

KGroup Holdings Limited

千盛集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8475

Third Quarterly Report

2020/21



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND THE “GEM”, RESPECTIVELY)

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Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors” and each a “Director”) of K Group Holdings Limited (the “Company” and together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.



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THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) presents the unaudited condensed consolidated financial statements of the Group for the three months and nine months ended 31 May 2021 (the “**Period**” and the “**Unaudited Condensed Consolidated Financial Statements**”, respectively) together with comparative unaudited figures for the corresponding three months and nine months period in 2020 (the “**Last Corresponding Period**”) as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 MAY 2021

	Notes	Three months ended 31 May		Nine months ended 31 May	
		2021 (unaudited) SGD'000	2020 (unaudited) SGD'000	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000
Revenue	4	3,916	2,604	13,023	11,802
Other income	5	312	1,009	1,661	1,024
Other gains/(losses), net	5	(34)	9	(112)	29
Cost of inventories consumed		(1,097)	(887)	(3,573)	(3,204)
Staff costs		(1,317)	(977)	(4,284)	(4,105)
Depreciation and amortisation		(1,301)	(1,463)	(4,122)	(4,129)
Rental and related expenses		(199)	(159)	(625)	(517)
Utility expenses		(152)	(119)	(431)	(393)
Marketing and advertising expenses		(85)	(79)	(226)	(292)
Franchise and licensing fees		(55)	(18)	(189)	(116)
Other operating expenses		(702)	(571)	(2,141)	(2,057)
Finance costs	6	(154)	(152)	(487)	(407)
Loss before tax	7	(868)	(803)	(1,506)	(2,365)
Income tax expense	8	(1)	-	(1)	(10)
Loss for the period		(869)	(803)	(1,507)	(2,375)
Loss per share attributable to ordinary equity holders of the parent	10				
Basic and diluted (SGD cents)		(0.20)	(0.17)	(0.35)	(0.54)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 MAY 2021

	Three months ended		Nine months ended	
	31 May		31 May	
	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000
Other comprehensive income				
<i>Item that may be subsequently reclassified to profit or loss in the subsequent period:</i>				
Exchange differences arising on translation of foreign operations	21	6	17	4
Total comprehensive loss for the period	(848)	(797)	(1,490)	(2,371)
(Loss)/profit for the period attributable to:				
Owners of the parent	(886)	(731)	(1,530)	(2,277)
Non-controlling interests	17	(72)	23	(98)
	(869)	(803)	(1,507)	(2,375)
Total comprehensive (loss)/income attributable to:				
Owners of the parent	(873)	(728)	(1,519)	(2,274)
Non-controlling interests	25	(69)	29	(97)
	(848)	(797)	(1,490)	(2,371)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE NINE MONTHS ENDED 31 MAY 2021

	Attributable to owners of the parent					Sub-total SGD'000	Non- controlling interests SGD'000	Total equity SGD'000
	Share capital SGD'000	Share premium SGD'000	Capital reserve SGD'000	Accumulated losses SGD'000	Translation reserve SGD'000			
At 1 September 2020 (audited)	764	11,853*	4,507*	(13,407)*	4*	3,721	(694)	3,027
Loss/profit for the period	-	-	-	(1,530)	-	(1,530)	23	(1,507)
Exchange differences on translation of foreign operations	-	-	-	-	11	11	6	17
Total comprehensive (loss)/income for the period	-	-	-	(1,530)	11	(1,519)	29	(1,490)
At 31 May 2021 (unaudited)	764	11,853*	4,507*	(14,937)*	15*	2,202	(665)	1,537
At 1 September 2019 (audited)	694	9,316	4,507	(6,002)	1	8,516	(136)	8,380
Loss for the period	-	-	-	(2,277)	-	(2,277)	(98)	(2,375)
Exchange differences on translation of foreign operations	-	-	-	-	3	3	1	4
Total comprehensive (loss)/income for the period	-	-	-	(2,277)	3	(2,274)	(97)	(2,371)
Issuance of Share (Note)	70	2,594	-	-	-	2,664	-	2,664
Share issue expenses (Note)	-	(57)	-	-	-	(57)	-	(57)
At 31 May 2020 (unaudited)	764	11,853	4,507	(8,279)	4	8,849	(233)	8,616

* These reserve amounts comprise the consolidated other reserves of SGD1,438,000 (31 August 2020: SGD2,957,000) in the unaudited condensed consolidated statement of financial position.

Note:

On 16 January 2020, a total of 40,000,000 new shares of the Company (the "Shares") have been successfully placed at the placing price of HK\$0.38 per placing share (the "Placing Shares") to not fewer than six places (the "Placing"). The 40,000,000 Placing Shares represent (i) 10% of the existing issued share capital of the Company immediately before completion of the Placing; and (ii) approximately 9.09% of the issued share capital of the Company as enlarged by the allotment and issue of all the Placing Shares. Details of the Placing of Shares was set out in the Company's announcements dated 13 December 2019, 16 December 2019 and 16 January 2020.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated as an exempted company in the Cayman Islands with limited liability on 24 January 2018 and the Shares in issue have been initially listed on GEM since 13 August 2018 (the "**Listing Date**"). The registered office of the Company is situated at PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. The principal place of business of the Company in the Republic of Singapore ("**Singapore**") is situated at 1 Grange Road, Orchard Building, #12-01, Singapore, 239693.

The Company is an investment holding company. Its subsidiaries are principally engaged in restaurant operations, sale of food ingredients and sub-franchising, licensing/sublicensing businesses in Singapore and the Republic of Indonesia ("**Indonesia**").

No statutory financial statements have been prepared for the Company as it is incorporated in a jurisdiction where there is no statutory audit requirement.

2. BASIS OF PREPARATION AND PRESENTATION

The Unaudited Condensed Consolidated Financial Statements together with the comparative unaudited figures for the Last Corresponding Period (the "**Financial Information**") have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure requirements of the GEM Listing Rules. The accounting policies and methods of computation used in the preparation of these Unaudited Condensed Consolidated Financial Statements are consistent with those adopted in the preparation of audited consolidated financial statements included in the annual report for the year ended 31 August 2020, except for the adoption of the new and revised HKFRSs (the "**New and Revised HKFRSs**") (which include all HKFRSs, Hong Kong Accounting Standards and Interpretations) issued by the HKICPA that are adopted for the first time for the Unaudited Condensed Consolidated Financial Statements.

The adoption of the New and Revised HKFRSs has had no significant effect on the Unaudited Condensed Consolidated Financial Statements and there have been no significant changes to the accounting policies applied in the Unaudited Condensed Consolidated Financial Statements.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

These Unaudited Condensed Consolidated Financial Statements have been prepared on the historical cost basis.

The Financial Information is presented in Singapore dollars (“**SGD**”) which is also the functional currency of the Company.

The Unaudited Condensed Consolidated Financial Statements have not been audited by the Company’s independent auditor (the “**Independent Auditor**”), but have been reviewed by the audit committee of the Company (the “**Audit Committee**”).

3. SEGMENT INFORMATION

The Group is principally engaged in restaurant operations, sale of food ingredients and sub-franchising, licensing/sub-licensing businesses. For the purposes of assessing performance and allocating resources, the Group’s operation is regarded as one reportable and operating segment which is restaurant operations. The chief operating decision makers (“**CODMs**”) of the Group will monitor the results of the Group in restaurant operations as a whole, as the CODMs consider that the sale of food ingredients and provision of franchise and royalty services are relatively insignificant and are ancillary to the restaurant operations. Accordingly, no segmental analysis is presented.

4. REVENUE

	Three months ended		Nine months ended	
	31 May		31 May	
	2021	2020	2021	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD’000	SGD’000	SGD’000	SGD’000
Restaurant operations	3,900	2,534	12,959	11,384
Sales of food ingredients	1	7	19	229
Provision of franchise and royalty services	15	63	45	189
	3,916	2,604	13,023	11,802

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Geographical information

The Group's restaurant operations and sale of food ingredients are located in Singapore, while the sub-franchising, licensing/sub-licensing businesses are located in Indonesia. The restaurant operation in the Federation of Malaysia ("Malaysia") ceased its operation in March 2020. Certain licensing/sub-licensing businesses in Singapore and Malaysia have also ceased in January 2020.

Information about the Group's revenue from external customers is presented based on the location of the customers:

	Three months ended 31 May		Nine months ended 31 May	
	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000
Singapore	3,901	2,569	12,978	11,508
Malaysia	–	20	–	249
Indonesia	15	15	45	45
	3,916	2,604	13,023	11,802

5. OTHER INCOME AND OTHER GAINS AND LOSSES, NET

5a. Other income

	Three months ended 31 May		Nine months ended 31 May	
	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000
Government grants ^(Note 1)	233	190	965	204
Others ^(Note 2)	79	819	696	820
	312	1,009	1,661	1,024

Notes:

- (1) Job support scheme ("JSS") that introduced by the Singapore Government to support local businesses during the COVID-19 pandemic.
- (2) Rebate on rental and property tax for the three months and nine months ended amounting to approximately SGD 46,000 and SGD 615,000 (three months and nine months ended 31 May 2020: SGD798,000 and SGD798,000) respectively. This is part of the measures introduced by Singapore Government to support local businesses during the COVID-19 pandemic.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

5b. Other gains/(losses), net

	Three months ended		Nine months ended	
	31 May		31 May	
	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000
Exchange (loss)/gain, net	(19)	9	(23)	29
Impairment of trade and other receivables	(15)	-	(89)	-
	(34)	9	(112)	29

6. FINANCE COSTS

	Three months ended		Nine months ended	
	31 May		31 May	
	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000
Interest on bank loans	1	6	6	24
Interest on trust receipt loans	4	6	14	19
Interest on hire purchase	1	1	3	3
Interest on lease liabilities	148	139	464	361
	154	152	487	407

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

7. LOSS BEFORE TAX

	Three months ended		Nine months ended	
	31 May		31 May	
	2021	2020	2021	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
The Group's loss before tax is arrived at after charging:				
Auditor's remuneration	31	30	93	119
Amortisation of intangible assets	16	19	48	54
Depreciation of plant and equipment	388	382	1,180	1,002
Depreciation of right-of-use assets	897	1,063	2,893	3,074
Directors' remuneration	153	186	494	589
Other staff costs				
– Salaries and allowances	1,073	732	3,487	3,298
– Retirement benefit contributions	91	59	303	218
	1,164	791	3,790	3,516

8. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	31 May		31 May	
	2021	2020	2021	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
Current tax				
– Singapore Corporate Income Tax	1	–	1	10
Deferred taxation	–	–	–	–
	1	–	1	10

Singapore Corporate Income Tax is calculated at 17% of the estimated assessable profit for both periods.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

9. DIVIDEND

No dividend was paid or proposed during the Period (three months and nine months ended 31 May 2020: Nil).

10. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic and diluted loss based on:

Three months ended 31 May		Nine months ended 31 May	
2021 (unaudited) SGD'000	2020 (unaudited) SGD'000	2021 (unaudited) SGD'000	2020 (unaudited) SGD'000

Loss:

Loss attributable to ordinary equity holders of the parent, used in the basic loss per share calculations

(886)	(731)	(1,530)	(2,277)
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Shares:

Weighted average number of ordinary shares in issue during the period used in the basic and diluted loss per share calculation

440,000,000	440,000,000	440,000,000	420,000,000
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Diluted loss per share is the same as basic loss per share as there was no potential dilutive ordinary shares in issue for the Period and Last Corresponding Period.



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECT

The Group is a multi-brand restaurant group headquartered in Singapore, of which restaurants are mainly operated under a franchise model. The Group offers Korean, Japanese and Malaysian cuisines with casual dining concepts that target the middle-income mass market in Singapore and Indonesia.

At the date of this report, the Group had 15 self-operated restaurants and one central kitchen in total, including:

- three restaurants in Singapore under the brand “Chir Chir” pursuant to an exclusive franchise the Group obtained from the franchisor which owns a Korean fried chicken restaurant chain;
- two restaurants in Singapore under the brand “Masizzim” pursuant to an exclusive franchise the Group obtained from the franchisor which owns a Korean stew dish restaurant chain;
- two restaurants in Singapore under the self-developed brand “Kogane Yama” which offers Japanese premium tendon bowls and Japanese rice bowls;
- two restaurants in Singapore under the brand “Nipong Naepong” pursuant to an exclusive franchise the Group obtained from the franchisor which owns a Korean fusion noodle restaurant chain;
- two restaurants in Singapore under the brand “NY Night Market” pursuant to an exclusive franchise the Group obtained from the franchisor of the brand “Chir Chir”, which also owns a restaurant chain offering Korean fusion western food;
- one restaurant in Singapore under the self-developed brand “Sora Boru” which is a fast-casual restaurant offering Japanese one bowl meal and donburi;
- two restaurants in Singapore under the brand “Kota Zheng Zhong” under a cooperation arrangement with the owner which owns a Malaysian-style claypot herbal bak kut teh restaurant chain;
- one restaurant in Singapore under the self-developed brand “The Chir Café and Bar” which is a Korean lifestyle and brunch café that offering Korean -fusion menu, brunch menu to all-day pastas and to hearty dinner dishes; and
- one central kitchen in Singapore under the self-developed brand “Gangnam Kitchen” which offers catering and delivery services of Korean food in Singapore and serves as the central kitchen to the Group’s restaurants in Singapore.

MANAGEMENT DISCUSSION AND ANALYSIS

As at the date of this report, the Group had also licensed the brand “Chir Chir” to the licensee in Indonesia (the “**Indonesian Licensee**”) for operation of restaurants in Indonesia.

The restaurant and catering market in Singapore, Malaysia and Indonesia are intensively competitive. However, the management of the Company (the “**Management**”) believes that the Group possesses the following key strengths which contributed to its success, as well as distinguishing itself and positioning itself for significant further growth in the future: (i) proven abilities to select franchised brands which appeal to the customers; (ii) the strategic locations of the Group’s restaurants in good and convenient locations; (iii) a relentless commitment to food quality and hygiene as well as dining experience; and (iv) a passionate and dynamic management team.

Looking forward, the Group intends to become a leading restaurant operator in Singapore and extend its network to other Southeast Asian countries. The Group plans to achieve the goals by implementing the following key strategies: (i) continue to grow the business by procuring new franchised brands; (ii) open restaurants of existing brands outside the central area of Singapore; and (iii) develop more restaurant brands and continue to strengthen its regional presence, marketing efforts and information technology system.

FINANCIAL REVIEW

Revenue

The Group’s revenue was mainly generated from (i) restaurant operations; (ii) sales of food ingredients; and (iii) Provision of franchise and royalty services.

Restaurant operations

The majority of the revenue was derived from the operations of self-operated restaurants in Singapore. The revenue generated from restaurant operations amounted to approximately SGD13.0 million and SGD11.4 million for the Period and Last Corresponding Period, respectively, representing an increase of approximately 14.0% from the Last Corresponding Period to the Period. The increase was mainly attributable to (i) the full period operation of Kota Zheng Zhong Bak Kut Teh (Holland Village) and Kota Zheng Zhong Bak Kut Teh (Serangoon); (ii) the commencement of “The Chir Café and Bar” during the Period which is located at 26A/26C Lorong Mambong, Holland Village Singapore 277685. The increase in revenue was slightly offset by the cessation of operation of self-operated restaurants under the brand “Chir Chir” and “Sora Boru” which were located at The Mega Mall Southkey, LG-054 Jalan Tok Siak, Kampung Tok Siak, 81100 Johor Bahru, Johor, Malaysia and #01-08 Westgate 3 Gateway Drive, Singapore 608352 on 26 March 2020 and 24 January 2021 respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

Sales of food ingredients

Revenue from sales of food ingredients mainly represented revenue from sales of food through the operation of Gangnam Kitchen which provides catering and delivery services of Korean and Japanese food to the customers in Singapore. The revenue from sales of food ingredients decreased from approximately SGD229,000 for the Last Corresponding Period to approximately SGD19,000 for the Period. The decrease was attributable to the measures implemented by Singapore Government to combat with COVID-19 pandemic.

Provision of franchise and royalty services

Provision of franchise and royalty services represented the royalties from the Indonesian Licensee, Jaesan Food Holdings Sdn. Bhd. ("**Jaesan Food Holdings**") and Mr. Peh Kian Ghee ("**Mr. Peh**") pursuant to respective business partnership arrangements and sub-license arrangements which the Group has entered into. The revenue decreased to approximately SGD45,000 for the Period from approximately SGD189,000 for the Last Corresponding Period, representing a decrease of approximately 76.2%. The decrease was mainly attributable to suspension of restaurant operation of the licensees resulted from the outbreak of COVID-19 which had a significant impact on global economies. Further, its also due to the cessation of business partnership arrangements with Jaesan Food Holdings and Mr. Peh in January 2020.

Cost of inventories consumed

Cost of inventories consumed primarily consisted of the cost of the food ingredients, beverages and packaging materials used in the operations of the Group's self-operated restaurants and central kitchen in Singapore and Malaysia. Cost of inventories consumed increased from approximately SGD3.2 million for the Last Corresponding Period to approximately SGD3.6 million for the Period, representing an increase of approximately 12.5% as compared to that of the Last Corresponding Period. The increased was in line with the increased in revenue changes.

Staff costs

Staff costs increased from approximately SGD4.1 million for the Last Corresponding Period to approximately SGD4.3 million for the Period, representing an increase of approximately 4.9% as compared to that of the Last Corresponding Period. The increase was mainly attributable to an increase in headcount of staff in view of the opening of a self-operated restaurant during the period and the full operation of two restaurants which were newly operated in the Last Corresponding Period.

Rental and related expenses

Rental and related expenses increased from approximately SGD517,000 for the Last Corresponding Period to approximately SGD625,000 for the Period, representing an increase of approximately 20.9% as compared to those of the Last Corresponding Period. The increased was in line with the opening of a self-operated restaurant during the period and the full operation of two restaurants which were newly operated in the Last Corresponding Period.

MANAGEMENT DISCUSSION AND ANALYSIS

Other expenses

Other expenses primarily consisted of service fee paid to third party delivery platforms, credit card commissions, cleaning expenses, legal and professional fees, travelling expenses, and other miscellaneous administrative expenses. Other expenses increase from approximately SGD2.06 million for Last Corresponding Period to approximately SGD2.14 million for the Period, representing an increase of approximately 4.4% as compared to that of the Last Corresponding Period. The increased was in line with the opening of a self-operated restaurant during the period and the full operation of two restaurants which were newly operated in the Last Corresponding Period.

Finance costs

Finance costs primarily consisted of interest expenses on bank loans, trust receipts loans, hire purchase and the lease liabilities. Finance costs increased from approximately SGD407,000 for Last Corresponding Period to approximately SGD487,000 for the Period, representing an increase of approximately 19.7%. The increase was mainly arising from the interest on the lease liabilities which amounted to SGD80,000. The increased was attributable to the adjustment of discount rate used in the accounting of lease liabilities in accordance to HKFRS 16 Leases and the inclusion of the leases for the new restaurant commenced during the Period and the full operation of two restaurants which were newly operated in the Last Corresponding Period.

Loss for the period

The Group recognised a loss of approximately SGD1,507,000 for the Period, which decreased as compared to that of approximately SGD2,375,000 for the Last Corresponding Period. Such decrease in loss was mainly attributable the increase in other income whereby the Group received JSS government grant and rebate on rental and property tax that granted from Singapore Government to the landlord during this pandemic which amounted to SGD965,000 and SGD615,000 (three months and nine months ended 31 May 2020: SGD204,000 and SGD798,000), respectively as disclosed under the Note 5.

Contingent liabilities and pledge of assets

As at 31 May 2021, the Group did not have any significant contingent liabilities and pledge of assets.

Significant investments held

During the Period, except for investments in subsidiaries, the Group did not make any significant investments or material acquisitions and disposals of subsidiaries, associates or joint ventures.



CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 May 2021, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long position in the Shares

Name of Directors/ Chief executive	Capacity/ Nature of interest	Number of Shares/ underlying Shares interested (Note 1)	Approximate percentage of the Company's issued Shares*
Mr. Yeap Wai Han, Melvyn ("Mr. Yeap") (Note 2)	Interest held jointly with another person	30,499,000	6.93%
Mr. Ho Zhi Yi, Levi ("Mr. Ho") (Note 2)	Interest held jointly with another person	30,499,000	6.93%

CORPORATE GOVERNANCE AND OTHER INFORMATION

Notes:

- (1) All interests stated are long positions.
- (2) These Shares were held by Canola which was in turn owned as to approximately 33.69% by Mr. Lai Weijie, Terence ("**Mr. Terence Lai**"), 23.17% by Mr. Yeap, 16.85% by Mr. Ho, 12.64% by Mr. Tan Chien Fong ("**Mr. Tan**"), 12.64% by Mr. Ng Yook Tim ("**Mr. Ng**") and 1.01% by Mr. Lai Weikang, Derek ("**Mr. Derek Lai**"). On 10 February 2018, Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng and Mr. Derek Lai entered into an acting-in-concert confirmation (the "**Confirmation**"), pursuant to which they had confirmed that they had been parties acting in concert in the operation and management of the Group since 1 October 2015. Accordingly, each person under the concert party arrangement is taken to be interested in the Shares the other party(ies) under such concert party arrangement is/are interested under the SFO.
- * The percentage represents the total number of the Shares and the underlying Shares, if any, interested divided by the number of issued Shares of 440,000,000 as at 31 May 2021.

(ii) Long position in the ordinary shares of associated corporation

Name of Directors/ Chief executive	Name of associated corporation	Capacity/ Nature of interest	Number of ordinary shares held (Note 1)	Approximate percentage of shareholding
Mr. Terence Lai	Canola (Note 2)	Beneficial owner	3,369	33.69%
Mr. Yeap	Canola (Note 2)	Beneficial owner	2,317	23.17%
Mr. Ho	Canola (Note 2)	Beneficial owner	1,685	16.85%
Mr. Tan	Canola (Note 2)	Beneficial owner	1,264	12.64%
Mr. Ng	Canola (Note 2)	Beneficial owner	1,264	12.64%

Notes:

- (1) All interests stated are long positions.
- (2) Canola is a direct shareholder of the Company (the "**Shareholder**") and is an associated corporation within the meaning of Part XV of the SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Save as disclosed above, as at 31 May 2021, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) recorded in the register referred to therein pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 May 2021, so far as is known to the Directors, the following entity or persons, other than the Directors and the chief executive of the Company, had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

Long Position in the Shares

Name of Shareholders	Capacity/ Nature of interest	Number of Shares interested or held (Note 1)	Approximate percentage of the Company's issued Shares*
Canola	Beneficial owner	30,499,000	6.93%
Ms. Ong Hui Hui (“ Ms. Ong ”) (Note 3)	Interest of spouse	30,499,000	6.93%

Notes:

- (1) All interests stated are long positions.
- (2) Mr. Terence Lai, Mr Yeap, Mr. Ho, Mr. Tan and Mr. Ng are directors of Canola.
- (3) Ms. Ong is the spouse of Mr. Ho and she is deemed to be interested in all the Shares which are beneficially owned and deemed to be held by Mr. Ho under the SFO.

* The percentage represents the number of Shares interested divided by the number of issued Shares of 440,000,000 as at 31 May 2021.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Interests in issued voting shares of other members of the Group

Name of shareholders	Name of members of the Group	Capacity/ Nature of interest	Number of ordinary share(s) (Note 1)	Percentage of shareholding
Mr. Peh	Kogane Yama Restaurants Pte. Ltd.	Beneficial owner	80,400	40%
Jaesan Food Holdings (Note 2)	K Food Master Holdings Sdn. Bhd.	Beneficial owner	200,000	40%
Southern Enterprise (Note 3)	Kota Bak Kut Teh (SG) Pte. Ltd.	Beneficial owner	10	10%
Mr. Tan	Kota Bak Kut Teh (SRG) Pte. Ltd.	Beneficial owner	20	20%

Notes:

- (1) All interests stated are long positions.
- (2) Jaesan Food Holdings is owned as to 27.83% by Mr. Lawrence Tan Wee Ee, 22.32% by Mr. Rodney Tay Peng-Liang, 22.32% by Mr. Shenton Yap Wen-Howe, 14.88% by Ms. Alisa Khoo, 4.65% by Mr. Kenneth Kok Tsing Kuan and 8% by Low Teck Hoe.
- (3) Southern Enterprise is owned as to 100% by Ms. Hong BingMei.

Save as disclosed above, as at 31 May 2021, so far as is known by or otherwise notified to the Directors, no other entity or person (other than a Director or the chief executive of the Company) had interests and short positions in the Shares and underlying Shares as required to be recorded in the register to be kept by the Company under section 336 of the SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Period, the Company did not redeem any of its listed securities, nor did the Company or any of its subsidiaries purchase or sell such securities.

SHARE OPTION SCHEME

The Company had conditionally adopted a share option scheme (the "**Share Option Scheme**") on 23 July 2018 (the "**Adoption Date**"), which became effective upon the commencement of dealings of the Shares on the Stock Exchange on the Listing Date. Under the Share Option Scheme, the Company may grant options to eligible participants, including Directors and full-time employees of and advisers and consultants to the Group. No share option has been granted by the Company or agreed to be granted under the Share Option Scheme since the Adoption Date and up to the date of this report. Therefore, no share options lapsed or were exercised or cancelled during the Period and there were no outstanding share options as at 31 May 2021.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Period was the Company or any of its subsidiaries or any of its fellow subsidiaries a party to any arrangement to enable the Directors or their respective associates (as defined in the GEM Listing Rules) to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate.

COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Required Standard of Dealings**") as rules governing securities transactions by the Directors. Following a specific enquiry made by the Company on each of the Directors, all Directors have confirmed that they had complied with the Required Standard of Dealings during the Period.

CORPORATE GOVERNANCE CODE

The Board considers that the Company has adopted and complied with all the applicable code provisions of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules (the "**CG Code**") during the Period.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESSES

None of the Directors or the controlling Shareholders or their respective close associates (as defined in the GEM Listing Rules) had interests in any business apart from the Group's businesses, which competed or was likely to compete, either directly or indirectly, with the businesses of the Group and any other conflicts of interest which any such person had or might have with the Group during the Compliance Period.

INTEREST OF THE COMPLIANCE ADVISER

The Company has appointed Lego Corporate Finance Limited ("**Lego**") as the compliance adviser of the Company (the "**Compliance Adviser**") pursuant to Rule 6A.19 of the GEM Listing Rule. As at 30 November 2020, neither Lego nor its directors or employees or close associates (as defined under the GEM Listing Rules) had any interests in the securities of the Company or any member of the Group (including options and rights to subscribe for such securities), which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules. The compliance adviser service agreement with Lego has been expired on 30 November 2020.

EVENTS AFTER THE REPORTING PERIOD

On the 14 May 2021, the Singapore Government announced a tighter restriction on higher-risk activities under Phase 2 called Heightened Alert "HA" which came into effect from 16 May 2021 to 13 June 2021 to curb the spread of COVID-19 community cases. To reduce risks of community transmission, indoor "mask-off" activities such as dine-in F&B establishments to cease, only takeaway and delivery allowed.

The Multi-Ministry Taskforce (MTF) had announced a calibrated reopening to Phase 3 HA starting with Stage 1 on 14 June 2021, and a further reopening with Stage 2 on 21 June 2021. F&B establishments had resumed dining-in from 21 June 2021 in group sizes of up to 2 persons with tables to be placed at least 1 metre apart from one another.

On 7 July 2021, MTF had further updates the Safe Management Measures of Phase 3 HA with the groups size that allowed to dine-in at F&B establishments increase from a number of 2 to 5 with effect from 12 July 2021.

The Management has continuously monitored the situation and take appropriate actions as and when necessary.



CORPORATE GOVERNANCE AND OTHER INFORMATION

AUDIT COMMITTEE

The Audit Committee was established on 23 July 2018 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provisions C.3.3 and C.3.7 of the CG Code. The Audit Committee comprises all the three independent non-executive Directors (the “INEDs”), namely Mr. Ong King Keung (“**Mr. Ong**”), Mr. Law Chung Lam, Nelson and Ms. Huang Qingrong, Mr. Ong is the chairman of the Audit Committee. The principal duties of the Audit Committee are, among other things, to make recommendations to the Board on the appointment, re-appointment and removal of the Independent Auditor, to review and supervise the financial reporting process and internal control system of the Group, and to review the Group’s financial information and the relationship with the Independent Auditor.

The Audit Committee has reviewed the Unaudited Condensed Consolidated Financial Statements and this report and is of the view that such statements and report have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other legal requirements, and that adequate disclosures have been made.

APPRECIATIONS

On behalf of the Board, I would like to extend our sincere thanks to our Shareholders, business partners and customers for their continuous support to the Group. I would also like to extend my gratitude and appreciation to all the Directors, Management and staff for their hard work and dedication throughout the Period.

By Order of the Board
K Group Holdings Limited
Zhou Junqi
Chairman and Executive Director

Singapore, 14 July 2021

As at the date of this report, the executive Directors are Mr. Zhou Junqi (Chairman), Mr. Ho Zhi Yi, Levi (Chief Executive Officer), Mr. Yeap Wei Han, Melvyn (Chief Financial Officer) and Ms. Wong Pui Kei Peggy; the non-executive Director is Mr. Liu Junjie (Vice Chairman) and the independent non-executive Directors are Mr. Ong King Keung, Mr. Law Chung Lam, Nelson and Ms. Huang Qingrong.