

**CHASWOOD RESOURCES HOLDINGS LTD.**  
(Incorporated in the Republic of Singapore)  
(Co. Reg. No. 200401894D)

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**INDEPENDENT AUDITOR'S REPORT ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020**

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The Board of Directors ("**Board**") of Chaswood Resources Holdings Ltd ("**Company**") together with its subsidiaries ("**Group**") wishes to announce that the Company's Independent Auditors, Moore Stephens LLP ("**Independent Auditors**"), have issued its report ("**Independent Auditor's Report**") on the audit of the financial statements of the Group for the financial year ended 31 December 2020 ("**Financial Statements**"), and have issued an "except for" qualified opinion and included an emphasis of matter on the "Material Uncertainty Related to Going Concern" in the Independent Auditor's Report.

The basis for the "except for" qualified opinion was in respect of the limitation of scope on the audit for the financial year ended 31 December 2019 ("**FY2019**") of Chaswood Resources Sdn Bhd and its subsidiaries (collectively "**CRSB Group**"), which have been disposed by the Company in FY2019.

The Independent Auditors' opinion is not modified in respect of the emphasis of matter on the "Material Uncertainty Related to Going Concern".

Please refer to the copy of the Independent Auditor's Report and extracts of the relevant notes to the Financial Statement attached herein.

Shareholders of the Company are advised to read the Independent Auditor's Report and the Financial Statements, which can be found in the Company's Annual Report for FY2020 that will be made available on the SGX-ST's and the Company's corporate websites in due course.

**DIRECTORS' OPINION AND BASIS**

**"Except for" qualified opinion on the FY2019 financial statements of the disposed CRSB Group**

Key consideration resulting in an "except for" qualified opinion issued by the Independent Auditors on the limitation of scope on the audit of CRSB Group was the inability to obtain necessary information and explanations to audit the financial statements of CRSB Group and to carry out alternative procedures to satisfy themselves as to the accuracy of the figures relating to the discontinued operations and disposal of the CRSB Group in FY2019. The disposal of CRSB Group by the Company was completed on 4 October 2019. For FY2020, CRSB Group is no longer part of the Group and its financials were no longer reflected in the Group's FY2020's financial statements. The Company had requested for access to the information on CRSB Group but due to the lack of resources by the disposed CRSB Group, the information request was not able to be provided. This matter was raised in FY2019's audit report and the same matter has been raised again in FY2020's audit report in view that the FY2020's financial statements contain the comparative figures of FY2019. The Company does not expect the same issue to be raised in the next financial year.

**Material uncertainty related to going concern**

The business performance of the Group has been adversely affected in the last few years due to *inter-alia* sales decline and operational losses resulting in the Group undertaking a restructuring exercise to restore the financial position of the Group. The Group's main focus in the last 2 years

has been to complete the ongoing restructuring exercise with the aim to submit a resumption plan to SGX-ST for the trading of the Company's shares to resume since the suspension on 18 June 2018, which will be for the interest of all stakeholders of the Group. The remaining milestones of the restructuring exercise, details of which have been announced by the Company, are as follows:

**(i) Proposed scheme of arrangement with scheme creditors ("SOA")**

To address the remaining liabilities of the Company, a SOA with its creditors was undertaken. During a creditors' meeting held on 30 April 2020, the SOA was approved by a majority in number representing at least 75% of the total value of the scheme creditors present and voting in person or by proxy at the meeting. On 26 June 2020, the Court granted an order that the SOA be approved and the Scheme was thus binding on the Company and its creditors. The SOA was thereafter amended to extend the dateline to 30 June 2021 for the completion of the SOA ("**Amended SOA**"). The Amended SOA obtained the requisite approval from the scheme creditors on 27 November 2020 and the Court provided its approval on 7 December 2020. The proposed amendments to the Scheme relate to the extension of deadline to 30 June 2021 for the completion of the Scheme which includes amongst others, the issuance of the shares to the Scheme Creditors and the trading resumption of the Company's shares. The Company will be obtaining the approval of the shareholders of the Company and SGX-ST for the listing and quotation of the new shares to be issued by the Company to the scheme creditors.

The SOA will address various debt obligations owed by the Company of approximately S\$20.30 million whereby approximately S\$3.65 million of the liability will be converted into share capital of the Company while the remaining liability of approximately S\$16.65 million (approximately RM61.09 million) will be waived. Subsequent to the waiver of the liability pursuant to the SOA, there is an expected remaining net liabilities of approximately RM0.4 million as at end of FY2020 which would be settled in the normal course of business from the expected FY2021's cashflow.

**(ii) Proposed issuance of redeemable convertible note ("RCN")**

The Company had entered into a subscription agreement on 30 November 2019 with Advance Opportunities Fund ("**AOF**") and Advance Opportunities Fund I ("**AOF I**") (AOF and AOF I shall collectively be known as the "**Subscribers**") pursuant to which the Company proposes to issue to the Subscribers 1.0% equity-linked RCN due 2022 with an aggregate principal amount of up to S\$50.0 million. The proceeds will be utilized for the funding of the Group's working capital and future expansions and investments. The issuance of the RCN is subject to fulfilment of certain conditions precedent which includes *inter-alia* the share trading resumption. On 19 November 2020, the Company had entered into a supplemental agreement with the Subscribers for the last date to satisfy the conditions precedent to be extended to 31 May 2021.

While working towards the completion of the restructuring exercise, the Group has also continued to drive the remaining business and undertook cost cutting measures to improve the Group's performance. Despite the Covid-19 pandemic which has impacted most businesses globally, the Group recorded a net profit after tax of approximately RM0.2 million in FY2020.

The component auditor for the Company's main subsidiary, Bistro Italiana (TC) Sdn Bhd, has issued an audit report which states that the FY2020's financial statement gives a true and fair view of the financial position of the company as at 31 December 2020 with no indication on material uncertainty related to going concern.

The Board is of the opinion that, barring unforeseen circumstances, and subject to the successful outcome of *inter-alia* the above-mentioned restructuring exercise and market conditions, the Group will be able to continue as a going concern with sufficiency of working capital for its requirements for the next 12 months upon the completion of the restructuring exercise. Barring unforeseen circumstances, the Board expects the cashflow position of the Group will be further

strengthened with the Group's expansion plan from the opening of new outlets and new franchise business targeted towards end of the first half of 2021. The Board also expects the working capital of the Group will be funded by the issuance of the RCN upon satisfaction of the necessary conditions precedent.

Further announcements will be made by the Company and the Board via SGXNET as and when there are material developments on the above matters, in compliance with the Catalist Rules of the SGX-ST.

The Board confirms that to their best knowledge, all material disclosures, facts and information (including but not limited to disclosures pertaining to operations and business of the Group, the going concern and the restructuring exercise) have been provided and announced and are not aware of any facts, information or disclosures, the omission of which would make any statement in this announcement or disclosures misleading.

BY ORDER OF THE BOARD

ANDREW ROACH REDDY  
Managing Director  
14 April 2021

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Asian Corporate Advisors Pte. Ltd. (the "Sponsor"), in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("Exchange") Listing Manual Section B: Rules of Catalist for compliance with the relevant rules of the Exchange. The Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.*

*This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Mr Liao H. K.  
Telephone number: 6221 0271*

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**

**CHASWOOD RESOURCES HOLDINGS LTD  
(No: 200401894D)**

**(Incorporated in Singapore)**

**Report on the Audit of the Financial Statements**

**Qualified Opinion**

We have audited the financial statements of Chaswood Resources Holdings Ltd (the "Company") and its subsidiaries (collectively the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2020 and consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

**Basis for Qualified Opinion**

Our Auditor's Report dated 11 June 2020 on the consolidated financial statements for the previous year ended 31 December 2019 contained a disclaimer opinion. We discuss below the matters that gave rise to the disclaimer of opinion in respect of the financial statements for the year ended 31 December 2019, insofar as it impacts both the corresponding and current year's figures recorded and disclosed in the financial statements for the year ended 31 December 2020.

As disclosed in the financial statements in respect of the financial year ended 31 December 2019, the Group had successfully disposed of the Chaswood Resources Sdn Bhd and its subsidiaries ("CRSB Group"), save for Bistro Italiana (TC) Sdn Bhd ("BI(TC)") now held directly by the Company, on 4 October 2019. Included in the Group's consolidated income statement for the financial year ended 31 December 2019 was the loss for the year from discontinued operations of RM13,818,000, inclusive of the loss on disposal of RM11,431,000 arising from the divestment of the CRSB Group, determined based on the unaudited financial statements of the CRSB Group up to the date of disposal.

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**CHASWOOD RESOURCES HOLDINGS LTD**

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**Basis for Qualified Opinion (cont'd)**

We were not provided with the information and explanations that we considered necessary to audit the financial statements of the CRSB Group. We were also unable to carry out alternative audit procedures to satisfy ourselves as to the accuracy of the loss for the year ended 31 December 2019 from discontinued operations of RM13,818,000, including the loss on disposal of RM11,431,000 arising from the disposal of the CRSB Group and the reclassification of translation reserves to profit and loss amounting to RM31,516,000. Consequently, we were unable to determine whether any adjustments and/or additional disclosures to the financial statements were necessary in relation to the audit for the year ended 31 December 2019.

In view of the above, we were unable to determine whether any adjustments were necessary in respect of the financial statements for the previous financial year ended 31 December 2019. Our opinion on the current year's financial statements of the Group is also modified because of the possible effect of this matter on the comparability of the current year's figures and corresponding figures.

**Material Uncertainty Related to Going Concern**

We draw your attention to Note 3(a) to the financial statements: as of 31 December 2020, the Group and Company have net liabilities of RM61,466,000 (2019: RM61,049,000) and RM61,094,000 (2019: RM60,464,000) respectively. Furthermore, the Group and Company have net current liabilities of RM62,636,000 (2019: RM62,311,000) and RM61,094,000 (2019: RM60,464,000) respectively.

The above conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's and the Company's ability to continue as a going concern.

The ability of the Group and the Company to continue as a going concern is dependent on the successful outcome of the matters set out in Note 3(a) to the financial statements together with the future profitability of the operations of the Group.

If the Group and Company are unable to continue in operational existence for the foreseeable future, the Group and the Company may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the ordinary course of business and at amounts which could differ significantly from the amounts at which they are currently stated in the consolidated statement of financial position of the Group and the statement of financial position of the Company. No such adjustments have been made to these financial statements. Our opinion is not modified in respect of this matter.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**

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**Other Matter**

Our audit opinion for the year ended 31 December 2019 included another matter in respect of the accuracy and completeness of the opening balances as at 1 January 2019 of trade and other payables of BI(TC). This matter has been satisfactorily resolved in the current financial year.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section and Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our report.

<b>Key Audit Matter</b>	<b>How our audit addressed the key audit matter</b>
<p><b>Valuation of property and equipment</b></p> <p>We refer to Note 4 and Note 12 to the consolidated financial statements. The Group has property and equipment of RM2,091,000 as at 31 December 2020.</p> <p>Management reviews for any indicators of impairment on its property and equipment at year end. An impairment exists when the carrying amount of the property and equipment is higher than its recoverable amount, which is the higher of fair value less costs to sell and value in use.</p> <p>This is a key audit matter as the assessment of indicators of impairment and where such indicators exist, the determination of the recoverable amount, requires significant management judgement.</p>	<p><u>Our audit response:</u></p> <p>We have performed the following key audit procedures:</p> <ul style="list-style-type: none"><li>▪ Reviewed management's assessment by considering current internal and external sources of information for any indication that the property and equipment may be impaired;</li><li>▪ Assessed the reasonableness of key assumptions used in the cash flow projections. We also evaluated the reasonableness of growth rates and discount rate by comparing these against historical performance and externally derived data; and</li><li>▪ Performed sensitivity analysis on the related key assumptions used in management's computation.</li></ul> <p><u>Our audit findings:</u></p> <p>We found management's assessment of the valuation of property and equipment to be reasonable and the disclosures to be appropriate.</p>

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**

### **CHASWOOD RESOURCES HOLDINGS LTD**

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#### **Other Information**

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

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

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

#### **Responsibilities of Management and Directors for the Financial Statements**

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

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

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

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

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**

**CHASWOOD RESOURCES HOLDINGS LTD**

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**Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)**

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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**Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)**

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

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

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

**Report on Other Legal and Regulatory Requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr Christopher Bruce Johnson.

**Moore Stephens LLP**  
Public Accountants and  
Chartered Accountants

Singapore

14 April 2021

**CHASWOOD RESOURCES HOLDINGS LTD**  
**(Incorporated in Singapore)**

**AND ITS SUBSIDIARIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020**

**3. Summary of Significant Accounting Policies**

*(a) Basis of Presentation*

The financial statements have been prepared in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards International (“SFRS(I)”). These financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The financial statements have been prepared in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards International (“SFRS(I)”). These financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

**Going concern**

Notwithstanding that the Group has made a profit after tax of RM249,000 (2019: loss after tax of RM20,956,000) for the financial year ended 31 December 2020, as at that date the Group and Company have net liabilities of RM61,466,000 (2019: RM61,049,000) and RM61,094,000 (2019: RM60,464,000) respectively. Furthermore, the Group and Company have net current liabilities of RM62,636,000 (2019: RM62,311,000) and RM61,094,000 (2019: RM60,464,000) respectively.

These factors indicate the existence of material uncertainties which may cast significant doubt about the Group’s and the Company’s ability to continue as a going concern.

The Group is currently undergoing a restructuring exercise which involves the following:

i) Issuance of redeemable convertible notes

On 30 November 2019, the Company entered into a subscription agreement with Advance Opportunities Fund and Advance Opportunities Fund 1 (collectively be known as the “Subscribers”) for issuance of 1% equity-linked redeemable convertible notes due in 2022 with an aggregate principal amount of up to S\$50,000,000. On 19 November 2020, the Company and the Subscribers have entered into a supplemental agreement for the last date to satisfy the conditions precedent to be extended to 31 May 2021. The proceeds will be utilised for the funding of the Group’s working capital and future expansions and investments.

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

**3. Summary of Significant Accounting Policies (cont'd)**

**(a) Basis of Presentation (cont'd)**

**Going concern (cont'd)**

ii) Proposed scheme of arrangement with creditors (“Proposed SOA”)

To address the remaining liabilities of the Company, a Proposed SOA was undertaken by the Company. During a creditors’ meeting held on 30 April 2020, the Proposed SOA was approved by a majority in number representing at least 75% of the total value of the scheme creditors present and voting in person or by proxy at the meeting. The Court has on 26 June 2020 granted an order that the Proposed SOA be approved pursuant to sections 210 (3AA) and 210 (3AB) of the Companies Act (Cap. 50) (“Act”) (“Scheme Order”). Pursuant to the Scheme Order, the Scheme is binding on the Company and its creditor.

During a creditors’ meeting held on 27 November 2020, amendments to the Proposed SOA (“Amended Scheme”) obtained the requisite approval from the scheme creditors and on 7 December 2020, the Court granted an order that the Amended Scheme be approved (“New Order”). The Amended Scheme relates to the extension of deadline to 30 June 2021 for the completion of the Scheme which includes amongst others, the issuance of the shares to the Scheme Creditors and the trading resumption of the Company’s shares. Pursuant to the New Order, the Amended Scheme is binding on the Company and its creditors.

Further and in accordance with the Amended SOA, the Company will be obtaining the approval of the shareholders of the Company and SGX-ST for the listing and quotation of the new shares to be issued by the Company to the Scheme Creditors. The Proposed SOA would address the various debt obligations owed by the Company of approximately S\$20,300,000 (equivalent to RM61,094,000) to its creditors.

The completion of the above milestones will also facilitate the resumption proposal to be submitted to the SGX-ST and thereafter provide better value to the stakeholders with the completion of the restructuring exercise.

If the Group and Company are unable to continue in operational existence for the foreseeable future, the Group and the Company may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the ordinary course of business and at amounts which could differ significantly from the amounts at which they are currently stated in the consolidated statement of financial position of the Group and the statement of financial position of the Company. No such adjustments have been made to these financial statements.

**CHASWOOD RESOURCES HOLDINGS LTD**  
**(Incorporated in Singapore)**

**AND ITS SUBSIDIARIES**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

**3. Summary of Significant Accounting Policies (cont'd)**

*(b) Basis of Presentation (cont'd)*

**Going concern (cont'd)**

Notwithstanding the above, the Group is expected to continue in operation and generate sufficient cashflows from the existing operations to meet the working capital needs for the foreseeable future, a period of not less than twelve months from the date of the financial statements. In addition, the cashflow position of the Group will also be further strengthened with the Group's expansion plan from the opening of new outlets and new franchise business.