

SUNRISE SHARES HOLDINGS LTD.

Registration Number: 198201457Z

Condensed Interim Financial Statements
For the six months ended 30 June 2023

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A. Condensed interim consolidated statement of comprehensive income for six-month financial period ended 30 June 2023

	Group		Increase / (Decrease) %
	6 months period ended 30.06.2023 ("HY2023") S\$'000 (Unaudited)	6 months period ended 30.06.2022 ("HY2022") S\$'000 (Restated)	
Note			
Revenue	286	400	(29)
Finance income	11	66	(83)
Other income	56	-	NM
Administrative expense	(137)	(484)	(72)
Other expense	(476)	(686)	(31)
Loss before taxation	(260)	(704)	(63)
Tax expense	(5)	(186)	(97)
Loss for the financial period, net of tax	(265)	(890)	(70)
Loss for the period	(265)	(890)	(70)
Other comprehensive (loss)/ income Items that may be reclassified to profit or loss in subsequent periods (net of tax)			
Currency translation difference on consolidation of foreign entities (net)	(100)	18	NM
Other comprehensive (loss)/ income, net of tax	(100)	18	NM
Total comprehensive (loss)/ income for the period	(100)	18	NM
Loss attributable to:-			
Owners of the Company			
Total comprehensive loss attributable to:-			
Owners of the Company	(365)	(872)	(58)

NM = Not meaningful

B. Condensed interim statements of financial position

	Group		Company	
	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)
Note				
Assets				
Investment in subsidiaries	-	-	10	10
Non-current Asset	-	-	10	10
Trade and other receivables	14	28	1,392	957
Cash and cash equivalents	3,691	4,134	128	331
Current Assets	3,705	4,162	1,520	1,288
Total Assets	3,705	4,162	1,530	1,298
Equity				
Share capital	25,668	25,668	25,668	25,668
Reserves	(22,233)	(21,866)	(25,296)	(24,707)
Total Equity	3,435	3,802	372	961
Liabilities				
Trade and other payables	215	307	1,158	337
Current tax liabilities	55	53	-	-
Current Liabilities	270	360	1,158	337
Total Liabilities	270	360	1,158	337
Total Equity and Liabilities	3,705	4,162	1,530	1,298

C. Condensed interim statements of changes in equity

	Share capital	Foreign currency translation reserve	Statutory reserve	Accumulated losses	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group 2023					
Balance as at 1 January 2023	25,668	124	523	(22,515)	3,800
Total comprehensive income					
Loss for the period	-	-	-	(265)	(265)
Other comprehensive income:					
Foreign currency translation arising from the translation of foreign operations	-	(100)	-	-	(100)
Total comprehensive income, net of tax	-	(100)	-	(265)	(365)
Balance as at 30 June 2023	25,668	24	523	(22,780)	3,435

	Share capital	Foreign currency translation reserve	Statutory reserve	Accumulated losses	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
2022					
Balance as at 1 January 2022	25,668	140	523	(20,640)	5,691
Total comprehensive income					
Loss for the period (restated)	-	-	-	(890)	(890)
Other comprehensive income:					
Foreign currency translation arising from the translation of foreign operations	-	18	-	-	18
Total comprehensive income, net of tax	-	18	-	(890)	(872)
Balance as at 30 June 2022 (restated)	25,668	158	523	(21,530)	4,819

C. Condensed interim statements of changes in equity (cont'd)

Company	Share capital	Accumulated losses	Total
	S\$'000	S\$'000	S\$'000
2023			
Balance as at 1 January 2023	25,668	(24,708)	960
Loss for the period/Total comprehensive loss for the period	-	(588)	(588)
Balance as at 30 June 2023	25,668	(25,296)	372

Company	Share capital	Accumulated losses	Total
	S\$'000	S\$'000	S\$'000
2022			
Balance as at 1 January 2022	25,668	(22,666)	3,002
Loss for the period/Total comprehensive loss for the period	-	(284)	(284)
Balance as at 30 June 2022	25,668	(22,950)	2,718

D. Condensed interim consolidated statement of cash flow

	Group	
	HY2023 S\$'000 (Unaudited)	HY2022 S\$'000 (Restated)
<u>Cash flows from operating activities</u>		
Loss before tax	(260)	(704)
Adjustments for:		
Depreciation	-	7
Operating loss before working capital changes	(260)	(697)
Changes in working capital:		
Trade and other receivables	12	3,237
Trade and other payables	(92)	(29)
Cash (used in)/generated from operations	(340)	2,511
Net taxation paid	(3)	(387)
Net cash (used in)/generated from operating activities	(343)	2,124
<u>Cash flows from financing activities</u>		
Repayment of shareholder loan	-	(264)
Repayment of lease liabilities	-	(7)
Net cash used in financing activities	-	(271)
Net (decrease)/increase in cash and cash equivalents	(343)	1,853
Cash and cash equivalents at beginning of financial period	4,134	2,263
Effect of exchange rate changes on cash held in foreign currencies	(100)	18
Cash and cash equivalents at end of financial period	3,691	4,134
Represented by:		
Cash and bank balances	3,691	4,134
	3,691	4,134

E. Notes to the condensed interim consolidated financial statements

1. Corporate information

Sunrise Shares Holdings Ltd. (the “Company”) is incorporated in Singapore and whose shares are publicly traded on the Catalist Board of the Singapore Exchange. These condensed interim consolidated financial statements as at and for the six months ended 30 June 2023 comprise the Company and its subsidiaries (collectively, the “Group”).

The principal activities of the Group are the provision of property consultancy and management services to property management companies in PRC in relation to, among others, (i) construction execution planning, (ii) construction team management advising, (iii) material supplier consulting, (iv) budget advising, (v) property management team advising, and (vi) property marketing and brokerage service.

2. Basis of preparation

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

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

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

2.1 New and amended standards adopted by the Group

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

2.2 Use of judgements and estimates

In preparing the interim condensed financial statements, management has made judgement, estimates and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses, assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. Although these estimates are based on management’s best knowledge of current events and actions and historical experiences and various other factors that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates.

Use of estimates and judgements

The 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.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the financial year ended 31 December 2022.

The carrying amounts of cash and cash equivalents, trade and other current receivables and payables (other than lease liabilities) approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

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

3. Seasonal operations

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

4. Segment and revenue information

The Group is organised into the following main business segments:

- (a) Property consultancy and management services;
- (b) Others

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

	Property consultancy and management services S\$'000	Others S\$'000	Total S\$'000
HY2023			
Services rendered to external customers	116	-	116
Services rendered to related party	170	-	170
Total revenue	286	-	286
Segment loss before tax			
Administrative and other expenses	(613)	-	(613)
Finance income	11	-	11
Other income	56	-	56
Loss before taxation	(260)	-	(260)
Taxation	(5)	-	(5)
Loss for the period	(265)	-	(265)

Segment assets	1,344	2,361	3,705
Total assets per statement of financial position	1,344	2,361	3,705
Segment liabilities	51	164	215
Current income tax liabilities	55	-	55
Total liabilities per statement of financial position	106	164	270

	Property consultancy and management services S\$'000	Others S\$'000	Total S\$'000
HY2022			
Services rendered to external customers	400	-	400
Total revenue	400	-	400
Segment loss before tax			
Administrative and other expenses	(1,170)	-	(1,170)
Finance income	66	-	66
Loss before taxation	(704)	-	(704)
Taxation	(186)	-	(186)
Loss for the period	(890)	-	(890)
Segment assets	2,699	1,463	4,162
Total assets per statement of financial position	2,699	1,463	4,162
Segment liabilities	307	53	360
Total liabilities per statement of financial position	307	53	360

Segment revenue	6 months period ended 30.06.2023 S\$'000 (Unaudited)	6 months period ended 30.06.2022 S\$'000 (Unaudited)
Property consultancy and management services	286	400

The following table provides a disaggregation of the Group's revenue by timing of revenue recognition.

	Group	
	6 months period ended 30.06.2023 S\$'000 (Unaudited)	6 months period ended 30.06.2022 S\$'000 (Unaudited)
Timing of revenue recognition:		
Over time:		
Property consultancy and management services	286	400
	286	400

Geographical Information

In presenting information based on geographical segments, segment revenue is based on the geographical location of projects. Segment assets are based on the geographical location of the assets.

	Revenue S\$'000	Non-current assets S\$'000
<u>30 June 2023</u>		
Singapore	-	-
China	116	-
Hong Kong	170	-
Total	<u>286</u>	<u>-</u>
<u>30 June 2022</u>		
Singapore	-	-
China	400	-
Total	<u>400</u>	<u>-</u>

5. Other income

	Group	
	6 months period ended 30.06.2023 S\$'000 (Unaudited)	6 months period ended 30.06.2022 S\$'000 (Unaudited)
- Unrealised gain on foreign exchange	56	-
	<u>56</u>	<u>-</u>

6. Tax expense

	Group	
	6 months period ended 30.06.2023 S\$'000 (Unaudited)	6 months period ended 30.06.2022 S\$'000 (Unaudited)
Tax expense attributable to profits is made up of:		
- Current income tax provision	5	186
	<u>5</u>	<u>186</u>

7. Loss for the period

	Group	
	6 months period ended 30.06.2023 S\$'000 (Unaudited)	6 months period ended 30.06.2022 S\$'000 (Unaudited)
Loss for the financial period is arrived at charging:		
Professional fee	438	199
Staff costs and Director fee	137	176
Lease expense	19	8
Other expense (Office expense, travel and entertainment)	43	9

8. Loss per share

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	Group	
	6 months period ended 30.06.2023 S\$'000 (Unaudited)	6 months period ended 30.06.2022 S\$'000 (Unaudited)
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share ('000)	209,337	209,337
Basic and diluted loss per share (cents per share)	(0.13)	(0.11)

9. Net asset value (for the issuer and group) per ordinary share based on issued share capital excluding treasury shares of the issuer at the end of the:

- a) Current financial period reported on; and
- b) Immediately preceding financial year.

Group		Company	
30.06.2023	31.12.2022	30.06.2023	31.12.2022
Singapore cents	Singapore cents	Singapore cents	Singapore cents
1.64	1.82	0.18	0.46

10. Right-of-use assets and lease liabilities

The Group as a lessee

Nature of the Group's leasing activities

The Group's leasing activities comprise the following:

- a) The Group leases office unit from non-related party and the tenure had ended in 2022.

- b) The Group leases shared office space with short contractual term. The Group has elected not to recognise rights-of-use assets and lease liabilities for this short term lease.

There were no additions during the financial period.

Information about leases for which the Group is a lessee is presented below:

Amounts recognised in statement of financial position

	Group	
	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)
<u>Carrying amount of right-of-use assets</u>		
Office unit	-	-
<u>Carrying amount of lease liabilities</u>		
Current	-	-

Amounts recognised in profit or loss

	Group	
	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)
Depreciation charge for the financial period	-	12
<u>Lease expense not included in the measurement of lease liabilities</u>		
Lease expense – short term leases	-	8
Interest expense on lease liabilities	-	1

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Lease liabilities	
	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)
Balance at 1 January	-	15
Changes from financing cash flows		
- Repayments	-	(14)
- Interest paid	-	(1)
Non-cash changes		
- Interest expense	-	1
- Effect of changes in foreign exchange rates	-	(1)
Balance at 30 June /31 December	-	-

11. Investment in subsidiaries

	<u>Company</u>	
	<u>As at 30.06.2023 S\$'000 (Unaudited)</u>	<u>As at 31.12.2022 S\$'000 (Audited)</u>
Unquoted equity shares, at cost At 1 January and end of financial period	10	10

a) Details of subsidiaries held by the Company are:

Name of subsidiary and country of business / incorporation	Principal activities	Effective equity interest	
		30.06.2023 %	31.12.2022 %
Sunrise Industrial (Singapore) Pte. Ltd. ⁽²⁾ Singapore	Property fund management and real estate investment trusts	100	100
Sunrise Investment Limited ⁽¹⁾ (Cayman Island)	Investment holding	100	100
<u>Held by Sunrise Industrial (Singapore) Pte. Ltd.</u>			
Hong Kong Sunrise Industrial Development Limited ⁽³⁾ (Hong Kong)	Property consultancy, management and related services	100	100
<u>Held by Hong Kong Sunrise Industrial Development Limited</u>			
Hong Kong Sunrise Consultant Limited ⁽³⁾ (Hong Kong)	Investment holding	100	100
<u>Held by Hong Kong Sunrise Consultant Limited</u>			
Shenzhen Sunrise Development Limited ⁽¹⁾ (China)	Property consultancy, management and related services	100	100

Held by Shenzhen Sunrise
Development Limited

Shenzhen Zhongtong Apartment Management Limited (Formerly known as Shenzhen Kimshek Construction Project Management Limited) ⁽¹⁾ (China)	Property consultancy, management and related services	100	100
Shenzhen Kimshek Consultancy Management Limited ⁽¹⁾ (China)	Property consultancy, management and related services	100	100

1. Not required to be audited.
2. Audited by PKF-CAP LLP.
3. Audited by independent member firm of PKF International.

12. Trade and other receivables

	Group		Company	
	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)
Prepayments	6	1	6	-
Other receivables	8	27	3	3
Amounts due from subsidiaries	-	-	1,383	954
	14	28	1,392	957

Amounts due from subsidiaries are non-trade in nature, unsecured, interest free and repayable on demand.

13. Share capital

	Group and Company			
	30.06.2023		30.06.2022	
	Number of shares	Issued share capital S\$	Number of shares	Issued share capital S\$
	'000	S\$'000	'000	S\$'000
Beginning and end of interim period	209,337	25,668	209,337	25,668

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions.

The Company does not have any outstanding convertibles, treasury shares and subsidiary holdings as at 30 June 2023 and 31 December 2022.

14. Foreign currency translation reserve

The foreign currency translation reserve comprises foreign currency differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the functional currency of the Company.

15. Statutory reserve

In accordance with the Foreign Enterprise Law applicable to entities in the PRC, the Group's PRC subsidiaries are required to make appropriation to a Statutory Reserve Fund (SRF). At least 10% of the profit after tax as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to the SRF until the cumulative total of the SRF reaches 50% of the PRC entity's registered capital. Subject to approval from the relevant PRC authorities, the SRF may be used to offset any accumulated losses or increase the registered capital of the PRC entity. The SRF is not available for dividend distribution to shareholders.

16. Trade and other payables

	Group		Company	
	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)
Trade payables	24	60	-	-
Accruals	99	171	68	169
Other payables	92	76	92	50
Amount due to a subsidiary	-	-	998	118
	<u>215</u>	<u>307</u>	<u>1,158</u>	<u>337</u>

Amount due to a subsidiary is non-trade in nature, unsecured, interest free and repayable on demand.

17. Related party transactions

In addition to information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties, who are not members of the Group during the financial year on terms agreed by the parties concerned:

	Group	
	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)
Consultancy fee received	170	-
Repayment of loan to shareholder	-	(264)

Key management personnel compensation

Total key management personnel compensation is analysed as follows:

	Group	
	As at 30.06.2023 S\$'000 (Unaudited)	As at 31.12.2022 S\$'000 (Audited)
Directors of the Company		
- Directors' fee	45	90
Other key management personnel		
- Short-term employee benefits	74	233
- Contributions to defined contribution plans	-	3
Total key management personnel benefits incurred by the Group	119	326

18. Fair value of assets and liabilities

a) Fair value hierarchy

The tables below analyse the fair value measurements by the levels in the fair value hierarchy based on the inputs to the valuation techniques. The different levels are defined as follows:

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

No fair value hierarchy information is disclosed for the Group's and Company's financial assets and financial liabilities measured at amortised cost as the carrying amount of these financial assets and liabilities approximate their fair values.

b) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are reasonableness approximation of fair value

The carrying amounts of financial assets and financial liabilities at amortised cost are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

c) The Group and the Company has no other financial instruments.

19. Subsequent Events

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

F. OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7.2

1. Review

The condensed consolidated statement of financial position of Sunrise Shares Holdings Ltd and its subsidiaries as at 30 June 2023 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended and certain explanatory notes have not been audited or reviewed.

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

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

The 3 agreements in relation to the consultancy management services to New Zealand Nan Fang Investment Limited and Nan Fang (Singapore) Investment Fund Management Pte Ltd, and loan to a corporation, which were the subject of the auditor's qualified opinion on the audited financial statements in respect of the financial year ended 31 December 2022 ("FY2022") as disclosed in the FY2022 annual report, had ceased by first half of FY2022.

The Company is actively looking to employ a qualified Chief Financial Officer and is also exploring to hire an internal auditor to strengthen its overall internal control systems, including but not limited to the identification of related party transactions ("RPTs") and interested person transactions ("IPTs") so as to ensure that all RPTs and IPTs are properly disclosed on a timely manner.

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

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

2A. Review of the Performance of the Group

The Group had on 30 December 2022 entered into a consultancy and management service agreement with Hong Kong Sunrise Asset Management ("HKSAM"), an interested person transaction. However, as the real estate business in China had continued to remain weak despite the gradual re-opening of the economy in China, HKSAM had no new business in both Hong Kong and China, and the consultancy agreement with HKSAM was terminated on 22 March 2023.

Despite the above loss of business, the Group secured 2 consultancy service agreements during the 6 months period ended 30 June 2023, one with Zhuhai Tonglin Village Eco-Tourism Development Co., Ltd. and the other with Zhuhai Mucun Construction Engineering Co., Ltd.

Revenue from operations decreased by 29% or S\$114,000, from S\$400,000 in HY2022 to S\$286,000 in HY2023, mainly due to lesser consultancy contracts secured during the 6 months period as the property market, particularly in China still remain challenging.

Administrative and other expenses (mainly comprising staff costs and professional fees) decreased by 48% or S\$559,000, from S\$1,170,000 in HY2022 to S\$611,000 in HY2023. The Group incurred higher professional fees in HY2022 to address the disclaimer audit opinion in respect of the audited financial statement of the Group for the financial year ended 31 December 2021. In addition, the Group also rationalised its head count in response to current challenging market conditions.

As a result, the Group reported net loss of S\$265,000 in HY2023, as compared to net loss of S\$890,000 in HY2022.

2B. Review of the Group's Financial Position

Current Assets

Trade and other receivables decreased by S\$14,000, mainly contributed by the recovery of China VAT amounted to S\$18,000.

With the loss after tax of S\$265,000 and payments to trade and other payables, cash and bank balances of the Group has reduced from S\$4.1 million to S\$3.7 million.

Current Liabilities

The Group's current liabilities decreased by S\$90,000 from S\$360,000 as at 31 December 2022 as compared to S\$270,000 as at 30 June 2023, primarily due to decrease in trade and other payables of S\$92,000 from S\$307,000 as at 31 December 2022 to S\$215,000 as at 30 June 2023.

Working Capital

The working capital decreased from S\$3.802 million as at 31 December 2022 to S\$3.435 million as at 30 June 2023 was resulted from lower consultancy services revenue and payments of administrative and other corporate expenses.

2C. Review of Cash Flow Statement

Net decrease of S\$443,000 in cash and cash equivalents during HY2023 was mainly represented by loss before tax of S\$260,000 and net receipt from receivables and payments to payables of S\$80,000, coupled with the effect of exchange rate changes on cash and bank balances held in foreign currencies amounted to S\$100,000.

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

There was no forecast or prospect statement previously disclosed to the shareholders.

4. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The recovery in the property market is expected to continue in 2024, albeit at a slower pace amid rising borrowing costs and growing inflationary pressure. The real estate business in China is expected to remain weak despite the borders in both China and Hong Kong have re-opened. Against this backdrop, the consultancy agreement with HKSAM was terminated on 22 March 2023 and presently, the Group is working on 2 consultancy contracts, of which, one of them is in relation to tourism and hotel accommodation.

Overall, the Group expects the business environment to remain challenging for FY2023, especially with the increase in the cost of borrowing and growing inflationary pressure, the Group will continue to be cautious and seize any other business opportunities that may emerge in the near future.

On 10 July 2023, Datuk Wira Boo Kuang Loon ("Offeror") acquired 69,012,815 shares of the Company ("Shares") representing approximately 32.97% equity interest in the Company from Sunrise Wealth Management Pte. Ltd., thereby emerging as a new and largest controlling shareholder of the Company. Arising from the above acquisition, the Offeror had launched the mandatory conditional

cash offer for the remaining Shares not owned by him ("Offer"). As disclosed in the Offer Document dated 31 July 2023 and the Offeree Circular dated 11 August 2023, it is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST following completion of the Offer, and the Offer will close at 5.30 p.m. on 28 August 2023.

5. Dividend Information

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

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

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

No dividend has been declared or recommended for the corresponding period of the immediately preceding financial year.

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable.

Not applicable.

(e) The date on which Registrable Transfers received by the company (up to 5.00 p.m.) will be registered before entitlements to the dividend are determined.

Not applicable.

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

No dividend has been declared or recommended as the Group had incurred losses for HY2023.

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

The Group has on 29 December 2022, obtained a general mandate from shareholders for the following interested person transaction:

Name of Interested Person	Nature of Relationship	Aggregate value of all IPT conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
Hong Kong Sunrise Asset Management ("HKSAM")	A company wholly owned by Mr Wong Siu Fai, the substantial shareholder of the Company	Management consultancy fee charged by the Group to HKSAM: S\$170,000

The consultancy agreement with HKSAM was terminated on 22 March 2023.

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

The Company confirms that it has procured undertakings from all its directors and executive officers pursuant to Rule 720(1).

9. Negative Confirmation Pursuant to Rule 705(5) of the Listing Manual

On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the condensed interim financial statements for the six-month period ended 30 June 2023 to be false or misleading in any material aspect.

On Behalf of the Board of Directors

Zheng Aimin
Lead Independent Director

Tang An
Independent Director

14 August 2023

This announcement has been reviewed by the Company's sponsor, Provenance Capital Pte. Ltd. ("Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. It has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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