

# PAVILLON HOLDINGS LTD

## Full-Year Results Financial Statement And Dividend Announcement

### PART I - INFORMATION REQUIRED FOR HALF-YEAR AND FULL YEAR RESULTS ANNOUNCEMENTS

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

Financial statements for the 6 months and full year ended 31 December 2024

	Group					
	2H2024	2H2023	FY2024	FY2023	Increase/ (Decrease)	
Note	S\$'000	S\$'000	S\$'000	S\$'000	%	
Revenue	4	8,663	8,332	17,630	17,957	(1.82%)
Other items of income						
Interest income		75	985	755	1,947	(61.22%)
Other income		2,046	203	2,551	398	541.04%
Items of expenses						
Raw materials and changes in inventories		(2,252)	(2,440)	(4,562)	(5,422)	(15.86%)
Employee compensation		(2,747)	(2,597)	(5,475)	(5,416)	1.08%
Depreciation expense		(625)	(649)	(1,228)	(1,337)	(8.16%)
Finance expenses		(867)	(82)	(1,327)	(154)	761.95%
Currency exchange loss - net		(215)	(336)	(6)	(1,635)	(99.64%)
Fair value loss on investment property		(2,751)	-	(2,751)	-	-
Other operating expenses		(1,938)	(1,440)	(3,327)	(2,688)	23.76%
Total expenses		(11,395)	(7,544)	(18,676)	(16,652)	12.16%
Share of loss of associated companies		-	(6,703)	(528)	(7,991)	(93.40%)
Profit / (Loss) before income tax	6	(611)	(4,727)	1,732	(4,341)	(139.90%)
Income tax expenses	7	19	(269)	(292)	(358)	(18.40%)
Net Profit / (Loss)		(592)	(4,996)	1,440	(4,699)	(130.64%)
Other comprehensive income						
Items that may be reclassified subsequently to profit or loss:						
Currency translation differences on consolidation of foreign entities (net)		(232)	284	8	(187)	(104.17%)
Items that will not be reclassified subsequently to profit or loss:						
Currency translation differences on consolidation of foreign entities (net)		(82)	(161)	(72)	(121)	(40.42%)
Fair Value gain on financial asset, at FVOCI		(362)	1,038	(362)	1,038	(134.91%)
Total comprehensive income / (loss) for the year		(1,268)	(3,835)	1,014	(3,969)	(125.55%)
Net Profit / (Loss) attributable to:						
Equity holders of the Company		921	(4,961)	3,256	(4,661)	(169.86%)
Non-controlling interests		(1,513)	(35)	(1,816)	(38)	4679.63%
		(592)	(4,996)	1,440	(4,699)	(130.64%)
Total comprehensive income / (loss)						
Attributable to :						
Equity holders of the Company		327	(3,888)	2,902	(4,059)	(171.50%)
Non-controlling interests		(1,595)	53	(1,888)	90	(2198.17%)
		(1,268)	(3,835)	1,014	(3,969)	(125.54%)
Earnings per share attributable to owners of the Company		Cts	Cts	Cts	Cts	
Basic		0.06	0.35	0.23	(0.32)	
Diluted		0.06	0.35	0.23	(0.32)	

## B. Condensed interim statements of financial position

		Group	
		31-12-24	31-12-23
		S\$'000	S\$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		7,788	5,748
Trade and other receivables		995	281
Inventories		3,040	2,421
		11,823	8,450
<b>Non-current assets</b>			
Other receivables - NC		865	40,048
Financial asset, at FVOCI	10	5,429	5,332
Investments in associated companies		-	5,276
Investment Property	12	98,039	-
Property, plant and equipment		2,071	3,056
		106,404	53,712
<b>Total assets</b>		118,227	62,162
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables		7,165	3,363
Contract Liabilities		18	1
Current income tax liabilities		433	416
Borrowings	13	7,614	1,495
		15,230	5,275
<b>Non-current liabilities</b>			
Trade and other payables - NC		991	60
Borrowings - NC	13	40,666	1,712
Provisions - NC		338	339
Deferred tax liabilities - NC		508	48
		42,503	2,159
<b>Total liabilities</b>		57,733	7,434
<b>NET ASSETS</b>		<b>60,494</b>	<b>54,728</b>
<b>EQUITY</b>			
Capital and reserve attributable to equity holders of the Company			
Share capital	14	82,097	82,097
Other reserves		4,022	4,496
Accumulated losses		(33,958)	(37,214)
		52,161	49,379
<b>Non-controlling interests</b>		8,333	5,349
<b>TOTAL EQUITY</b>		<b>60,494</b>	<b>54,728</b>

**B. Condensed interim statements of financial position (Continued)**

		<b>Company</b>	
		<b>31-12-24</b>	<b>31-12-23</b>
		<b>S\$'000</b>	<b>S\$'000</b>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		126	96
Trade and other receivables		45,800	3,114
		<u>45,926</u>	<u>3,210</u>
<b>Non-current assets</b>			
Other receivables - NC		-	43,615
Investments in subsidiary corporations		9,843	9,843
		<u>9,843</u>	<u>53,458</u>
<b>Total assets</b>		<b><u>55,769</u></b>	<b><u>56,668</u></b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables		3,363	6,097
Borrowings	13	161	314
		<u>3,524</u>	<u>6,411</u>
<b>Non-current liabilities</b>			
Trade and other payables - NC		60	60
Borrowings - NC		-	161
		<u>60</u>	<u>221</u>
<b>Total liabilities</b>		<b><u>3,584</u></b>	<b><u>6,632</u></b>
<b>NET ASSETS</b>		<b><u>52,185</u></b>	<b><u>50,036</u></b>
<b>EQUITY</b>			
Capital and reserve attributable to equity holders of the Company			
Share capital	14	82,097	82,097
Accumulated losses		(29,912)	(32,061)
<b>TOTAL EQUITY</b>		<b><u>52,185</u></b>	<b><u>50,036</u></b>

**C. Condensed interim statements of changes in equity**

The Group	Share capital	Foreign currency translation reserve	Capital reserve	Fair Value Reserve	Other Reserve	Accumulated profit/ (loss)	Total	Non-controlling interests	Total equity
2024	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>Balance as at 1 January 2024</b>	82,097	(99)	3,478	1,117	-	(37,214)	49,379	5,349	54,728
Net profit / (loss) for the year	-	-	-	-	-	3,256	3,256	(1,816)	1,440
<u>Other comprehensive income / (loss)</u>									
Foreign currency translation	-	8	-	-	-	-	8	(72)	(64)
Fair value gain on financial asset, at FVOCI	-	-	-	(362)	-	-	(362)	-	(362)
<b>Total other comprehensive income/(loss) for the year, net of tax</b>	-	8	-	(362)	-	3,256	2,902	(1,888)	1,014
Effect of change of control in entities in China	-	-	-	-	(120)	-	(120)	4,872	4,752
<b>Total contributions by and distributions to owners</b>	-	-	-	-	(120)	-	(120)	4,872	4,752
<b>Balance as at 31 December 2024</b>	82,097	(91)	3,478	755	(120)	(33,958)	52,161	8,333	60,494

  

2023	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>Balance as at 1 January 2023</b>	82,097	88	3,478	328	-	(31,866)	54,125	4,572	58,697
Net profit/(loss) for the year	-	-	-	-	-	(4,661)	(4,661)	(38)	(4,699)
<u>Other comprehensive income / (loss)</u>									
Foreign currency translation	-	(187)	-	-	-	-	(187)	(121)	(308)
Fair value gain on financial asset, at FVOCI	-	-	-	789	-	-	789	249	1,038
<b>Total other comprehensive income / (loss) for the year, net of tax</b>	-	(187)	-	789	-	(4,661)	(4,059)	90	(3,969)
Effect of changes in shareholdings in a subsidiary corporation without change of control	-	-	-	-	-	(687)	(687)	687	-
<b>Total contributions by and distributions to owners</b>	-	-	-	-	-	(687)	(687)	687	-
<b>Balance as at 31 December 2023</b>	82,097	(99)	3,478	1,117	-	(37,214)	49,379	5,349	54,728

## D. Condensed interim consolidated statement of cash flows

	Group	
	FY2024	FY2023
	S\$'000	S\$'000
<b>Cash flows from operating activities:</b>		
Net Profit / (Loss )	1,440	(4,699)
<b>Adjustments for:</b>		
Depreciation of property, plant and equipment	1,228	1,337
Gain on disposal of property, plant and equipment	(199)	(179)
Property, plant and equipment written off	17	11
Interest income	-	(1,947)
Interest expense	1,327	154
Income tax expenses	292	358
Fairvalue loss on investment property	2,751	-
Share of Loss of associated company	528	7,991
Unrealised currency translation difference	439	1,706
Interest waiver income	(1,848)	-
	<b>5,975</b>	<b>4,732</b>
<b>Change in working capital:</b>		
Inventories	(619)	(987)
Trade and other receivables	(107)	21
Trade and other payables	(1,407)	(272)
Contract Liabilities	17	(43)
<b>Cash generated from operations</b>	<b>3,859</b>	<b>3,451</b>
Income taxes paid	(275)	(38)
<b>Net cash provided by operating activities</b>	<b>3,584</b>	<b>3,413</b>
<b>Cash flows from investing activities</b>		
Additions of property, plant and equipment	(166)	(339)
Proceeds from disposal of property, plant and equipment	199	454
Addition of investment property	(114)	-
Interest received	-	45
Investment in an associated company	-	(766)
Loan repayment by associated company	-	1,583
Cash acquired from subsidiary upon gaining control	825	-
<b>Net cash provided by / (used in) investing activities</b>	<b>744</b>	<b>977</b>
<b>Cash flows from financing activities</b>		
Principal payment of lease liabilities	(979)	(1,130)
Net of principle payment of and proceed from borrowings	(130)	(500)
Interest Paid	(1,179)	(154)
<b>Net cash provided by financing activities</b>	<b>(2,288)</b>	<b>(1,784)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>2,040</b>	<b>2,606</b>
Beginning of the financial year	5,748	3,187
Effect of currency translation on cash and cash equivalents	-	(45)
<b>Cash and cash equivalents at end of the financial year</b>	<b>7,788</b>	<b>5,748</b>
<b>Reconciliation of Cash and cash equivalents</b>		
Cash and cash equivalents at end of the financial year	7,788	5,748
Cash and cash equivalents per consolidated statement of cashflow	<b>7,788</b>	<b>5,748</b>

## **E. Notes to the condensed interim consolidated financial statements**

### **1. Corporate information**

Pavillon Holdings Ltd. (the "Company") is a limited liability company incorporated and domiciled in the Republic of Singapore and is listed on the Singapore Exchange. The registered office and principal place of business of the Company is located at Block 1002 Tai Seng Avenue #01-2536, Singapore 534409.

The principal activities of the Company are those of investment holding, franchising and provision of management services to its subsidiary corporations. There have been no significant changes in the nature of these activities during the financial year.

The principal activities of the subsidiary corporations are:

- (a) Operation of restaurants
- (b) Financial leasing of all kind of machineries, tools and equipment
- (c) Business development trading, import and export of machineries and investment holdings
- (d) Property management
- (e) Asset Management, enterprise management, mergers and acquisitions and financial advisory services

Related companies in these financial statements refer to the companies within Pavillon Holdings Ltd.'s group of companies.

### **2. Basis of Preparation**

The condensed unaudited financial statements for the year ended 31 December 2024 have been prepared in accordance with SFRS(I) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The condensed unaudited 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 financial year ended 31 December 2023.

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 unaudited financial statements are presented in Singapore dollar which is the Company's functional currency.

#### **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 interim financial statements, the management of the Group (the "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.

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The significant judgements made by the 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 December 2023.

Information about estimates, assumptions and judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as follows:

- Valuation of property of a subsidiary company
- Valuation of financial assets, at FVOCI

There were no significant changes in critical judgements, estimates and assumptions as compared to the consolidated financial statements as at and for the year ended 31 December 2023, except for:

#### **Assessment of control over Fengchi IOT and Daju**

Judgement is required to determine when the Group has control over an investee, particularly when facts and circumstances indicate a change in one or more of the three elements of control. During the current financial period, there was a change in the composition of the Group's board of directors. Consequently, management reviewed its exposure to variable returns from Fengchi IOT and Daju, and its ability to affect those returns through the management's control over the relevant activities of Fengchi IOT and Daju. Management has assessed that the Group obtained control over Fengchi IOT and Daju due to its voting power (both through its equity holding and its representation on the Board).

### **3. Seasonal operations**

The restaurant business in Singapore has remained stable in the current financial year.

#### 4. Segment and revenue information

The Group is organised into the following main business segments:

##### 4.1. Reportable segments

	Food & beverages	Properties	Other	Elimination	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>2H2024</b>					
Revenue from external parties	7,146	1,515	2	-	8,663
Inter-segment revenue	1,562	401	(853)	(1,110)	-
Revenue	8,708	1,916	(851)	(1,110)	8,663
Interest Income	72	1	1,248	(1,246)	75
Miscellaneous Income	81	1,847	118	-	2,046
Total other income	153	1,848	1,366	(1,246)	2,121
<b>Total revenue and other income</b>	<b>7,299</b>	<b>3,363</b>	<b>1,368</b>	<b>(1,246)</b>	<b>10,784</b>
Depreciation of property, plant and equipment	(610)	(15)	-	-	(625)
Finance expenses	(44)	(2,065)	(4)	1,246	(867)
Segment profit / (loss)	-	(242)	145	(514)	(611)
Share of profit / (loss) of associated company	-	(24)	24	-	-
Loss before taxation					(611)
Taxation					19
<b>Net Loss</b>					<b>(592)</b>
Segment assets	11,748	100,562	5,917	-	118,227
<b>Total assets per statement of financial position</b>					<b>118,227</b>
Expenditures for segment non-current assets					
Additions to PPE	50	10	-	-	60
Investment property improvements	-	125	-	-	125
Segment liabilities	2,780	51,605	2,407	-	56,792
Current income tax liabilities	433	-	-	-	433
Deferred income tax liabilities	48	-	460	-	508
<b>Total liabilities per statement of financial position</b>					<b>57,733</b>

#### 4.1. Reportable segments (continued)

##### 2H2023

Revenue from external parties  
Inter-segment revenue

Interest Income  
Miscellaneous Income  
Total other income

##### Total revenue and other income

Depreciation of property, plant and equipment  
Finance expenses

Segment profit / (loss)

Share of profit / (loss) of associated company

Loss before taxation

Taxation

##### Net Loss

Segment assets  
Investment in associated companies  
**Total assets per statement of financial position**

Expenditures for segment non-current assets

Additions to PPE

Segment liabilities  
Current income tax liabilities  
Deferred income tax liabilities

##### Total liabilities per statement of financial position

Food & beverages	Properties	Other	Elimination	Total
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
8,332	-	-	-	8,332
826	-	-	(826)	-
9,158	-	-	(826)	8,332
30	(4)	959	-	985
199	-	4	-	203
229	(4)	963	-	1,188
8,561	(4)	963	-	9,520
(649)	-	-	-	(649)
(74)	-	(8)	-	(82)
409	(44)	3,410	(1,799)	1,976
-	(7,284)	581	-	(6,703)
				(4,727)
				(269)
				(4,996)
11,748	95,286	5,917	(0)	112,951
-	5,276	-	-	5,276
				118,227
2,438	-	-	-	2,438
4,048	2	2,920	-	6,970
416	-	-	-	416
48	-	-	-	48
				7,434



#### 4.1. Reportable segments (continued)

	Food & beverages	Properties	Other	Elimination	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>FY2024</b>					
Revenue from external parties	15,717	1,908	5	-	17,630
Inter-segment revenue	1,562	537	-	(2,099)	-
	17,279	2,445	5	(2,099)	17,630
Interest Income	126	2	1,873	(1,246)	755
Miscellaneous Income	557	1,847	147	-	2,551
Total other income	683	1,849	2,020	(1,246)	3,306
<b>Total revenue and other income</b>	16,400	3,757	2,025	(1,246)	20,936
Depreciation of property, plant and equipment	(1,206)	(21)	(1)	-	(1,228)
Finance expenses	(101)	(2,462)	(10)	1,246	(1,327)
Segment profit / (loss)	3,049	(492)	217	(514)	2,260
Share of loss of associated company	-	(528)	-	-	(528)
Profit / (Loss) before taxation					1,732
Taxation					(292)
<b>Net Profit / (Loss)</b>					1,440
<b>As at 31 December 2024</b>					
Segment assets	11,748	100,562	5,917	(0)	118,227
Investment in associated companies	-	-	-	-	-
<b>Total assets per statement of financial position</b>					118,227
Expenditures for segment non-current assets					
Additions to PPE	156	10	-	-	166
Investment property improvements	-	125	-	-	125
Segment liabilities	2,780	51,605	2,407	-	56,792
Current income tax liabilities	433	-	-	-	433
Deferred income tax liabilities	48	-	460	-	508
<b>Total liabilities per statement of financial position</b>				-	57,733

#### 4.1. Reportable segments (continued)

	Food & beverages	Properties	Other	Elimination	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>FY2023</b>					
Revenue from external parties	17,957	-	-	-	17,957
Inter-segment revenue	1,787	-	-	(1,787)	-
	19,744	-	-	(1,787)	17,957
Interest Income	38	7	1,902	-	1,947
Miscellaneous Income	362	-	36	-	398
Total other income	400	7	1,938	-	2,345
<b>Total revenue and other income</b>	18,357	7	1,938	-	20,302
Depreciation of property, plant and equipment	(1,336)	-	(1)	-	(1,337)
Finance expenses	(134)	-	(20)	-	(154)
Segment profit / (loss)	3,095	(84)	3,627	(2,988)	3,650
Share of profit / (loss) of associated company	-	(7,991)	-	-	(7,991)
Profit / (Loss) before taxation					(4,341)
Taxation					(358)
<b>Net Profit / (Loss)</b>					(4,699)
<b>As at 31 December 2023</b>					
Segment assets	10,620	20	46,246	-	56,886
Investment in associated companies	-	5,252	24	-	5,276
<b>Total assets per statement of financial position</b>					62,162
Expenditures for segment non-current assets					
Additions to PPE	2,472	-	-	-	2,472
Segment liabilities	4,048	2	2,920	-	6,970
Current income tax liabilities	416	-	-	-	416
Deferred income tax liabilities	48	-	-	-	48
<b>Total liabilities per statement of financial position</b>					7,434

## 4.2. Disaggregation of Revenue

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major revenue stream and geographical regions. Revenue is attributed to countries by location of customers.

### 2H2024

#### Types of goods or service:

	The Group			
	Food & beverages	Properties	Other	Total
	S\$'000	S\$'000	S\$'000	S\$'000
Sale of goods and royalty fees	7,146	-	-	7,146
Rendering of services	-	-	2	2
Rental income	-	295	-	295
Services charges on rental	-	112	-	112
Warehouse facilities	-	1,108	-	1,108
<b>Total revenue</b>	<b>7,146</b>	<b>1,515</b>	<b>2</b>	<b>8,663</b>

#### Timing of revenue recognition:

At a point in time	7,120	-	-	7,120
Over time	26	1,515	2	1,543
<b>Total revenue</b>	<b>7,146</b>	<b>1,515</b>	<b>2</b>	<b>8,663</b>

#### Geographical information:

Singapore	7,120	-	-	7,120
Vietnam	26	-	-	26
PRC	-	1,515	2	1,517
<b>Total revenue</b>	<b>7,146</b>	<b>1,515</b>	<b>2</b>	<b>8,663</b>

### 2H2023

#### Types of goods or service:

	The Group			
	Food & beverages	Properties	Other	Total
	S\$'000	S\$'000	S\$'000	S\$'000
Sale of goods and royalty fees	8,332	-	-	8,332
Rendering of services	-	-	-	-
Rental income	-	-	-	-
<b>Total revenue</b>	<b>8,332</b>	<b>-</b>	<b>-</b>	<b>8,332</b>

#### Timing of revenue recognition:

At a point in time	8,304	-	-	8,304
Over time	28	-	-	28
<b>Total revenue</b>	<b>8,332</b>	<b>-</b>	<b>-</b>	<b>8,332</b>

#### Geographical information:

Singapore	8,304	-	-	8,304
Vietnam	28	-	-	28
<b>Total revenue</b>	<b>8,332</b>	<b>-</b>	<b>-</b>	<b>8,332</b>

### FY2024

#### Types of goods or service:

	The Group			
	Food & beverages	Properties	Other	Total
	S\$'000	S\$'000	S\$'000	S\$'000
Sale of goods and royalty fees	15,717	-	-	15,717
Rendering of services	-	-	5	5
Rental income	-	351	-	351
Services charges on rental	-	140	-	140
Warehouse facilities	-	1,417	-	1,417
<b>Total revenue</b>	<b>15,717</b>	<b>1,908</b>	<b>5</b>	<b>17,630</b>

#### Timing of revenue recognition:

At a point in time	15,667	-	-	15,667
Over time	50	1,908	5	1,963
<b>Total revenue</b>	<b>15,717</b>	<b>1,908</b>	<b>5</b>	<b>17,630</b>

#### Geographical information:

Singapore	15,667	-	-	15,667
Vietnam	50	-	-	50
PRC	-	1,908	5	1,913
<b>Total revenue</b>	<b>15,717</b>	<b>1,908</b>	<b>5</b>	<b>17,630</b>

### FY2023

#### Types of goods or service:

	The Group			
	Food & beverages	Properties	Other	Total
	S\$'000	S\$'000	S\$'000	S\$'000
Sale of goods and royalty fees	17,957	-	-	17,957
<b>Total revenue</b>	<b>17,957</b>	<b>-</b>	<b>-</b>	<b>17,957</b>

#### Timing of revenue recognition:

At a point in time	17,875	-	-	17,875
Over time	82	-	-	82
<b>Total revenue</b>	<b>17,957</b>	<b>-</b>	<b>-</b>	<b>17,957</b>

#### Geographical information:

Singapore	17,875	-	-	17,875
Vietnam	56	-	-	56
PRC	26	-	-	26
<b>Total revenue</b>	<b>17,957</b>	<b>-</b>	<b>-</b>	<b>17,957</b>

## 4.2. Disaggregation of Revenue (Continued)

A breakdown of sales:

The Group			
	FY2024	FY2023	Increase / (Decrease)
	\$'000	\$'000	%
Sales reported for the first half year	8,967	9,625	(6.84%)
Next Profit after tax before deducting non-controlling interests reported for first half year	2,032	297	584.18%
Sales reported for second half year	8,663	8,332	3.98%
Net Loss after tax before deducting non-controlling interests reported for second half year	(592)	(4,996)	(88.14%)

## 5. Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities of the Group as at 31 December 2024 and 31 December 2023.

	Note	Group		Company	
		31-Dec-24	31-Dec-23	31-Dec-24	31-Dec-23
		S\$'000	S\$'000	S\$'000	S\$'000
<b>Financial Assets</b>					
Financial assets at fair value through other comprehensive income (FVOCI)	10	5,429	5,332	-	-
Cash and bank balances and trade and other receivables (Amortised cost)		9,507	46,033	45,906	46,801
		14,936	51,365	45,906	46,801

## Financial Liabilities

Trade and other payables and borrowings (Amortised cost)		54,888	4,912	3,584	6,632
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## 6. Profit / (Loss) before taxation

### 6.1. Significant items

	Group			
	2H2024	2H2023	FY2024	FY2023
	S\$'000	S\$'000	S\$'000	S\$'000
<b>Income</b>				
Interest income	75	985	755	1,947
<b>Expenses</b>				
Interest on borrowings	914	126	1,327	154
Depreciation of property, plant and equipment	625	649	1,228	1,337
Foreign exchange loss, net	215	336	6	1,635
<b>Other income</b>				
Government Grant	49	16	305	163
Gain on disposal of property, plant and equipment	-	179	199	179
Wavier of prior year interest expenses	1,848	-	1,848	-
Dividend income received by subsidiary	118	-	118	-
VIP membership fee collected from F&B	25	-	25	-
Others	6	8	56	56
	2,046	203	2,551	398

## 6.2. Related party transactions

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

### Transaction with related parties

	Group	
	FY2024	FY2023
	S\$'000	S\$'000
Interest income receivable from Fengchi IOT Management Co., Ltd	621	1,902
Repayment of loan by Fengchi IOT Management Co., Ltd to the company.	-	1,536
Repayment of loan interest by Fengchi IOT Management Co., Ltd to the company.	-	47
Capital injection to Daju Logistics (Tianjin) Co., Ltd	-	766
Fengchi IOT Management Co., Ltd - Rental income from Daju Logistics (Tianjin) Co., Ltd	809	1,303
Rental Expenses - incurred for Daju Logistics (Tianjin) Co., Ltd	809	1,303
Tianjin Yixing Intelligent Washing Technology Co., Ltd extend loan to Fengchi IOT Management Co., Ltd	745	-
Interest-free loan to Daju Logistics (Tianjin) Co., Ltd from Shanghai Liuyu Information Technology Co. Ltd.	186	-

## 7. Taxation

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the condensed interim consolidated statement of profit or loss are:

	2H2024	2H2023	FY2024	FY2023
	S\$'000	S\$'000	S\$'000	S\$'000
Current Income Tax expenses / (credit)	(19)	269	292	358
Deferred Income tax expenses relating to origination and reversal of temporary difference	-	-	-	-
Income tax expenses / (credit) reconcined in Profit and Loss	(19)	269	292	358

## 8. Dividends

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

No dividends declared during the year.

- (b)
- (i) Amount per share: Not applicable
- (ii) Previous corresponding period: None

(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 the shareholders, this must be stated.)

Not applicable.

(d) The date the dividend is payable.  
Not applicable.

(e) The date on which the Registrable Transfers received by the company (up to 5:00pm) will be registered before entitlements to the dividend are determined.  
Not applicable.

## 9. Net Asset Value

	Group		Company	
	As at 31/12/2024	As at 31/12/2023	As at 31/12/2024	As at 31/12/2023
	Cts	Cts	Cts	Cts
Net asset value per ordinary share	3.63	3.44	3.64	3.49

## 10. Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income comprise the following:

	Group	
	31-Dec-24	31-Dec-23
	S\$'000	S\$'000
<b>Unquoted equity security – Lingbao Gold Group Co., Ltd (“Lingbao”)</b>		
Beginning of financial year	5,332	4,294
Fair value gains / (losses)	97	1,038
End of financial year	5,429	5,332

The financial asset, at FVOCI represents approximately 1% equity interests in a company - Lingbao that is engaged in the mining, processing, smelting and sale of gold and other metallic products. Lingbao is a joint stock limited company incorporated in PRC, which partially of its shares are listed on the Stock Exchange of Hong Kong Limited.

The Group has elected to measure the above financial asset, at FVOCI due to management's intention to hold the financial asset for strategic investment purpose.

### 10.1. 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

- Quoted prices (unadjusted) in active markets for identical assets or liabilities **(Level 1)**.
- Inputs other than quoted prices included within Level 1 which are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) **(Level 2)**; and
- Inputs for the assets or liability which are not based on observable market data (unobservable inputs) **(Level 3)**.

The following table presented the assets measured at fair value:

	Level 1	Level 2	Level 3	Total
	S\$'000	S\$'000	S\$'000	S\$'000
<b>Group – 31 December 2024</b>				
<b>Financial assets</b>				
FVOCI investments	-	5,429	-	5,429
<b>Group – 31 December 2023</b>				
<b>Financial assets</b>				
FVOCI investments	-	5,332	-	5,332

## 11. Property, plant and equipment

During the year ended 31 December 2024, the Group decreased the value of its assets by approximately S\$0.985 million due to the following:

The increase is primarily attributable to the Group obtaining control over Fengchi IOT. Following its reclassification as a subsidiary, the financial results of Fengchi IOT have been consolidated into the Group's financial statements, resulting in the reported increase.

	S\$'000
Increase by	
Effect of gaining control of Fengchi IOT Management Co., Ltd.	105
Addition of PPE	166
<b>decreased by</b>	
Depreciation	(1,228)

## 12. Investment property

The Group applies the Fair Value Model to measure its investment property in accordance with SFRS (I) 40 - Investment Property. The investment property is initially recognized at cost and subsequently measured at fair value. Any changes in fair value are recognized in profit or loss.

Previously, Fengchi IOT was accounted for as an associate. On 1 May 2024, the Group gained control over Fengchi IOT, resulting in its consolidation as a subsidiary. Upon consolidation, the investment property was initially recognised at S\$101.7 million.

As of 31 December 2024, the investment property is measured at its fair value of S\$98.0 million, based on a valuation conducted by Robert Khan & Co Pte Ltd, an independent professional valuer, as of 31 December 2024. The valuation was performed using the Income Approach.

The Income Approach is defined in IVS 105 – Valuation Approaches and Methods (40.1), International Valuation Standards 2020 as follows:

*The income approach provides an indication of value by converting future cash flow to a single current value. Under the income approach, the value of an asset is determined by reference to the value of income, cash flow, or cost savings generated by the asset.*

Group	
FY2024	
	S\$'000
Balance at beginning of the year	-
Effect of gaining control in subsidiaries	101,708
Fair value gain/(loss) recognized in profit or loss	(2,751)
Unrealized foreign currency translation difference	(1,043)
Additions	125
Balance at end of the year	98,039

## 13. Borrowings

Group		
	31-Dec-24	31-Dec-23
	S\$'000	S\$'000
<u>Amount repayable within one year or on demand</u>		
Bank borrowings - Unsecured	6,664	516
Lease liabilities Unsecured	950	979
	7,614	1,495

<u>Amount repayable after one year</u>		
Bank borrowings - Unsecured	19,937	515
Lease liabilities Unsecured	247	1,197
Amount due to immediate and ultimate holding	20,482	-
	40,666	1,712

Company		
	31-Dec-24	31-Dec-23
	S\$'000	S\$'000
<u>Amount repayable within one year or on demand</u>		
Bank borrowings - Unsecured	161	314
	161	314

<u>Amount repayable after one year</u>		
Bank borrowings - Unsecured	-	161
	-	161

## 14. Share capital

The Group and the Company				
As at 31/12/2024		As at 31/12/2023		
Number of shares	Amount S\$	Number of shares	Amount S\$	
Beginning of the financial year	1,434,967,260	82,098,402	1,434,967,260	82,098,402
End of financial year	1,434,967,260	82,098,402	1,434,967,260	82,098,402

The Group did not hold any treasury shares as at 31 December 2024 and 31 December 2023.

The Group's subsidiaries did not hold any shares in the Company as at 31 December 2024 and 31 December 2023.

## 15. Subsequent events

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

## OTHER INFORMATION

### 1. Review

The condensed consolidated statement of financial position of Pavillon Holdings Ltd and its subsidiaries as at 31 December 2024 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 twelve-month period then ended and certain explanatory notes have not been audited or reviewed.

### 2. Review of performance of the Group

#### Revenue

For FY2024, the Group's total revenue amounted to S\$17.6 million. The Singapore operations contributed S\$15.7 million, while the China operations added S\$2.0 million. This represents a 1.86% decline compared to the same period in 2023, primarily attributed to a S\$0.3 million drop in restaurant revenue.

#### Interest Income

The decrease in interest income is primarily due to a transition of associate to subsidiary, where previously the interest charged on loans to associated companies was recorded as interest income from January 2024 to April 2024, this interest is now eliminated in the group's consolidated financial statements from May 2024 to June 2024.

#### Other Income

Other income for FY2024 was S\$2.6 million higher compared to the same period in 2023. This increase is mainly attributed to a S\$0.3 million rise in government grants received, a S\$0.2 million gain from the disposal of a motor vehicle, dividend income of S\$0.12 million, and an interest waiver of S\$1.8 million.

#### Raw materials and changes in inventories

The expenses for raw materials and changes in inventories decreased by 16%, primarily due to a decline in sales.

#### Employee compensation

Employee compensation expenses increased marginally in FY2024. This was primarily due to the inclusion of employees from Fengchi IOT and Daju following the Group's gain in control and consolidation of these subsidiaries from May 2024. The increase was partially offset by cost reductions in the Singapore F&B operations through the streamlining of casual labour.

#### Depreciation expenses

The reduction in depreciation expense, down by 8%, mainly due to some of the assets have been fully depreciated.

#### Finance expenses

Transitioning from associate company to subsidiary, resulted in an increase in finance expenses due to their consolidation into the Group's financial statements. From January to April 2024, Fengchi IOT was associate company. Starting from May 2024, Fengchi IOT became subsidiary.

#### Currency exchange loss

The currency exchange was decreased by 99% from S\$1.6 million to S\$6 thousand.

#### Other operating expenses

Other operating expenses increased by S\$0.6 million, mainly due to the following:

- Impact of gaining control over Fengchi IOT, amounting to S\$0.8 million, following the acquisition of control over the entity.
- An increase in service charge on rental from S\$0.4 million (FY2023) to S\$0.6 million (FY2024).
- An increase in printing and stationery expenses from S\$0.03 million (FY2023) to S\$0.06 million (FY2024).
- An increase in general insurance expenses from S\$0.02 million (FY2023) to S\$0.2 million (FY2024).

but offset by an decrease in the following:

- A decrease in credit card charges from S\$0.4 million (FY2023) to S\$0.3 million (FY2024).
- A decrease in water and electricity expenses from S\$0.5 million (FY2023) to S\$0.4 million (FY2024).
- A decrease in professional service expenses from S\$0.3 million (FY2023) to S\$0.2 million (FY2024).

#### Share of loss of associated companies

With effect from 1 May 2024, both Daju and Fengchi IOT were consolidated as subsidiaries of the Group, and as a result, the Group no longer accounts for the results of these entities as associates.

#### Income Tax Expenses

The increase in the income tax expenses is mainly due to the increase in chargeable income of its Singapore subsidiary corporation operating restaurant, TVPL. The increase was due to TVPL has fully utilised its previously unutilised tax losses in prior financial year, resulting in higher chargeable income for TVPL and consequently increasing the Group's income tax for the current financial period.

#### Net Profit

As a result of the above, the net profit increased to S\$1.4 million.



## **Review of Financial Position as at 31 December 2024**

### **Property, plant and equipment**

The PPE was reduced by depreciation and ROU Amortisation

### **Investment property**

Please refer to Note 12 on page 15.

### **Trade and other receivable - Current and Non-Current**

From January 2024 to April 2024, Daju and Fengchi IOT were treated as associate companies. However, from May 2024 onward, they were consolidated as subsidiaries. As a result of this consolidation, receivables within the group were eliminated, leading to a slower receivables as compared to December 2023. Additionally, the loan to Fengchi IOT was also eliminated in the group consolidation.

### **Inventories**

The Group is strategically increasing its inventory levels to support restaurant operations and mitigate the impact of potential logistics disruptions.

### **Financial Assets, at FVOCI**

Financial assets at FVOCI have increased by approximately S\$0.1 million, primarily due to fair value gains.

### **Investment in Associated/Subsidiary companies**

Investment in associated companies was zero, as Daju and Fengchi IOT, which were treated as associate companies from January to April 2024, became subsidiaries of the Group effective May 2024 and were fully consolidated into the Group's financial statements from that point onward.

### **Liabilities**

#### **Trade and other payables - Current**

The integration of Daju and Fengchi IOT into the Group resulted in the consolidation of additional liabilities, which contributed to an increase in Trade and other payables for the period ended Dec 31, 2024.

#### **Borrowings Current/Non-Current**

The integration of Fengchi IOT into the Group at the end of April 2024 is the primary reason for the increased borrowings. The Group has consolidated both short-term (\$6.2 million) and long-term (\$40.3 million) debt from Fengchi IOT, which is reflected in the consolidated financial statements.

### **Review of Consolidated Cash Flows**

Net cash inflow of \$3.6m from operating activities, mainly contributed by F&B business in Singapore.

Net cash inflow from investment activities is mainly due to effect of change of control in Fengchi IOT and Daju.

The net cash outflow from financing activities was due to the repayment of Fengchi IOT loan and Singapore bank loan.

Cash and cash equivalent as of 31 December 2024 was \$7.8m including of a Fixed deposit of \$4.6m as compared to a Cash & cash equivalent of \$5.7m as of 31 December 2023 including a fixed deposit of \$2.2m.

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

Consistent with previous statements.

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

The Group's F&B business operates in a highly competitive environment, with rising operational costs and evolving consumer preferences presenting ongoing challenges. We remain committed to effective cost management, improving operational efficiency, and adapting to market trends to sustain business performance. Despite uncertainties in the economic outlook in China impacting the parallel import car sector, we continue to optimise operations and explore strategic opportunities for performance enhancement. Looking ahead, the Group will maintain agility in navigating industry challenges, focusing on cost efficiencies, and driving sustainable growth.

**5. Dividend information**

**5a. Current Financial Period Reported on**

**Any dividend recommended for the current financial period reported on?**

No dividends have been declared for the period.

(b)

(i) Amount per share: Not applicable.

(ii) Previous corresponding period: None.

(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 the shareholders, this must be stated.)

Not applicable.

(d) The date the dividend is payable.

Not applicable.

(e) The date on which the Registrable Transfers received by the company (up to 5:00pm) will be registered before entitlements to the dividend are determined.

Not applicable.

**5b. Corresponding Period of the Immediate Preceding Financial Year**

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

No dividends were declared for the corresponding period of the immediately preceding financial year.

## 6. Interested person transactions

Aggregate value of interested person transaction entered from 1 January 2024 to 31 December 2024.

The total value of other interested person transactions with Mr. Ding or any of his associates for FY2024 was approximately RMB 39.5 million (approximately S\$7.3 million), representing approximately 13% of the audited NTA of the Group for FY2023 (being the latest audited NTA amounting to approximately S\$58.7 million).

Such interested person transactions were (a) entered into pursuant to shareholders' approval obtained (RMB 11.5 million (approximately S\$2.1 million)); (b) entered into pursuant to an exemption under the Listing Manual (RMB 8.9 million (approximately S\$1.7 million)); and (c) of no financial impact to the Company (as explained below) (RMB 19.1 million (approximately S\$3.6 million)).

The above total value related to the following transactions:

Transaction	Name of interested person	Nature of relationship	Aggregate value of transaction	Approval
For FY2024 Accrual of interest amounts payable <sup>(1)</sup> by Fengchi IOT Management Co., Ltd to the Company under the Existing RMB200 million Loan, as required by applicable accounting principles.	Mr. Ding.	Mr. Ding is the 100% ultimate beneficial shareholder of Shanghai Liuyu Information Technology Co. Ltd and Shanghai Liuyu Information Technology Co. Ltd is the 51% shareholder of Fengchi IOT Management Co., Ltd.  Fengchi IOT Management Co., Ltd is therefore an associate of Mr. Ding.	RMB 10 million (approximately S\$1.9 million).	Shareholder's approval was sought for the Existing RMB200 million Loan under the Subscription Circular and obtained on 5 August 2022.
Accrual of interest amounts payable <sup>(2)</sup> by Fengchi IOT Management Co., Ltd to the associated company of Mr. Ding under the Short-Term Financing Loan, as required by applicable accounting principles.	Mr. Ding.	Mr. Ding is the 100.0% ultimate beneficial shareholder of Shanghai Liuyu Information Technology Co. Ltd	RMB 0.2 million (approximately S\$0.04 million).	The Short-Term Financing Loan was entered into prior to Mr. Ding becoming a Controlling Shareholder of the Company.
Interest-free loan to Fengchi IOT from Shanghai Liuyu Information Technology Co. Ltd <sup>(1)</sup>	Mr. Ding.	Mr. Ding is the 100.0% ultimate beneficial shareholder of Shanghai Liuyu Information Technology Co. Ltd.  Shanghai Liuyu Information Technology Co. Ltd is therefore an associate of Mr. Ding.	RMB 18.1 million (approximately S\$3.4 million).	The Liuyu Loan is a short-term interest-free loan of RMB18.1 million (approximately S\$3.4 million) provided by Liuyu to Fengchi IOT. Pursuant to Rule 909 of the Listing Manual, as the loan is interest-free, there is no amount at risk and therefore, no transaction value.
Payment of rental amounts by Daju Logistics (TianJin) Co., Ltd to Fengchi IOT Management Co., Ltd under the Leases.	Mr. Ding.	Mr. Ding is the 100.0% ultimate beneficial shareholder of Shanghai Liuyu Information Technology Co. Ltd and Shanghai Liuyu Information Technology Co. Ltd is the 51% shareholder of Fengchi IOT Management Co., Ltd.  Fengchi IOT Management Co., Ltd is therefore an associate of Mr. Ding.	RMB 4.7 million (approximately S\$0.87 million) <sup>(2)</sup> .	NA

## 6. Interested person transactions - CONTINUE

Transaction	Name of interested person	Nature of relationship	Aggregate value of transaction	Approval
Tianjin Yixing Intelligent Washing Technology Co., Ltd extend loan to Fengchi IoT	Mr. Ding.	Mr. Ding is the 100.0% ultimate beneficial shareholder of Shanghai Liuyu Information Technology Co. Ltd and Shanghai Liuyu Information Technology Co. Ltd is the 51% shareholder of Fengchi IOT Management Co., Ltd. Fengchi IOT Management Co., Ltd is therefore an associate of Mr. Ding.	RMB 4 million (approximately S\$0.7 million)	NA
For FY2024 Accrual of interest amounts payable <sup>(1)</sup> by Fengchi IOT Management Co., Ltd to the Company under the Existing RMB4 Loan, as required by applicable accounting principles.	Mr. Ding.	Mr. Ding is the 100.0% ultimate beneficial shareholder of Shanghai Liuyu Information Technology Co. Ltd and Shanghai Liuyu Information Technology Co. Ltd is the 51% shareholder of Fengchi IOT Management Co., Ltd. Fengchi IOT Management Co., Ltd is therefore an associate of Mr. Ding.	RMB 18K (approximately S\$3.3K)	NA
For FY2024 Accrual of interest amounts payable <sup>(1)</sup> by Fengchi IOT Management Co., Ltd to the Company under the Existing RMB108 million Loan, as required by applicable accounting principles.	Mr. Ding.		RMB 1.5 million (approximately S\$0.28 million).	Shareholder's approval was sought for the Existing RMB300 million Loan under the Subscription Circular and obtained on 13 August 2024.
Interest-free loan to Daju Logistics (TianJin) Co., Ltd from Shanghai Liuyu Information Technology Co. Ltd.	Mr. Ding.	Mr. Ding is the 100% ultimate beneficial shareholder of Shanghai Liuyu Information Technology Co. Ltd  Shanghai Liuyu Information Technology Co. Ltd is therefore an associate of Mr. Ding.	RMB 1 million (approximately S\$0.19 million).	Note 3

### Notes:

(1) Whilst accrued in accordance with accounting principles, the interest amount will only be payable at the end of the tenure of the Existing RMB200 million Loan, in accordance with its terms.

(2) Under the terms of the Leases, the rental amounts are due every three (3) months, and the next rental amounts will be due and payable by Daju Logistics (TianJin) Co., Ltd to Fengchi IOT Management Co., Ltd by the end of February 2024.

(3) As the loan is interest free, there is no amount at risk.

**7. Confirmation that the issuer has procured undertaking from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1)**

The Company has received undertaking from all its directors and executive officers in the format as set out in Appendix 7.7 under Rule 720(1) of the Listing Manual of the SGX-ST.

**8. Review of performance of the Group – turnover and earnings**

Please refer to Other information 2. Review of performance of the Group.

**9. Disclosure of persons occupying managerial positions who are related to a director, CEO or substantial shareholder**

Pursuant to Rule 704(13) of the Listing Manual, Pavillon Holdings Ltd confirms that there are no persons occupying a managerial position in the Company or in any of its principal subsidiaries who is a relative of a director, chief executive officer or substantial shareholder of the Company.

**Confirmation by the Board**

On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the financial statements for the year ended 31 December 2024 to be false or misleading in any material aspect.

On behalf of the Board of Directors

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**Mr Fan Bin**  
**Executive Chairman**

Singapore  
26-02-2025