proceeds from loan from a shareholder		6,630	6,757
Net cash flows (used in)/from financing activities		(43,548)	9,861
Net changes in cash and cash equivalents		9,067	3,612
Cash and cash equivalents at the beginning of financial year		5,113	1,500
Effect of foreign currency translation in cash and cash equivalents		(38)	1
Cash and cash equivalents at the end of financial year		14,142	5,113

Cash and cash equivalents in the condensed interim consolidated statement of cash flows comprise the following:

	31-Mar-23 S\$'000	31-Mar-22 S\$'000
Cash and bank balances	14,376	5,305
Less: Restricted funds placed in escrow accounts	(234)	(192)
Cash and cash equivalents	14,142	5,113

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E. Notes to condensed interim consolidated financial statements

1. Corporate information

KOP Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore with its principal place of business and registered office at 316 Tanglin Road #01-01, Singapore 247978. The Company is listed on the Catalist of Singapore Exchange Securities Trading Limited (SGX-ST). These condensed interim consolidated financial statements as at 31 March 2023 and for the 12 months ended 31 March 2023 comprise the Company and its subsidiaries (collectively, the "Group").

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

- (a) Investment holding;
- (b) Business management and consultancy services;
- (c) Development and provision of resort/hotel businesses;

2. Basis of preparation

The condensed interim financial statements for the 12 months ended 31 March 2023 have been prepared in accordance with 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 annual financial statements for the year ended 31 March 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 dollar which is the Company's functional currency.

During the financial year, the Company has received a final findings letter from the Accounting and Corporate Regulatory Authority ("ACRA") issued to the Board.

ACRA is of the view that the Company's financial statements for the financial year ended 31 March 2018 ("FY2018 FS"), 31 March 2019 ("FY2019 FS") and 31 March 2020 ("FY2020 FS") had not complied with paragraph 7 of Financial Reporting Standards 40 Investment Property, and Singapore Financial Reporting Standards (International) 1-40 Investment Property respectively, because the Group had wrongly classified the Wintastar Shanghai property as held for own use (property, plant and equipment) upon acquisition in FY2018 FS and as at the end of FY2018, when the Company and the other joint ventures' intention was to hold the property for rental (investment property).

ACRA has requested and the Company has revised its FY2019 FS and FY2018 FS in order to remediate ACRA's final findings by 31 March 2023, pursuant to Section 202A of the Companies Act and lay the revised FY2019 FS and FY2018 FS at the Company's next general meeting.

The impacts of the revisions for the financial year ended 31 March 2022 are as follows:

	2022 Original \$'000	Adjustments \$'000	2022 Revised \$'000
Balance Sheets – Group			
Foreign currency translation reserves	3,531	207	3,738
Retained earnings	(9,891)	37,561	27,670
Revaluation reserve	37,768	(37,768)	-

Impact of Covid-19 and Ukraine war

Despite the recovery in the hospitality segment due to the easing of Covid-19 measures in countries in which the Group operates, the Group continues to face challenges from global inflationary pressures that were aggravated by soaring commodity prices due to the Ukraine war.

As the geopolitical situation continues to evolve, there is significant uncertainty over the full range of possible effects on the Group's financial and liquidity positions. The Group has considered and estimated the impact of these challenges on the Group's financial position and performance, especially in relation to its going concern assumption.

Going concern assumption

The Group incurred a net loss of \$30,574,000 (31 March 2022: \$11,575,000) for the financial year ended 31 March 2023 due mainly from the loss on disposal of \$25,062,000 for the disposal of shares in Shanghai Snowstar ("JVC") which has been classified as non-current asset held for sale since the financial year ended 31 March 2022 and finance costs of \$7,921,000. The loss on disposal of non-current asset held for sale was an one-off event and was mainly due to the revaluation of the property of JVC which was recognised in prior years offset by the expenses and taxes mentioned in Note E10. The Group injected RMB 300,000,000 as registered capital in JVC, while the net proceeds received from the disposal of JVC is RMB 393,521,000 which enable the Group to substantially reduce its liabilities by repaying all the shareholders' loan and which resulted in a significant interest cost saving.

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E. Notes to condensed interim consolidated financial statements

2. Basis of preparation (cont'd)

Going concern assumption (cont'd)

The Group's current assets of \$122,206,000 (31 March 2022: \$242,490,000) mainly comprised development properties and non-current asset held for sale which amounted to \$87,429,000 (31 March 2022: \$125,880,000) and \$Nil (31 March 2022: \$107,599,000) as at 31 March 2023.

The Group's current liabilities of \$109,275,000 (31 March 2022: \$71,741,000) mainly comprised bank borrowings which amounted to \$83,375,000 (31 March 2022: \$2,510,000) as at 31 March 2023. Bank loans amounting to S\$80,307,000 are expected to be refinanced upon obtaining the temporary occupation permit ("TOP") of the development properties. The TOP is expected to be obtained by second quarter of the next financial year.

Since the lifting of the travel restrictions by various countries and opening of the border during the financial year, the hospitality segment has returned to pre-covid levels and is generating healthy income.

In view of the above, the directors and management are of the view that it is appropriate to prepare these condensed interim consolidated financial statements on a going concern basis.

2.1 New and amended standards adopted by the Group

A number of amendments to Standards have become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

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 expense. 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 year ended 31 March 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.

3. Seasonal operations

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

4. Segment and revenue information

The Group is organised into business units based on their products and services, and has five reportable segments as follows:

(i) Real estate development and investment

The development, construction and sale of development properties.

(ii) Real estate origination and management services

The provision of business and management services for projects, including acquisition of properties and undertaking the development conceptualisation, construction management, marketing and branding strategising and retail sales of such projects.

(iii) Hospitality

Management and operation of hotel and resort, including restaurants and spas.

(iii) Entertainment

Sales of goods, sales of tickets and sponsorship income.

(iv) Corporate office

Management fee income from subsidiaries, Group-level corporate services and treasury function.

These operating segments are reported in a manner consistent with internal reporting provided to Executive Chairman and Group Chief Executive Officer who are responsible for allocating resources and assessing performance of the operating segments.

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E. Notes to condensed interim consolidated financial statements

4. Segment and revenue information (cont'd)

4.1 Reportable segment

	Real estate development and investment S\$'000	Real estate origination and management services S\$'000	Hospitality S\$'000	Entertainment S\$'000	Corporate office S\$'000	Inter-segment elimination S\$'000	Total S\$'000
1 April 2022 to 31 March 2023							
Revenue							
Revenue from external customers	33,307	230	13,963	-	-	-	47,500
Inter-segment revenue	-	-	590	-	-	(590)	-
Total revenue	33,307	230	14,553	-	-	(590)	47,500
Results							
Segment results	4,994	(1,825)	1,859	-	(2,713)	-	2,315
Finance costs	(3,518)	(26)	(708)	-	(3,669)	-	(7,921)
Share of results from investment in associate	(32)	-	-	-	-	-	(32)
Loss on disposal of non-current asset held for sale	-	(25,062)	-	-	-	-	(25,062)
Reportable profit/(loss)	1,444	(26,913)	1,151	-	(6,382)	-	(30,700)
Income tax (expenses)/credits	(2)	156	(28)	-	-	-	126
Profit/(Loss) for the year	1,442	(26,757)	1,123	-	(6,382)	-	(30,574)
Other information							
Interest income	-	-	4	-	-	-	4
Depreciation of property, plant and equipment	(1,217)	(178)	(1,418)	-	(3)	-	(2,816)
As at 31 March 2023							
Reportable segment assets	149,071	713	40,147	-	1,657	-	191,588
Reportable segment assets included:							
Investment in associate	153	-	-	-	-	-	153
Additions to non-current assets	1,572	108	8,358	-	7	-	10,045
Reportable segment liabilities	99,604	3,143	12,791	-	510	-	116,048

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E. Notes to condensed interim consolidated financial statements

4. Segment and revenue information (cont'd)

4.1 Reportable segment (cont'd)

	Real estate development and investment S\$'000	Real estate origination and management services S\$'000	Hospitality S\$'000	Entertainment S\$'000	Corporate office S\$'000	Inter-segment elimination S\$'000	Total S\$'000
1 April 2021 to 31 March 2022							
Revenue							
Revenue from external customers	12,281	1,313	1,826	-	-	-	15,420
Inter-segment revenue	-	-	-	-	-	-	-
Total revenue	12,281	1,313	1,826	-	-	-	15,420
Results							
Segment results	624	(1,173)	(2,173)	-	(2,397)	-	(5,119)
Finance costs	(1,664)	(37)	(537)	-	(3,688)	-	(5,926)
Share of results from investment in associate	4	-	-	-	-	-	4
Share of results from investments in joint ventures	-	(493)	-	-	-	-	(493)
Reportable loss	(1,036)	(1,703)	(2,710)	-	(6,085)	-	(11,534)
Income tax expenses	(30)	-	(11)	-	-	-	(41)
Loss for the year	(1,066)	(1,703)	(2,721)	-	(6,085)	-	(11,575)
Other information							
Interest income	-	2	-	-	-	-	2
Depreciation of property, plant and equipment	(529)	(297)	(1,438)	-	(2)	-	(2,266)
As at 31 March 2022							
Reportable segment assets	140,895	108,406	33,370	-	55	-	282,726
Reportable segment assets included:							
Investment in associate	310	-	-	-	-	-	310
Additions to non-current assets	481	73	58	-	-	-	612
Reportable segment liabilities	91,963	6,610	13,536	-	56,901	-	169,010

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E. Notes to condensed interim consolidated financial statements

4. Segment and revenue information (cont'd)

4.2 Geographical information

The operations of the Group are principally located in Singapore, Indonesia and People's Republic of China.

The Group's revenue from external customers and information about its segment assets (non-current assets excluding deferred tax assets) by geographical locations are detailed below:

	Revenue		Non-current assets	
	12 months ended 31-Mar-23 S\$'000	12 months ended 31-Mar-22 S\$'000	31-Mar-23 S\$'000	31-Mar-22 S\$'000
Singapore	33,537	13,530	538	1,462
Indonesia	13,672	1,677	63,015	38,711
United Kingdom	291	-	5,791	-
People's Republic of China	-	213	38	63
	<u>47,500</u>	<u>15,420</u>	<u>69,382</u>	<u>40,236</u>

4.3 Disaggregation of revenue

	Real estate development and investment		Real estate origination and management services		Hospitality		Total	
	31-Mar-23 S\$'000	31-Mar-22 S\$'000	31-Mar-23 S\$'000	31-Mar-22 S\$'000	31-Mar-23 S\$'000	31-Mar-22 S\$'000	31-Mar-23 S\$'000	31-Mar-22 S\$'000
Primary geographical markets								
Singapore	33,307	12,281	230	1,100	-	149	33,537	13,530
Indonesia	-	-	-	-	13,672	1,677	13,672	1,677
United Kingdom	-	-	-	-	291	-	291	-
People's Republic of China	-	-	-	213	-	-	-	213
	<u>33,307</u>	<u>12,281</u>	<u>230</u>	<u>1,313</u>	<u>13,963</u>	<u>1,826</u>	<u>47,500</u>	<u>15,420</u>
Major product or service lines								
Management, coordination, consultancy and establishment fee	-	-	230	1,313	-	149	230	1,462
Room revenue	-	-	-	-	7,767	724	7,767	724
Food & beverage, Spa and other retail revenue	-	-	-	-	5,078	420	5,078	420
Sale of development properties	33,307	12,281	-	-	-	-	33,307	12,281
Others	-	-	-	-	1,118	533	1,118	533
	<u>33,307</u>	<u>12,281</u>	<u>230</u>	<u>1,313</u>	<u>13,963</u>	<u>1,826</u>	<u>47,500</u>	<u>15,420</u>
Timing of transfer of goods or services								
At a point in time	-	-	-	-	6,196	953	6,196	953
Over time	33,307	12,281	230	1,313	7,767	873	41,304	14,467
	<u>33,307</u>	<u>12,281</u>	<u>230</u>	<u>1,313</u>	<u>13,963</u>	<u>1,826</u>	<u>47,500</u>	<u>15,420</u>

KOP LIMITED

(Company Registration Number: 200415164G)

E. Notes to condensed interim consolidated financial statements

4. Segment and revenue information (cont'd)

4.4 Breakdown of sales

	Group		Change %
	12 months ended 31-Mar-23 S\$'000	12 months ended 31-Mar-22 S\$'000	
Revenue			
- first half	12,926	6,836	89
- second half	34,574	8,584	303
Full year revenue	<u>47,500</u>	<u>15,420</u>	208
Loss after tax before non-controlling interests			
- first half	(32,372)	(4,750)	582
- second half	1,798	(6,825)	(126)
Full year loss after tax before non-controlling interests	<u>(30,574)</u>	<u>(11,575)</u>	164

KOP LIMITED

(Company Registration Number: 200415164G)

E. Notes to condensed interim consolidated financial statements

5. Financial assets and financial liabilities

Set out below is an overview of the undiscounted financial assets and financial liabilities of the Group as at 31 March 2023 and 31 March 2022:

	Group		Company	
	31-Mar-23 S\$'000	31-Mar-22 S\$'000	31-Mar-23 S\$'000	31-Mar-22 S\$'000
Financial assets				
Trade and other receivables	1,538	2,557	6,043	5,523
Other current assets, excluding prepayment	190	149	-	-
Cash and bank balances	14,376	5,305	1,590	18
Total undiscounted financial assets	16,104	8,011	7,633	5,541
Financial liabilities				
Trade and other payables, excluding non-refundable deposits	11,426	17,709	11,538	8,843
Bank borrowings (secured)	92,470	85,950	-	-
Finance leases	42	81	-	-
Loans from shareholders	-	50,279	-	50,279
Loan from a non-controlling interest	12,408	12,408	-	-
Total undiscounted financial liabilities	116,346	166,427	11,538	59,122
Total net undiscounted financial liabilities	(100,242)	(158,416)	(3,905)	(53,581)

6. Profit/(Loss) before tax

6.1 Significant items

	Note	Group	
		12 months ended 31-Mar-23 S\$'000	12 months ended 31-Mar-22 S\$'000
Income			
Interest income		(4)	(2)
Expenses			
Depreciation of property, plant and equipment		2,816	2,266
Net foreign exchange loss/(gain)		395	(399)
Interest expense		7,921	5,926
Loss/(Gain) on strike-off of subsidiary		2	(9)
Property, plant and equipment written-off		-	5
Loss on disposal of property, plant and equipment		-	5
Loss on disposal of non-current asset held for sale	E10	25,062	-
Bad debt written off		151	3
Bad debts recovered		-	(435)

6.2 Related party transactions

During the financial year, the Group entered into the following significant transactions with related parties at terms agreed between the parties, other than those disclosed elsewhere in the condensed interim consolidated financial statements:

	Group	
	12 months ended 31-Mar-23 S\$'000	12 months ended 31-Mar-22 S\$'000
Ultimate holding company		
Service income	-	(211)
Loan	6,630	6,757
License fee	1	1
Interest expense	761	550
Repayment of loan	17,688	-
Repayment of interest expense	1,497	-
Related companies		
Management fee income	(30)	(84)
Recharge of expenses	(281)	(617)
Reimbursement of expenses	140	131
Joint venture		
Consultancy fee income	-	(668)

KOP LIMITED

(Company Registration Number: 200415164G)

E. Notes to condensed interim consolidated financial statements

6. Profit/(Loss) before tax (cont'd)

6.2 Related party transactions (cont'd)

During the financial year, the Group entered into the following significant transactions with related parties at terms agreed between the parties, other than those disclosed elsewhere in the condensed interim consolidated financial statements: (cont'd)

	Group	
	12 months ended 31-Mar-23 S\$'000	12 months ended 31-Mar-22 S\$'000
Entity which the directors of the Company have interest in		
Management fee income	(200)	(200)
Consultancy fee income	-	(150)
Transactions with directors of the Company		
Management fee income from development properties sold	(7)	(7)
Shared return from development properties	4	(5)
Guarantors fee	212	278
Transaction with shareholder of the Company		
Interest expense	2,909	3,138
Repayment of loan	37,000	-
Repayment of interest expense	8,360	-

7. Taxation

The Group calculates the yearly income tax expense using the tax rate that would be applicable to the expected total earnings. The major components of income tax credits/(expenses) in the condensed interim consolidated statement of profit or loss are:

	Group	
	12 months ended 31-Mar-23 S\$'000	12 months ended 31-Mar-22 S\$'000
Income taxes		
- Current income taxation	2,146	41
- Over provision in prior years	(12)	-
Deferred tax		
- Reversal of temporary differences	(2,260)	-
Income tax (credits)/expenses recognised in profit or loss	(126)	41

8. Net asset value

	Group		Company	
	31-Mar-23 S\$ in cent	31-Mar-22 S\$ in cent	31-Mar-23 S\$ in cent	31-Mar-22 S\$ in cent
Net asset value per ordinary share	6.67	10.11	9.16	8.47

9. Property, plant and equipment

During the 12 months ended 31 March 2023, the Group acquired property, plant and equipment amounting to \$10,045,000 (31 March 2022: \$612,000).

E. Notes to condensed interim consolidated financial statements

10. Non-current asset held for sale

On 10 November 2016, the Company announced that its indirect wholly-owned subsidiary company, KOP Northern Lights Pte. Ltd. ("KOPNL") had entered into a joint venture framework agreement ("Framework Agreement") in relation to a joint venture ("JV") with Shanghai LuJiaZui Zhi Mao Investment Co., Ltd (上海陆家嘴至茂投资有限公司) ("SLJZZM"), a wholly-owned subsidiary of Shanghai LuJiaZui (Group) Co., Ltd (上海陆家嘴(集团)有限公司) ("SLJZ") and Shanghai Harbour City Development (Group) Co., Ltd (上海港城开发(集团)有限公司) ("SHCD") for the development of Wintastar Shanghai (冰雪之星) located in Shanghai's Lingang City (临港主城区).

On 12 June 2017, KOPNL entered into an investment agreement ("Investment Agreement") in relation to the incorporation of the JV company, Shanghai Snow Star Properties Co., Ltd. (上海耀雪置业有限公司) ("JVC"), with SLJZZM and Shanghai Hong Bin Properties Co., Ltd. (上海鸿滨置业有限公司) ("SHBP"), a wholly-owned subsidiary of SHCD (collectively known as the "Purchasers").

On or around 2020, as a result of differing views and disagreements between the parties in the JV, the Purchasers have brought the case to the Shanghai International Arbitration Centre on 28 December 2020 (the "SHIAC").

On 18 January 2021, the Company announced that KOPNL had received a notice of arbitration dated 4 January 2021.

Following a hearing on 25 June 2021, the SHIAC issued a partial judgment on 29 November 2021 as follows: (i) the Framework Agreement and the Investment Agreement shall be terminated on 20 December 2020, and (ii) the Purchasers will acquire the Company's 30% equity interests in the JVC at a fair market value, based on the average of the valuation provided by two China-qualified valuers appointed by the Purchasers and the Company respectively. The partial judgement dated 29 November 2021 had retrospectively terminated the Framework Agreement and Investment Agreement on 20 December 2020.

The investment in joint venture attributable to the disposal which is expected to be sold within twelve months, has been reclassified as "non-current asset held for sale" and is presented separately in the condensed interim balance sheets.

On 4 October 2022, the Company announced that the Group had on 30 September 2022 received the final arbitration judgement ("Final Arbitration Judgement") dated 29 September 2022 from SHIAC.

The Final Arbitration Judgement is, inter alia, as follows:

- (i) Confirmation that the Framework Agreement and the Investment Agreement ("Agreements") were terminated on 20 December 2020;
- (ii) The Company's 30% equity interests in the JVC held by KOPNL would be transferred to SLJZZM and SHBP in a ratio of 4:3. The equity transfer price payable by SLJZZM and SHBP would be RMB 326,033,957 and RMB 244,525,468 respectively;
- (iii) KOPNL shall pay SLJZZM termination penalty amounting to RMB 80,000,000;
- (iv) KOPNL shall pay SHBP termination penalty amounting to RMB 80,000,000;
- (v) KOPNL shall bear 80% of the Purchasers' legal fee amounting to RMB 1,280,000;
- (vi) KOPNL shall bear 80% of the arbitration fee amounting to RMB 4,702,400 and the remaining 20% amounting to RMB1,175,600 to be borne by the Purchasers;
- (vii) The amount to be paid by the Purchasers to KOPNL in item (ii) above is RMB 570,559,425 which will be offset against the amounts to be received by the Purchasers from KOPNL in items (iii), (iv), (v) and (vi) above;
- (viii) Therefore, the Purchasers will pay KOPNL the net amount of RMB 404,577,025, being the proceeds after offsetting (iii), (iv), (v) and (vi) (excluding the taxes), in full within 90 days from the Final Arbitration Judgement date, and
- (ix) The Final Arbitration Judgement is final and takes effect from the date of its issuance, and together with the partial judgement issued on 29 November 2021 constitutes the complete award of the dispute in arbitration relating to the JVC.

Upon completion of disposal of non-current asset held for sale on 12 December 2022, loss on disposal of non-current asset held for sale of \$25,062,000 (Note E6.1) has been recognised in the condensed interim consolidated statement of profit or loss. The loss on disposal of non-current asset held for sale was due to the net proceeds of the disposal after deducting all the above-mentioned expenses and taxes based on the Final Arbitration Judgement is lower than the carrying amount of non-current asset held for sale.

The major class of asset comprising the "non-current asset held for sale" is as follows:

	Group	
	31-Mar-23	31-Mar-22
	S\$'000	S\$'000
Investment in joint venture	-	107,599

E. Notes to condensed interim consolidated financial statements

11. Bank borrowings (secured)

	Group	
	31-Mar-23 S\$'000	31-Mar-22 S\$'000
Current		
Fixed rate bank loans		
- 7-year USD loan	2,742	2,193
- 5-year SGD loan	326	317
Variable rate bank loan		
- SGD land loan and construction loan	80,307	-
	83,375	2,510
Non-current		
Fixed rate bank loans		
- 7-year USD loan	4,831	6,422
- 5-year SGD loan	450	776
Variable rate bank loan		
- SGD land loan and construction loan	-	74,329
	5,281	81,527
Total bank borrowings (secured)	88,656	84,037

The Group's bank borrowings comprise the following:

(a) 7-year fixed rate bank loan

The 7-year USD term loan bears interest at 5.50% (31 March 2022: 5.50%) per annum and matures in June 2025. The loan is secured by a legal mortgage of the leasehold land and building of a subsidiary, personal guarantee from directors of the Company and corporate guarantee from a subsidiary.

The terms of the loan include a financial covenant which requires the subsidiary to maintain a maximum adjusted gearing ratio of 0.7 throughout the tenure of the loan.

On 22 September 2022, the Group has executed the letter of offer whereby the principal payments for the amounts due from 1 January 2022 to 31 December 2022 have been deferred and commenced thereafter from 1 January 2023.

(b) 5-year fixed rate bank loan

The 5-year SGD term loan bears interest at 2.75% (31 March 2022: 2.75%) per annum and matures in July 2025. The loan is secured by a corporate guarantee from the Company.

(c) Variable rate bank loans

The variable rate bank loans comprise a SGD land loan of \$69,750,000 and a SGD construction loan of up to \$15,000,000 that was drawdown to \$10,572,000 (31 March 2022: \$4,637,000) as at the reporting date. The loans bear interest at 2.00% per annum above the 1 month or 3 months compounded SORA rate (31 March 2022: 1.40% per annum over and above the prevailing SIBOR rate). The loans are repayable on 6 January 2024 or 6 months from the date of issuance of Temporary Occupation Permit (TOP) for the development properties, whichever is earlier (31 March 2022: repayable 48 months from the date of drawdown of the land loan or 6 months from date of issuance of TOP for the development properties, whichever is earlier).

The loans are secured by a legal mortgage of the development properties of the Group's subsidiary and proportionate guarantee from the Company.

E. Notes to condensed interim consolidated financial statements

12. Loans from shareholders

The Group's loans from shareholders comprise the following:

- (a) Shareholder: \$Nil (31 March 2022: \$37,000,000) fixed rate loan

As at 31 March 2022, the loan from a shareholder of \$37,000,000 is denominated in SGD and bears interest at 7% per annum. The loan which was originally matured on 9 November 2018 was extended for repayment to 9 November 2022. The shareholder has agreed not to seek repayment of the loan principal of \$37 million due on 9 November 2022 plus interest of approximately \$5.5 million together with the on-going interest accrued until the receipt of the proceeds from the disposal of the non-current asset held for sale or 7 September 2023, whichever is earlier.

The loan is convertible into fully paid-up ordinary shares in the capital of the Company, at the option of the shareholder, in the event that the Company is unable to repay the loan on maturity date. The loan is secured by personal guarantees from certain directors of the Company.

The loan was fully repaid during the year.

- (b) Ultimate holding company: \$Nil (31 March 2022: \$11,058,000) fixed rate loan

As at 31 March 2022, the loan from ultimate holding company of \$11,058,000 is denominated in SGD, bears interest at 7% per annum and repayable in 3 months from the first drawdown date or such other date as the parties shall agree in writing. The loan has been extended until cashflows of the Company improves.

The loan is convertible into fully paid-up ordinary shares in the capital of the Company, at the option of the shareholder, in the event that the Company is unable to repay the loan on maturity date.

The loan was fully repaid during the year.

13. Share capital

	Group and Company		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
			S\$'000	S\$'000
Issued and fully paid-up capital:				
At beginning and end of the year	1,107,962,214	1,107,962,214	294,506	294,506

* The equity structure (i.e. the number and types of equity instruments issued) reflect the equity structure of the Company, being the legal parent, including the equity instruments issued by the Company to effect the reverse acquisition on 4 May 2014.

	Group	
	31-Mar-23	31-Mar-22
	S\$'000	S\$'000
Issued and fully paid-up capital: ^		
At beginning and end of the year	78,940	78,940

^ The amount recognised as issued equity instruments in the consolidated financial statements is determined by adding to the issued equity of Scorpio East Holdings Ltd. and its subsidiaries immediately before the reverse acquisition to the costs of the reverse acquisition and proceeds from issuance of shares by the Company subsequent to the completion of the reverse acquisition.

The Company did not hold any treasury shares as at 31 March 2023.

The Company's subsidiaries do not hold any shares in the Company as at 31 March 2023 and 31 March 2022.

14. Subsequent events

Other than those disclosed elsewhere in the condensed interim financial statement and below, there are no known subsequent events which have led to adjustments to this set of condensed interim financial statements.

F. Other information required by Appendix 7C of the Catalist Rules

1. Review

The condensed consolidated balance sheets of KOP Limited and its subsidiaries as at 31 March 2023 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the 12 months period then ended and certain explanatory notes have not been audited or reviewed by the Company's auditors.

2. Review of performance of the Group

2a. Income statement

Revenue

	3 months ended 31-Mar-23 S\$'000	3 months ended 31-Mar-22 S\$'000	Change	
			S\$'000	%
Real estate development and investment	20,991	3,306	17,685	535
Real estate origination and management services	58	561	(503)	(90)
Hospitality	3,826	452	3,374	747
Entertainment	-	-	-	N.M.
	24,875	4,319	20,556	476

	12 months ended 31-Mar-23 S\$'000	12 months ended 31-Mar-22 S\$'000	Change	
			S\$'000	%
Real estate development and investment	33,307	12,281	21,026	171
Real estate origination and management services	230	1,313	(1,083)	(82)
Hospitality	13,963	1,826	12,137	665
Entertainment	-	-	-	N.M.
	47,500	15,420	32,080	208

Revenue increased by S\$20.6 million or 476% from S\$4.3 million in 3 months ended 31 March 2022 ("4QFY2022") to S\$24.9 million in 3 months ended 31 March 2023 ("4QFY2023") and increased by S\$32.1 million or 208% from S\$15.4 million in 12 months ended 31 March 2022 ("FY2022") to S\$47.5 million in 12 months ended 31 March 2023 ("FY2023"). The increase was mainly due to increase in revenue from the real estate development and investment segment and hospitality segment. The increase was partially offset by the decrease in revenue from the real estate origination and management services segment.

The increase in revenue from real estate development and investment segment was mainly due to the revenue recognised based on work progress for Dalvey Haus Project during the period.

The increase in revenue from the hospitality segment was mainly due to Montigo Resorts, Nongsa and Montigo Resorts, Seminyak being fully opened following the lifting of the travel restrictions by various countries.

The decrease in revenue from the real estate origination and management services segment was mainly due to the one-time consultancy fee income received in prior period.

Cost of sales

Cost of sales increased by S\$15.5 million or 405% from S\$3.8 million in 4QFY2022 to S\$19.3 million in 4QFY2023 and increased by S\$21.3 million or 184% from S\$11.6 million in FY2022 to S\$32.9 million in FY2023 is in line with the increase in revenue during the period.

Gross profit

Gross profit increased by S\$5.1 million or 1,013% from S\$0.5 million in 4QFY2022 to S\$5.6 million in 4QFY2023 and increased by S\$10.8 million or 280% from S\$3.8 million in FY2022 to S\$14.6 million in FY2023 is in line with the increase in revenue during the period.

Other operating income

Other operating income increased by S\$0.1 million or 11% from S\$0.7 million in 4QFY2022 to S\$0.8 million in 4QFY2023 and increased by S\$0.3 million or 21% from S\$1.0 million in FY2022 to S\$1.3 million in FY2023 mainly due to the termination of 2 lease agreements at Montigo Resorts, Nongsa and deposit received in relation to the Dalvey Haus Project which was forfeited during the period.

Distribution costs

Distribution costs increased by S\$62,000 or 53% from S\$118,000 in 4QFY2022 to S\$180,000 in 4QFY2023 and increased by S\$246,000 or 80% from S\$306,000 in FY2022 to S\$552,000 in FY2023 mainly due to the increase in sales and marketing expenses incurred during the period.

Administrative and general expenses

Administrative and general expenses decreased by S\$1.2 million or 31% from S\$3.8 million in 4QFY2022 to \$2.6 million in 4QFY2023 mainly due to the decrease in personnel costs, write-off of long outstanding payables and the translation of foreign currencies balances during the period.

Administrative and general expenses increased by S\$3.3 million or 34% from S\$9.7 million in FY2022 to S\$13.0 million in FY2023 mainly due to the increase in operations resulted from the re-opening of both Resorts, the refurbishment work done in Montigo Resorts, Nongsa, depreciation and loss arises from foreign exchange differences during the period.

F. Other information required by Appendix 7C of the Catalist Rules**2. Review of performance of the Group (cont'd)****2a. Income statement (cont'd)****Share of results from investment in associate**

This represents the Group's share of results from investment in associate, Epic Land Pte. Ltd., during the period.

Finance costs

Finance costs increase by S\$0.3 million or 20% from S\$1.9 million in 4QFY2022 to S\$2.2 million in 4QFY2023 and increased by S\$2.0 million or 34% from S\$5.9 million in FY2022 to S\$7.9 million in FY2023 mainly due to the additional shareholder's loan obtained during the period and additional bank loan drawdown for Dalvey Haus Project during the year.

Loss on disposal of non-current asset held for sale

The disposal of non-current asset held for sale was completed on 12 December 2022 with a loss of \$25,062,000 being recognised during the year.

Profit/(Loss) after tax

As a result of the above, the Group recorded a profit after tax of S\$1.3 million in 4QFY2023 and a loss after tax of S\$30.6 million in FY2023 compared to a loss after tax of S\$4.5 million in 4QFY2022 and a loss after tax of S\$11.6 million in FY2022.

Exchange difference on translation of foreign operations

The change in the exchange difference on translation of foreign operations was mainly due to the translation of IDR from the share of foreign currency translation reserves from investments in subsidiaries, P.T. Montigo Seminyak and P.T. Teguh Cipta Pratama during the period.

2b. Balance sheets

Property, plant and equipment increased by S\$29.2 million from S\$40.0 million as at 31 March 2022 to S\$69.2 million as at 31 March 2023 mainly due to the reclassification of development properties to property, plant and equipment as a result of the change of intention for the units in Montigo Resorts, Nongsa. The units in Montigo Resorts, Nongsa will be operated by the Group to generate recurring income. In addition, the Group had completed the acquisition of the hotel in United Kingdom during the year.

Investment in associate decreased by S\$157,000 from S\$310,000 as at 31 March 2022 to S\$153,000 as at 31 March 2023 mainly due to the dividends paid out offset by the share of results during the year.

Development properties decreased by S\$38.5 million from S\$125.9 million as at 31 March 2022 to S\$87.4 million as at 31 March 2023 mainly due to the reclassification of development properties to property, plant and equipment as a result of the change of intention for the units in Montigo Resorts, Nongsa.

Trade and other receivables decreased by S\$1.1 million from S\$2.6 million as at 31 March 2022 to S\$1.5 million as at 31 March 2023 mainly due to the proceeds from the sale of unit in Dalvey Haus Project received during the year.

Contract assets relates to the right to recognise revenue for percentage of work completed but not billed in Dalvey Haus Project during the year.

Contract costs decreased by S\$432,000 from S\$563,000 as at 31 March 2022 to S\$131,000 as at 31 March 2023 mainly due to amortisation of the cost to obtain sales contracts over the period of construction of Dalvey Haus Project.

Non-current asset held for sale has been disposed on 12 December 2022.

Decrease in contract liabilities was mainly due to recognition of revenue as the Group satisfies its performance obligations under sales contracts.

Trade and other payables decreased by S\$6.7 million from S\$18.4 million as at 31 March 2022 to S\$11.7 million as at 31 March 2023 mainly due to the repayments of interest accrued during the year.

Loans from shareholders have been repaid during the year.

2c. Cash flows statement

The net cash outflow from operating activities for FY2023 arose mainly due to interest and tax paid during the year.

The net cash inflow from investing activities for FY2023 arose mainly from the proceeds from disposal of non-current asset held for sale during the year.

The net cash outflow from financing activities for FY2023 arose mainly from the repayments of loans to shareholders.

F. Other information required by Appendix 7C of the Catalist Rules

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

3a. Updates on the efforts taken to resolve each outstanding audit issue.

The Company's independent auditors had issued a qualified opinion on the Group's audited consolidated financial statements for the financial year ended 31 March 2022 ("FY2022"). For details, please refer to the Independent Auditors Report for FY2022 announced on 7 September 2022.

1. Opening balances

The opening balances relate to the basis for qualified opinion for FY2021 that was not resolved resulting in the possible effects of those matters on the comparability of current years' figures and the corresponding figures for FY2022.

2. Difficulties in obtaining financial information required for the audit of the Group's 30% interest in investment in joint venture, Shanghai Snow Star Properties Co., Ltd..

There will be no similar issues in the coming year following the disposal of non-current asset held for sale.

Please refer to the Company's announcements dated 18 January 2021, 20 January 2021, 1 February 2021, 11 February 2021, 5 March 2021, 3 June 2021, 29 July 2022, 9 September 2022, 4 October 2022, 15 November 2022, 28 November 2022, 7 December 2022, 14 December 2022 and the circular dated 21 November 2022 for more details.

3b. Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

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

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

No forecast or prospect statement has been previously disclosed.

5. 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 operating period and the next 12 months

With Montigo Resorts, Nongsa and Montigo Resorts, Seminyak in full operations and together with the newly acquired hotel in United Kingdom, the Group's hospitality records positive growth in occupancy and performance. The Group is cautiously optimistic and anticipates this segment will continue contributing healthy recurring income to the Group.

As for the operations in China, following the disposal of Wintastar, Shanghai, the Group intends to cease all other opportunities in China for the time being. Given the Group's strength in hospitality, the Group will now explore various opportunities to expand the Montigo brand. The Group has in 4QFY2023 acquired the business and certain assets of Charlton Hotel and Spa in the United Kingdom, taking advantage of the weak currency and the experience and expertise of our management team.

Closer to home, approximately 85% of the Dalvey Haus development project has been completed to date and the temporary occupation permit is expected to be obtained by second quarter of the next financial year.

In view of the challenging operating environment and volatilities, the Group will focus on the growth of existing businesses and will expand prudently under opportunistic and strategic circumstances. In addition, management will remain prudent in cost management and continue to focus on improving our operational efficiency to optimise the utilisation of its resources.

6. Dividend information

6a. Current Financial Period Reported On

Any dividend recommended for the current financial period reported on?

No.

6b. Corresponding Period of the Immediately Preceding Financial year

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

No.

6c. Date Payable

Not applicable.

6d. Books closure date

Not applicable.

F. Other information required by Appendix 7C of the Catalist Rules

7. 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 as the Company has deemed it more appropriate to retain the cash in the Group for its future growth.

8. Interested person transactions

The Group has not obtained a general mandate from shareholders of the Company for Interested Person Transactions.

Name of interested person	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) S\$'000	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transaction less than S\$100,000) S\$'000
<u>Scotts Spazio Pte. Ltd.</u> Management fee income	(200)	-
<u>KOP Group Pte. Ltd.</u> Interest expense	761	-
<u>Royce Properties Pte. Ltd.</u> Recharge of expenses Reimbursement of expenses	(281) 140	- -
<u>Mr. Sam Goi Seng Hui</u> Interest expense	2,909	-
<u>Ms. Ong Chih Ching</u> Guarantors fee	106	-
<u>Ms. Leny Suparman</u> Guarantors fee	106	-

9. 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) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Name	Age	Family relationship with any director and/ or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Ong Hsia Ning	56	Sister of Ms Ong Chih Ching	Chief Operating Officer since 1 August 2010	Nil

10. 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)

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 Rules of the SGX-ST.

On behalf of the Board of Directors

Ong Chih Ching
Executive Chairman and Executive Director

Leny Suparman
Executive Director and Group Chief Executive Officer

30 May 2023