



**ADVANCING
STEADFASTLY
INTO THE FUTURE**



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PROXY FORM



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

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

CORPORATE PROFILE

Hosen Group was established in the 1970s and has since grown to become one of Asia's leading importers, exporters and distributors of fast-moving consumer goods ("FMCG"), specialising in processed food.

The Company adopted the name Hosen Group Ltd when it went public on the Singapore Stock Exchange in September 2004.

Hosen Group, through its subsidiaries in Singapore, Malaysia and China, has developed over the past 50 years an extensive and robust distribution network that spans across Asia, Europe, Middle East, Africa and the Oceanic countries. Today, Hosen's house brands of products can be found in various continents of the world.

Besides our strength in developing distribution network, the Company has also honed its skills in brand management and product development.

Our Brands are renowned for its premium quality products at affordable prices. HOSEN® brand, our key house brand, has won many accolades and bagged numerous awards over the years, including the Most Promising Brand Award and Superbrands Awards. The Company has also been awarded Singapore 1000 Company (Public Listed) for consecutive years.

Our Hosen® brand carries a wide range of fruits, vegetables, condiments and beverages in various packaging such as can, bottle and pouch. The Fortune® brand carries an exquisite range of high-quality canned seafood such as braised abalone and various types of shellfish. The Group also owns the Highway® Brand that carries canned meat and breakfast spreads. In 2013, LaDiva® brand was launched to cater to a growing demand for western product lines. The Sincero® and Calbuco® brands carry chocolate products with various contents packed in bottle, pouch and tin while Cocoa Grande® brand carries semi-finished and finished industrial chocolate products.

Over the decades, the Company has built an extensive distribution network managed by an experienced team.

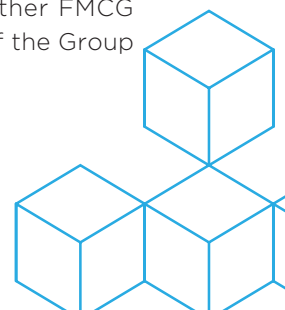
Our Retail Team showcases our products in the supermarkets, warehouse clubs, online malls and convenience stores. Our direct presence at retail stores enable us to launch new products and gather first-hand consumer response within a short period of time. This is a critical domain for us in this FMCG industry to create and innovate new products.

Our Food Service Divisions in Singapore, Malaysia and China service hotels, restaurants, airlines, clubs, caterers, cafes, ship-chandlers, bakeries and dessert chain stores. With the evolving changes in the businesses of these customer groups, we have, beyond product supplies and prompt services, engaged customers in the area of product development and other value-added services.

Our Export Division has, over the years, developed a good client base in our overseas network, spanning more than 40 countries, and gained a reputation of delivering high quality products and excellent services. The Company has leveraged on this strength and has also taken on the role of a service provider for procurement and logistic requirements for our established customers.

In 2015, the Company established a Malaysia subsidiary in Senai, being the first manufacturing arm of the Group, to develop, process, trade and distribute house brand and new chocolate products for both retail and industrial uses.

The Group will continue to provide an efficient, innovative and cost-effective distribution network in the domestic and international markets to supply and distribute our house brands and other FMCG products thereby enhancing the value of the Group and its stakeholders.





The Board has recommended a tax-exempt one-tier first and final dividend of 0.20 Singapore cents per ordinary share for FY2023.

MESSAGE FROM CHAIRMAN AND CEO

Our house brands continued to form the bulk of the Group's revenue. More than 83.2% of the Group's revenue in FY2023 was generated by our house brand products, up from 79.5% in FY2022.

DEAR SHAREHOLDERS

It is our pleasure to present to you the Annual Report of Hosen Group Ltd (the "Company", and together with its subsidiaries, the "Group") for the financial year ended 31 December 2023 ("FY2023").

The global economic recovery from the pandemic has been slow and uneven. This is further exacerbated by the ongoing wars in Ukraine and Gaza and geopolitical tensions and decoupling. According to the recent publication by the International Monetary Fund, global growth is forecast to slow from 3.5% in 2022 to 3.0% in 2023 and 2.9% in 2024. The combination of sluggish economic growth, elevated interest rates and still stubborn inflation set a challenging environment for the Group in FY2023. These translated into higher raw material and production costs and increased food prices as well as increased interest and financing costs. As a result, the Group recorded a lower revenue of S\$67.30 million for FY2023 compared to S\$74.06 million for the financial year ended 31 December 2022 ("FY2022"). Our sales demand and sales volume in both the local and overseas markets, excluding Malaysia, were lower. Gross profit declined by S\$1.38 million to S\$14.97 million. Whilst we managed to reduce expenses due to lower selling and distribution expenses and fluctuation in foreign exchange, the Group recorded a lower profit attributable to owners of the parent of S\$0.99 million in FY2023. Nevertheless, the Group was able to generate strong operating cashflows of more than S\$7.33 million in FY2023 which allowed us to reduce our financing commitments.

Our house brands, including Hosen, Fortune, Highway, LaDiva, Hula, Sincero, Calbuco, Cocoa Grande and others, continued to form the bulk of the Group's revenue. More than 83.2% of the Group's revenue in FY2023 was generated by our house brand products, up from 79.5% in FY2022. In terms of geographical income, 77.0% of our revenue in FY2023 was derived from the operations in Singapore and Malaysia, maintaining a similar level as in the previous year.

OUTLOOK

Global high inflation rates, elevated interest costs and slower economic growth are likely to continue in the foreseeable future. The Group expects sales demand to stay subdued as a result of the rising raw material costs and financing costs. While the economic condition is expected to be challenging, the Group will actively manage its cost and improve its operation efficiency. At the same time, the Group will continue to explore more business opportunities, both locally and overseas.

DIVIDEND

The Board has recommended a tax-exempt one-tier first and final dividend of 0.20 Singapore cents per ordinary share for FY2023 for approval by shareholders of the Company at the forthcoming Annual General Meeting.

APPRECIATION

On behalf of the Board of Directors (the "Board"), we would like to extend our appreciation to our management and staff for their contributions and dedication to the Group. We also wish to thank our business partners, customers, bankers and shareholders for their continued support and trust in us throughout the years. We are glad that Mr Yau Thiam Hwa has joined our Board in FY2023 and look forward to his contribution. The Board would like to express its appreciation to Mr Lim Heng Seng, who resigned in October 2023 to pave the way for Board refreshment, for his dedicated service and invaluable contribution to the Company over the past years.

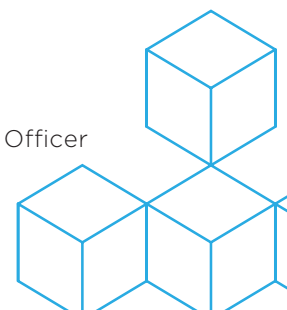
Lastly, our utmost gratitude to our fellow Board members for their wise counsel and guidance on various matters.

WEE PIEW

Non-Executive Independent Chairman

LIM HAI CHEOK

Executive Director and Chief Executive Officer



OPERATIONS REVIEW

BUSINESS REVIEW

The Group experienced lower sales demand and sales volume on the back of high inflationary and elevated interest rates conditions. The increase in administrative expenses and finance costs post challenges to the Group. Despite a drop in overall sales, our revenue for the House Brands products over the Group's revenue increased in proportion from approximately 79.47% to 83.24% on year-on-year basis as the Group focused on the sales of House Brands products.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

The Group recorded a lower revenue of S\$67.30 million for the financial year ended 31 December 2023 ("FY2023") as compared to S\$74.06 million for the financial year ended 31 December 2022 ("FY2022"). The decrease of S\$6.76 million or 9.1% in revenue was mainly due to decrease in sales volume from lower demand likely arising from higher inflation and rising global interest rates and lower sales from Malaysia as a result of depreciation in Ringgit Malaysia.

Gross profit decreased by S\$1.38 million to S\$14.97 million in FY2023 mainly due to decrease in revenue. There is no significant variance in the gross profit margin for both periods which stood at 22.24% in FY2023 and 22.08% in FY2022.

Other income increased by S\$0.07 million to S\$0.97 million in FY2023 mainly due to the new rental income stream in FY2023 from leasing out two storeys in our new building in Singapore in second half of FY2022, which was partially offset by decrease of government grant in FY2023.

Selling and distribution expenses decreased by S\$0.22 million to S\$2.98 million in FY2023 from S\$3.20 million in FY2022 due to lesser expenses spent on promotion and logistic costs which commensurate with the reduced sales.

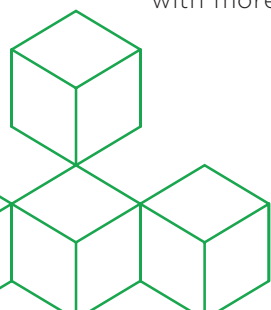
Administrative expenses increased by S\$0.12 million to S\$8.14 million in FY2023 from S\$8.02 million in FY2022 mainly due to higher staff cost with more headcount.

Other expenses decreased by S\$0.77 million to S\$2.74 million in FY2023 from S\$3.51 million in FY2022 mainly due to lesser foreign exchange loss partially offset with increase in provision for stock and stock written off in FY2023.

Loss allowance on third-party trade and other receivables of S\$0.02 million was reversed in FY2023, following the recovery of debts, as compared to S\$0.07 million which comprised of doubtful debts arising from the customers and expected credit loss allowance made in FY2022.

Finance costs increased by S\$0.02 million to S\$0.46 million in FY2023 from S\$0.44 million in FY2022 mainly due to higher interest rate in FY2023.

As a result, the Group recorded a net profit attributable to owners of the parent of S\$0.99 million in FY2023 as compared to a net profit attributable to owners of the parent of S\$1.21 million in FY2022.





The Group generated strong operating cashflows of more than S\$7.33 million in FY2023 which allowed us to reduce our financing commitments



OPERATIONS REVIEW

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The Group's net assets were S\$33.45 million as at 31 December 2023, compared to S\$33.60 million as at 31 December 2022. The net decrease of S\$0.15 million was mainly a net result of the profit earned in FY2023 lesser than the effect of exchange differences on translating foreign operations and dividend paid.

The significant changes to the Condensed Interim Consolidated Statement of Financial Position were as follows:-

Property, plant and equipment as at 31 December 2023 decreased by S\$0.81 million from 31 December 2022 mainly attributable to the depreciation in FY2023.

Inventories decreased by S\$1.93 million to S\$15.79 million as at 31 December 2023 mainly due to lower inventory level maintained by the Group at the end of FY2023 as the Chinese New Year 2024 ("CNY2024") falls later than Chinese New Year 2023 ("CNY2023").

Trade and other receivables decreased by S\$3.40 million to S\$12.76 million as at 31 December 2023 due to lesser sales made before the year end as the CNY2024 came slightly later as compared to CNY2023, and rebates claimable from a supplier in FY2022 which was billed in early FY2023.

Other current assets, representing the right to the recovered goods for sales returns by customers, decreased to S\$0.88 million as at 31 December 2023 from S\$0.99 million as at 31 December 2022 mainly due to the lesser sales of goods.

Trade and other payables in current liabilities and other payables in non-current liabilities increased by S\$0.06 million to S\$7.17 million as at 31 December 2023 mainly due to the Group has more payables not yet due as at FY2023.

Refund liabilities represents the liabilities for arising from return of goods and sales rebates. It decreased to S\$1.66 million as at 31 December 2023 from S\$1.92 million as at 31 December 2022 which was in line with the decrease in other current assets.

Lease liabilities in current liabilities and non-current liabilities in aggregate increased by S\$0.11 million to S\$2.53 million as at 31 December 2023 mainly due to adjustment on lease obligations of JTC rent for the new building in Singapore which was partially offset by the repayment of lease obligations of motor vehicles.

Bank borrowings in current liabilities decreased by S\$5.80 million to S\$6.42 million as at 31 December 2023 as a result of lesser borrowings required to service reduced levels of trade and other receivables and inventories in the Group as at 31 December 2023.

Bank borrowings in non-current liabilities decreased by S\$0.13 million to S\$0.68 million as at 31 December 2023 from S\$0.81 million as at 31 December 2022 mainly due to repayment of term loan for the property in Malaysia.

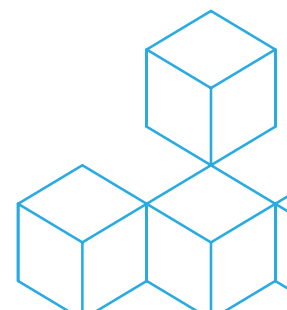
CONSOLIDATED STATEMENT OF CASH FLOWS

Cash and cash equivalents stood at S\$5.41 million as at 31 December 2023. Out of the cash and cash equivalents, S\$7.33 million was from operating activities, S\$0.25 million was used in investing activities and S\$6.94 million was used in financing activities.

The net cash generated from operating activities mainly comprised the operating cash flows before working capital changes of S\$3.85 million, decrease in inventories by S\$0.91 million, decrease in trade and other receivables by S\$3.16 million, increase in trade and other payables by S\$0.35 million, and income tax paid of \$0.81 million.

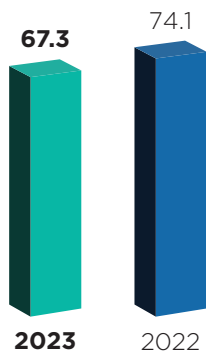
The net cash used in investing activities was mainly attributable to the acquisition of property, plant and equipment of S\$0.30 million.

The net cash used in financing activities was mainly due to dividend paid of S\$0.65 million, interest paid of S\$0.46 million and net repayment of bank borrowings of S\$5.71 million in FY2023.

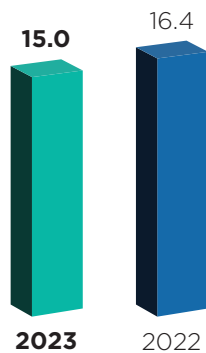


FINANCIAL HIGHLIGHTS

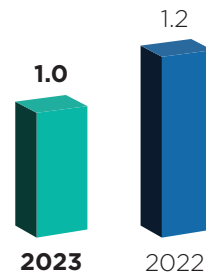
REVENUE (S\$'M)



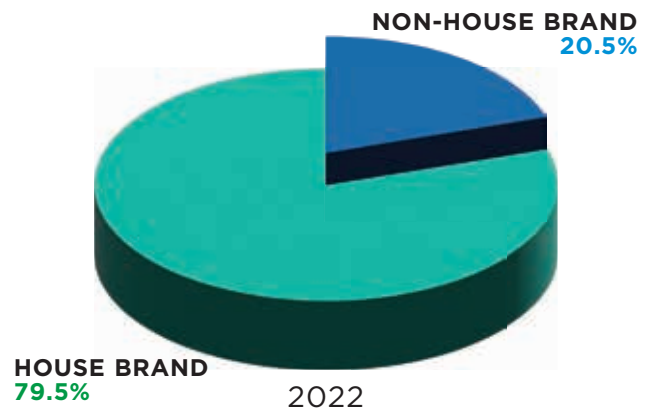
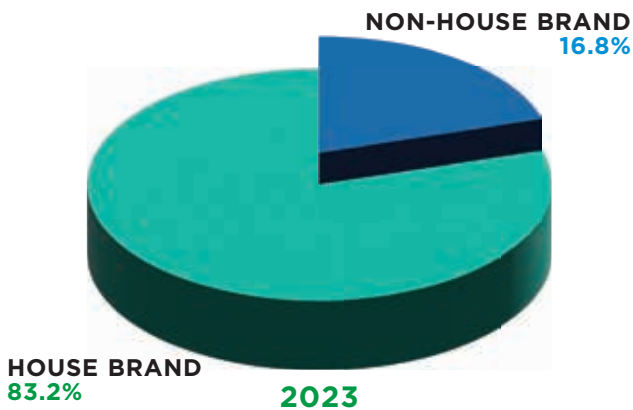
GROSS PROFIT (S\$'M)



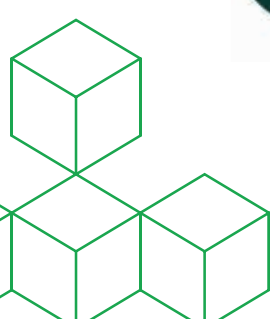
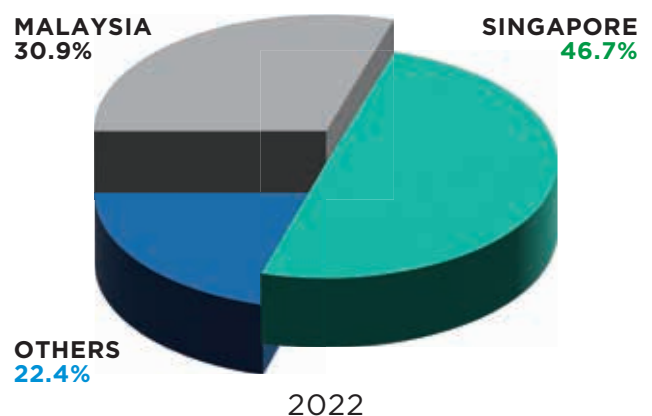
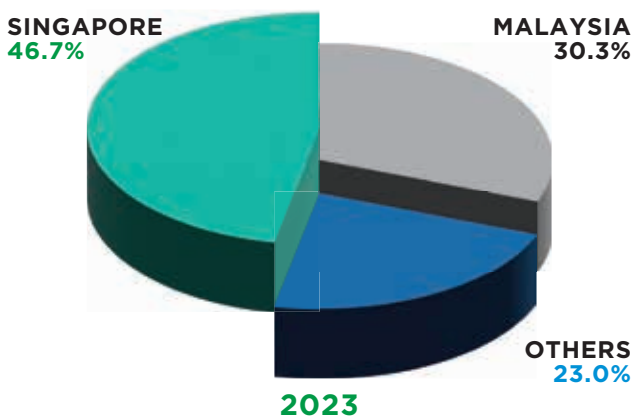
PROFIT FOR THE FINANCIAL YEAR (S\$'M)



REVENUE BY OPERATING SEGMENT



REVENUE BY GEOGRAPHICAL SEGMENT



BOARD OF DIRECTORS

MR WEE PIEW

Non-Executive Independent Chairman

Mr Wee Piew was appointed Non-Executive Independent Director of the Company on 5 July 2004 and was re-designated as Non-Executive Independent Chairman on 3 April 2017. He is also Chairman of the Audit and Remuneration Committees, and a member of the Nominating Committee.

Mr Wee has extensive experience in senior management as he was the CEO and Executive Director of three public listed companies in Singapore - PSL Holdings Ltd, HG Metal Manufacturing Ltd and Kian Ho Bearings Ltd. Mr Wee was also a director in other public listed companies. Prior to his corporate experience, he was in corporate banking for more than 10 years with DBS Bank, ABN AMRO Bank and Vereinsbank. Mr Wee holds a Bachelor of Accountancy (Honours) from the National University of Singapore. He was a Fellow of the Institute of Singapore Chartered Accountants from 2004 to 2017.

MR LIM HAI CHEOK

Executive Director and Chief Executive Officer

Mr Lim Hai Cheok is the co-founder of the Group and Chief Executive Officer of the Company. Mr Lim was appointed Executive Director of the Company on 15 March 2004. He is also a member of the Nominating Committee. He has served as Managing Director of Hock Seng Food Pte Ltd ("HSF") since its incorporation as a private limited company in 1982. Mr Lim is in charge of formulating the strategic direction and growth of the Group. Prior to starting his own business, Mr Lim was involved in his family provision store business. He has more than 40 years' experience in the FMCG market in Singapore, and was instrumental in the growth of the Group. Mr Lim is the spouse of Chong Poh Soon, father of Lim Hock Chye Daniel and brother of Lim Kim Eng.

MS LIM KIM ENG

Executive Director

Ms Lim Kim Eng Susan joined the Group in 1982 and was appointed as an Executive Director of HSF in 1994. She was appointed Executive Director of the Company on 5 July 2004. Ms Lim is in charge of the Group's re-export business, parallel imported products, procurement and sales of third-parties' FMCG products, shipping, insurance and liaising with bankers. Over the years, Ms Lim has been instrumental in developing the Group's network of overseas customers and suppliers. Ms Lim is the sister of Lim Hai Cheok, sister-in-law of Chong Poh Soon and aunt of Lim Hock Chye Daniel.

MR LIM HOCK CHYE DANIEL

Executive Director

Mr Lim Hock Chye Daniel joined the Group in 1997 and was appointed Executive Director on 15 March 2004. Mr Lim is responsible for the brand building, procurement, and international sales of the Group's portfolio of brands. He is also in charge of formulating the strategic direction and growth of the chocolate business. Mr Lim graduated from Hawaii Pacific University in 1994 with a Bachelor of Science in Business Administration. Mr Lim is the son of Lim Hai Cheok and Chong Poh Soon and nephew of Lim Kim Eng.

MR LEONG KA YEW

Non-Executive Independent Director

Mr Leong Ka Yew was appointed Non-Executive Independent Director of the Company on 28 December 2020. Mr Leong is the Chairman of the Nominating Committee and also a member of the Audit and Remuneration Committees.

He is currently a consultant to Aptus Law Corporation. He was a director of Aptus Law Corporation from 2006 to 2020. His areas of practice include corporate law.

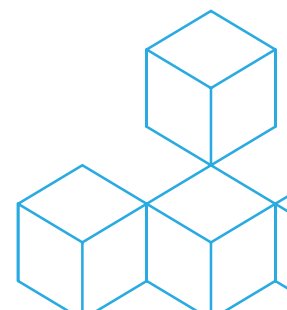
Mr Leong holds a Bachelor of Laws (Honours) degree from National University of Singapore.

MR YAU THIAM HWA

Non-Executive Independent Director

Mr Yau Thiam Hwa was appointed Non-Executive Independent Director of the Company on 10 August 2023. Mr Yau is also a member of the Audit, Nominating and Remuneration Committees.

Mr Yau is currently a CFO of Megachem Limited where he takes responsibility for all financial matters including financial and treasury planning, financial risk management and investor relations. He had several years of corporate banking experience prior to joining Megachem. Mr Yau holds a bachelor degree in Business Administration from the National University of Singapore, majoring in finance and is also a member of the Institute of Singapore Chartered Accountants.



KEY MANAGEMENT

MADAM CHONG POH SOON

Senior Director

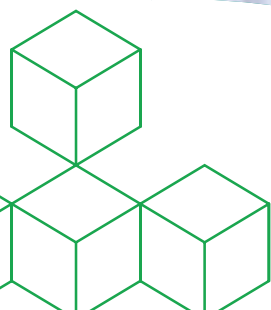
Madam Chong Poh Soon is the co-founder of the Group, and was appointed Executive Director of the Company on 5 July 2004. She resigned from the Board of Directors on 28 December 2020 and was redesignated as Senior Director as her working title in order to pave the way for board refreshment. She has served as a Director of HSF since its incorporation in 1982. She is responsible for the Group's procurement and logistics. Madam Chong has more than 40 years' experience in the trading of canned products industry. Madam Chong is the spouse of Lim Hai Cheok, mother of Lim Hock Chye Daniel and sister-in-law of Lim Kim Eng.

MR TAN SIAN LEONG

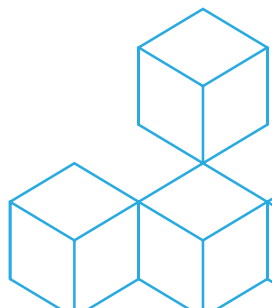
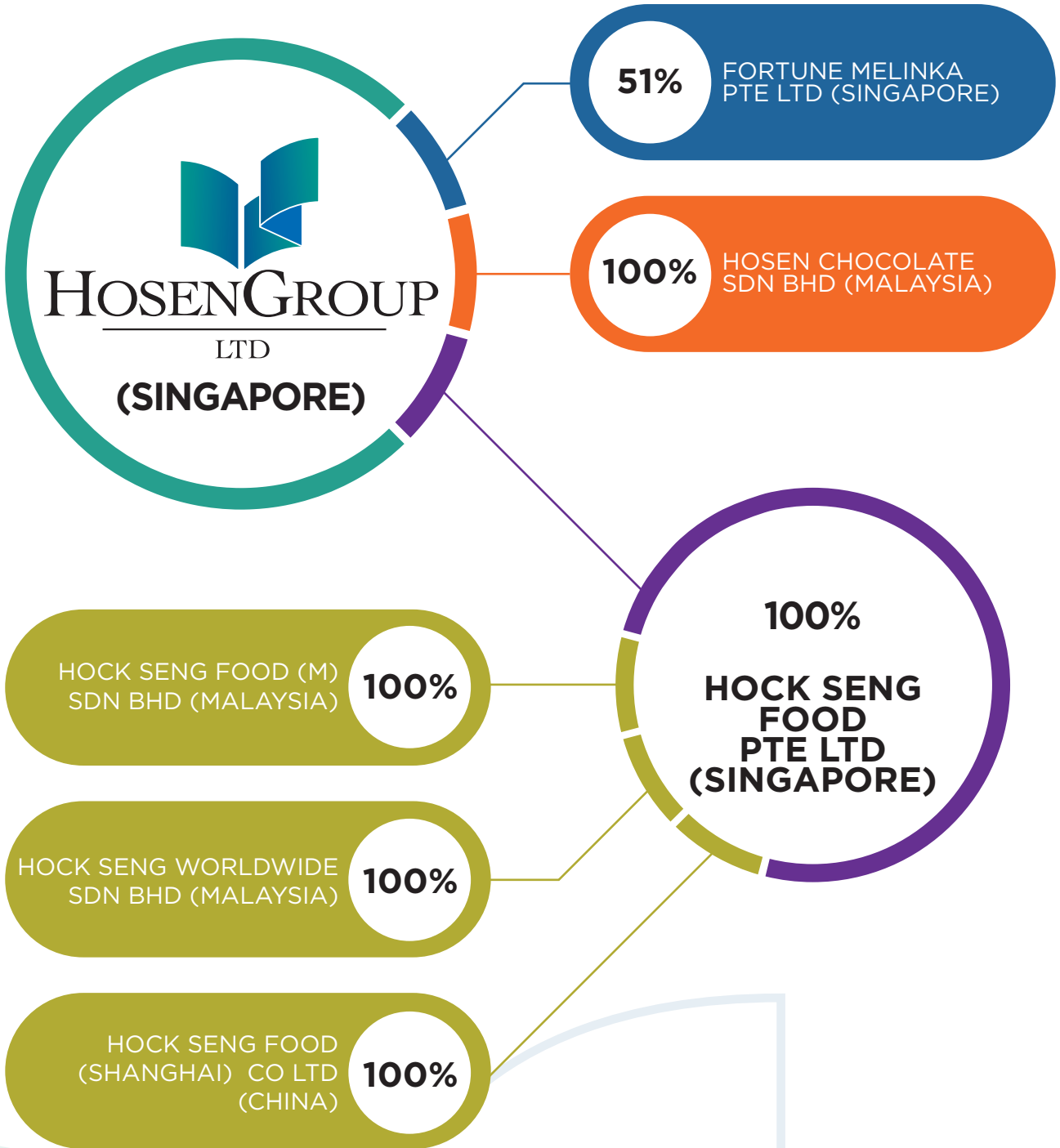
Chief Financial Officer

Mr Tan Sian Leong joined the Group as Chief Financial Officer on 24 April 2023. He is responsible for the corporate finance, financial management and finance matters of the Group.

Mr Tan has extensive experience in strategic planning, corporate reporting, structuring and finance. He worked as head of finance in listed and private companies and also worked in reputable audit firms. He obtained a degree of Master of Business Administration from University of Melbourne and a professional certificate from Association of Chartered Certified Accountants ("ACCA"). He is a member of the Institute of Singapore Chartered Accountants and a fellow member of ACCA.



GROUP STRUCTURE





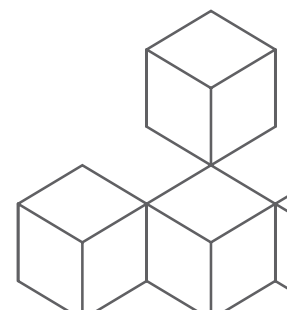
CORPORATE GOVERNANCE REPORT

DISCLOSURE TABLE FOR ANNUAL REPORT IN COMPLIANCE TO THE CODE OF CORPORATE GOVERNANCE 2018 AND CATALIST RULES

The Board of Directors (the “**Board**” or the “**Directors**”) of Hosen Group Ltd. (the “**Company**”) together with its subsidiaries (the “**Group**”) are committed to maintaining high standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater accountability, transparency, sustainability and achieving long-term sustainable business performance and maximisation of long-term shareholder value.

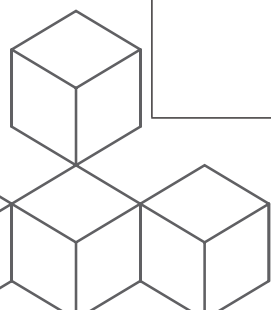
This report outlines the Company’s corporate governance practices that were in place during the financial year ended 31 December 2023 (“**FY2023**”), with specific reference made to the principles of the Code of Corporate Governance 2018 (the “**Code**”).

Provision	Code and/or Guide Description	Company’s Compliance or Explanation
General	(a) Has the Company complied with all the principles and guidelines of the Code? If not, please state the specific deviations and alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.	Save as otherwise disclosed, the Company has complied with the principles and guidelines as set out in the Code, where applicable. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code.
	(b) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the guidelines of the Code?	The Company did not adopt any alternative corporate governance practices in FY2023 other than those explained in this report.



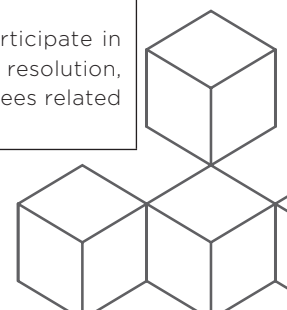
CORPORATE GOVERNANCE REPORT

Provision	Code and/or Guide Description	Company's Compliance or Explanation																
BOARD MATTERS																		
The Board's Conduct of Affairs																		
1.1	What is the role of the Board?	<p>The Board has six (6) members as at the end of FY2023 and comprises the following:</p> <table border="1"> <thead> <tr> <th colspan="2">Table 1.2 - Composition of the Board</th> </tr> <tr> <th>Name of Director</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Wee Piew</td> <td>Non-Executive Independent Chairman</td> </tr> <tr> <td>Lim Hai Cheok</td> <td>Executive Director and Chief Executive Officer (the "CEO")¹</td> </tr> <tr> <td>Lim Kim Eng</td> <td>Executive Director</td> </tr> <tr> <td>Lim Hock Chye Daniel</td> <td>Executive Director</td> </tr> <tr> <td>Leong Ka Yew</td> <td>Non-Executive Independent Director</td> </tr> <tr> <td>Yau Thiam Hwa</td> <td>Non-Executive Independent Director</td> </tr> </tbody> </table> <p>1. As part of succession planning, Mr Lim Hock Chye Daniel will assume the role of CEO from Mr Lim Hai Cheok with effect from 1 May 2024. Subsequent to Mr Lim Hock Chye Daniel's appointment as the CEO, Mr Lim Hai Cheok will be redesignated from the CEO to an Executive Director.</p> <p>The Board is entrusted to lead and oversee the Company, with the fundamental principle to act in the best interest of the Company. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture and ensures proper accountability within the Company. In addition to its statutory duties, the Board's principal functions are:</p> <ul style="list-style-type: none"> • supervising the management of the business and affairs of the Group; • reviewing the financial performance of the Group; • approving corporate and strategic directions; • setting up the broad policies and financial objectives of the Group; • overseeing the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance; • approving the appointments to the Board, various Board committees and key management personnel; 	Table 1.2 - Composition of the Board		Name of Director	Designation	Wee Piew	Non-Executive Independent Chairman	Lim Hai Cheok	Executive Director and Chief Executive Officer (the "CEO") ¹	Lim Kim Eng	Executive Director	Lim Hock Chye Daniel	Executive Director	Leong Ka Yew	Non-Executive Independent Director	Yau Thiam Hwa	Non-Executive Independent Director
Table 1.2 - Composition of the Board																		
Name of Director	Designation																	
Wee Piew	Non-Executive Independent Chairman																	
Lim Hai Cheok	Executive Director and Chief Executive Officer (the "CEO") ¹																	
Lim Kim Eng	Executive Director																	
Lim Hock Chye Daniel	Executive Director																	
Leong Ka Yew	Non-Executive Independent Director																	
Yau Thiam Hwa	Non-Executive Independent Director																	



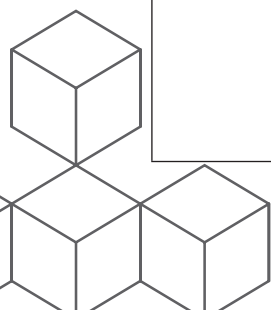
CORPORATE GOVERNANCE REPORT

Provision	Code and/or Guide Description	Company's Compliance or Explanation																												
		<ul style="list-style-type: none"> reviewing merger, acquisition and disposal transactions; approving annual budgets and major funding proposals; assuming responsibility for corporate governance; and reviewing and holding the Management accountable for its performance. <p>All Directors are required to avoid situations where their own personal or business interests may conflict or appear to conflict with the interest of the Company. Where a Director has a conflict of interest, or it appears that he/she might have a conflict of interest in relation to any matter, he/she must immediately declare his/her interest at a meeting of the Directors or send a written notice to the Company containing details of his/her interest in the matter and the actual or potential conflict, and recuse himself/herself from participating in any discussion or decision on the matter.</p>																												
1.4 4.2 6.2 10.2	Has the Board delegated certain responsibilities to committees? If yes, please provide details.	<p>The Board has delegated certain responsibilities to the Audit Committee of the Company (the "AC"), the Remuneration Committee of the Company (the "RC") and the Nominating Committee of the Company (the "NC") (collectively, the "Board Committees"). The compositions of the Board Committees in FY2023 are as follows:</p> <table border="1"> <thead> <tr> <th colspan="4">Table 1.4 - Composition of the Board Committees</th> </tr> <tr> <th colspan="4">In FY2023</th> </tr> <tr> <th></th> <th>AC³</th> <th>NC³</th> <th>RC³</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Wee Piew</td> <td>Leong Ka Yew²</td> <td>Wee Piew</td> </tr> <tr> <td>Member</td> <td>Leong Ka Yew</td> <td>Wee Piew</td> <td>Leong Ka Yew</td> </tr> <tr> <td>Member</td> <td>Yau Thiam Hwa¹</td> <td>Yau Thiam Hwa¹</td> <td>Yau Thiam Hwa¹</td> </tr> <tr> <td>Member</td> <td>-</td> <td>Lim Hai Cheok</td> <td>-</td> </tr> </tbody> </table> <p>1 Mr Yau Thiam Hwa has been appointed as a member of the AC, NC and RC since 10 August 2023.</p> <p>2 Mr Leong Ka Yew has been appointed as the Chairman of the NC since 31 October 2023.</p> <p>3 Following Mr Lim Heng Seng's resignation as a Non-Executive Independent Director of the Company with effect from 31 October 2023, Mr Lim relinquished as the Chairman of the NC and a member of the AC and RC respectively.</p> <p>A Director or member of the RC is not allowed to participate in the deliberation, and has to abstain from voting on any resolution, relating to his/her own remuneration or that of employees related to him/her.</p>	Table 1.4 - Composition of the Board Committees				In FY2023					AC³	NC³	RC³	Chairman	Wee Piew	Leong Ka Yew ²	Wee Piew	Member	Leong Ka Yew	Wee Piew	Leong Ka Yew	Member	Yau Thiam Hwa ¹	Yau Thiam Hwa ¹	Yau Thiam Hwa ¹	Member	-	Lim Hai Cheok	-
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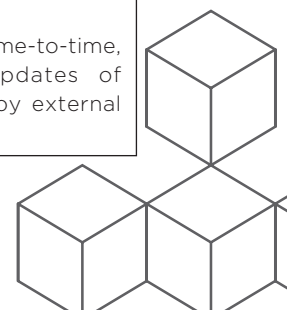
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		<p>The AC meets with the external auditors (“EA”) and internal auditors (“IA”) without the presence of the Management at least once a year to, amongst others, ascertain if there are any material weaknesses or control deficiencies in the Group's financial reporting and operational systems. The AC also met without the presence of the Management at least once a year and on ad-hoc basis.</p> <p>As at the end of FY2023, the relevant provisions of the Code for the AC and RC to comprise all non-executive directors have been complied with.</p>																																																							
1.5 1.6	Have the Board and Board Committees met in the last financial year?	<p>The Board meets on a half yearly basis, and as and when circumstances require. In FY2023, the number of the Board and Board Committee meetings held and the attendance of each Board member are shown below.</p> <table border="1"> <thead> <tr> <th colspan="5">Table 1.5 – Board and Board Committee Meetings in FY2023</th> </tr> <tr> <th></th> <th>Board</th> <th>AC</th> <th>NC</th> <th>RC</th> </tr> </thead> <tbody> <tr> <td>Number of Meetings Held</td> <td>3</td> <td>4</td> <td>1</td> <td>1</td> </tr> <tr> <th>Name of Director</th> <th colspan="4">Number of Meetings Attended</th> </tr> <tr> <td>Wee Piew</td> <td>3</td> <td>4</td> <td>1</td> <td>1</td> </tr> <tr> <td>Lim Hai Cheok</td> <td>3</td> <td>4*</td> <td>1</td> <td>1*</td> </tr> <tr> <td>Lim Kim Eng</td> <td>3</td> <td>4*</td> <td>1*</td> <td>1*</td> </tr> <tr> <td>Lim Hock Chye Daniel</td> <td>3</td> <td>4*</td> <td>1*</td> <td>1*</td> </tr> <tr> <td>Lim Heng Seng#</td> <td>2</td> <td>3</td> <td>1</td> <td>1</td> </tr> <tr> <td>Leong Ka Yew</td> <td>3</td> <td>4</td> <td>1*</td> <td>1</td> </tr> <tr> <td>Yau Thiam Hwa##</td> <td>2</td> <td>2</td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p># Mr Lim Heng Seng has resigned as a Non-Executive Independent Director on 31 October 2023 therefore he attended the meetings in February, July and August 2023.</p> <p>## Mr Yau Thiam Hwa was appointed as a Non-Executive Independent Director on 10 August 2023 so he attended the meetings held in August and November 2023.</p> <p>* By invitation.</p> <p>The Company's Constitution (the “Constitution”) allows the Board and Board Committee meetings to be held through telephone or video communication.</p> <p>The Management provides Directors with complete, adequate and timely information prior to meetings to enable them to make informed decisions. If there is any proposed corporate action, the Management will convene meeting(s) and furnish meeting materials prior to the meetings.</p>	Table 1.5 – Board and Board Committee Meetings in FY2023						Board	AC	NC	RC	Number of Meetings Held	3	4	1	1	Name of Director	Number of Meetings Attended				Wee Piew	3	4	1	1	Lim Hai Cheok	3	4*	1	1*	Lim Kim Eng	3	4*	1*	1*	Lim Hock Chye Daniel	3	4*	1*	1*	Lim Heng Seng#	2	3	1	1	Leong Ka Yew	3	4	1*	1	Yau Thiam Hwa##	2	2	-	-
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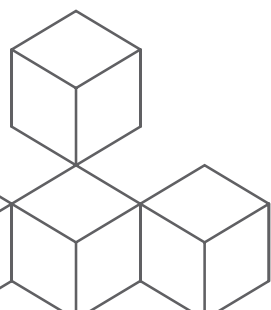
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1.3	What are the types of material transactions which require approval from the Board?	<p>Matters that require the Board's approval include, amongst others, the following:</p> <ul style="list-style-type: none"> • corporate strategy and business plans; • material acquisitions and disposals; • share issuance, dividend release or changes in capital; • material interested person transactions; • budgets, financial results announcements, sustainability report, annual report and audited financial statements; • announcement publications; and • convening of general meetings.
1.2	<p>(a) Are new Directors given formal training? If not, please explain why.</p> <p>(b) What are the types of information and training provided to (i) new Directors and (ii) existing Directors to keep them up-to-date?</p>	<p>All newly appointed Directors will undergo an orientation programme where the Director will be briefed on the Group's strategic direction, governance practices, business and organisation structure as well as the expected duties of a Director of a listed company. To get a better understanding of the Group's business, the Director will also be given the opportunity to visit the Group's operational facilities and meet with key management personnel. All newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore will be provided with relevant training in the roles and responsibilities of a director of a listed issuer as prescribed by the Singapore Exchange and in areas such as legal and accounting where necessary.</p> <p>Mr Yau Thiam Hwa has been appointed as a new Director during FY2023 and has prior experience as a director of a public listed company in Singapore.</p> <p>New and existing Directors are provided with opportunities to develop and maintain their skills and knowledge at the Company's expense. Briefings, updates and trainings for the Directors in FY2023 include:</p> <ul style="list-style-type: none"> • the EA had briefed the AC on changes or amendments to accounting standards; • the Company Secretary had provided from time-to-time, updates on changes in the relevant laws, regulations and listing rules; and • the Company Secretary had recommended from time-to-time, seminars/workshops with regards to the updates of relevant regulations and listing rules organised by external professionals.



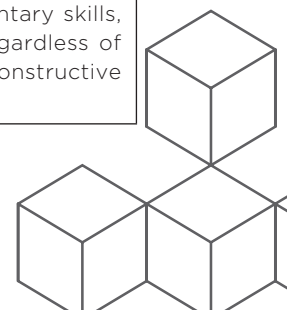
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Board Composition and Guidance		
2.2 2.3	Does the Company comply with the guideline on the proportion of Independent Directors and Non-Executive Directors on the Board? If not, please state the reasons for the deviation and the remedial action taken by the Company.	The Chairman is independent, and the Board consists of three (3) Non-Executive Independent Directors and three (3) Executive Directors. The Company is aware that the Company does not comply with Provision 2.3 of the Code. However, the Board is of the view that Non-Executive Directors will dominate the decisions of the Board as the Chairman who is a Non-Executive Independent Director has a second or casting vote in a decisions made by the Board, constitutes 4 votes from Non-Executive Directors as compared to 3 votes from Executive Directors. Resolutions at any board meeting shall be determined by a majority of votes.
2.1 4.4	Has the independence of the Independent Directors been reviewed in the last financial year?	The NC has reviewed and confirmed the independence of the Independent Directors in accordance with the Code and Rule 406(3)(d) of the SGX-ST Listing Manual Section B: Rules of Catalist (the " Catalist Rules "). The Independent Directors have also confirmed their independence in accordance with the Code and Rule 406(3)(d) of the Catalist Rules.
	(a) Is there any Director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent? If so, please identify the Director and specify the nature of such relationship.	There are no Directors who are deemed independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent.
	(b) What are the Board's reasons for considering him independent? Please provide a detailed explanation.	Not applicable.
2.1	Has any Independent Director served on the Board for more than nine years since the date of his first appointment? If so, please identify the Director and set out the Board's reasons for considering him independent.	Mr Wee Piew (" Mr Wee ") had served as an independent director of the Company beyond nine years since the date of his first appointment on 5 July 2004. Mr Wee had sought for shareholders' approval in the annual general meeting held on 29 April 2021 for his continued appointment as an independent director of the Company in a resolution by (A) all shareholders; and (B) shareholders, excluding the directors and the CEO of the issuer, and associates of such directors and CEO (the " Two-Tier Voting Process "), pursuant to the then prevailing Rule 406(3)(d)(iii) of the Catalist Rules.



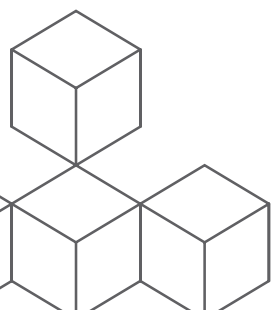
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		<p>The Board was of the view that Mr Wee is independent as:</p> <ul style="list-style-type: none"> • neither he and nor his immediate family member have any relationship or business dealings with the Group and the Company's substantial shareholders in the current or immediate past financial year; • neither he and nor his immediate family members have been employed by the Company or any of its related corporations for the current or any of the past three financial years; • he has, over the years, actively participated in the proceedings and decision-making process of board meetings. The Board considers Mr Wee Piew to have made impartial advice and insights and has exercised independent judgement in doing so without dominating the Board discussions in these proceedings and/or meetings; • he has constructively challenged and helped develop proposals on strategy and reviewed the performance of the Management in achieving agreed goals; and • he has provided overall guidance to the Management and in protecting the Company's assets and shareholders' best interests. <p>The Board recognises that Mr Wee has developed substantial insight of the Group's business and operations and will continue to value add to the Board.</p> <p>Notwithstanding the above consideration, Singapore Exchange Regulation ("SGX RegCo") has on 11 January 2023 announced that it would limit to nine years the tenure of independent directors serving on the boards of listed issuers ("9-Years Rule"). SGX RegCo has also removed the Two-Tier Voting Process at the same time. As transition, independent directors whose tenure exceeds the nine-year limit can continue to be deemed independent until the issuer's annual general meeting held for the financial year ending on or after 31 December 2023. Mr Wee could no longer be designated as an Independent Director.</p> <p>Therefore, upon re-election at the upcoming annual general meeting, Mr Wee would be deemed as a Non-independent Non-Executive Director.</p>
2.4	(a) What is the Board's policy with regard to diversity in identifying Director nominees?	<p>The Board's policy in identifying Director nominees is primarily to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender and age so as to avoid groupthink and foster constructive debate.</p>



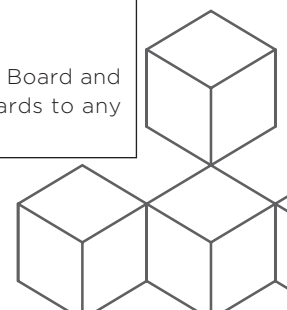
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	(b) Please state whether the current composition of the Board provides diversity on each of the following - skills, experience, gender and knowledge of the Company, and elaborate with numerical data where appropriate.	<p>The current Board composition provides a diversity of skills, experience, and knowledge to the Company as follows:</p> <table border="1"> <thead> <tr> <th colspan="3">Table 2.4 - Balance and Diversity of the Board as at the end of FY2023</th> </tr> <tr> <th></th> <th>Number of Directors</th> <th>Proportion of Board</th> </tr> </thead> <tbody> <tr> <td colspan="3">Core Competencies</td> </tr> <tr> <td>- Accounting or finance</td> <td>2</td> <td>33.3%</td> </tr> <tr> <td>- Legal</td> <td>1</td> <td>16.7%</td> </tr> <tr> <td>- Relevant industry knowledge or experience</td> <td>3</td> <td>50.0%</td> </tr> <tr> <td colspan="3">Gender</td> </tr> <tr> <td>- Male</td> <td>5</td> <td>83.3%</td> </tr> <tr> <td>- Female</td> <td>1</td> <td>16.7%</td> </tr> </tbody> </table>	Table 2.4 - Balance and Diversity of the Board as at the end of FY2023				Number of Directors	Proportion of Board	Core Competencies			- Accounting or finance	2	33.3%	- Legal	1	16.7%	- Relevant industry knowledge or experience	3	50.0%	Gender			- Male	5	83.3%	- Female	1	16.7%
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	(c) What steps have the Board taken to achieve the balance and diversity necessary to maximise its effectiveness?	<p>The Board has taken the following steps to maintain or enhance its balance and diversity:</p> <ul style="list-style-type: none"> Annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board. <p>The NC will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.</p> <p>Taking into account the nature and scope of the Group's business and the number of board committees, the Board believes that the current size of the Board and the Board composition provide sufficient diversity without interfering with efficient decision making. The Board currently has one female representation on the Board and our core competencies are shown in the Table 2.4 above.</p>																											



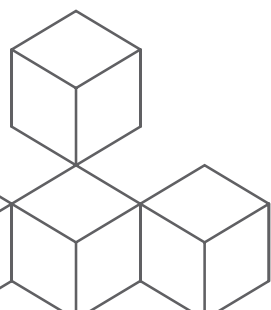
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		The Board has adopted the board diversity policy with the NC being responsible for the review and monitoring of its implementation. The main objective of the policy is to have the appropriate balance of skills, talents, experience, knowledge and other aspects of diversity on the Board so that the Board would be able to approach issues and devise strategies through a greater range of perspectives and critical analysis of alternative ideas. For future appointment of directors in the next two to three years, the Board will be looking to enhance the skill set and experience which include ESG related or business related domain that will add to the board effectiveness. The Board plans to seek such candidates from various sources including through the Group's network.
2.5	Have the Non-Executive Directors met in the absence of key management personnel in the last financial year?	The Non-Executive Independent Directors have met at least once a year and on ad hoc basis in the absence of the key management personnel in FY2023. The chairman of such meetings provides feedback to the Board and/or the Chairman (as defined below) as appropriate.
Chairman and Chief Executive Officer		
3.1 3.2 3.3	Are the duties between Chairman and CEO segregated?	<p>The Chairman of the Board (the "Chairman") is a Non-Executive Independent Director and the CEO is an Executive Director. The Chairman and CEO are separate persons and are not immediate family members.</p> <p>The duties of Chairman and CEO are segregated. In brief, the Chairman would lead the Board to ensure its effectiveness on all aspects of its role and ensure that the Directors receive complete, adequate and timely information and ensure effective communication with shareholders while the CEO would carry out the day-to-day overall management and execute the decisions made by the Board.</p> <p>The Chairman is a Non-Executive Independent Director who is available to shareholders of the Company where they have concerns and for which contact through the normal channels of communications with the Management are inappropriate or inadequate.</p>
Board Membership		
4.1	What are the duties of the NC?	<p>The NC is guided by key terms of reference as follows:</p> <ul style="list-style-type: none"> • makes recommendations to the Board on all Board appointments, re-appointments and replacement of Directors (including alternate directors, if any), the Chairman, CEO and key management personnel, having regard to each individual contribution and performance; • reviews the structure, size and composition of the Board and to make recommendations to the Board with regards to any adjustment that are deemed necessary;



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		<ul style="list-style-type: none"> reviews the training and professional development programmes for the Board and its Directors; determines the criteria for identifying candidates and to assess nominations for new appointments; determines the independence of each Director annually or as and when circumstances require in accordance with the Code's definition of independence; reviews the Board's succession plans for Directors, CEO and key management personnel; determines and proposes the objective performance criteria for the Board's approval and to review the Board's performance in terms of the performance criteria, assess the effectiveness of the Board as a whole; and decides whether a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when the Director holds multiple Board representations on other companies outside of the Group.
1.5 4.5	(a) What is the maximum number of listed company board representations that the Company has prescribed for its Directors? What are the reasons for this number?	The Board has prescribed a maximum number of board representations that can be held by each Director is 6 in order to ensure that sufficient time and attention are given to the affairs of each company.
	(b) If a maximum has not been determined, what are the reasons?	Not Applicable.
	(c) What are the specific considerations in deciding on the capacity of Directors?	<p>The considerations in assessing the capacity of Directors include the following:</p> <ul style="list-style-type: none"> expected and/or competing time commitments of Directors; contributions by the Directors; geographical location of Directors; size and composition of the Board; and nature and scope of the Group's operations and size.



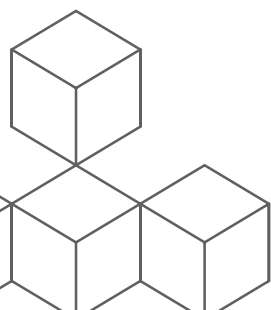
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	(d) Have the Directors adequately discharged their duties?	The key information of the Directors, including their listed company directorships and principal commitments, is set out on page 9 in this annual report. The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs and is satisfied that all Directors have discharged their duties adequately for FY2023.																		
4.5	Are there alternate Directors?	The Company does not have any alternate Directors.																		
4.3	Please describe the board nomination process for the Company in the last financial year for (i) selecting and appointing new Directors and (ii) re-electing incumbent Directors.	<p>Table 4.3(a) - Process for the Selection and Appointment of New Directors</p> <table border="1"> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Determination of selection criteria</td> <td> <ul style="list-style-type: none"> The NC, in consultation with the Board, would identify the current needs of the Board in terms of skills, experience, and knowledge to complement and strengthen the Board. </td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Search for suitable candidates</td> <td> <ul style="list-style-type: none"> The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders, or may engage external search consultants where necessary. </td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Assessment of shortlisted candidates</td> <td> <ul style="list-style-type: none"> The NC would meet and interview the shortlisted candidates to assess their suitability. </td> </tr> <tr> <td style="text-align: center;">4.</td> <td>Appointment of Director</td> <td> <ul style="list-style-type: none"> The NC would recommend the selected candidate to the Board for consideration and approval. </td> </tr> </tbody> </table> <p>Table 4.3(b) - Process for Re-electing Incumbent Directors</p> <table border="1"> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Assessment of Director</td> <td> <ul style="list-style-type: none"> The NC would assess the performance of the Director in accordance with the performance criteria set by the Board; and The NC would also consider the current needs of the Board. </td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Re-appointment of Director</td> <td> <ul style="list-style-type: none"> Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Director to the Board for its consideration and approval. </td> </tr> </tbody> </table> <p>Pursuant to Rule 720(4) of the Catalist Rules and Regulation 106 of the Company's Constitution, all Directors shall submit themselves for re-election at least once every three years.</p>	1.	Determination of selection criteria	<ul style="list-style-type: none"> The NC, in consultation with the Board, would identify the current needs of the Board in terms of skills, experience, and knowledge to complement and strengthen the Board. 	2.	Search for suitable candidates	<ul style="list-style-type: none"> The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders, or may engage external search consultants where necessary. 	3.	Assessment of shortlisted candidates	<ul style="list-style-type: none"> The NC would meet and interview the shortlisted candidates to assess their suitability. 	4.	Appointment of Director	<ul style="list-style-type: none"> The NC would recommend the selected candidate to the Board for consideration and approval. 	1.	Assessment of Director	<ul style="list-style-type: none"> The NC would assess the performance of the Director in accordance with the performance criteria set by the Board; and The NC would also consider the current needs of the Board. 	2.	Re-appointment of Director	<ul style="list-style-type: none"> Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Director to the Board for its consideration and approval.
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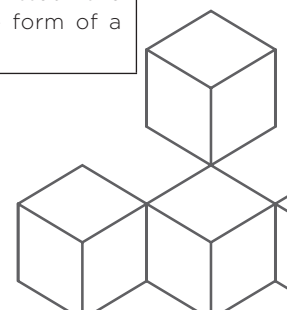
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		<p data-bbox="715 497 1426 559">Table 4.3(c) - Re-election of Directors retiring at the forthcoming AGM</p> <table border="1" data-bbox="699 570 1426 810"> <thead> <tr> <th data-bbox="707 580 935 612">Name</th> <th data-bbox="935 580 1230 612">Designation</th> <th data-bbox="1230 580 1426 612">Pursuant to</th> </tr> </thead> <tbody> <tr> <td data-bbox="707 623 935 655">Lim Hai Cheok</td> <td data-bbox="935 623 1230 655">Executive Director</td> <td data-bbox="1230 623 1426 655">Regulation 106</td> </tr> <tr> <td data-bbox="707 666 935 727">Wee Piew</td> <td data-bbox="935 666 1230 727">Non-Executive Independent Chairman[#]</td> <td data-bbox="1230 666 1426 727">Regulation 106</td> </tr> <tr> <td data-bbox="707 738 935 800">Yau Thiam Hwa</td> <td data-bbox="935 738 1230 800">Non-Executive Independent Director^{##}</td> <td data-bbox="1230 738 1426 800">Regulation 110</td> </tr> </tbody> </table> <p data-bbox="699 846 1426 889">[#] Upon re-election, Mr Wee Piew will be redesignated as a Non-Executive Director</p> <p data-bbox="699 900 1426 942">^{##} Upon re-election, Mr Yau Thiam Hwa will be redesignated as Non-Executive Independent Chairman</p> <p data-bbox="699 985 1426 1070">The information as required under Rule 720(5) of the Catalist Rules for the Directors to be re-elected at the forthcoming AGM are set out in the Appendix to the Annual Report.</p> <p data-bbox="699 1102 1426 1336">Directors standing for re-election at the AGM are evaluated by the other Directors on their past contributions in terms of knowledge of the industry as well as the business and operations of the company, development of strategy, the results of which are evaluated by the NC before the NC recommends the Director's re-election for Board's approval, and such Directors are subsequently recommended by the Board to shareholders of the Company for re-election.</p>	Name	Designation	Pursuant to	Lim Hai Cheok	Executive Director	Regulation 106	Wee Piew	Non-Executive Independent Chairman [#]	Regulation 106	Yau Thiam Hwa	Non-Executive Independent Director ^{##}	Regulation 110
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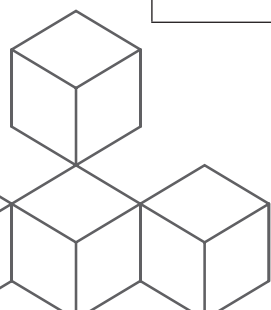
CORPORATE GOVERNANCE REPORT

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Board Performance														
5.1 5.2	What are the performance criteria set to evaluate the effectiveness of the Board as a whole and its board committees, and for assessing the contribution by each Director to the effectiveness of the Board?	<p>Table 5 sets out the performance criteria, as recommended by the NC and approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution by each Director to the effectiveness of the Board:</p> <table border="1"> <thead> <tr> <th colspan="3">Table 5 - Performance Criteria to Evaluate Effectiveness of Board</th> </tr> <tr> <th>Performance Criteria</th> <th>Board and Board Committees</th> <th>Individual Directors</th> </tr> </thead> <tbody> <tr> <td>Qualitative</td> <td> <ol style="list-style-type: none"> Access to information Board processes Strategic planning Board accountability Risk management Succession planning </td> <td> <ol style="list-style-type: none"> Commitment of time Knowledge and abilities Teamwork Independence (if applicable) Overall effectiveness </td> </tr> <tr> <td>Quantitative</td> <td> <ol style="list-style-type: none"> Size and composition </td> <td> <ol style="list-style-type: none"> Attendance at Board and Board Committee meetings </td> </tr> </tbody> </table>	Table 5 - Performance Criteria to Evaluate Effectiveness of Board			Performance Criteria	Board and Board Committees	Individual Directors	Qualitative	<ol style="list-style-type: none"> Access to information Board processes Strategic planning Board accountability Risk management Succession planning 	<ol style="list-style-type: none"> Commitment of time Knowledge and abilities Teamwork Independence (if applicable) Overall effectiveness 	Quantitative	<ol style="list-style-type: none"> Size and composition 	<ol style="list-style-type: none"> Attendance at Board and Board Committee meetings
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	(a) What was the process upon which the Board reached the conclusion on its performance for the financial year?	<p>The review of the performance of the Board and the Board Committees is conducted by the NC annually.</p> <p>For FY2023, the review process was as follows:</p> <ol style="list-style-type: none"> <ol style="list-style-type: none"> All Directors individually completed a board evaluation questionnaire on the effectiveness of the Board and performance evaluation forms of individual Directors standing for re-election at the forthcoming AGM based on criteria disclosed in Table 5; and All Board Committee members individually completed a board committee evaluation questionnaire on the effectiveness of the Board Committee; The Company Secretary collated and submitted the questionnaire results to the NC Chairman in the form of a report; and 												



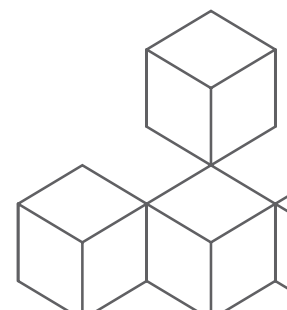
CORPORATE GOVERNANCE REPORT

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		<p>3. The NC discussed the report and concluded the performance results during the NC meeting.</p> <p>All NC members have abstained from the voting or review process of any matters in connection with the assessment of his performance.</p> <p>No external facilitator was engaged in the evaluation process.</p>
	(b) Has the Board met its performance objectives?	Yes, the Board has met its performance objectives in FY2023.
1.7	What is the role of the Company Secretary?	<p>Directors also have separate and independent access to the Management, the Company Secretary, and external advisers (where necessary) at the Company's expense.</p> <p>The role of the Company Secretary, the appointment and removal of whom is a matter for the Board as a whole, is as follows:</p> <ul style="list-style-type: none"> ensuring that Board procedures are observed and that the Company's Constitution, relevant rules and regulations, including requirements of the Securities and Futures Act 2001 of Singapore, the Companies Act 1967 of Singapore and the Catalist Rules, are complied with; assisting the Chairman and the Board to implement and align corporate governance practices, with a view to enhance long-term shareholder value; assisting the Chairman to ensure good information flows within the Board and its committees and key management personnel; facilitating orientation and assisting with professional development as required; training, designing and implementing a framework for key management personnel's compliance with the Catalist Rules, including timely disclosure of material information on the SGXNet; attending and preparing minutes for board and board committee meetings; scheduling meetings that enable the Board to perform its duties responsibly while not interfering with the flow of the Company's operations;



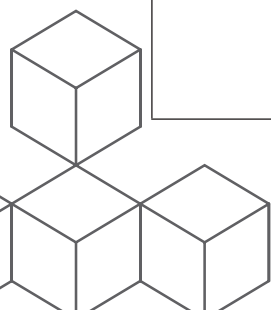
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		<ul style="list-style-type: none"> as secretary to all the other Board Committees, the Company Secretary assists to ensure smooth coordination and liaison between the Board, the Board Committees and key management personnel; reviewing key proposals before they are presented to the Board for consideration; and assisting the Chairman, the chairman of each Board Committee and key management personnel in the development of the agendas for the various board and board committee meetings.
REMUNERATION MATTERS		
Developing Remuneration Policies		
6.1 6.3 7.3	What is the role of the RC?	<p>The RC is guided by key terms of reference as follows:</p> <ul style="list-style-type: none"> reviews and recommends to the Board a framework of remuneration for each Director, whether executive or non-executive, and key management personnel that are competitive and appropriate to attract, retain and motivate Directors and key management personnel of the required quality to successfully manage the Company for the long term; reviews and determines the specific remuneration packages and terms of employment for each Director and key management personnel; considers all aspects of remuneration, including termination terms to ensure they are fair; and reviews and recommends fees for Non-Executive and Independent Directors which are subject to shareholders' approval at the AGM. <p>All RC members have abstained from the voting or review process of any matters in connection with the assessment of his own remuneration.</p>
6.4	Were remuneration consultants engaged in the last financial year?	No remuneration consultants were engaged by the Company in FY2023.



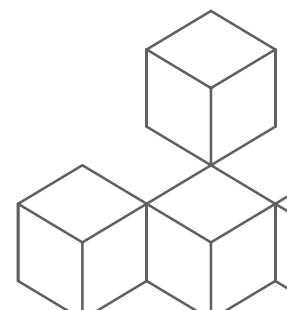
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Level and Mix of Remuneration																																																																				
7.1 7.2	What is the Company's remuneration policy?	<p>The Company's remuneration policy is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders and key management personnel to successfully manage the Company for the long term. The policy articulates to staff the link that total compensation has to the achievement of organisational and individual performance objectives and is benchmarked against relevant and comparative compensation in the market. Such performance-related remuneration ensures alignment with the interests of shareholders of the Company and other stakeholders and promotes the long-term success of the Company.</p> <p>The remuneration of Non-Executive Independent Directors is considered appropriate to the level of contribution, taking into account factors such as effort, time spent, responsibilities and number of meetings attended.</p>																																																																		
Disclosure on Remuneration																																																																				
8.1 8.3	(a) Has the Company disclosed each Director's and the CEO's remuneration as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?	<p>The breakdown for the remuneration of the Directors and CEO for FY2023 is as follows:</p> <table border="1"> <thead> <tr> <th colspan="6">Table 8.1(a) - Directors' Remuneration</th> </tr> <tr> <th>Name</th> <th>Directors Fees (%)</th> <th>Salary (%)</th> <th>Variable and Bonus (%)</th> <th>Allowance and Others (%)</th> <th>Total (%)</th> </tr> </thead> <tbody> <tr> <td colspan="6">\$S\$250,000 to \$S\$499,999</td> </tr> <tr> <td>Lim Hai Cheok</td> <td>-</td> <td>57</td> <td>37</td> <td>6</td> <td>100</td> </tr> <tr> <td>Lim Kim Eng</td> <td>-</td> <td>63</td> <td>33</td> <td>4</td> <td>100</td> </tr> <tr> <td>Lim Hock Chye Daniel</td> <td>-</td> <td>61</td> <td>34</td> <td>5</td> <td>100</td> </tr> <tr> <td colspan="6">Below \$S\$250,000</td> </tr> <tr> <td>Lim Heng Seng*</td> <td>100</td> <td>-</td> <td>-</td> <td>-</td> <td>100</td> </tr> <tr> <td>Wee Piew</td> <td>100</td> <td>-</td> <td>-</td> <td>-</td> <td>100</td> </tr> <tr> <td>Leong Ka Yew</td> <td>100</td> <td>-</td> <td>-</td> <td>-</td> <td>100</td> </tr> <tr> <td>Yau Thiam Hwa**</td> <td>100</td> <td>-</td> <td>-</td> <td>-</td> <td>100</td> </tr> </tbody> </table> <p>(All the above remuneration excludes employer's CPF contribution portion.)</p> <p>* Mr Lim Heng Seng has resigned as a Non-Executive Independent Director on 31 October 2023.</p> <p>** Mr Yau Thiam Hwa's fees are pro-rated as he was appointed on 10 August 2023.</p>	Table 8.1(a) - Directors' Remuneration						Name	Directors Fees (%)	Salary (%)	Variable and Bonus (%)	Allowance and Others (%)	Total (%)	\$S\$250,000 to \$S\$499,999						Lim Hai Cheok	-	57	37	6	100	Lim Kim Eng	-	63	33	4	100	Lim Hock Chye Daniel	-	61	34	5	100	Below \$S\$250,000						Lim Heng Seng*	100	-	-	-	100	Wee Piew	100	-	-	-	100	Leong Ka Yew	100	-	-	-	100	Yau Thiam Hwa**	100	-	-	-	100
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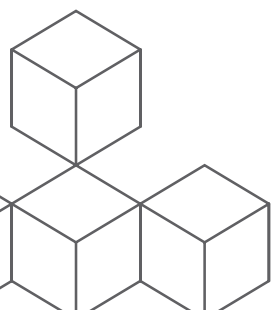
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8.1 8.3	(b) Has the Company disclosed each key management personnel's remuneration, in bands of S\$250,000 or more in detail, as well as a breakdown (in percentage or dollar terms) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?	<p>The breakdown for the remuneration of the Company's top 6 key management personnel (who are not Directors or the CEO) for FY2023 is as follows:</p> <table border="1"> <thead> <tr> <th colspan="5">Table 8.1 (b) - Remuneration of Key Management Personnel</th> </tr> <tr> <th>Key management personnel</th> <th>Salary (%)</th> <th>Variable and Bonus (%)</th> <th>Allowance and Others (%)</th> <th>Total (%)</th> </tr> </thead> <tbody> <tr> <td colspan="5">S\$250,000 to S\$499,999</td> </tr> <tr> <td>Executive A</td> <td>58</td> <td>42</td> <td>-</td> <td>100</td> </tr> <tr> <td colspan="5">Below S\$250,000</td> </tr> <tr> <td>Executive B</td> <td>100</td> <td>-</td> <td>-</td> <td>100</td> </tr> <tr> <td>Executive C</td> <td>87</td> <td>13</td> <td>-</td> <td>100</td> </tr> <tr> <td>Executive D</td> <td>26</td> <td>72</td> <td>2</td> <td>100</td> </tr> <tr> <td>Executive E</td> <td>79</td> <td>9</td> <td>12</td> <td>100</td> </tr> <tr> <td>Executive F</td> <td>26</td> <td>72</td> <td>2</td> <td>100</td> </tr> </tbody> </table> <p><i>(All the above remuneration excludes employer's CPF/EPF contribution portion.)</i></p> <p>After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each Director and key management personnel, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment. The names of the key management personnel are not disclosed to avoid from any possible poaching.</p> <p>There were no termination, retirement and post-termination benefits given to Directors and key management personnel for the financial year in review.</p>	Table 8.1 (b) - Remuneration of Key Management Personnel					Key management personnel	Salary (%)	Variable and Bonus (%)	Allowance and Others (%)	Total (%)	S\$250,000 to S\$499,999					Executive A	58	42	-	100	Below S\$250,000					Executive B	100	-	-	100	Executive C	87	13	-	100	Executive D	26	72	2	100	Executive E	79	9	12	100	Executive F	26	72	2	100
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	(c) Please disclose the aggregate remuneration paid to the top five key management personnel (who are not Directors or the CEO).	The total remuneration paid/payable to the top 6 key management personnel for FY2023 was approximately S\$988,000.																																																		



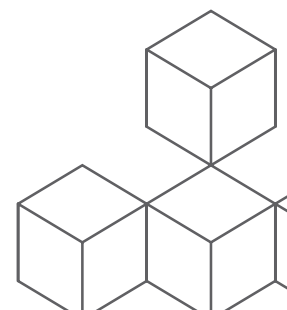
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8.2	Is there any employee who is a substantial shareholder of the Company, or an immediate family member of a Director, the CEO, or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during the last financial year? If so, please identify the employee and specify the relationship with the relevant Director or the CEO.	<p>Madam Chong Poh Soon, Senior Director, is a substantial shareholder of the Company. She is also the spouse of Mr Lim Hai Cheok, an Executive Director, the CEO and a substantial shareholder of the Company, the mother of Mr Lim Hock Chye Daniel, an Executive Director of the Company and the sister in-law of Ms Lim Kim Eng, an Executive Director and substantial shareholder of the Company. Her remuneration exceeds S\$100,000 in FY2023 and was within the bands of S\$200,000 to S\$300,000.</p> <p>Save for Madam Chong Poh Soon, there is no other employee of the Group who is a substantial shareholder of the Company, or an immediate family of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeded S\$100,000 in FY2023.</p>
8.3	Please provide details of the employee share scheme(s).	Information on the Company's Hosen Employee Share Option Scheme is set out in the Directors' Statement of this annual report. The Hosen Employee Share Option Scheme is administrated by the RC. There was no share option granted to any employees in FY2023.
7.1	(a) Please describe how the remuneration received by Executive Directors and key management personnel has been determined by the performance criteria.	<p>The remuneration received by the Executive Directors and key management personnel takes into consideration his or her individual performance and contribution towards the overall performance of the Group for FY2023.</p> <p>Their remuneration is made up of fixed and variable compensations. The fixed compensation is in the form of base salary and allowance. The variable compensation, including bonus and other variable remuneration such as share options, is determined based on the Group's or Company's performance and the individual performance.</p>



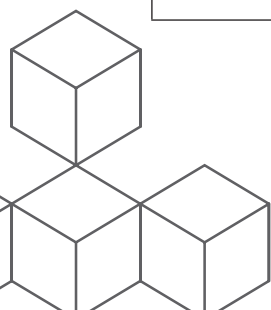
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	(b) What were the performance conditions used to determine their entitlement under the short term and long term incentive schemes?	<p>The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Directors and key management personnel to work in alignment with the goals of all stakeholders:</p> <table border="1"> <thead> <tr> <th colspan="3">Table 7.1(b) - Performance Conditions for Entitlement to Incentives</th> </tr> <tr> <th>Performance Conditions</th> <th>Short-term Incentives</th> <th>Long-term Incentives</th> </tr> </thead> <tbody> <tr> <td>Qualitative</td> <td> <ol style="list-style-type: none"> Leadership Commitment Teamwork Macro-economic factors </td> <td> <ol style="list-style-type: none"> Current market and industry practices Rank Years of Service </td> </tr> <tr> <td>Quantitative</td> <td> <ol style="list-style-type: none"> Performance of the Group </td> <td> <ol style="list-style-type: none"> Performance of the Group </td> </tr> </tbody> </table>	Table 7.1(b) - Performance Conditions for Entitlement to Incentives			Performance Conditions	Short-term Incentives	Long-term Incentives	Qualitative	<ol style="list-style-type: none"> Leadership Commitment Teamwork Macro-economic factors 	<ol style="list-style-type: none"> Current market and industry practices Rank Years of Service 	Quantitative	<ol style="list-style-type: none"> Performance of the Group 	<ol style="list-style-type: none"> Performance of the Group
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	(c) Were all of these performance conditions met? If not, what were the reasons?	Yes, the RC has reviewed and is satisfied that the performance conditions were met for FY2023.												
ACCOUNTABILITY AND AUDIT														
Risk Management and Internal Controls														
9.1 9.2	(a) In relation to the major risks faced by the Company, including financial, operational, compliance, information technology and sustainability, please state the bases for the Board's view on the adequacy and effectiveness of the Company's internal controls and risk management systems.	<p>While there is no specific Board Risk Committee being set-up, the Board is responsible for the governance of risk and ensures that the Management maintains a sound system of risk management and internal controls to safeguard the interests of the Company and its shareholders. The Board determines the nature and extent of the risks which the Company is willing to take to achieve its strategic objectives and value creation.</p> <p>In order to manage the Group's risks adequately and effectively, the AC as well as the Board had reviewed the risks overview and identified counter measures to manage the risks at an acceptable level as well as reviewing the adequacy and effectiveness of the internal controls and risk management systems put in place to mitigate the risks.</p>												



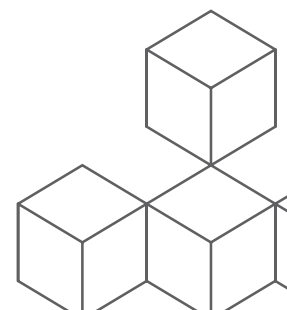
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		<p>The Group's material risks can be broadly classified as follows:</p> <p><u>Business/Operational Risks</u></p> <p>These relate to the Group's operations and includes relevant laws and regulations, updates in the food industry, security threats, quality of products, employee attribution and increased competition. The respective business unit heads would be responsible to monitor such risks as described below.</p> <p>We obtain certifications to achieve standardisation of processes and best practices. The Company has obtained from Singapore Food Agency, in short, commonly known as "SFA" for the import and export of our fish and meat products, various health certificates, and other food certificates to ensure the supply of the food products are safe to all our customers.</p> <p>Our own chocolate factory strictly follows the principles and standards in Hazard Analysis and Critical Control Point (in short, commonly known as "HACCP"), an internationally recognised system to reduce the risk of safety hazards in the food industry and it also obtained HALAL certification, with which our chocolate products can be sold to Muslim consumers.</p> <p>We conduct regular reviews of policies and authority limits to ensure that they remain relevant in meeting the changing business requirements.</p> <p><u>Compliance Risks</u></p> <p>Compliance with local laws and regulations in the countries where the Group is operating and are monitored by the executive directors, the business unit heads and/or finance department led by the Chief Financial Officer ("CFO").</p> <p><u>Financial Risks</u></p> <p>These risks are set out in the notes to the financial statements. Generally, the Group is conservative in its financial dealings and does not engage in speculative instruments that would expose the Group to unnecessary financial risks.</p> <p>The Board, with the concurrence of the AC, is of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2023.</p>



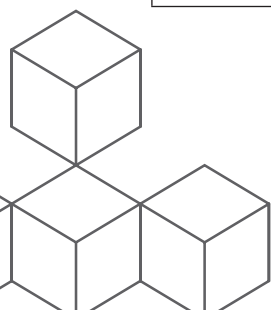
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		<p>The bases for the Board's view are as follows:</p> <ol style="list-style-type: none"> 1. Assurance received from the CEO, Mr Lim Hai Cheok and CFO that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; 2. Assurance received from other key management and department heads of subsidiaries who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems; 3. An internal audit has been done by the IA and significant matters highlighted to the AC and key management personnel were appropriately addressed; 4. Key management personnel regularly evaluates, monitors and reports to the AC on material risks; and 5. Discussions were held between the AC and the EA/IA in the absence of the key management personnel to review and address any potential concerns. <p>The Company is gradually placing emphasis on sustainability and would implement appropriate policies and programmes when the opportunities arise.</p>
	<p>(b) In respect of the past 12 months, has the Board received assurance from the CEO and the CFO as well as the IA that: (i) the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (ii) the Company's risk management and internal control systems are effective? If not, how does the Board assure itself of points (i) and (ii) above?</p>	<p>Yes, the Board has obtained such assurance from the CEO and CFO in respect of FY2023.</p> <p>The Board has additionally relied on the IA's report issued to the Company in FY2023 to assure that the Company's risk management and internal controls are adequate and effective.</p>



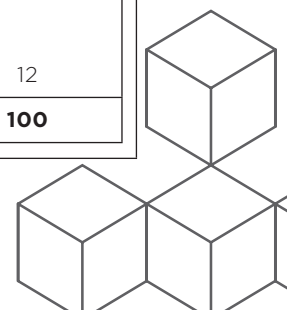
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Provision	Code and/or Guide Description	Company's Compliance or Explanation
Audit Committee		
10.1 10.2 10.3 10.4	What is the role of the AC?	<p>None of the AC members were previous partners or Directors of the Company's external and internal audit firms within the last two years and none of the AC members hold any financial interest in the external and internal audit firms engaged. Two of the AC members including the AC chairman possess the relevant accounting/financial management expertise or experience.</p> <p>The AC is guided by the following key terms of reference:</p> <ul style="list-style-type: none"> • reviews the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the company's financial performance; • reviews the adequacy and effectiveness of the company's internal controls and risk management systems at least annually; • reviews the assurance from the CEO and the CFO on the financial records and financial statements; • makes recommendations to the Board on both the proposals to the shareholders on the appointment and removal of EA and IA and the remuneration and terms of engagement of the EA and IA; • reviews the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; • reviews the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on; • reviews the audit plans of the EA, the audit reports and management letters issued by the EA and the co-operation given by the Company's Management to the EA; • reviews the nature and extent of non-audit services provided by the EA; • reviews cost effectiveness and the independence and objectivity of the EA;



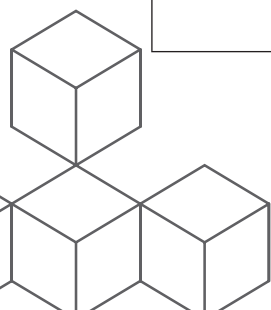
CORPORATE GOVERNANCE REPORT

Provision	Code and/or Guide Description	Company's Compliance or Explanation																											
		<ul style="list-style-type: none"> • makes recommendations to the Board on the appointment, re-appointment and termination of the EA and IA, and to review the remuneration and terms of engagement of the EA and IA; • reviews the financial reports so as to ensure the integrity of the financial statements of the Company and Group, and focus in particular, on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit and compliance with financial reporting standards; • reviews announcements of the Company's half-year and full-year financial results before submission to the Board for approval for release to the SGX-ST; • undertakes such other functions, duties, reviews and projects as may be requested by the Board or as may be required by the statutes or the Catalist Rules; • reviews effectiveness of the Company's material internal controls, including financial, operational, compliance and information technology controls and risk management policies and reviews the findings of the IA; • meets with the EA and IA separately without the presence of the Management at least once a year; and • reviews interested person transactions in accordance with the requirements as defined in the Catalist Rules. 																											
10.5	Has the AC met with the auditor in the absence of key management personnel?	Yes, the AC has met with the EA and IA in the absence of the Company's key management personnel in FY2023.																											
10.1	Has the AC reviewed the independence of the EA?	The AC has reviewed the non-audit services provided by the EA and is satisfied that the nature and extent of such services would not prejudice the independence of the EA.																											
	(a) Please provide a breakdown of the fees paid in total to the EA for audit and non-audit services for the financial year.	<table border="1"> <thead> <tr> <th colspan="3">Table 10.1(a) - Fees Paid/Payable to the EA for FY2023</th> </tr> <tr> <th></th> <th>S\$</th> <th>% of total</th> </tr> </thead> <tbody> <tr> <td>Audit fees</td> <td>124,400</td> <td>85</td> </tr> <tr> <td>Non-audit fees</td> <td></td> <td></td> </tr> <tr> <td>(a) Audit-related services</td> <td></td> <td></td> </tr> <tr> <td>- Information technology audit</td> <td>5,000</td> <td>3</td> </tr> <tr> <td>(b) Non audit-related services</td> <td></td> <td></td> </tr> <tr> <td>- tax compliance</td> <td>17,200</td> <td>12</td> </tr> <tr> <td>Total</td> <td>146,600</td> <td>100</td> </tr> </tbody> </table>	Table 10.1(a) - Fees Paid/Payable to the EA for FY2023				S\$	% of total	Audit fees	124,400	85	Non-audit fees			(a) Audit-related services			- Information technology audit	5,000	3	(b) Non audit-related services			- tax compliance	17,200	12	Total	146,600	100
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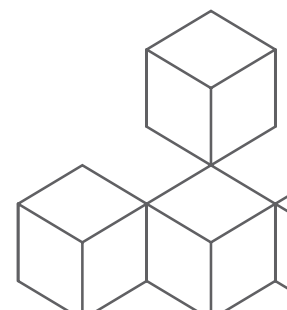
CORPORATE GOVERNANCE REPORT

Provision	Code and/or Guide Description	Company's Compliance or Explanation
	(b) If the EA have supplied a substantial volume of non-audit services to the Company, please state the bases for the AC's view on the independence of the EA.	The AC has reviewed and is of the opinion that the non-audit services rendered during FY2023 were not substantial and the nature and extent of such services would not prejudice the independence of the EA, and thus recommended the re-appointment of the EA at the forthcoming AGM.
10.1	Does the Company have a whistle-blowing policy?	<p>The Company has put in place a whistle-blowing policy which sets out the procedures for a whistle-blower to make a report to the issuer on misconduct or wrongdoing relating to the Company and its officers. The Company's staff and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters by submitting a whistle-blowing report to the chairman of AC via ac.hockseng@gmail.com. To facilitate participation by external parties, the policy is also available on the Company's website at http://www.hosengroup.com/contact-php. There were no whistle-blowing incidents reported in FY2023.</p> <p>The AC is responsible for oversight and monitoring of whistle-blowing. The Company has an independent Investigation Committee, comprising of the chairman and members of the AC, to investigate whistle-blowing reports made by whistle-blowers in good faith. The Investigation Committee views whistle-blowing seriously and would not allow the whistle-blower(s) to be victimized and keeps the identity of whistle-blower confidential.</p> <p>A whistle-blower acting in good faith and who has not engaged himself/herself in serious misconduct or illegal conduct shall be protected from any forms of harassment, retaliation, adverse employment or career advancement consequence or discrimination, including but not limited to demotion, dismissal or reduction of compensation or privileges of employment.</p> <p>The Group has zero tolerance on fraudulent and corrupt practices that may disrupt the business operations and impede the growth of the business due to the loss of trust in our Company that we have built over the years. The Company has established an anti-corruption policy, and this has been disseminated to our employees and business partners. The policy is also posted on the Company's website.</p>
1.2	What are the AC's activities or the measures it has taken to keep abreast of changes to accounting standards and issues which have a direct impact on financial statements?	In FY2023, the AC was updated by the EA with respect to revisions to the accounting standards.



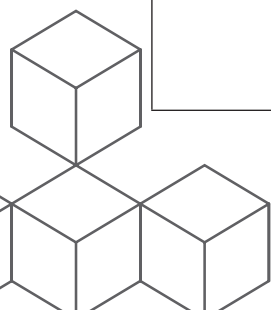
CORPORATE GOVERNANCE REPORT

Provision	Code and/or Guide Description	Company's Compliance or Explanation
10.4	Please provide details of the Company's internal audit function, if any.	<p>In FY2023, the Company's internal audit function is outsourced to HLS Risk Advisory Services Pte. Ltd., being the Company's IA, which is independent of the external audit function and from the Group. The IA reports directly to the AC chairman and administratively to the CEO. The AC reviews and approves the internal audit plan to ensure the adequacy of the scope of audit.</p> <p>In FY2023, the AC has reviewed the scope of the internal audit function, the IA's reports, proposed follow-up actions implemented by the Management and has noted that the necessary co-operation required from the Management had been provided to enable the IA to perform its function effectively.</p> <p>In addition to the above, the AC had also reviewed the experience of the IA, including the assigned engagement personnel's experience and is satisfied that the IA is independent, effective and adequately qualified (given, inter alia, its adherence to standards set by nationally recognised professional bodies) and resourced, and has the appropriate standing in the Company to discharge its duties effectively with unfettered access to all the Company's documents, records, properties and personal, including the AC.</p>
SHAREHOLDER RIGHTS AND ENGAGEMENT		
Shareholder Rights and Conduct of General Meetings		
12.2	Does the Company have an investor relations policy?	The Company currently does not have an investor relations policy but considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to shareholders. Investors may nevertheless contact the Company through the contact portal at http://www.hosengroup.com/contact-php .
12.1 12.3	(a) Does the Company regularly communicate with shareholders and attend to their questions? How often does the Company meet with institutional and retail investors?	<p>The Company solicits feedback from and addresses the concerns of shareholders through the contact portal at http://www.hosengroup.com/contact-php.</p> <p>The Company also solicits feedback from and addresses the concerns of shareholders through its general meetings held.</p>
	(b) Is this done by a dedicated investor relations team (or equivalent)? If not, who performs this role?	The Executive Directors manage investor relations via the Company's corporate website on an ongoing basis.



CORPORATE GOVERNANCE REPORT

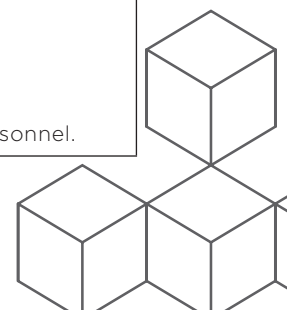
Provision	Code and/or Guide Description	Company's Compliance or Explanation
	(c) How does the Company keep shareholders informed of corporate developments, apart from SGXNET announcements and the annual report?	Apart from the SGXNET announcements and its annual report, the Company updates its shareholders on its corporate developments and events through its corporate website at www.hosengroup.com .
11.6	Does the Company have a dividend policy?	The Company does not have a fixed dividend policy. Nonetheless, the Management will review, <i>inter alia</i> , the Group's performance in the relevant financial period, projected capital needs and working capital requirements and make appropriate recommendations to the Board on dividend declaration.
11.1 11.2 11.3 11.4 11.5	How are the general meetings of shareholders conducted?	<p>The Company provides its shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing the general meetings of shareholders.</p> <p>The Company tables separate resolutions at the general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting.</p> <p>All directors attend general meetings of shareholders, and the EA are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. At the Company's last AGM held on 28 April 2023, all the directors and the EA attended the AGM.</p> <p>Shareholders participated in the AGM physically and shareholders were invited to submit the questions to the Chairman in advance of the AGM.</p> <p>Shareholders are allowed to appoint proxies or the chairman of the Meeting to attend and vote in the general meetings on their behalf. Shareholders may decide how their votes are to be cast by indicating their votes in the proxy form in case their proxies are unable to attend on the date of general meetings.</p> <p>The Company has adopted poll voting for its general meetings of shareholders. The detailed results including the total number and percentage of votes cast for and against each resolution will be announced via SGXNET after the conclusion of the general meetings. The Company allows absent shareholders to appoint proxies to vote on their behalf at general meetings.</p> <p>All minutes of general meetings will be made available on SGXNet within one month after the general meetings.</p>



CORPORATE GOVERNANCE REPORT

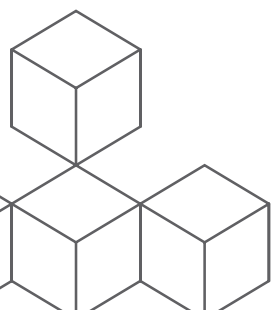
Provision	Code and/or Guide Description	Company's Compliance or Explanation
		While the Company notes of the requirement for the Company to publish minutes of all general meetings of the Company on the corporate website of the Company as soon as practicable pursuant to Provision 11.5 of the Code, the Company is of the view that it is sufficient for such information to be only made available on the SGXNet, taking into consideration that it is the main mode of communication of material information to shareholders of the Company.
MANAGING STAKEHOLDERS RELATIONS		
Engagement with Stakeholders		
13.1 13.2 13.3	Does the Company manage its relationships with stakeholders?	<p>The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups. The Company publishes through the SGXNet its annual sustainability report, which discloses its strategy and key areas of focus in relation to the management of stakeholder relationships, within four months after the financial year closes.</p> <p>The Company maintains a current corporate website at www.hosengroup.com to communicate and engage with stakeholders.</p>

COMPLIANCE WITH APPLICABLE CATALIST RULES		
Catalist Rule	Rule Description	Company's Compliance or Explanation
711A	Sustainability Report	The Company will release its Sustainability Report concurrently with its annual report every year and the Sustainability Report is available on the SGXNet.
712, 715 or 716	Appointment of Auditor	The Company confirms its compliance to Catalist Rules 712 and 715. The EA are registered with Accounting and Corporate Regulatory Authority.
1204(8)	Material Contracts	There were no material contracts entered into by the Group involving the interest of the CEO, any Directors, or controlling shareholder, which are either still subsisting at the end of FY2023 or if not then subsisting, entered into since the end of the previous financial year.
1204(10)	Confirmation of adequacy and effectiveness of internal controls	<p>The Board and the AC are of the opinion that the internal controls are adequate and effective to address the financial, operational and compliance risks based on the following:</p> <ul style="list-style-type: none"> • internal controls and the risk management system established by the Company; • work performed by the IA; • assurance from the CEO and CFO; and • regular reviews done by the key management personnel.



CORPORATE GOVERNANCE REPORT

COMPLIANCE WITH APPLICABLE CATALIST RULES		
<u>Catalist Rule</u>	<u>Rule Description</u>	<u>Company's Compliance or Explanation</u>
1204(17)	Interested Persons Transaction ("IPT")	<p>The Group has procedures governing all IPTs to ensure that they are properly documented and reported in a timely manner to the AC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders. The Company maintains an IPT register to record and monitor transactions with such interested persons and an IPT summary report is reviewed by the AC and the Board at least twice a year.</p> <p>There were no IPTs with value more than S\$100,000 transacted during FY2023.</p>
1204(19)	Dealing in Securities	<p>The Company has adopted an internal policy which prohibits the Directors and key officers from dealing in the securities of the Company while in possession of price-sensitive information.</p> <p>The Company, its Directors and key management officers are also discouraged from dealing in the Company's securities on short-term considerations and are prohibited from dealing in the Company's securities during the period beginning one month before the announcement of the Company's half-year and full-year financial statements respectively, and ending on the following day after the announcement of the relevant results.</p> <p>The guidelines on the conduct of share buybacks released by the SGX-ST also provides that the Company will not effect any purchases of shares on the SGX-ST during the period of one month immediately preceding the announcement of the Company's half year results and full year results.</p>
1204(21)	Non-sponsor fees	No non-sponsor fees were paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd., for FY2023.



DIRECTORS' STATEMENT

The Directors of Hosen Group Ltd. (the “Company”) present their statement to the members together with the audited financial statements of the Company and its subsidiaries (the “Group”) for the financial year ended 31 December 2023 and the statement of financial position of the Company as at 31 December 2023.

1. Opinion of the Directors

In the opinion of the Board of Directors,

- (a) the consolidated financial statements of the Group and the statement of financial position of the Company together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and of the financial performance, changes in equity and cash flows of the Group for the financial year ended on that date; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

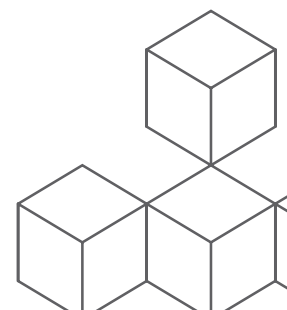
2. Directors

The Directors of the Company in office at the date of this statement are as follows:

Wee Piew	(Non-Executive Independent Chairman)	
Lim Hai Cheok	(Executive Director and Chief Executive Officer)	
Lim Kim Eng	(Executive Director)	
Lim Hock Chye Daniel	(Executive Director)	
Leong Ka Yew	(Non-Executive Independent Director)	
Yau Thiam Hwa	(Non-Executive Independent Director)	Appointed on 10 August 2023

3. Arrangements to enable Directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.



DIRECTORS' STATEMENT

4. Directors' interests in shares or debentures

The Directors of the Company holding office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 (the "Act"), except as follows:

Name of Directors in which interests are held	Shareholdings registered in name of Director or nominee		Shareholdings in which Director is deemed to have an interest	
	At beginning of year	At end of year	At beginning of year	At end of year
Company:				
Hosen Group Ltd. (No. of ordinary shares)				
Lim Hai Cheok	65,000,000	65,000,000	64,843,750	64,843,750
Lim Kim Eng	17,812,500	17,812,500	-	-
Lim Hock Chye Daniel	6,613,000	6,613,000	-	-

By virtue of Section 7 of the Act, Mr. Lim Hai Cheok is deemed to have an interest in all related corporations of the Company. In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of the Directors' Shareholdings, the Directors' interests as at 21 January 2024 in the shares or debentures of the Company have not changed from those disclosed as at 31 December 2023.

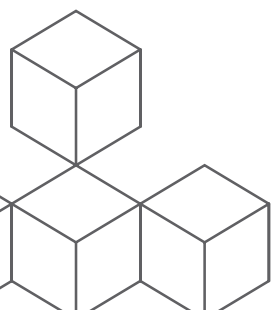
5. Share options

The Company has implemented a share option scheme known as the "Hosen Employee Share Option Scheme 2014" ("ESOS"). The ESOS was approved and adopted by the Shareholders at an Extraordinary General Meeting of the Company held on 29 April 2014. The ESOS is administered by the Remuneration Committee. No share options have been granted under the ESOS. The ESOS scheme is due to expire on 28 April 2024.

There were no share options granted by the Company or its subsidiary corporations during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations.

There were no unissued shares of the Company or its subsidiary corporations under option as at the end of the financial year.



DIRECTORS' STATEMENT

6. Audit Committee

The Audit Committee (“AC”) during the financial year and at the date of this statement comprises the following members, all of whom are independent and non-executive directors of the Company:

Wee Piew	(Chairman of AC)
Leong Ka Yew	
Yau Thiam Hwa	(appointed on 10 August 2023)
Lim Heng Seng	(resigned on 31 October 2023)

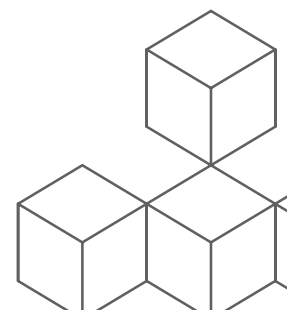
The Audit Committee has met four times since the last Annual General Meeting (“AGM”) and has carried out its functions in accordance with section 201B(5) of the Act, including reviewing the following, where relevant, with the executive Directors and external and internal auditors of the Company:

- (a) the audit plans of the internal and external auditors and the results of the auditors’ examination and evaluation of the Group’s systems of internal accounting controls;
- (b) the Company’s and the Group’s financial and operating results and accounting policies;
- (c) the statement of financial position of the Company and the consolidated financial statements of the Group and external auditor’s report on those financial statements before their submission to the Directors of the Company;
- (d) the half-year and full-year announcements as well as the related press releases on the results and financial position of the Company and the Group;
- (e) the co-operation and assistance given by the management to the Company’s internal and external auditors;
- (f) the re-appointment of the external auditor of the Company; and
- (g) the Interested Person Transactions as defined in Chapter 9 of the Listing Manual of SGX-ST as is required by SGX-ST and ensures that the transactions were on normal commercial terms and not prejudiced to the interests of the members of the Company.

The Audit Committee confirmed that it has undertaken a review of all non-audit services provided by the external auditor to the Group and is satisfied that the nature and extent of such services would not affect the independence of the external auditor.

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the Board of Directors the nomination of BDO LLP for re-appointment as external auditor of the Company at the forthcoming AGM of the Company.



DIRECTORS' STATEMENT

7. Independent auditor

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Lim Hai Cheok

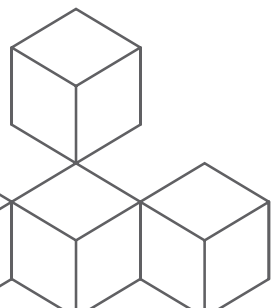
Director

Lim Hock Chye Daniel

Director

Singapore

27 March 2024



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HOSEN GROUP LTD.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Hosen Group Ltd. (the "Company") and its subsidiaries (the "Group"), as set out on pages 50 to 101 which comprise:

- the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023;
- the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended; and
- notes to the financial statements, including material accounting policy information.

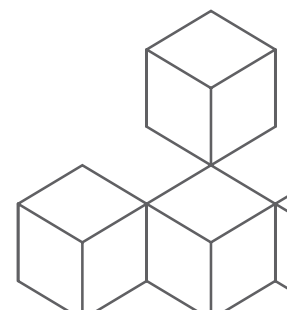
In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") 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 2023, and of its consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HOSEN GROUP LTD.

Key Audit Matters (Continued)

1 Revenue recognition

The Group is primarily engaged in the importation, exportation and distribution of fast moving consumer goods. Majority of the Group's revenue consist of straight-forward product sales where revenue is recognised at a point in time when the Group transfers to the buyer the control of goods and it is probable that the agreed consideration will be received.

As part of the customary business practices, the Group accepts returns of goods from customers that give rise to variable consideration which reduces revenue. Management uses the expected value method which analyses the historical purchasing patterns and product returns of customers, including seasonal trends, to develop its estimation. The trend is dependent on market and economic factors which may affect customers' behaviour. As at 31 December 2023, the Group recognised refund liabilities for return of goods and the assets recognised from rights to the recovered goods amounting to \$1,223,000 and \$882,000 respectively, as disclosed in Notes 15 and 21.

We have determined revenue recognition as a key audit matter due to the volume of revenue transactions and the significant estimates involved in the assessment of sales returns.

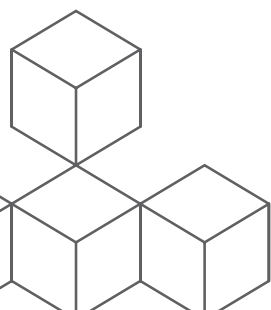
Related Disclosures

Refer to Notes 2.7, 3.2(i), 15 and 21 of the accompanying financial statements.

Audit Response

Our procedures included, amongst others, the following:

- We evaluated the appropriateness of the Group's revenue recognition accounting policies;
- We performed internal controls testing on the key controls identified in the revenue cycle;
- We performed cut-off procedures for a sample of revenue transactions, before and after the financial year, by examining relevant supporting documents such as acknowledged delivery orders/ shipping documents and invoices to evaluate whether control has been passed so as to check whether the related goods or services are recognised in the appropriate financial year;
- We assessed the reasonableness of management's estimates and key assumptions used in the computation of sales returns by discussing with management to understand the basis of sales returns rate applied, performed retrospective review of historical data by comparing the sales returns over total revenue and performed re-computation of the sales returns rate; and
- We assessed the adequacy of the related disclosures in the financial statements.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HOSEN GROUP LTD.

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

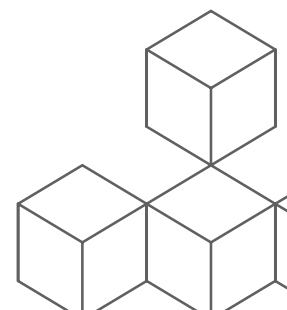
Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded 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 HOSEN GROUP LTD.

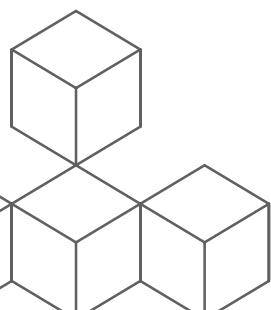
Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

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 audit 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.

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.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HOSEN GROUP LTD.

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

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

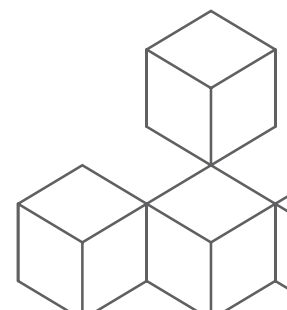
In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Philip Aw Vern Chun.

BDO LLP

Public Accountants and
Chartered Accountants

Singapore
27 March 2024

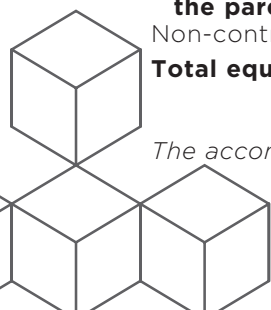


STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Note	Group		Company	
		2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Non-current assets					
Property, plant and equipment	4	17,359	18,172	-	-
Intangible asset	5	143	205	-	-
Investments in subsidiaries	6	-	-	11,408	9,841
Financial assets, at fair value through profit or loss	7	96	-	-	-
Financial assets, at fair value through other comprehensive income	8	-	-	-	-
Deferred tax assets	9	38	-	-	-
		17,636	18,377	11,408	9,841
Current assets					
Inventories	10	15,794	17,720	-	-
Trade and other receivables	11	12,763	16,164	10,970	12,455
Other current assets	21	882	986	-	-
Financial assets, at fair value through profit or loss	7	3	7	-	-
Fixed deposits	12	31	132	-	-
Cash and bank balances	13	5,408	5,416	57	68
		34,881	40,425	11,027	12,523
Less:					
Current liabilities					
Trade and other payables	14	6,788	6,766	200	226
Refund liabilities	15	1,660	1,922	-	-
Current income tax payable		295	503	33	8
Lease liabilities	16	106	111	-	-
Bank borrowings	17	6,424	12,220	-	-
		15,273	21,522	233	234
Net current assets					
		19,608	18,903	10,794	12,289
Less:					
Non-current liabilities					
Other payable	14	384	343	-	-
Lease liabilities	16	2,426	2,309	-	-
Bank borrowings	17	675	809	-	-
Deferred tax liabilities	9	313	215	24	23
		3,798	3,676	24	23
Net assets					
		33,446	33,604	22,178	22,107
Equity					
Share capital	18	24,777	24,777	24,777	24,777
Foreign currency translation account	19	(595)	(114)	-	-
Fair value reserve	20	(49)	(49)	-	-
Retained earnings/(Accumulated losses)		9,612	9,276	(2,599)	(2,670)
Equity attributable to owners of the parent					
		33,745	33,890	22,178	22,107
Non-controlling interests		(299)	(286)	-	-
Total equity					
		33,446	33,604	22,178	22,107

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

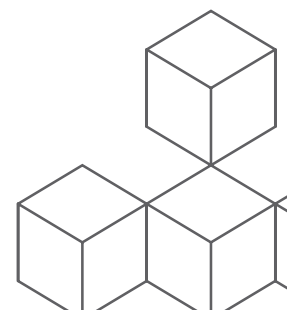


CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 \$'000	2022 \$'000
Revenue	21	67,297	74,058
Cost of sales		(52,330)	(57,704)
Gross profit		14,967	16,354
Other income	22	970	899
Selling and distribution expenses		(2,983)	(3,196)
Administrative expenses		(8,138)	(8,018)
Other expenses		(2,743)	(3,506)
Loss allowance reversed/(made) on third party trade receivables		19	(68)
Finance costs	23	(458)	(440)
Profit before income tax	24	1,634	2,025
Income tax expense	25	(666)	(828)
Profit for the financial year		968	1,197
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations		(476)	422
Other comprehensive income for the financial year, net of tax		(476)	422
Total comprehensive income for the financial year, attributable to owners of the parent		492	1,619
Profit attributable to:			
Owners of the parent		986	1,214
Non-controlling interests		(18)	(17)
		968	1,197
Total comprehensive income attributable to:			
Owners of the parent		505	1,633
Non-controlling interests		(13)	(14)
		492	1,619
	Note	2023	2022
Earnings per share			
- Basic and diluted (in cents)	26	0.30	0.37

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



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Note	Share capital \$'000	Foreign currency translation account \$'000	Fair value reserve \$'000	Retained earnings \$'000	Equity attributable to owners of the parent \$'000	Non- controlling interests \$'000	Total \$'000
Balance at 1 January 2023	24,777	(114)	(49)	9,276	33,890	(286)	33,604
Profit for the financial year	-	-	-	986	986	(18)	968
Exchange differences on translating foreign operations	-	(481)	-	-	(481)	5	(476)
Total comprehensive income for the financial year	-	(481)	-	986	505	(13)	492
Transactions with owners:							
Dividends	-	-	-	(650)	(650)	-	(650)
Balance at 31 December 2023	24,777	(595)	(49)	9,612	33,745	(299)	33,446
Balance at 1 January 2022	24,777	(533)	(49)	8,712	32,907	(272)	32,635
Profit for the financial year	-	-	-	1,214	1,214	(17)	1,197
Exchange differences on translating foreign operations	-	419	-	-	419	3	422
Total comprehensive income for the financial year	-	419	-	1,214	1,633	(14)	1,619
Transactions with owners:							
Dividends	-	-	-	(650)	(650)	-	(650)
Balance at 31 December 2022	24,777	(114)	(49)	9,276	33,890	(286)	33,604

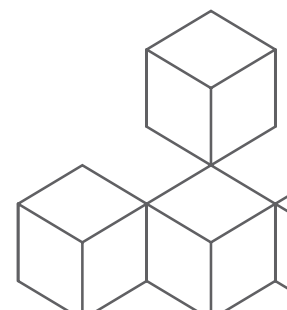
The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 \$'000	2022 \$'000
Operating activities			
Profit before income tax		1,634	2,025
Adjustments for:			
Loss allowance (reversed)/made on third party trade receivables		(19)	68
Bad debt written off	24	24	-
Write-down of inventories	24	716	337
Amortisation of intangible asset	24	62	60
Depreciation of property, plant and equipment	4	1,098	1,172
Fair value loss arising from financial assets, at fair value through profit or loss	24	8	1
Gain on disposal of property, plant and equipment	22	(50)	(5)
Interest expense	23	458	440
Interest income	22	(35)	(22)
Unrealised exchange loss		(46)	1,387
Operating cash flows before working capital changes		3,850	5,463
Working capital changes:			
Inventories		911	(2,537)
Trade and other receivables		3,158	(3,404)
Trade and other payables		351	(2,084)
Other current assets		104	(137)
Refund liabilities		(262)	361
Cash generated from/(used in) operations		8,112	(2,338)
Income tax paid		(814)	(821)
Interest received		35	22
Net cash from/(used in) operating activities		7,333	(3,137)
Investing activities			
Proceeds from disposal of property, plant and equipment		50	17
Purchase of property, plant and equipment	4	(304)	(241)
Purchase of intangible asset	5	-	(69)
Financial assets, at fair value through profit or loss	7	(100)	-
Decrease/(Increase) in fixed deposits		100	(100)
Net cash used in investing activities		(254)	(393)

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



CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

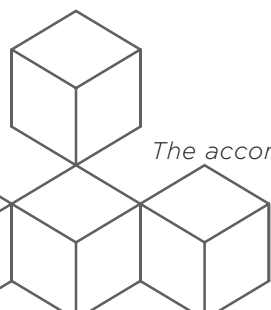
	Note	2023 \$'000	2022 \$'000
Financing activities			
Dividend paid	27	(650)	(650)
Fixed deposits pledged		(1)	(1)
Interest paid		(458)	(440)
Repayment of lease liabilities	A	(120)	(151)
Proceeds from bank borrowings	A	23,443	36,067
Repayment of bank borrowings	A	(29,152)	(33,537)
Net cash (used in)/from financing activities		(6,938)	1,288
Net change in cash and cash equivalents		141	(2,242)
Cash and cash equivalents at beginning of financial year		5,416	7,850
Net effect of exchange rate changes on cash and cash equivalents		(149)	(192)
Cash and cash equivalents at end of financial year	13	5,408	5,416

Note A: Reconciliation of liabilities arising from financing activities

	1.1.2023 \$'000	Cash flows \$'000	Non-cash changes				31.12.2023 \$'000
			Additions of right-of- use asset \$'000	Derecognition of right-of-use asset \$'000	Variable lease payment \$'000	Foreign exchange differences \$'000	
Lease liabilities (Note 16)	2,420	(120)	34	(8)	206	-	2,532
Bank borrowings (Note 17)	13,029	(5,709)	-	-	-	(221)	7,099

	1.1.2022 \$'000	Cash flows \$'000	Non-cash changes				31.12.2022 \$'000
			Additions of right-of- use asset \$'000	Variable lease payment \$'000	Foreign exchange differences \$'000		
Lease liabilities (Note 16)	2,325	(151)	33	213	-	-	2,420
Bank borrowings (Note 17)	10,909	2,530	-	-	(410)	-	13,029

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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

1. GENERAL CORPORATE INFORMATION

Hosen Group Ltd. (the “Company”) (Registration Number: 200403029E) is a public company limited by shares incorporated and domiciled in Singapore with its principal place of business and registered office at 267 Pandan Loop, Singapore 128439. The Company is listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiaries are disclosed in Note 6 to the financial statements.

The ultimate controlling parties of the Company and its subsidiaries (the “Group”) are Mr. Lim Hai Cheok and his spouse, Mdm. Chong Poh Soon.

The statement of financial position of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2023 were authorised for issue in accordance with a Directors’ resolution dated 27 March 2024.

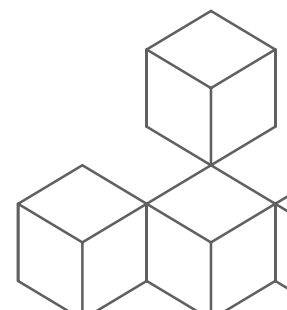
2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)s”) under the historical cost convention, except as disclosed in the accounting policies below.

The individual financial statements of each entity within the Group are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position of the Company are presented in Singapore dollar (“\$”) which is the functional currency of the Company and the presentation currency for the consolidated financial statements and all values presented are rounded to the nearest thousand (“\$’000”), unless otherwise stated.

The preparation of financial statements in compliance with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the Group’s application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. Although these estimates are based on management’s best knowledge of current events and actions, actual results may differ from those estimates. The areas where such judgements or estimates have significant effect on the financial statements are disclosed in Note 3 to the financial statements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 Basis of preparation of financial statements (Continued)

New standards, amendments and interpretations effective from 1 January 2023

The standards, amendments to standards, and interpretations, issued by Accounting Standards Council Singapore (“ASC”) that will apply for the first time by the Group are not expected to impact the Group as they are either not relevant to the Group’s business activities or require accounting which is consistent with the Group’s current accounting policies, except as disclosed below:

Amendments to SFRS(I) 1-1 Presentation of Financial Statements: Disclosures of Accounting Policies and SFRS(I) Practice Statement 2

The amendments change the disclosure requirements with respect to accounting policies from ‘significant accounting policies’ to ‘material accounting policy information’. The amendments provide guidance on when accounting policy is likely to be considered material.

Management has followed the guidance in the amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2 in determining which accounting policy information is material and disclosure has been disclosed in Note 2.

Amendments to SFRS(I) 1-12 Income Taxes: Deferred Tax related to Assets and Liabilities arising a Single Transaction

This amendment requires the Group to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. As a consequence, the Group will be required to recognise both a deferred tax asset and a deferred tax liability on the initial recognition of a lease. While these would qualify for offsetting in the balance sheet, the notes would need to disclose the gross amounts.

The Group has previously accounted for the deferred taxes on leases. Therefore, the amendments have no effect on the financial statements of the Group for the year ended 31 December 2023 and relevant disclosure is included in Note 9 to the financial statements.

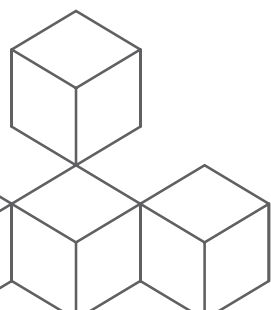
New standards, amendments and interpretations issued but not yet effective

There are a number of standards, amendments to standards, and interpretations, which have been issued by the ASC that are effective in future accounting periods and the Group has not decided to early adopt. The Group does not expect any of these standards upon adoption will have a material impact to the Group.

2.2 Property, plant and equipment

All items of property, plant and equipment are initially recognised at cost.

Property, plant and equipment are subsequently stated at cost less accumulated depreciation and any accumulated impairment losses.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.2 Property, plant and equipment (Continued)

Depreciation is calculated using the straight-line method to allocate the depreciable amounts of the property, plant and equipment over their estimated useful lives as follows:

	Years
Freehold building	33
Leasehold land and buildings	30 to 60
Premises	2
Plant and machinery	5 to 10
Motor vehicles	5
Office equipment and furnishings	3 to 10
Computers	3 to 5

Freehold land has indefinite useful life and is not depreciated.

2.3 Leases

As lessee

All leases are accounted for by recognising a right-of-use asset and a lease liability.

Initial measurement

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used.

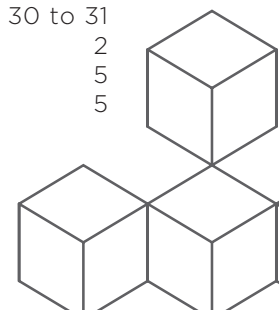
Variable lease payments are only included in the measurement of the lease liability if it is depending on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term.

The Group presents the right-of-use assets in "Property, plant and equipment" and lease liabilities separately from other liabilities in the consolidated statement of financial position.

Subsequent measurement

The right-of-use assets under cost model are depreciated on a straight-line basis over the shorter of either the remaining lease term or the remaining useful life of the right-of-use assets. If the lease transfers ownership of the underlying asset by the end of the lease term, the right-of-use assets are depreciated over the useful life of the underlying asset. The right-of-use assets are depreciated over the useful life as follows:

	Years
Leasehold land and building	30 to 31
Premises	2
Motor vehicles	5
Office equipment	5



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.3 Leases (Continued)

As lessee (Continued)

Subsequent measurement (Continued)

For lease contracts that convey a right to use an identified asset and require services to be provided by the lessor, the Group has elected to account for the entire contract as a lease. The Group does not allocate any amount of contractual payments to, and account separately for, any services provided by the lessor as part of the contract.

As lessor

When the Group is a lessor, it determines whether each lease entered is a finance or an operating lease at the lease inception date and reassessed only if there is a lease modification. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Whereas, it is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The lease payment recognised is included as part of "Other income". Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income.

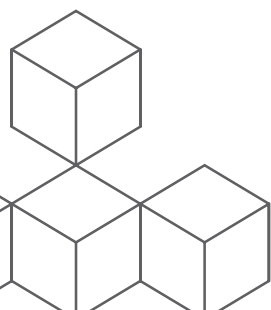
Any modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

2.4 Impairment of non-financial assets

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

2.5 Financial instruments

The Group and the Company recognise a financial asset or a financial liability in its statements of financial position when, and only when, the Group and the Company become party to the contractual provisions of the instrument.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.5 Financial instruments (Continued)

Financial assets

The Group and the Company classify its financial assets into at amortised cost, fair value through profit or loss and fair value through other comprehensive income, depending on the Group's and the Company's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Group and the Company shall reclassify its affected financial assets when and only when the Group and the Company change its business model for managing these financial assets. The Group's and the Company's accounting policies for fair value through profit or loss and fair value through other comprehensive income are not material. The accounting policy of amortised cost is as follows:

Amortised cost

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Interest income from these financial assets is included in interest income using the effective interest rate method.

Impairment provisions for trade receivables are recognised based on the simplified approach within SFRS(I) 9 using the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised in the consolidated statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for non-trade receivables are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether at each reporting date, there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those where the credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

Receivables are credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that receivables have occurred (i.e. significant financial difficulty of debtor, possible bankruptcy or liquidation of debtor, default of payments, etc.).



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.5 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost (Continued)

The Group's and the Company's financial assets measured at amortised cost comprise trade and other receivables (excluding advance payments to suppliers and prepayments), fixed deposits and cash and bank balances in the statements of financial position.

Derecognition of financial assets

The Group and the Company derecognise a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group and the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. The Group classifies ordinary shares as equity instruments.

Financial liabilities

Financial liabilities are classified as other financial liabilities as the Group and the Company do not have financial liabilities at fair value through profit or loss.

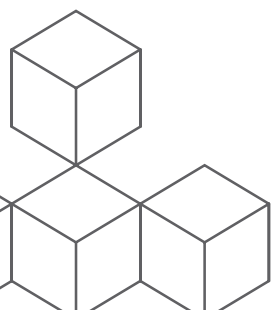
Other financial liabilities

Trade and other payables

Trade and other payables (excluding goods and services tax and advance receipts from customers) are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method.

Bank borrowings

Bank borrowings are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.5 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Other financial liabilities (Continued)

Financial guarantee contracts

The Company has issued corporate guarantees to banks for borrowings of certain subsidiaries and these guarantees qualify as financial guarantees because the Company is required to reimburse the banks if these subsidiaries breach any repayment term.

Financial guarantee contract liabilities are measured initially at their fair values, net of transaction costs. Financial guarantee contracts are subsequently measured at the higher of:

- a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and
- b) the amount of loss provisions determined in accordance with SFRS(I) 9.

Derecognition of financial liabilities

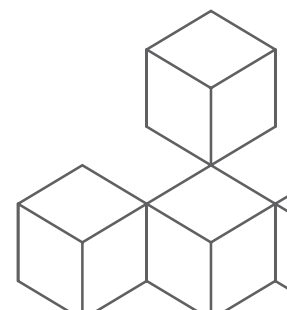
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount and the consideration paid is recognised in profit or loss.

2.6 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all costs of purchase, direct materials, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business, less all estimated costs of completion to be incurred in marketing, selling and distribution. Obsolete, slow-moving and defective inventories are written down to its net realisable value.

2.7 Revenue recognition

Revenue is recognised when a performance obligation is satisfied. Revenue is measured based on consideration of which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (i.e. sales related taxes). The consideration promised in the contracts with customers may include fixed amounts, variable amounts or both. Most of the Group's revenue is derived from fixed price contracts and therefore, the amount of revenue earned for each contract is determined by reference to those fixed prices.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.7 Revenue recognition (Continued)

Sale of goods

The Group's sales of goods comprise mainly sales of fast moving consumer goods to customers. Revenue from the sales of these products is recognised at a point in time when the products are delivered to customers. For overseas sales, performance obligations are satisfied when the controls of products (i.e. risk of obsolescence and loss of shipment) are transferred to the customers. There is limited judgement needed to identify when the point of control passes to customers. There is no element of significant financing component in the Group's revenue transactions as customers are required to pay within a credit term of 14 to 90 days. In certain circumstances, the Group receives advance payments from customers and the consideration received as at the end of each financial year would be utilised within 12 months. The advance receipts from customers is included in "Trade and other payables".

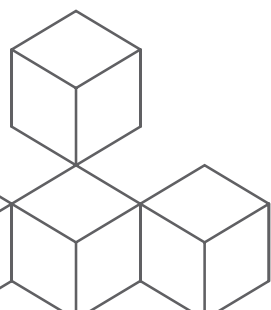
Revenue from these sales is recognised based on the price specified in the contract, net of discounts, sales rebates and rights to return. For certain customers, contractual rebates are given based on sales transactions for the financial year. For sales with a right to return, a refund liability and a corresponding right to the recovered goods (included in "Other current assets") are recognised for products expected to be returned. Accumulated experience is used to estimate and provide for the rights of return, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. At the end of each financial year, the Group reviews and updates the transaction price when necessary. The right to the recovered goods is measured by reference to the former carrying amount of the product.

The Group accounts for consideration payable to customers as a reduction of the transaction price if the payment is not for distinct goods or services received from the customer. If the payment is for distinct goods or services received from the customer, the Group accounts for any excess of the consideration payable to the customer over the fair value of the distinct goods or services as a reduction of the transaction price. If the Group cannot reasonably estimate the fair value of the goods or services received from the customer, it accounts for all of the consideration payable to customers as a reduction of the transaction price.

The Group recognises the reduction of revenue arising from consideration payable to customers at the later of: (a) when it recognises revenue for the transfer of the related goods and services to the customer; and (b) when it promises to pay the consideration.

Service income

Service income mainly comprises freight, insurance and handling services which are distinct from sales of goods. The Group is acting as an agent for customers, hence revenue after deducting the related expenses is recognised when services are rendered.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.8 Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases of asset and liabilities, except when the temporary difference arises from the initial recognition of goodwill or other assets and liabilities that is not a business combination and affects neither the accounting profit nor taxable profit.

Sales tax

Revenue, expenses and assets are recognised net of the amount of sales tax except:

- when the sales tax that is incurred on purchase of assets or services is not recoverable from the tax authorities, in which case the sales tax is recognised as part of cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statements of financial position.

2.9 Dividends

Equity dividends are recognised when they become legally payable. Interim dividends are recorded in the financial year in which they are declared for payment. Final dividends are recorded in the financial year in which dividends are approved by shareholders.

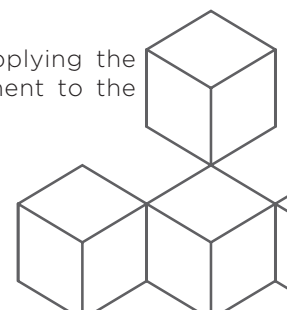
3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2 to the financial statements, management made judgements, estimates and assumptions about the carrying amounts of assets and liabilities that were not readily apparent from other sources. The estimates and associated assumptions were based on historical experience and other factors that were considered to be reasonable under the circumstances. Actual results may differ from these estimates.

These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Critical judgements made in applying the entity's accounting policies

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each financial year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(i) Revenue recognition - Estimating sales returns

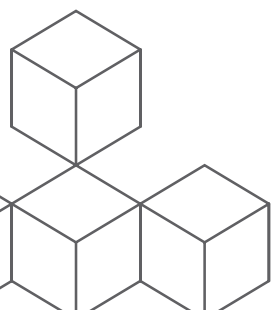
The Group accepts return of goods from customers arising from customary business practices that give rise to variable consideration. In estimating the variable consideration, the Group uses the expected value method to predict the sales returns so that revenue is recognised up to the extent that it is highly probable that a significant reversal will not occur. Management relies on historical purchasing patterns and product returns of customers, including seasonal trends, to develop its estimation.

Estimates of expected sales returns are sensitive to changes in circumstances, including market and economic factors that could change consumers' behaviour. The Group's experience regarding returns may not be representative of customers' actual returns in the future. As at 31 December 2023, the refund liabilities recognised by the Group for return of goods was \$1,223,000 (2022: \$1,363,000) (Note 15) and the assets recognised from rights to the recovered goods was \$882,000 (2022: \$986,000) (Note 21).

(ii) Estimating expected credit loss allowance

Trade receivables owing from third parties

The management estimates expected credit loss allowance using a forward-looking expected credit loss ("ECL") model. When measuring ECL, the Group performs a review of the historical trends, default payment and information, profile its customers to determine a reasonable probability of default and adjusted with forward looking information by considering the available market data on the industry growth rate in relation to the customers' profiling, which are the key estimates in measuring ECL. The net carrying amount of the Group's trade receivables owing from third parties as at 31 December 2023 was \$10,812,000 (2022: \$12,850,000) (Note 11).

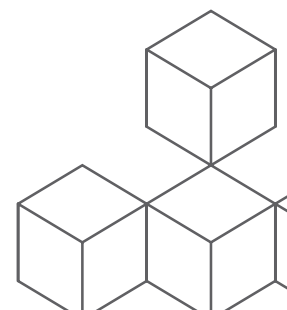


NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4. PROPERTY, PLANT AND EQUIPMENT

Group Cost	Freehold land \$'000	Freehold building \$'000	Leasehold land \$'000	Leasehold buildings \$'000	Premises \$'000	Plant and machinery \$'000	Motor vehicles \$'000	Office equipment and furnishings \$'000	Computers \$'000	Total \$'000
Balance at 1 January 2023	741	886	3,561	16,039	15	2,585	2,610	1,750	215	28,402
Additions	-	-	-	-	34	107	-	176	21	338
Variable lease payments	-	-	206	-	-	-	-	-	-	206
Disposals	-	-	-	-	-	-	(81)	-	-	(81)
Write off	-	-	-	-	-	-	-	(113)	(6)	(119)
Derecognition of right-of-use assets	-	-	-	-	(15)	-	-	(6)	-	(21)
Currency translation adjustment	(42)	(50)	-	(175)	-	(118)	(18)	(10)	(2)	(415)
Balance at 31 December 2023	699	836	3,767	15,864	34	2,574	2,511	1,797	228	28,310
Accumulated depreciation and impairment										
Balance at 1 January 2023	-	224	898	3,326	6	1,950	2,231	1,421	174	10,230
Depreciation charge	-	29	102	465	15	148	208	112	19	1,098
Disposals	-	-	-	-	-	-	(81)	-	-	(81)
Write off	-	-	-	-	-	-	-	(113)	(6)	(119)
Derecognition of right-of-use assets	-	-	-	-	(6)	-	-	(6)	-	(12)
Currency translation adjustment	-	(14)	-	(39)	-	(88)	(16)	(4)	(4)	(165)
Balance at 31 December 2023	-	239	1,000	3,752	15	2,010	2,342	1,410	183	10,951
Carrying amount At 31 December 2023	699	597	2,767	12,112	19	564	169	387	45	17,359



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group Cost	Freehold land	Freehold building	Leasehold land	Leasehold buildings	Premises	Plant and machinery	Motor vehicles	Office equipment and furnishings	Computers	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at 1 January 2022	800	957	3,348	16,282	79	2,609	2,725	1,721	212	28,733
Additions	-	-	-	-	15	136	-	115	8	274
Variable lease payments	-	-	213	-	-	-	-	-	-	213
Disposals	-	-	-	-	-	-	(88)	-	-	(88)
Write off	-	-	-	-	-	-	-	(60)	(3)	(63)
Derecognition of right-of-use assets	-	-	-	-	(79)	-	-	(12)	-	(91)
Currency translation adjustment	(59)	(71)	-	(243)	-	(160)	(27)	(14)	(2)	(576)
Balance at 31 December 2022	741	886	3,561	16,039	15	2,585	2,610	1,750	215	28,402
Accumulated depreciation and impairment										
Balance at 1 January 2022	-	210	805	2,901	60	1,916	2,036	1,412	157	9,497
Depreciation charge	-	31	93	471	22	146	293	95	21	1,172
Disposals	-	-	-	-	-	-	(76)	-	-	(76)
Write off	-	-	-	-	-	-	-	(60)	(3)	(63)
Derecognition of right-of-use assets	-	-	-	-	(79)	-	-	(12)	-	(91)
Currency translation adjustment	-	(17)	-	(46)	3	(112)	(22)	(14)	(1)	(209)
Balance at 31 December 2022	-	224	898	3,326	6	1,950	2,231	1,421	174	10,230
Carrying amount										
At 31 December 2022	741	662	2,663	12,713	9	635	379	329	41	18,172

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

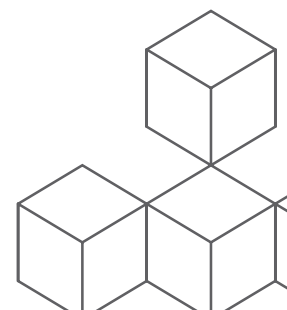
4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group's freehold land and building with carrying amount of \$1,296,000 as at 31 December 2023 (2022: \$1,403,000) was pledged as a security for the bank loans granted to the Group (Note 17).

Right-of-use assets under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed below:

Right-of-use assets classified within property, plant and equipment

Group	Leasehold land \$'000	Leasehold building \$'000	Premises \$'000	Motor vehicles \$'000	Office equipment \$'000	Total \$'000
Cost						
Balance at						
1 January 2023	3,561	13,000	14	402	36	17,013
Additions	-	-	34	-	-	34
Variable lease payments	206	-	-	-	-	206
Derecognition of right-of-use assets	-	-	(14)	-	(6)	(20)
Transfer to property, plant and equipment	-	-	-	(69)	-	(69)
Currency translation adjustment	-	-	(1)	(5)	-	(6)
Balance at 31 December 2023	<u>3,767</u>	<u>13,000</u>	<u>33</u>	<u>328</u>	<u>30</u>	<u>17,158</u>
Accumulated depreciation						
Balance at						
1 January 2023	899	2,701	6	278	16	3,900
Depreciation charge	101	390	15	76	7	589
Derecognition of right-of-use assets	-	-	(6)	-	(6)	(12)
Transfer to property, plant and equipment	-	-	-	(69)	-	(69)
Currency translation adjustment	-	-	-	(3)	-	(3)
Balance at 31 December 2023	<u>1,000</u>	<u>3,091</u>	<u>15</u>	<u>282</u>	<u>17</u>	<u>4,405</u>
Carrying amount						
At 31 December 2023	<u>2,767</u>	<u>9,909</u>	<u>18</u>	<u>46</u>	<u>13</u>	<u>12,753</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

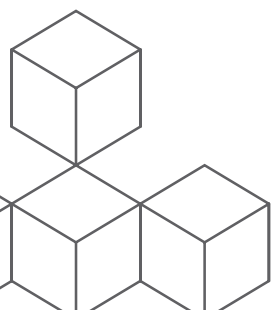
Right-of-use assets classified within property, plant and equipment (Continued)

Group	Leasehold land \$'000	Leasehold building \$'000	Premises \$'000	Motor vehicles \$'000	Office equipment \$'000	Total \$'000
Cost						
Balance at						
1 January 2022	3,348	13,000	79	700	31	17,158
Additions	-	-	15	-	18	33
Variable lease payments	213	-	-	-	-	213
Derecognition of right-of-use assets	-	-	(79)	-	(12)	(91)
Transfer to property, plant and equipment	-	-	-	(288)	-	(288)
Currency translation adjustment	-	-	(1)	(10)	(1)	(12)
Balance at 31 December 2022	<u>3,561</u>	<u>13,000</u>	<u>14</u>	<u>402</u>	<u>36</u>	<u>17,013</u>
Accumulated depreciation						
Balance at						
1 January 2022	805	2,311	60	457	21	3,654
Depreciation charge	94	390	22	115	7	628
Derecognition of right-of-use assets	-	-	(79)	-	(12)	(91)
Transfer to property, plant and equipment	-	-	-	(288)	-	(288)
Currency translation adjustment	-	-	3	(6)	-	(3)
Balance at 31 December 2022	<u>899</u>	<u>2,701</u>	<u>6</u>	<u>278</u>	<u>16</u>	<u>3,900</u>
Carrying amount						
At 31 December 2022	<u>2,662</u>	<u>10,299</u>	<u>8</u>	<u>124</u>	<u>20</u>	<u>13,113</u>

During the financial year, the lease liabilities of motor vehicles with an aggregate cost of \$69,000 (2022: \$288,000) were fully settled has transferred to property, plant and equipment.

As at 31 December 2023, motor vehicles and office equipment with a carrying amount of \$59,000 (2022: \$143,000) were secured over the lease liabilities of \$40,000 (2022: \$94,000). These assets will be seized and returned to lessor in the event of default by the Group.

The Group had sub-let a small portion of its leasehold building to earn rental income. Management had assessed that the leased portion is insignificant.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

4. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Consolidated statement of cash flows

During the financial year, the Group's additions to property, plant and equipment were financed as follows:

	Group	
	2023 \$'000	2022 \$'000
Additions to property, plant and equipment	338	274
Acquired under lease agreements (Note 16)	(34)	(33)
Cash payments to acquire property, plant and equipment	304	241

Details of the properties held by the Group as at 31 December are as follows:

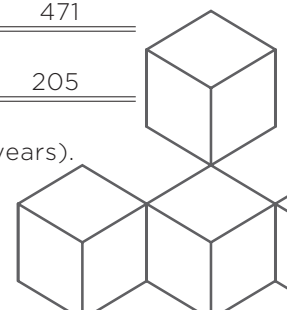
Location	Description	Tenure
267 Pandan Loop Singapore 128439	Office and warehouse premises with a land area of 5,223 sq metres	60 years from 1 October 1989
No. 8 Jalan Utarid U5/12 Seksyen U5, Shah Alam, Selangor Darul Ehsan, Malaysia	Single-storey warehouse attached with 2 storey office, measuring approximately 2,594 sq metres	50 years from 23 April 2014
No. 19 & 20 Jalan Murni 3, Taman Perindustrian Murni Senai, 81400 Senai, Johor, Malaysia	One and a half storey semi-detached factory, measuring approximately 2,294 sq metres	Freehold

5. INTANGIBLE ASSET

Computer software

	Group	
	2023 \$'000	2022 \$'000
Cost		
Balance at beginning of financial year	676	607
Additions	-	69
Balance at end of financial year	676	676
Accumulated amortisation		
Balance at beginning of financial year	471	411
Amortisation charge	62	60
Balance at end of financial year	533	471
Carrying amount		
Balance at end of financial year	143	205

The useful life of the computer software is finite and amortise over 5 years (2022: 5 years).



NOTES TO THE FINANCIAL STATEMENTS

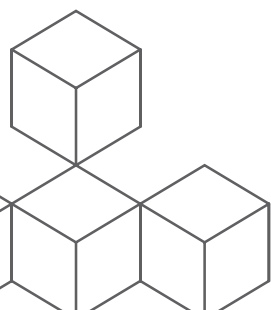
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

6. INVESTMENTS IN SUBSIDIARIES

	Company	
	2023 \$'000	2022 \$'000
Unquoted equity shares, at cost		
Balance at beginning of financial year	9,841	9,841
Conversion of loan to investment	8,488	-
Allowance for accumulated impairment losses	(6,921)	-
Balance at end of financial year	<u>11,408</u>	<u>9,841</u>
Movement in conversion of loan to investment		
Balance at beginning of financial year	-	-
Deemed investment arising from change in intention	8,028	-
Capital injection without shares subscription	460	-
Balance at end of financial year	<u>8,488</u>	<u>-</u>
Movement in allowance for accumulated impairment losses		
Balance at beginning of financial year	-	-
Impairment on conversion of loan to investment previously recognised in receivables	6,870	-
Impairment recognised during the financial year	51	-
Balance at end of financial year	<u>6,921</u>	<u>-</u>

During the financial year, management had re-assessed the intention for repayment of the amount owing by Hosen Chocolate Sdn Bhd amounted \$8,028,000, which was partially impaired by \$6,870,000 in prior years. The management decided to waive the contractual right to demand for payment from Hosen Chocolate Sdn Bhd and convert the loan as deemed investment in Hosen Chocolate Sdn Bhd. Consequently, both the loan and the impairment losses were recognised as part of investment in subsidiaries.

Following the conversion of loan to cost of investment, given the subsidiary had incurred losses, the Group carried out a review of the recoverable amount of cost of investment. The review led to the further recognition of an impairment loss of \$51,000 that has been recognised in the Company's profit and loss. The major assets held by this subsidiary is its freehold land and building. Therefore, in determining the recoverable amount using the fair value less cost of disposal method, the management estimated the market value of the freehold land and building using direct comparison method and adjusted for the cost of disposal. Direct comparison approaches make reference to the comparable sales evidence in the relevant locality with adjustments made to reflect the differences in size, location and all other relevant factors affecting its use. The major inputs into the valuation model were the price per square metre and size of the properties. This resulting fair value of the freehold land and building are considered level 3 non-recurring fair value measurements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

6. INVESTMENTS IN SUBSIDIARIES (CONTINUED)

The details of the subsidiaries are as follows:

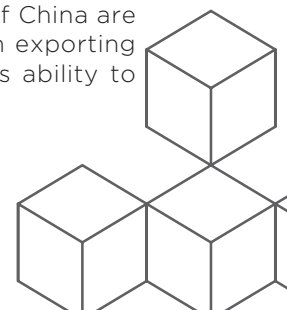
Name of subsidiaries (Country of incorporation and principal place of business)	Principal activities	Proportion of ownership interest held by the Group		Proportion of ownership interest held by non-controlling interests	
		2023 %	2022 %	2023 %	2022 %
<i>Held by the Company</i>					
Hock Seng Food Pte Ltd ⁽¹⁾ (Singapore)	Import, distribution, wholesale of fast moving consumer goods	100	100	-	-
Hosen Chocolate Sdn Bhd ⁽²⁾ (Malaysia)	Develop, process, trade and distribute house brand and new chocolate products	100	100	-	-
Fortune Melinka Pte. Ltd. ⁽¹⁾ (Singapore)	Trading of frozen, dried, canned and seafood related products	51	51	49	49
<i>Held by Hock Seng Food Pte Ltd</i>					
Hock Seng Food (M) Sdn Bhd ⁽²⁾ (Malaysia)	Import, distribution, wholesale of fast moving consumer goods	100	100	-	-
Hock Seng Worldwide Sdn Bhd ⁽²⁾ (Malaysia)	Investment holding company	100	100	-	-
Hock Seng Food (Shanghai) Co., Ltd ⁽³⁾ (People's Republic of China)	Marketing office cum general wholesale of fast moving consumer goods and frozen seafood	100	100	-	-

Notes:

- (1) Audited by BDO LLP, Singapore.
- (2) Audited by overseas member firm of the BDO Network in Malaysia.
- (3) Audited by Shanghai Willfly Certified Public Accountants Co., Ltd, People's Republic of China as this is an insignificant subsidiary to the Group.

Significant restrictions

Cash and bank balances of \$138,000 (2022: \$158,000) held in the People's Republic of China are subject to local exchange control regulations. These regulations place restrictions on exporting capital out of the country other than through dividends and thus affect the Group's ability to access or use assets, and settle liabilities, outside of the People's Republic of China.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

7. FINANCIAL ASSETS, AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group	
	2023 \$'000	2022 \$'000
Non-current - debt instrument		
Structured deposit, at fair value	96	-
Current - equity instrument		
Quoted equity securities, at fair value	3	7
Total financial assets, at fair value through profit or loss	<u>99</u>	<u>7</u>
<u>Movements in net financial assets, at fair value through profit or loss</u>		
Balance at beginning of financial year	7	8
Addition	100	-
Fair value loss arising from financial assets, at fair value through profit or loss (Note 24)	(8)	(1)
Balance at end of financial year	<u>99</u>	<u>7</u>

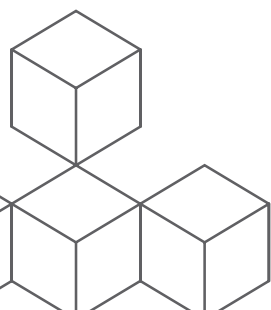
The above comprises of investments in quoted equity securities and structured deposits. Investments in quoted equity securities offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of these securities are based on closing quoted market prices on the last market day of the financial year. The structured deposit has an interest rate step up feature with maturity on 22 June 2026 and contains a callable feature which allows the financial institution the right to early terminate this structured deposit. The interest rate will step up from 1.7% to 1.85% during the tenure. The fair value of structured deposit is based on valuation provided by the financial institution as at financial year ended.

The financial assets, at fair value through profit or loss are denominated in Singapore dollar.

8. FINANCIAL ASSETS, AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME ("FVOCI")

The Group has designated its unlisted equity investment in Singapore of \$49,000 to be measured at FVOCI. The Group intends to hold this investment for long-term and strategic investment purposes.

The fair value of unlisted equity investment was derived using adjusted net assets of the unlisted equity investment as at 31 December 2023, which approximated the carrying amount of \$Nil (2022: \$Nil).



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

9. DEFERRED TAX

The amounts, determined after appropriate offsetting, are shown on the statements of financial position as follows:

	Group	
	2023 \$'000	2022 \$'000
Deferred tax assets	38	-
Deferred tax liabilities	(313)	(215)
Net deferred tax liabilities	<u>(275)</u>	<u>(215)</u>

	Company	
	2023 \$'000	2022 \$'000
Deferred tax liabilities	<u>24</u>	<u>23</u>

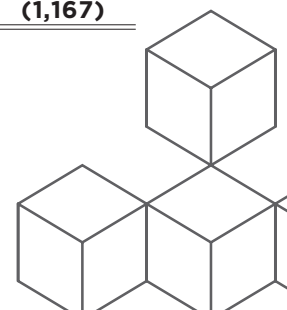
The movements in deferred tax position are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Balance at beginning of financial year	(215)	(257)	(23)	-
Credited/(Charged) to consolidated statement of comprehensive income	(60)	42	(1)	(23)
Balance at end of financial year	<u>(275)</u>	<u>(215)</u>	<u>(24)</u>	<u>(23)</u>

The following are the major deferred tax liabilities and assets (prior to offsetting of balances within the same tax jurisdiction) recognised by the Group and the movements during the year.

Deferred tax liabilities

	Accelerated tax depreciation \$'000	Lease assets \$'000	Other current asset \$'000	Unremitted interest income \$'000	Total \$'000
Group					
At 1 January 2022	-	(1,014)	(89)	-	(1,103)
Charged to profit or loss	-	(1)	(25)	(23)	(49)
At 1 January 2023	-	(1,015)	(114)	(23)	(1,152)
(Charged)/Credited to profit or loss	(30)	4	12	(1)	(15)
At 31 December 2023	<u>(30)</u>	<u>(1,011)</u>	<u>(102)</u>	<u>(24)</u>	<u>(1,167)</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

9. DEFERRED TAX (CONTINUED)

Deferred tax assets

	Accelerated tax depreciation \$'000	Provisions \$'000	Lease liabilities \$'000	Total \$'000
Group				
At 1 January 2022	198	281	367	846
(Charged)/Credited to profit or loss	(25)	86	30	91
At 1 January 2023	173	367	397	937
Credited/(Charged) to profit or loss	14	(82)	23	(45)
At 31 December 2023	187	285	420	892

The Company's deferred tax liabilities is due to unremitted interest income.

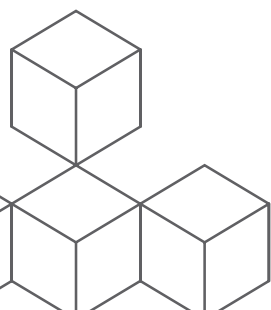
In addition to the above deferred tax recognised, information on deferred taxes not recognised is disclosed in Note 25.

10. INVENTORIES

	Group	
	2023 \$'000	2022 \$'000
Raw materials	419	803
Work-in-progress	131	137
Finished goods and goods for resale	13,615	15,186
Goods-in-transit	1,629	1,594
	15,794	17,720

The cost of inventories recognised as an expense in profit or loss and included in "Cost of sales" line item amounted to \$52,249,000 (2022: \$57,291,000).

During the financial year, the Group carried out a review of the net realisable value of its inventories which led to the write-down of inventories by \$716,000 (2022: \$337,000) recognised in "Other expenses" in profit or loss.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. TRADE AND OTHER RECEIVABLES

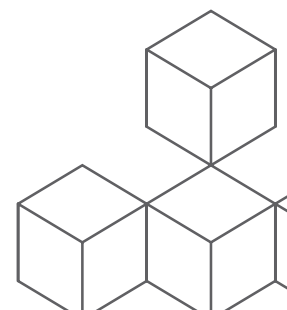
	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Trade receivables				
- Third parties	11,175	13,236	-	-
- A related party	9	13	-	-
Loss allowance	(372)	(399)	-	-
	10,812	12,850	-	-
Other receivables				
- Third parties	339	1,377	-	-
- Loans to subsidiaries	-	-	11,601	19,918
- A related party	386	392	-	-
Loss allowance				
- Third parties	-	(50)	-	-
- Loans to subsidiaries	-	-	(634)	(7,471)
- A related party	(386)	(392)	-	-
	11,151	14,177	10,967	12,447
Advance payments to suppliers	1,093	845	-	-
Deposits	129	80	-	-
Prepayments	375	352	3	8
Rebates claimable from a supplier	15	710	-	-
Total trade and other receivables	12,763	16,164	10,970	12,455
Less:				
- Advance payments to suppliers	(1,093)	(845)	-	-
- Prepayments	(375)	(352)	(3)	(8)
	11,295	14,967	10,967	12,447
Add:				
- Fixed deposits (Note 12)	31	132	-	-
- Cash and bank balances (Note 13)	5,408	5,416	57	68
Financial assets at amortised cost	16,734	20,515	11,024	12,515

The trade amounts due from third parties are unsecured, interest-free and repayable within the normal credit terms of 14 to 90 days (2022: 14 to 90 days), in cash.

The trade amount due from a related party is unsecured, interest-free and repayable within the normal credit terms of 30 days (2022: 30 days), in cash.

The non-trade amount due from a related party is unsecured, interest-free and repayable on demand.

The loans to subsidiaries are unsecured, repayable on demand and bear interests at 4.5% (2022: from 2% to 4%) per annum.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

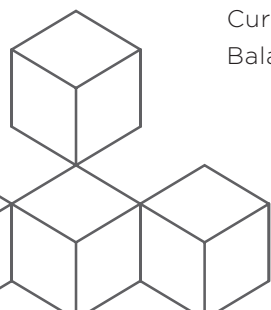
11. TRADE AND OTHER RECEIVABLES (CONTINUED)

The management estimates ECL allowance using a forward-looking ECL model. When measuring ECL, the Group performs a review of the historical trends, default payment information and profile its customers to determine a reasonable probability of default. At the end of each financial year, the ECL rates are adjusted with forward looking information by considering the available market data on the industry growth rate in relation to the customers' profiling. There is no change in the estimation techniques made in assessing loss allowance during the financial year. The lifetime ECL allowance made for the Group's trade receivables, excluding credit impaired balances, at each reporting date were as follows:

	Current \$'000	1 to 3 months past due \$'000	3 to 6 months past due \$'000	6 to 12 months past due \$'000	More than 12 months past due \$'000	Total \$'000
31 December 2023						
Weighted average loss rate	0.00%	6.24%	11.16%	0.00%	0.00%	
Trade receivables						
- Third parties	7,268	3,508	212	34	24	11,046
- Related party	2	4	3	-	-	9
	<u>7,270</u>	<u>3,512</u>	<u>215</u>	<u>34</u>	<u>24</u>	<u>11,055</u>
Loss allowance						
- Non-credit impaired	-	219	24	-	-	243
	<u>-</u>	<u>219</u>	<u>24</u>	<u>-</u>	<u>-</u>	<u>243</u>
31 December 2022						
Weighted average loss rate	0.00%	6.83%	10.00%	0.00%	0.00%	
Trade receivables						
- Third parties	9,169	3,754	190	-	-	13,113
- Related party	5	8	-	-	-	13
	<u>9,174</u>	<u>3,762</u>	<u>190</u>	<u>-</u>	<u>-</u>	<u>13,126</u>
Loss allowance						
- Non-credit impaired	-	257	19	-	-	276
	<u>-</u>	<u>257</u>	<u>19</u>	<u>-</u>	<u>-</u>	<u>276</u>

Movements in loss allowance for third party trade receivables:

	Group			
	Non-credit impaired 2023 \$'000	2022 \$'000	Credit impaired 2023 \$'000	2022 \$'000
Balance at beginning of financial year	276	227	123	120
Loss allowance (reversed)/made during the financial year	(39)	57	20	11
Amount written off as uncollectible	-	-	(5)	-
Currency translation difference	6	(8)	(9)	(8)
Balance at end of financial year	<u>243</u>	<u>276</u>	<u>129</u>	<u>123</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. TRADE AND OTHER RECEIVABLES (CONTINUED)

Movements in loss allowance for third party other receivables:

	Group	
	2023 \$'000	2022 \$'000
Balance at beginning of financial year	50	50
Amount written off as uncollectible	(50)	-
Balance at end of financial year	-	50

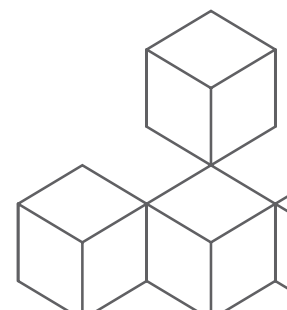
Movements in loss allowance for related party other receivables:

	Group	
	2023 \$'000	2022 \$'000
Balance at beginning of financial year	392	396
Currency translation difference	(6)	(4)
Balance at end of financial year	386	392

Movement in loss allowance for loans to subsidiaries:

	Company	
	2023 \$'000	2022 \$'000
Balance at beginning of financial year	7,471	8,391
Loss allowance made during the financial year	33	237
Reversal of loss allowance during the financial year	-	(1,157)
Transfer loss allowance to impairment loss in investment in subsidiaries	(6,870)	-
Balance at end of financial year	634	7,471

Management has performed impairment assessment for the amount due from subsidiaries using the three-stage expected credit loss model. Following the review, allowances of \$634,000 (2022: \$7,471,000) have been made for amounts due from subsidiaries which had significant increase in credit risk and assessed as credit impaired. During the financial year, a loss allowance of \$6,870,000 has been transferred to impairment loss in investment in subsidiaries in the current financial year as elaborated in Note 6 to the financial statements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. TRADE AND OTHER RECEIVABLES (CONTINUED)

The currency profiles of trade and other receivables (excluding advance payments to suppliers and prepayments) are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Singapore dollar	6,464	6,926	10,967	12,447
United States dollar	1,138	3,237	-	-
Ringgit Malaysia	3,622	4,757	-	-
Chinese renminbi	71	47	-	-
	11,295	14,967	10,967	12,447

12. FIXED DEPOSITS

Fixed deposits earn interests at an effective interest rate of 3.05% (2022: 1.70% to 2.10%) per annum and have tenure of approximately 1 year (2022: 1 year). As at the reporting date, fixed deposit amounting to \$31,000 (2022: \$32,000) was pledged to a bank as security for unpaid stamp duty on credit facility granted to a subsidiary.

The currency profiles of fixed deposits are as follows:

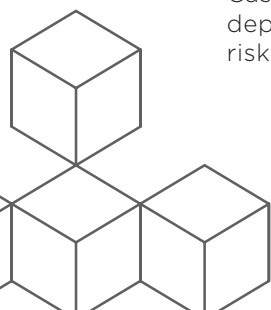
	Group	
	2023 \$'000	2022 \$'000
Singapore dollar	-	100
Ringgit Malaysia	31	32
	31	132

13. CASH AND BANK BALANCES

The currency profiles of cash and bank balances are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Singapore dollar	1,090	2,077	47	58
United States dollar	1,096	828	10	10
Ringgit Malaysia	3,067	2,340	-	-
Euro	17	13	-	-
Chinese renminbi	138	158	-	-
	5,408	5,416	57	68

Cash and bank balances in the statements of financial position comprise cash on hand and bank deposits that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

14. TRADE AND OTHER PAYABLES

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Current				
Trade payables				
- Third parties	3,940	3,528	-	-
- A related party	1	-	-	-
- Advance receipts from customers	285	503	-	-
Other payables				
- Directors' fees	126	120	126	120
- Third parties	214	236	6	22
- Accrued expenses	2,222	2,379	68	84
	6,788	6,766	200	226
Non-current				
Other payable				
- Third party	384	343	-	-
Total trade and other payables	7,172	7,109	200	226
Less:				
- Goods and services tax	(648)	(638)	-	-
- Advance receipts from customers	(285)	(503)	-	-
	6,239	5,968	200	226
Add:				
- Lease liabilities (Note 16)	2,532	2,420	-	-
- Bank borrowings (Note 17)	7,099	13,029	-	-
Total financial liabilities carried at amortised cost	15,870	21,417	200	226

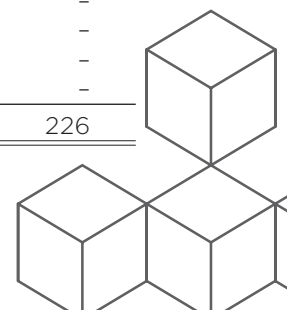
The average credit period on purchases on goods is 30 to 90 days (2022: 30 to 90 days).

The trade amount due to a related party was unsecured, interest-free and normally settled on 30 (2022: Nil) days credit term.

The non-current other payable refers to rental deposit received from tenant. As at the reporting date, the fair value of non-current other payable approximate its carrying amount.

The currency profiles of trade and other payables (excluding goods and services tax and advance receipts from customers) are as follows:

	Group		Company	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Singapore dollar	2,325	2,232	200	226
United States dollar	2,110	2,850	-	-
Ringgit Malaysia	1,261	640	-	-
Euro	533	113	-	-
Thai baht	-	70	-	-
Chinese renminbi	10	63	-	-
	6,239	5,968	200	226



NOTES TO THE FINANCIAL STATEMENTS

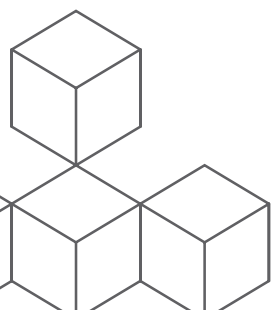
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

15. REFUND LIABILITIES

The Group recognises refund liabilities for return of goods and sales rebates. Sales returns represent management's best estimate of the present value of the future outflow of economic benefits arising from the Group accepting return of goods from customers arising from customary business practices. The estimates have been made on the basis of historical purchasing patterns and product returns of customers, including seasonal trends. Sales rebates are contractual sales rebates provided to certain customers based on sales transactions for the financial year. As at 31 December 2023, the refund liabilities recognised for return of goods and sales rebates were \$1,223,000 (2022: \$1,363,000) and \$437,000 (2022: \$559,000) respectively.

16. LEASE LIABILITIES

Group	Leasehold land \$'000	Premises \$'000	Motor vehicles \$'000	Office equipment \$'000	Total \$'000
Balance at 1 January 2023	2,316	8	74	22	2,420
Additions	-	34	-	-	34
Derecognition	-	(8)	-	-	(8)
Interest expense (Note 23)	94	1	3	1	99
Variable lease payments	206	-	-	-	206
Lease payments					
- Principal portion	(48)	(16)	(47)	(9)	(120)
- Interest portion	(94)	(1)	(3)	(1)	(99)
Balance at 31 December 2023	<u>2,474</u>	<u>18</u>	<u>27</u>	<u>13</u>	<u>2,532</u>
Balance at 1 January 2022	2,146	21	147	11	2,325
Additions	-	15	-	18	33
Interest expense (Note 23)	87	2	5	1	95
Variable lease payments	213	-	-	-	213
Lease payments					
- Principal portion	(43)	(28)	(73)	(7)	(151)
- Interest portion	(87)	(2)	(5)	(1)	(95)
Balance at 31 December 2022	<u>2,316</u>	<u>8</u>	<u>74</u>	<u>22</u>	<u>2,420</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16. LEASE LIABILITIES (CONTINUED)

The maturity analysis of lease liabilities of the Group at each reporting date were as follows:

	Group	
	2023 \$'000	2022 \$'000
Contractual undiscounted cash flows		
- Not later than a year	205	207
- After 1 year but within 5 years	627	610
- More than five years	<u>3,193</u>	<u>3,070</u>
	<u>4,025</u>	<u>3,887</u>
Less: Future interest expense	<u>(1,493)</u>	<u>(1,467)</u>
Present value of lease liabilities	<u><u>2,532</u></u>	<u><u>2,420</u></u>
Presented in consolidated statement of financial position		
- Non-current	<u>2,426</u>	2,309
- Current	<u>106</u>	111
	<u><u>2,532</u></u>	<u><u>2,420</u></u>

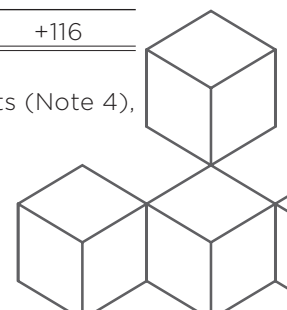
The Group leases a land in Singapore. It is customary for lease contract to provide payment to increase each year by inflation, to be reset periodically to market rental rates.

The Group also leases premises including office premises and staff accommodation, motor vehicles and office equipment with only fixed payments over the lease terms.

The percentages in the table below reflect the current proportions of lease payment that are either fixed or variable. The sensitivity reflects the impact on the carrying amount of lease liabilities and right-of-use assets if there was an uplift of 5% at the reporting date to lease payments that are variable.

	Lease contracts Number	Fixed payments %	Variable payments %	Sensitivity \$'000
31 December 2023				
Leasehold land leases with:				
- payments linked to index	1	-	98	+124
Leases of premises, motor vehicles and office equipment	<u>5</u>	<u>2</u>	<u>-</u>	<u>-</u>
	<u><u>6</u></u>	<u><u>2</u></u>	<u><u>98</u></u>	<u><u>+124</u></u>
31 December 2022				
Leasehold land leases with:				
- payments linked to index	1	-	96	+116
Leases of premises, motor vehicles and office equipment	<u>8</u>	<u>4</u>	<u>-</u>	<u>-</u>
	<u><u>9</u></u>	<u><u>4</u></u>	<u><u>96</u></u>	<u><u>+116</u></u>

The Group's lease liabilities of \$40,000 (2022: \$94,000) are secured by the leased assets (Note 4), which will revert to the lessors in the event of default by the Group.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16. LEASE LIABILITIES (CONTINUED)

The currency profiles of lease liabilities of the Group are as follows:

	Group	
	2023 \$'000	2022 \$'000
Singapore dollar	2,509	2,391
Ringgit Malaysia	23	29
	2,532	2,420

17. BANK BORROWINGS

	Group	
	2023 \$'000	2022 \$'000
Current		
<i>Secured:</i>		
Bank loan	88	90
<i>Unsecured:</i>		
Short-term bank loans	2,000	5,600
Bills payable	4,336	6,530
	6,424	12,220
Non-current		
<i>Secured:</i>		
Bank loan	675	809
Total bank borrowings	7,099	13,029

The Group's short-term bank loans are repayable within 3 months (2022: 2 months) and are due by March 2024 (2022: February 2023).

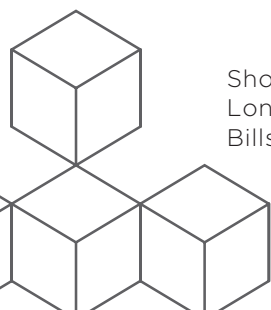
Bills payable are repayable within 5 to 78 days (2022: 3 to 103 days).

The secured bank loan comprised a loan of \$763,000 (2022: \$899,000) which was drawn down in September 2015. Repayments commenced from October 2015 and will continue until September 2030.

Bank loan is secured against the property, plant and equipment as disclosed in Note 4 to the financial statements.

Bank borrowings bear interest primarily at floating rates. The weighted average effective borrowing rate per annum were as follows:

	Group	
	2023 %	2022 %
Short-term bank loans	4.51	4.13
Long-term bank loans	4.62	3.50
Bills payable	4.54	4.76



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

17. BANK BORROWINGS (CONTINUED)

The currency profiles of bank borrowings are as follows:

	Group	
	2023 \$'000	2022 \$'000
Singapore dollar	4,197	8,519
Ringgit Malaysia	2,902	4,510
	<u>7,099</u>	<u>13,029</u>

The carrying amount of non-current bank borrowings approximate their fair value as at each reporting date as the interest rates are re-priced frequently.

18. SHARE CAPITAL

	Group and Company			
	2023	2022		
	Number of ordinary shares		\$'000	\$'000
Issued and fully-paid:				
Balance at beginning and end of financial year	<u>324,900,846</u>	<u>324,900,846</u>	<u>24,777</u>	<u>24,777</u>

The ordinary shares have no par value, carry one vote per share without restrictions and their holders are entitled to receive dividends when declared by the Company.

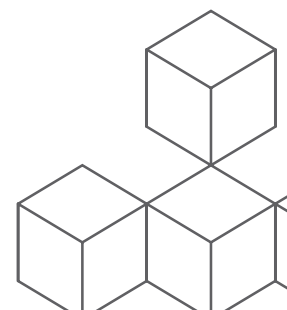
19. FOREIGN CURRENCY TRANSLATION ACCOUNT

The foreign currency translation account represents exchange differences arising from the translation of the financial statements of foreign operations where functional currencies are different from that of the Group's presentation currency.

	Group	
	2023 \$'000	2022 \$'000
Balance at beginning of financial year	(114)	(533)
Exchange differences arising on translation of foreign operations	(481)	419
Balance at end of financial year	<u>(595)</u>	<u>(114)</u>

20. FAIR VALUE RESERVE

Fair value reserve represents the cumulative fair value changes, net of tax, of financial assets measured at FVOCI until they are derecognised. Upon derecognition, the cumulative fair value changes will be transferred to retained earnings.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

21. REVENUE

Disaggregation of revenue

The Group's revenue are recognised at a point in time and disaggregated into the following, which is intended to:

- depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic data; and
- enable users to understand the relationship with revenue segment information provided in Note 30 to the financial statements.

Segments	House brands		Non-house brands		Total	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
<i>Type of good or service</i>						
Goods	55,880	58,708	11,234	15,147	67,114	73,855
Services	140	144	43	59	183	203
	56,020	58,852	11,277	15,206	67,297	74,058

Assets recognised from rights to the recovered goods

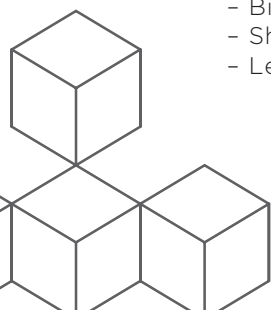
The Group has recognised an asset in relation to the right to the recovered goods for sales returns from customers amounting to \$882,000 (2022: \$986,000). This is presented within "Other current assets" in the consolidated statement of financial position.

22. OTHER INCOME

	Group	
	2023 \$'000	2022 \$'000
Gain on disposal of property, plant and equipment	50	5
Government grant	110	457
Interest income	35	22
Rental income	699	255
Others	76	160
	970	899

23. FINANCE COSTS

	Group	
	2023 \$'000	2022 \$'000
Interest expenses on:		
- Bills payable	209	249
- Short-term bank loans and bank loans	150	96
- Lease liabilities (Note 16)	99	95
	458	440



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

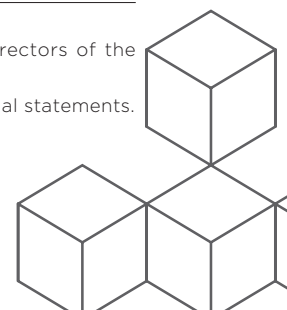
24. PROFIT BEFORE INCOME TAX

In addition to the charges and credits disclosed elsewhere in the notes to the consolidated statement of comprehensive income, the above includes the following charges:

	Group	
	2023	2022
	\$'000	\$'000
<i>Cost of sales</i>		
Depreciation of property, plant and equipment	70	74
<i>Selling and distribution expenses</i>		
Advertisements and promotions	1,111	1,310
Delivery outwards	712	714
Transports and travelling	337	304
Staff costs		
- other short-term benefits	546	587
<i>Administrative expenses</i>		
Audit fees		
- auditors of the Company	93	88
- other auditors	31	28
Non-audit fees		
(i) Audit-related services ("ARS")		
- auditors of the Company	5	-
(ii) Non-ARS		
- auditors of the Company	16	22
- other auditors	2	1
Directors' fees ⁺	127	121
Directors' remuneration		
- Directors of the Company	1,120	1,253
- Directors of subsidiaries	711	763
Staff costs		
- salaries, bonuses and other short-term benefits ⁺⁺	4,695	4,414
- employer's contributions to defined contribution plan ⁺⁺	631	580
<i>Other expenses</i>		
Fair value loss arising from financial assets, at fair value through profit or loss (Note 7)	8	1
Amortisation of intangible asset (Note 5)	62	60
Depreciation of property, plant and equipment	1,028	1,098
Write-down of inventories	716	337
Loss on foreign exchange, net	137	1,238
Repair and maintenance	358	309
Bad debt written off	24	-

+ Included in the Directors' fees are fees declared by a subsidiary to the Directors in their capacity as Directors of the subsidiary of approximately \$1,000 (2022: \$1,000).

++ The staff costs include other key management personnel remuneration as disclosed in Note 29 to the financial statements.



NOTES TO THE FINANCIAL STATEMENTS

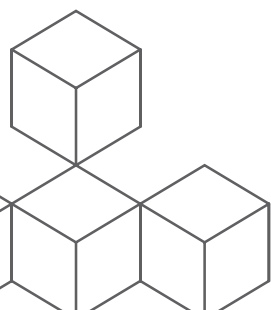
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

25. INCOME TAX EXPENSE

	Group	
	2023 \$'000	2022 \$'000
Current income tax		
- current year	635	814
- (over)/under provision in prior financial years	(29)	56
	<u>606</u>	<u>870</u>
Deferred tax credit		
- current year	(77)	(22)
- under/(over) provision in prior years	137	(20)
	<u>60</u>	<u>(42)</u>
Total income tax expense	<u><u>666</u></u>	<u><u>828</u></u>

The income tax expense varied from the amount of income tax expense determined by applying the Singapore statutory income tax rate of 17% (2022: 17%) to profit before income tax as a result of the following differences:

	Group	
	2023 \$'000	2022 \$'000
Profit before income tax	<u>1,634</u>	<u>2,025</u>
Income tax calculated at Singapore statutory tax rate of 17% (2022: 17%)	278	344
Effect of different income tax rate of subsidiaries operating in another jurisdiction	13	31
Tax effect of:		
- expenses not deductible for income tax purposes	409	657
- income not subject to income tax	(1)	(80)
- income tax exemption	(51)	(33)
Deferred tax benefits not recognised	60	15
Utilisation of deferred tax benefits not recognised	(42)	(123)
Under provision in prior financial years		
- current income tax	(29)	56
- deferred tax	137	(20)
Corporate income tax rebate and foreign tax credit	(92)	(58)
Other items	(16)	39
	<u><u>666</u></u>	<u><u>828</u></u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

25. INCOME TAX EXPENSE (CONTINUED)

Unrecognised deferred tax assets

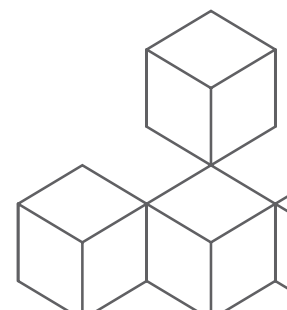
	Group	
	2023 \$'000	2022 \$'000
Balance at beginning of financial year	870	978
Amount not recognised in profit or loss	60	15
Utilisation of deferred tax assets not recognised previously	(42)	(123)
Balance at end of financial year	888	870

Deferred tax benefits have not been recognised in respect of the following items:

	Group	
	2023 \$'000	2022 \$'000
Unutilised tax losses	3,156	3,391
Property, plant and equipment	1,657	1,484
Other temporary differences	408	245

The above deferred tax benefits have not been recognised due to uncertainty of profits to which such assets may be utilised. Accordingly, these deferred tax benefits have not been recognised in the financial statements in accordance with the Group's accounting policy and the expiry dates of the unutilised tax losses under the current tax legislation are disclosed below:

	Group	
	2023 \$'000	2022 \$'000
<u>Unutilised tax losses expiring/expired in financial year ended</u>		
31 December 2024	-	91
31 December 2025	212	262
31 December 2028	1,194	1,276
31 December 2029	647	691
31 December 2030	366	867
31 December 2031	183	-
31 December 2032	350	-
No expiry date	204	204
	3,156	3,391



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

26. EARNINGS PER SHARE

The calculation of the earnings per share is based on:

	Group	
	2023	2022
Profit after income tax attributable to owners of the parent (\$'000)	<u>986</u>	<u>1,214</u>
Weighted average number of ordinary shares in issue during the financial year applicable to basic and diluted earnings per share	<u>324,900,846</u>	<u>324,900,846</u>
Basic and diluted earnings per share (in cents)	<u>0.30</u>	<u>0.37</u>

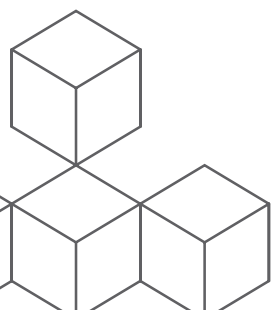
The calculations for basic earnings per share for the relevant periods are based on the profit attributable to owners for the financial years ended 31 December 2023 and 2022 divided by the weighted average of ordinary shares in the relevant periods.

The dilutive earnings per share for the relevant periods are the same as the basic earnings per share as the Group does not have any dilutive potential ordinary shares for the relevant periods.

27. DIVIDENDS

	2023 \$'000	2022 \$'000
First and final tax exempt one-tier dividend of 0.20 cents per ordinary share in respect of financial year ended 31 December 2022	<u>650</u>	-
First and final tax exempt one-tier dividend of 0.20 cents per ordinary share in respect of financial year ended 31 December 2021	-	<u>650</u>
	<u>650</u>	<u>650</u>

In respect of the current financial year, the Directors propose that a first and final tax-exempt one-tier dividend of 0.20 cents per ordinary share to be paid to shareholders on 31 May 2024. This dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed dividend is payable to all shareholders on the Register of Members on 17 May 2024. The total dividend to be paid is approximately \$650,000.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

28. CONTINGENT LIABILITIES AND COMMITMENTS

28.1 Corporate guarantees

As at 31 December 2023, the Company had given guarantees amounting to \$5,740,000 (2022: \$10,776,000) to certain banks in respect of banking facilities utilised by the subsidiaries. Such guarantees are in the form of a financial guarantee as they require the Company to reimburse the respective banks if the respective subsidiaries to which the guarantees were extended fail to make principal or interest repayments when due in accordance with the terms of the borrowings. There has been no default or non-repayment since the utilisation of the banking facilities and the risk of default is considered to be minimal by considering their credit risk profiles and the presence of underlying assets as disclosed in Note 4 to the financial statements to secure the loans.

The financial guarantees have not been recognised in the financial statements of the Company as the risk of default is remote and subject to immaterial loss allowance.

28.2 Capital commitment

At each reporting date, commitments in respect of capital expenditure were as follows:

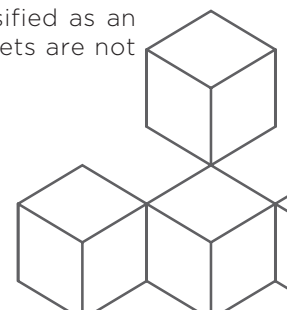
	Group	
	2023 \$'000	2022 \$'000
Capital expenditure contracted but not provided for property, plant and equipment	<u>149</u>	<u>48</u>

28.3 The Group as a lessor

As at each reporting date, the future undiscounted lease payments to be received by the Group for its non-cancellable operating leases after reporting date were as follows:

	Group	
	2023 \$'000	2022 \$'000
<i>Leasehold building</i>		
Not later than one year	816	705
One to two years	834	816
Two to three years	834	834
Three to four years	698	834
Four to five years	71	698
More than five years	-	35
	<u>3,253</u>	<u>3,922</u>

The leases for the right-of-use assets were negotiated for an average term of 5 years with renewal options of 3 years, and with no arrangements on contingent rents. Lease payments will be renewed upon renewal to reflect market rentals. These leases are classified as an operating lease because the risk and reward incidental to ownership of the assets are not substantially transferred.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. SIGNIFICANT RELATED PARTY TRANSACTIONS

During the financial year, in addition to the information disclosed elsewhere in these financial statements, the Group entities and the Company entered into the following transactions with related parties at rates and terms agreed between the parties:

	Group	
	2023 \$'000	2022 \$'000
With related parties		
Sales to related parties	38	42
Purchases from related parties	42	41
	<u>42</u>	<u>41</u>
	Company	
	2023 \$'000	2022 \$'000
With subsidiaries		
Loans to subsidiaries	16	39
Repayment of loan from a subsidiary	1,513	1,066
Interest income from subsidiaries	507	413
Dividend income from subsidiaries	700	1,000
Deemed investment arising from change in intention	8,028	-
	<u>8,028</u>	<u>-</u>

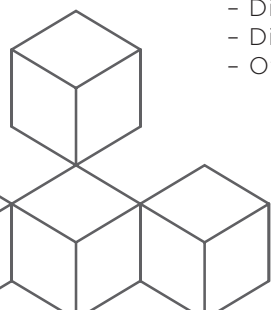
Related parties refer to entities not within the Hosen Group, owned by family members of the executive director of the Company.

As at each reporting date, the outstanding balances in respect of the above transactions are disclosed in Notes 11 and 14 to the financial statements.

Key management personnel remuneration

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. The Group's key management personnel are the Directors and the Heads of Key Functions of the Group. The key management personnel remuneration are as follows:

	Group	
	2023 \$'000	2022 \$'000
Salaries, bonuses and other short-term benefits	2,076	2,261
Employer's contributions to defined contribution plan	96	101
Directors' fees to Directors of the Company	126	120
Directors' fees to Directors of a subsidiary	1	1
	<u>2,299</u>	<u>2,483</u>
Analysed into:		
- Directors of the Company	1,246	1,373
- Directors of subsidiaries	712	764
- Other key management personnel	341	346
	<u>2,299</u>	<u>2,483</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

30. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group of executive directors and the chief executive officer who make strategic decisions.

The Group's reportable segments are strategic business units that are organised based on their function and targeted customer groups. They are managed separately because each business unit requires different skill sets and marketing strategies.

The Group is primarily engaged in two reportable segments, namely, house brands and non-house brands.

Principal activities of each business segment are as follows:

- House brands - Development, trading and distribution of canned seafood, canned fruits and vegetables and canned meat products, and chocolate products.
- Non-house brands - Importation, distribution, wholesaling and retailing of canned food and household consumable goods.

Management monitors the operating results of the segments separately for the purpose of making decisions about resources to be allocated and of assessing performance. Segment performance is evaluated based on operating profit or loss which is similar to the accounting profit or loss.

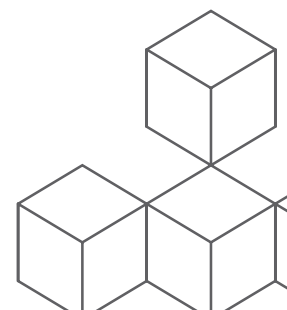
Income taxes are managed by the management of respective entities within the Group.

There is no asymmetrical allocation to reportable segments. Management evaluates performance on the basis of profit or loss from operation before tax; excluding finance costs.

There is no change from prior periods in the measurement methods used to determine reported segment profit or loss.

The Group accounts for inter-segment sales and transfer as if the sales or transfers were to third parties, which approximate market prices. These inter-segment transactions are eliminated on consolidation.

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise corporate assets, liabilities and expenses which are not directly attributable to a particular reportable segment above as they are not separately reported to the chief operating decision maker.



NOTES TO THE FINANCIAL STATEMENTS

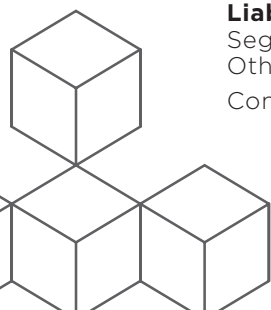
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

30. SEGMENT INFORMATION (CONTINUED)

	House brands \$'000	Non-house brands \$'000	Total \$'000
2023			
External revenue	56,020	11,277	67,297
Inter-segment revenue	6,582	21	6,603
Total revenue	<u>62,602</u>	<u>11,298</u>	<u>73,900</u>
Interest expense	(393)	(65)	(458)
Depreciation of property, plant and equipment	(797)	(141)	(938)
Amortisation of intangible asset	(47)	(15)	(62)
Loss allowance reversed on third party trade and other receivables	44	(25)	19
Bad debt written off	(24)	-	(24)
Write-down of inventories	(703)	(13)	(716)
Gain on disposal of property, plant and equipment	38	12	50
Segment profit	<u>1,474</u>	<u>447</u>	<u>1,921</u>
Assets			
Segment assets	36,827	7,143	43,970
Capital expenditure	<u>292</u>	<u>46</u>	<u>338</u>
Liabilities			
Segment liabilities	<u>13,834</u>	<u>4,019</u>	<u>17,853</u>

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

	Total \$'000
2023	
Revenue	
Total revenue for reportable segments	73,900
Elimination of inter-segment revenue	(6,603)
Consolidated revenue	<u>67,297</u>
Profit or loss	
Total segment profit	1,921
Unallocated corporate expenses	171
Other expenses	(458)
Consolidated profit before income tax	<u>1,634</u>
Assets	
Segment assets	43,970
Other unallocated assets	8,547
Consolidated total assets	<u>52,517</u>
Liabilities	
Segment liabilities	17,853
Other unallocated liabilities	1,218
Consolidated total liabilities	<u>19,071</u>



NOTES TO THE FINANCIAL STATEMENTS

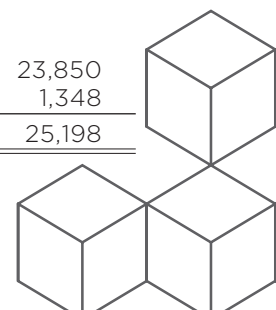
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

30. SEGMENT INFORMATION (CONTINUED)

	House brands \$'000	Non-house brands \$'000	Total \$'000
2022			
External revenue	58,852	15,206	74,058
Inter-segment revenue	6,904	234	7,138
Total revenue	<u>65,756</u>	<u>15,440</u>	<u>81,196</u>
Interest expense	(376)	(64)	(440)
Depreciation of property, plant and equipment	(865)	(216)	(1,081)
Amortisation of intangible asset	(43)	(17)	(60)
Loss allowance made on third party trade and other receivables	(90)	22	(68)
Write-down of inventories	(349)	12	(337)
Gain on disposal of property, plant and equipment	4	1	5
Segment profit	<u>1,224</u>	<u>1,308</u>	<u>2,532</u>
Assets			
Segment assets	41,683	11,270	52,953
Capital expenditure	257	86	343
Liabilities			
Segment liabilities	<u>18,732</u>	<u>5,118</u>	<u>23,850</u>

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

	Total \$'000
2022	
Revenue	
Total revenue for reportable segments	81,196
Elimination of inter-segment revenue	(7,138)
Consolidated revenue	<u>74,058</u>
Profit or loss	
Total segment profit	2,532
Unallocated corporate expenses	(67)
Other expenses	(440)
Consolidated profit before income tax	<u>2,025</u>
Assets	
Segment assets	52,953
Other unallocated assets	5,849
Consolidated total assets	<u>58,802</u>
Liabilities	
Segment liabilities	23,850
Other unallocated liabilities	1,348
Consolidated total liabilities	<u>25,198</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

30. SEGMENT INFORMATION (CONTINUED)

Segment assets

All assets are allocated to the reportable segments except for certain assets included in “Other unallocated assets”, which are not reported to the chief operating decision maker as they mainly comprised right-of-use assets and other receivables arising from leasing arrangement, deferred tax assets, financial assets, at fair value through profit or loss, cash and bank balances and fixed deposits that are not directly attributable to the segments.

Segment liabilities

All liabilities are allocated to the reportable segments except for certain assets included in “Other unallocated liabilities”, which are not reported to the chief operating decision maker as they mainly comprised non-current other payables arising from leasing arrangement, current income tax payable and deferred tax liabilities that are not directly attributable to the segments.

Geographical information

Revenue from external customers and location of non-current assets

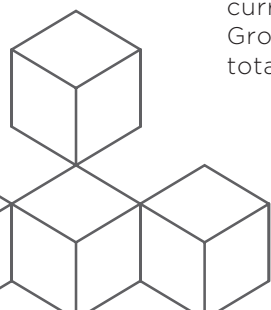
Revenue is based on the country in which the customer is located. Non-current assets comprise primarily property, plant and equipment and intangible asset. Non-current assets are shown by the geographical area in which the assets are located.

	Group	
	2023	2022
	\$'000	\$'000
Total revenue from external customers		
Singapore	31,438	34,565
Malaysia	20,397	22,894
Others*	15,462	16,599
	67,297	74,058
Non-current assets		
Singapore	13,545	13,929
Malaysia	4,091	4,447
Others*	-	1
	17,636	18,377

* “Others” include countries in Africa, Europe and Asia other than Malaysia and Singapore of which none of these countries contributes individually more than 10 percent of the Group’s revenue.

Major customer

The Group’s customers comprise mainly wholesale distributors and retailers. The Group sells products to a diverse base of customers and is not reliant on any customer for its sales. In current financial year, one customer of the Group contributed approximately \$6,841,000 to the Group’s total revenue (2022: none of the customer accounted for 10% or more of the Group’s total revenue).



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

31. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

The Group's activities expose it to credit risks, market risks (including foreign currency risks and interest rates risks and equity price risks) and liquidity risks. The Group's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. The management then establishes the detailed policies such as risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Board of Directors.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk. If necessary, market risk exposures are measured using sensitivity analysis indicated below.

31.1 Credit risks

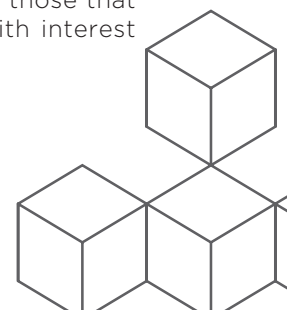
Credit risks refer to the risks that counterparty will default on its contractual obligations resulting in a loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties. The Group performs ongoing credit evaluation of its counterparties' financial condition and generally does not require a collateral.

The Group has significant credit exposure arising from the trade amount due from 1 (2022: 1) major customer representing 19% (2022: 17%) of total third parties trade receivable. The Company does not have any significant credit exposure to any single counterparty or any group of counterparties having similar characteristics except for amount due from subsidiaries amounting to \$10,966,000 (2022: \$12,447,000) representing 99% (2022: 99%) of the total trade and other receivables at each reporting date.

Trade receivables is written off when there is no reasonable expectation of recovery such as debtor is under liquidation. If the receivables are subsequently recovered, such recovery is recognised in profit or loss as "other income". As at 31 December 2023, trade receivables of \$24,000 (2022: \$Nil) were written off during the year.

The Group's and the Company's major classes of financial assets are trade and other receivables (excluding advance payments to suppliers and prepayments), fixed deposits and cash and bank balances.

For amounts due from subsidiaries (Note 11), Board of Directors has taken into account information that it has available internally about these subsidiaries' past, current and expected operating performance and cash flow position. Board of Directors monitors and assesses at each reporting date on any indicator of significant increase in credit risk on the amount due from the respective subsidiaries, by considering their financial performance and any default in external debt. For those where the credit risk has not increased significantly since initial recognition, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

31. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

31.1 Credit risks (Continued)

For other receivables, the Board of Directors monitors and assesses at each reporting date for any indicator of significant increase in credit risk on these other receivables. As at 31 December 2023, lifetime expected credit losses are recognised for those which are determined to be credit impaired as disclosed in Note 11 to the financial statements.

Further disclosure regarding trade and other receivables, which are neither past due nor impaired, are provided in Note 11 to the financial statements.

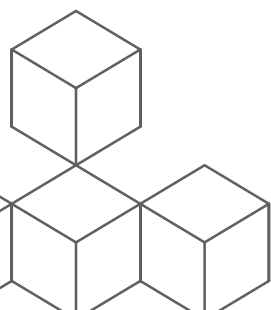
Cash and bank balances are placed with financial institutions which are regulated. The Group limits its credit risk exposure in respect of investments by investing only in liquid securities and only with counterparties that have good credit ratings. The cash and bank balances are held with banks and financial institution counterparties which are rated within P-1 to P-2 (2022: P-1 to P-2), based on Moody's rating. Management does not expect these counterparties to fail to meet their obligations.

As the Group does not hold any collateral, the carrying amount of each class of financial assets represents the maximum exposure to credit risk except for the financial guarantees issued for the subsidiaries' borrowings as disclosed in Notes 17 and 31.3 to the financial statements.

31.2 Market risks

Foreign currency risks

Foreign currency risk arises from transactions and balances that are denominated in currencies other than the functional currency of the entities within the Group. The currencies giving rise to this risk are primarily Singapore dollar ("SGD"), United States dollar ("USD"), Ringgit Malaysia ("RM"), Euro ("EUR"), Thai baht ("THB") and Chinese renminbi ("RMB"). These risks are managed by foreign currency forward contracts in respect of actual or forecast currency exposures, and are monitored on an on-going basis to ensure that the net exposure is at an acceptable level.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

31. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

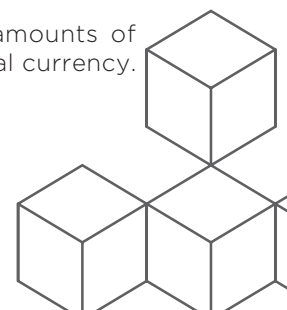
31.2 Market risks (Continued)

Foreign currency risks (Continued)

The Group's foreign currency risks exposure based on the information provided to key management is as follows:

	SGD \$'000	USD \$'000	RM \$'000	EUR \$'000	THB \$'000	RMB \$'000	Total \$'000
Group							
31 December 2023							
Total financial assets	18,680	4,059	7,049	17	-	209	30,014
Total financial liabilities	<u>(20,101)</u>	<u>(5,293)</u>	<u>(5,859)</u>	<u>(533)</u>	<u>-</u>	<u>(10)</u>	<u>(31,796)</u>
	(1,421)	(1,234)	1,190	(516)	-	199	(1,782)
<i>(Less)/Add:</i>							
Net financial (assets)/liabilities denominated in the respective entities' functional currencies	<u>1,482</u>	<u>623</u>	<u>(902)</u>	<u>-</u>	<u>-</u>	<u>(199)</u>	<u>1,004</u>
Currency exposure of financial (liabilities)/ assets net of those denominated in the respective entities' functional currencies	<u>61</u>	<u>(611)</u>	<u>288</u>	<u>(516)</u>	<u>-</u>	<u>-</u>	<u>(778)</u>
31 December 2022							
Total financial assets	25,537	4,220	7,922	13	-	205	37,897
Total financial liabilities	<u>(36,702)</u>	<u>(6,362)</u>	<u>(5,791)</u>	<u>(113)</u>	<u>(70)</u>	<u>(63)</u>	<u>(49,101)</u>
	(11,165)	(2,142)	2,131	(100)	(70)	142	(11,204)
<i>(Less)/Add:</i>							
Net financial (assets)/liabilities denominated in the respective entities' functional currencies	<u>(884)</u>	<u>590</u>	<u>(1,512)</u>	<u>-</u>	<u>-</u>	<u>(205)</u>	<u>(2,011)</u>
Currency exposure of financial (liabilities)/ assets net of those denominated in the respective entities' functional currencies	<u>(12,049)</u>	<u>(1,552)</u>	<u>619</u>	<u>(100)</u>	<u>(70)</u>	<u>(63)</u>	<u>(13,215)</u>

At the end of each reporting date, the Company does not have significant amounts of monetary assets and liabilities denominated in currencies other than its functional currency. Accordingly, the Company is not exposed to significant foreign currency risk.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

31. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

31.2 Market risks (Continued)

Foreign currency risks (Continued)

Foreign currency sensitivity analysis

The Group is mainly exposed to SGD and USD.

The following table details the Group's sensitivity to a 5% (2022: 5%) change in SGD and USD. The sensitivity analysis assumes an instantaneous 5% (2022: 5%) change in the foreign currency exchange rates from the end of the reporting date, with all other variables held constant. The results of the model are also constrained by the fact that only monetary items, which are denominated in SGD and USD are included in the analysis.

	(Decrease)/Increase	
	Profit or loss	
	2023	2022
	\$'000	\$'000
Group		
<i>Singapore dollar</i>		
Strengthened against RM, RMB and USD	3	(602)
Weakened against RM, RMB and USD	(3)	602
<i>United States dollar</i>		
Strengthened against the respective entities' functional currency	(31)	(78)
Weakened against the respective entities' functional currency	31	78

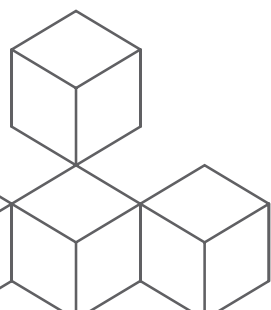
Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to floating rates bank borrowings as shown in Note 17 to the financial statements.

The Group's results are affected by changes in interest rates due to the impact of such changes on interest expense of the Group. It is the Group's policy to obtain quotes from reputable banks to ensure that the most favourable rates are made available to the Group.

The sensitivity analysis below has been determined based on the exposure to interest rates at the end of the reporting date and the stipulated change taking place at the beginning of each financial year and held constant throughout the financial year in the case of instruments that have floating rates. A 100 basis points (2022: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rate had been 100 basis points (2022: 100 basis points) higher or lower and all other variables were held constant, the Group's profit for the financial year ended 31 December 2023 would decrease/increase by approximately \$71,000 (2022: \$130,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

31. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

31.2 Market risks (Continued)

Equity price risk

The Group is exposed to equity risk arising from equity investments and structured deposit classified as financial assets, at fair value through profit or loss. Further details of these equity investments can be found in Note 7 to the financial statements.

The Group's exposure to equity price fluctuations is insignificant. Hence, no sensitivity analysis is disclosed.

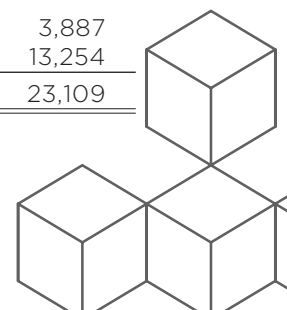
31.3 Liquidity risks

Liquidity risks refer to the risks in which the Group and the Company encounter difficulties in meeting their short-term obligations. Liquidity risks are managed by matching the payment and receipt cycle.

The following tables detail the Group's and the Company's remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company are expected to pay. The tables include both interest and principal cash flows.

Contractual maturity analysis

	Effective interest rate %	Within 1 year \$'000	Within 2 to 5 years \$'000	More than 5 years \$'000	Total \$'000
Group					
31 December 2023					
Financial liabilities					
<i>Non-interest bearing</i>					
Trade and other payables ⁽¹⁾	-	5,855	384	-	6,239
<i>Interest bearing</i>					
Lease liabilities	3.50 - 6.54	205	627	3,193	4,025
Bank borrowings	4.51 - 4.62	6,485	489	294	7,268
		<u>12,545</u>	<u>1,500</u>	<u>3,487</u>	<u>17,532</u>
31 December 2022					
Financial liabilities					
<i>Non-interest bearing</i>					
Trade and other payables ⁽¹⁾	-	5,625	343	-	5,968
<i>Interest bearing</i>					
Lease liabilities	4.00 - 6.71	207	610	3,070	3,887
Bank borrowings	3.50 - 4.76	12,303	514	437	13,254
		<u>18,135</u>	<u>1,467</u>	<u>3,507</u>	<u>23,109</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

31. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS (CONTINUED)

31.3 Liquidity risks (Continued)

Contractual maturity analysis (Continued)

	Within 1 year \$'000
Company	
31 December 2023	
Financial liabilities	
Trade and other payables	<u>200</u>
Financial guarantee contracts	<u>5,740</u>
31 December 2022	
Financial liabilities	
Trade and other payables	<u>226</u>
Financial guarantee contracts	<u>10,776</u>

(1) Excludes goods and services tax and advance receipts from customers.

The disclosed amounts for the financial guarantee contracts represent the banking facilities utilised by subsidiaries which could be called upon in the event of default.

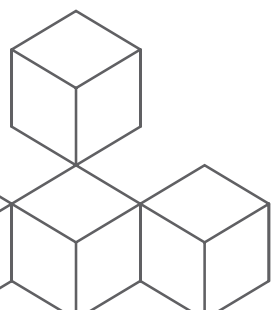
The Group's operations are financed mainly through equity, retained earnings, leases and bank borrowings. Adequate lines of credit are maintained to ensure the necessary liquidity is available when required.

The repayment terms of the lease liabilities and bank borrowings are disclosed in Notes 16 and 17 to the financial statements respectively.

32. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Financial instruments whose carrying amount approximates fair value

The carrying amounts of the Group's and the Company's financial assets and financial liabilities approximate their respective fair value due to the relative short-term maturity of these financial instruments. The fair values of non-current assets and liabilities in relation to other payables, borrowings are disclosed in the respective notes to the financial statements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONTINUED)

Financial instruments carried at fair value

Fair value hierarchy

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The table below analyses financial instruments carried at fair value by the valuation method. The fair value hierarchy has the following levels:

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

The Group's equity instrument financial assets, at fair value through profit or loss are included in Level 1 of the fair value hierarchy as the instruments are traded in the active markets and their fair values are based on quoted market prices at each reporting date.

The Group's debt instrument financial assets, at fair value through profit or loss are included in Level 2 of the fair value hierarchy as it's fair value is directly provided by financial institutions.

The Group's financial assets, at FVOCI is included in Level 3 of the fair value hierarchy as the fair value measurement includes unobservable inputs that are not developed by the Group.

There have been no changes in the valuation techniques of the various classes of financial instruments during the financial year.

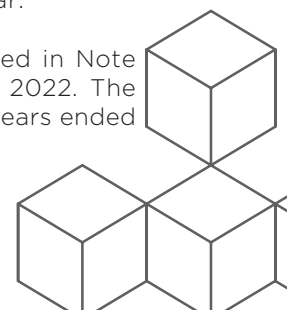
There were no transfers between levels during the financial year.

33. CAPITAL MANAGEMENT POLICIES AND OBJECTIVES

The Group and the Company manage their capital to ensure that the Group and the Company are able to continue as a going concern and maintain an optimal capital structure so as to maximise shareholder value.

The capital structure of the Group consists of equity attributable to equity holders of the parent, comprising issued capital, foreign currency translation account and retained earnings. The Group's management reviews the capital structure on a semi-annual basis. As part of this review, management considers the cost of capital and the risks associated with each class of capital. Upon review, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt. The Group's overall strategy remains unchanged from the previous financial year.

The Group is in compliance with externally imposed capital requirements as disclosed in Note 17 to the financial statements for the financial years ended 31 December 2023 and 2022. The Company is not subjected to externally imposed capital requirements for the financial years ended 31 December 2023 and 2022.



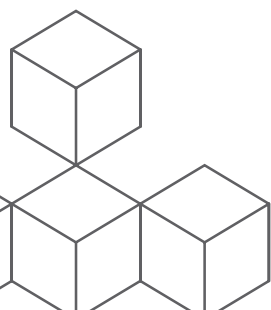
ANALYSIS OF SHAREHOLDINGS

AS AT 20 MARCH 2024

NO OF SHARES ISSUED (excluding Treasury Shares and Subsidiary holdings)	:	324,900,846
NUMBER/PERCENTAGE OF TREASURY SHARES	:	NIL
NUMBER OF SUBSIDIARY HOLDINGS	:	NIL
CLASS OF SHARES	:	ORDINARY SHARE
VOTING RIGHTS	:	1 VOTE PER SHARE

<u>SIZE OF SHAREHOLDINGS</u>	<u>NO. OF SHAREHOLDERS</u>	<u>%</u>	<u>NO. OF SHARES</u>	<u>%</u>
1 - 99	28	2.64	806	0.00
100 - 1,000	162	15.28	67,574	0.02
1,001 - 10,000	222	20.94	1,329,705	0.41
10,001 - 1,000,000	615	58.02	69,204,998	21.30
1,000,001 & ABOVE	33	3.12	254,297,763	78.27
TOTAL	1,060	100.00	324,900,846	100.00

<u>TOP TWENTY SHAREHOLDERS AS AT 20 MARCH 2024</u>		<u>NO. OF SHARES</u>	<u>%</u>
1	LIM HAI CHEOK	65,000,000	20.01
2	CHONG POH SOON	64,843,750	19.96
3	HSBC (SINGAPORE) NOMINEES PTE LTD	26,564,000	8.18
4	LIM KIM ENG	17,812,500	5.48
5	MAYBANK SECURITIES PTE. LTD.	15,123,100	4.65
6	LIM HOCK CHYE DANIEL	6,613,000	2.04
7	JAMES ALVIN LOW YIEW HOCK	4,300,000	1.32
8	LIM MEI YAN JANE	4,293,000	1.32
9	WANG LILING	3,664,452	1.13
10	YE MEIYING	3,610,000	1.11
11	KONG AI LIAN MABELINE (KANG AILIAN MABELINE)	3,190,500	0.98
12	GOH CHIN KEOW	3,014,000	0.93
13	NOMURA SINGAPORE LIMITED	3,000,000	0.92
14	CHIA GEK HOONG ANGELINE	2,516,000	0.77
15	UNITED OVERSEAS BANK NOMINEES PTE LTD	2,295,700	0.71
16	LEE SZE KIAN	2,196,900	0.68
17	PHILLIP SECURITIES PTE LTD	2,081,695	0.64
18	STEVEN CHONG KING PECK	2,025,500	0.62
19	DBS NOMINEES PTE LTD	2,011,600	0.62
20	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	2,010,800	0.62
		236,166,497	72.69



ANALYSIS OF SHAREHOLDINGS

AS AT 20 MARCH 2024

SUBSTANTIAL SHAREHOLDERS

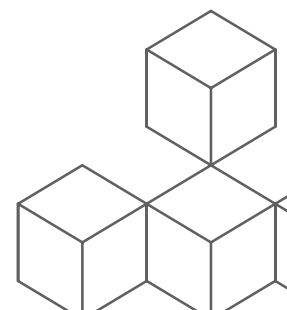
(As recorded in the Register of Substantial Shareholders)

		DIRECT INTEREST		DEEMED INTEREST	
		NO. OF SHARES	%	NO. OF SHARES	%
1	LIM HAI CHEOK	65,000,000	20.00	64,843,750	19.96
2	CHONG POH SOON	64,843,750	19.96	65,000,000	20.00
3	LIM KIM ENG	17,812,500	5.48	-	-

Mr. Lim Hai Cheok and Mdm Chong Poh Soon are spouses. Both Mr. Lim and Mdm Chong are deemed interested in the shares held by their spouse.

Percentage of Shareholding in the Hands of the Public

As at 20 March 2024, approximately 49.40% of the Company's shares (excluding treasury shares and subsidiary holdings) are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Catalist Rules.



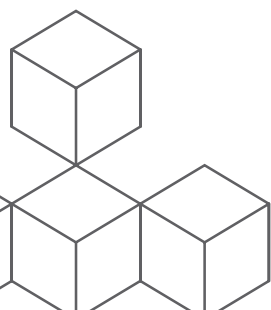
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of **HOSEN GROUP LTD.** (the “**Company**”) will be held physically at 267 Pandan Loop, Singapore 128439 on Tuesday, 30 April 2024, at 12.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and audited financial statements of the Company for the financial year ended 31 December 2023 (“**FY2023**”) together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare a first and final tax exempt (one-tier) dividend of 0.2 Singapore cents per ordinary share for FY2023. **(Resolution 2)**
3. To re-elect the following Directors retiring by rotation pursuant to Regulation 106 of the Company’s Constitution:

Mr Lim Hai Cheok **(Resolution 3)**
Mr Wee Piew **(Resolution 4)**
[See Explanatory Note (i)]
4. To re-elect Mr Yau Thiam Hwa retiring by rotation pursuant to Regulation 110 of the Company’s Constitution. **(Resolution 5)**
[See Explanatory Note (ii)]
5. To approve the payment of Directors’ fees of S\$126,400 for FY2023 (the financial year ended 31 December 2022: S\$120,000). **(Resolution 6)**
6. To re-appoint BDO LLP as the Company’s Auditor and to authorise the Directors to fix their remuneration. **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an AGM.



NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

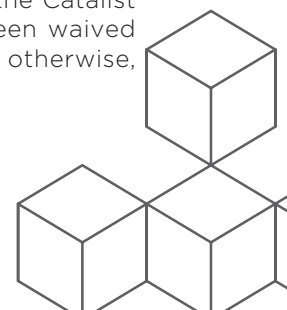
8. Share Issue Mandate

That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”), Rule 806 of the Catalist Rules, authority be given to the directors of the Company (“**Directors**”) to allot and issue shares (“**Shares**”) whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this authority was in force, provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below) at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company (“**Shareholders**”) shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards, provided the options or share awards were granted in compliance with the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, the Constitution of the Company; and



NOTICE OF ANNUAL GENERAL MEETING

- (d) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iii)]

(Resolution 8)

9. Renewal of Share Buy-Back Mandate

That:

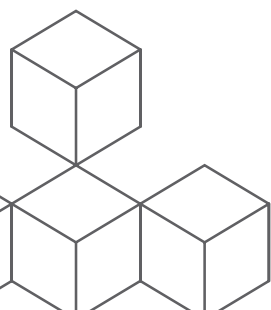
- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company:

(1) to purchase or otherwise acquire issued Shares ("**Share Buy-Back**") in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) on-market Share Buy-Back (each an "On-market Share Buy-Back") transacted on the SGX through the SGX-ST's trading system and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market Share Buy-Back (each an "Off-market Share Buy-Back") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the applicable provisions of the Companies Act, the Constitution of the Company and the Catalist Rules as may for the time being applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

- (b) the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of (A) the date on which the next AGM of the Company is held or required by law to be held; (B) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or (C) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in general meeting, ("**Relevant Period**")



NOTICE OF ANNUAL GENERAL MEETING

(c) in this Resolution:

“Prescribed Limit” means ten per cent. (10%) of the total number of Shares (excluding treasury shares and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share, which shall not exceed:

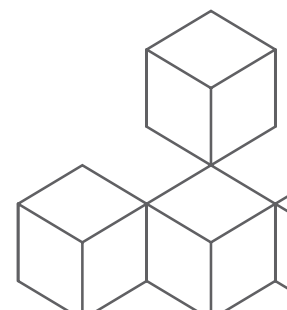
- (i) in the case of an On-market Share Buy-Back, five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) market days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day of the On-market Share Buy-Back by the Company, and deemed to be adjusted for any corporate action that occurs after such five (5)-day period; and
 - (ii) in the case of an Off-market Share Buy-Back pursuant to an equal access scheme, twenty per cent. (20%) above the average of the closing market prices of the Shares over the last five (5) market days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price for each Share and the relevant terms of the equal access scheme for effecting the Off-market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs after such five (5)-day period; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary or expedient to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (iv)]

(Resolution 9)

By Order of the Board

Lai Foon Kuen
Company Secretary
Singapore, 11 April 2024



NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr Lim Hai Cheok, upon re-election as a Director of the Company, will be redesignated from Chief Executive Officer to an Executive Director and member of the Nominating Committee. Information on Mr Lim Hai Cheok can be found on page 9 of the Annual Report and page 22 of the Appendix.

Mr Wee Piew, upon re-election as a Director of the Company, will be redesignated as a Non-Executive Non-Independent Director, member of the Audit Committee and Remuneration Committee respectively. Information on Mr Wee Piew can be found on page 9 of the Annual Report and page 22 of the Appendix. He will not be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**").

- (ii) Mr Yau Thiam Hwa, upon re-election as a Director of the Company, will be redesignated as Non-Executive Independent Chairman, Chairman of the Audit Committee and Remuneration Committee and member of the Nominating Committee respectively. Information on Mr Yau Thiam Hwa can be found on page 9 of the Annual Report and page 22 of the Appendix. He will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules. Mr Yau Thiam Hwa does not have any relationships including immediate family relationships between himself and the Directors, the Company and its substantial shareholders.
- (iii) Ordinary Resolution 8, if passed, will empower the Directors from the date of the above Meeting until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares and convertible securities in the Company up to a number not exceeding, in total, one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per cent. (50%) may be issued other than on a pro-rata basis to Shareholders.
- (iv) Ordinary Resolution 9, if passed, will empower the Directors, from the date of the above Meeting until the next AGM is held or is required by law to be held, or until it is varied or revoked by the Company in general meeting, whichever is earlier, to purchase or otherwise acquire issued ordinary Shares of the Company by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs of up to the Maximum Limit at the Maximum Price in accordance with the terms and conditions set out in the Appendix to this Notice of Annual General Meeting, the Act and the Catalyst Rules of the SGX-ST. Please refer to the Appendix to this Notice of Annual General Meeting for more details.

Notes:

General

- The members of the Company are invited to **attend physically** at the Annual General Meeting (the "**Meeting**" or "**AGM**"). **There will be no option for Shareholders to participate virtually.** Printed copies of this Notice, Proxy Form and a request form will be sent to members. The Notice is also available to members on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- Pre-registration is not required. Members, please bring along your NRIC/passport to enable the Company to verify your identity. Members and other attendees who are feeling unwell on the date of AGM are strongly encouraged not to attend the physical meeting.
- Live voting by poll will be conducted during the AGM for Shareholders and proxy(ies) attending the AGM.

Voting by Proxy

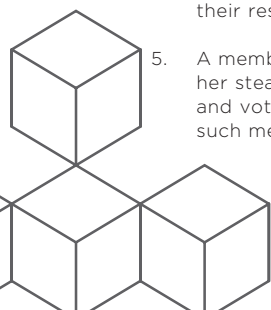
4. Arrangements for participation in the AGM physically

Members (including CPF and SRS investors) may participate in the AGM by:

- attending the AGM in person;
- submitting questions to the Chairman of the Meeting in advance of, or at, the AGM and/or
- voting at the AGM themselves personally; or through their duly appointed proxy(ies).

CPF and SRS investors who wish to appoint the Chairman of the Meeting (and not third party proxy(ies)) as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 8 below for details.

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.



NOTICE OF ANNUAL GENERAL MEETING

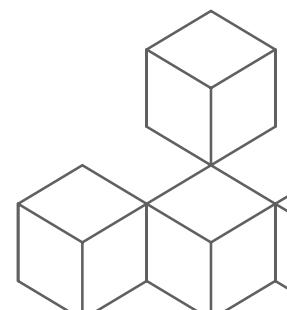
6. A proxy or attorney needs not be a member of the Company.
7. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as a proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote or abstain from voting at his discretion.

8. CPF/SRS investors who hold the Company's Shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as a proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operation to submit their votes at least 7 working days prior to the date of AGM ie by **5.00 p.m. on 18 April 2024**.
9. The Proxy Form must be submitted not less than 72 hours before the time appointed for holding the Meeting i.e. 12.00 p.m. on 27 April 2024, through any one of the following means:
 - (a) if sent personally or by post, be lodged at the registered office of the Company at 267 Pandan Loop, Singapore 128439; or
 - (b) by sending a scanned PDF copy by email to hosenagm2024@hosengroup.com.
10. A depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.
11. The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a member to the Company **before 12.00 p.m. on 27 April 2024** as a valid instrument as the member's proxy to attend, speak and vote at the Meeting if (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment by 12.00 p.m. on 27 April 2024.
12. If the member is a corporation, the Proxy Form must be under seal or the hand of an officer or attorney duly authorised.
13. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Meeting.

Submission of questions in advance of the Meeting

14. Members may also submit questions related to the resolutions to be tabled for approval at the Meeting. All questions, together with the members' full names, identification numbers, contact numbers and email addresses and manner in which they hold Shares in the Company, must be submitted no later than **12.00 p.m. on 22 April 2024 ("Cut-Off Time")** by email to hosenagm2024@hosengroup.com or by post to the registered office of the Company at 267 Pandan Loop, Singapore 128439.
15. Please note that the Company will address substantial and relevant questions relating to the resolutions to be tabled for approval by 24 April 2024.
16. The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after Cut-Off Time at the Meeting itself. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed.
17. Minutes of AGM – The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET, and the minutes will include the responses to the questions which are addressed during the AGM, if any.



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HOSEN GROUP LTD.

(Incorporated in Singapore)

(Co. Reg. No: 200403029E)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. The Annual General Meeting ("AGM" or "Meeting") will be held physically with no option to attend virtually.
2. For investors who have used their CPF monies to buy the Shares, this report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
3. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out on the back of this proxy form.

*I/We, _____ NRIC/Passport/Company Registration Number _____
of _____,

being a member/members of Hosen Group Ltd (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Annual General Meeting of the Company to be **held physically** at 267 Pandan Loop, Singapore 128439 on **Tuesday, 30 April 2024** at 12.00 p.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at *his/her discretion.

If you wish to exercise all your votes, please indicate your vote "For" or "Against" or "Abstain" with a "✓" within the boxes provided. Alternatively, if you wish to exercise some and not all of your votes "For" and "Against" the resolution and/or to abstain from voting in respect of the resolutions, please indicate the number of votes "For", the number of votes "Against" and/or the number "Abstain" in the boxes provided for the resolutions

No.	Resolutions relating to:	Number of Votes		
		For	Against	Abstain
1.	Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023			
2.	Payment of proposed first and final tax exempt (one-tier) dividend of 0.2 Singapore cents per ordinary share for the financial year ended 31 December 2023			
3.	Re-election of Mr Lim Hai Cheok as a Director			
4.	Re-election of Mr Wee Piew as a Director			
5.	Re-election of Mr Yau Thiam Hwa as a Director			
6.	Approval of Directors' fees			
7.	Re-appointment of BDO LLP as Auditors			
8.	Share Issue Mandate			
9.	Renewal of Share Buy-Back Mandate			

* Delete where inapplicable

Dated this _____ day of _____ 2024

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
or Common Seal of Corporate Shareholder

Notes:

1. Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.
2. Please insert the total number of Shares you hold. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the register of Shareholders of our Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the register of Shareholders, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the register of Shareholders. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares in the capital of the Company held by you.
3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. A proxy need not be a member of the Company.
4. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. If no such proportion or number is specified the first named proxy may be treated as representing 100% of the shareholding and any subsequent named proxy as an alternate to the earlier named. The proxy form may be accessed on the SGX website.
5. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"Relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
6. A member can appoint the Chairman of the Meeting, who need not be a member of the Company, as his/her/its proxy, but this is not mandatory.
 7. The instrument appointing a proxy(ies) ("**Proxy Form**") must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be lodged at the registered office of the Company at 267 Pandan Loop, Singapore 128439; or
 - (b) if submitted by email, be received by the Company at hosenagm2024@hosengroup.com.in either case, **by not later 27 April 2024, 12.00 p.m. being at least seventy-two (72) hours before the time appointed for holding the AGM**, failing which the Proxy Form shall not be treated as valid.
 8. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing or where it is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the proxy/proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof shall if required by law, be duly stamped must be lodged with the instrument.
 9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967 of Singapore.
 10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy or proxies to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name) may be recorded by the Company for such purpose.

CORPORATE INFORMATION

BOARD OF DIRECTORS:

WEE PIEW	Non-Executive Independent Chairman
LIM HAI CHEOK	Executive Director and Chief Executive Officer
LIM KIM ENG	Executive Director
LIM HOCK CHYE DANIEL	Executive Director
LEONG KA YEW	Non-Executive Independent Director
YAU THIAM HWA	Non-Executive Independent Director

SECRETARY:

LAI FOON KUEN

REGISTERED OFFICE:

267 Pandan Loop
Singapore 128439
Tel: (65) 6595 9222
Fax: (65) 6779 0186
Website: www.hosengroup.com

SHARE REGISTRAR:

B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896
Tel: (65) 6593 4848

SPONSORS:

PrimePartners Corporate Finance Pte Ltd
16 Collyer Quay
#10-00 Collyer Quay Centre
Singapore 049318

Auditor:

BDO LLP

**Public Accountants and
Chartered Accountants**
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

REGISTERED PROFESSIONAL:

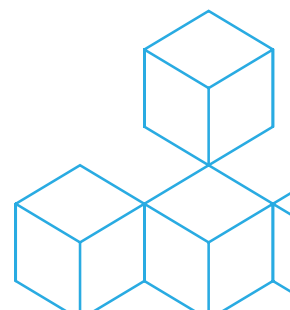
Ng Shi Qing

PRINCIPAL BANKERS:

CIMB Bank Berhad
DBS Bank Ltd
Malayan Banking Berhad
Oversea-Chinese Banking Corporation Ltd
The Hongkong and Shanghai Banking Corporation Ltd
United Overseas Bank Ltd

Partner-in-Charge:

Philip Aw Vern Chun
(Appointed since the
financial year ended
31 December 2023)





HOSEN GROUP LTD

Company Registration No.: 200403029E
267 Pandan Loop Singapore 128439
Tel: (65) 6595 9222 Fax: (65) 6779 0186
www.hosengroup.com