



JLOGO HOLDINGS LIMITED  
聚利寶控股有限公司

(於開曼群島註冊成立的有限公司)

股份代號：8527

2024  
Annual Report



## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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*This report, for which the directors (the “Directors”) of JLogo Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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, and all opinions expressed in this report have been arrived at after due and careful consideration and are founded on basis and assumptions that are fair and reasonable.*

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Ms. LOW Yeun Ching @ Kelly Tan  
*(Chairlady and Chief Executive Officer)*  
Mr. Sean LOW Yew Hong *(Sean Liu Yaoxiong)*  
Mr. CHIU Ka Wai  
Mr. WU Guangliang

### Independent Non-executive Directors

Mr. John Chi Chung MAN  
Mr. KHOR Khie Liem Alex *(appointed on 22 April 2024)*  
Mr. LEYNG Thai Weng *(appointed on 2 August 2024)*  
Mr. CHAN Chun Kit *(appointed on 21 March 2024 and resigned on 3 May 2024)*  
Mr. CHAN Pak Hung *(resigned on 14 March 2024)*  
Mr. LU King Seng *(resigned on 1 February 2024)*

## AUDIT COMMITTEE

Mr. KHOR Khie Liem Alex *(Chairman)*  
*(appointed on 22 April 2024)*  
Mr. John Chi Chung MAN  
Mr. LEYNG Thai Weng *(appointed on 2 August 2024)*  
Mr. CHAN Chun Kit *(appointed on 21 March 2024 and resigned on 3 May 2024)*  
Mr. CHAN Pak Hung *(resigned on 14 March 2024)*  
Mr. LU King Seng *(resigned on 1 February 2024)*

## REMUNERATION COMMITTEE

Mr. John Chi Chung MAN *(Chairman)*  
*(appointed on 21 March 2024)*  
Ms. LOW Yeun Ching @ Kelly Tan  
Mr. KHOR Khie Liem Alex *(appointed on 22 April 2024)*  
Mr. CHAN Chun Kit *(appointed on 21 March 2024 and resigned on 3 May 2024)*  
Mr. CHAN Pak Hung *(resigned on 14 March 2024)*

## NOMINATION COMMITTEE

Ms. LOW Yeun Ching @ Kelly Tan *(Chairlady)*  
Mr. John Chi Chung MAN  
Mr. KHOR Khie Liem Alex *(appointed on 22 April 2024)*  
Mr. CHAN Chun Kit *(appointed on 21 March 2024 and resigned on 3 May 2024)*  
Mr. CHAN Pak Hung *(resigned on 14 March 2024)*

## COMPLIANCE OFFICER

Ms. LOW Yeun Ching @ Kelly Tan

## COMPANY SECRETARY

Mr. CHAN Chun Hin *(appointed on 18 October 2024)*  
Ms. LI Yuen Shan *(appointed on 13 May 2024 and resigned on 18 October 2024)*  
Mr. CHAN Tai Wah Calvin *(resigned on 13 May 2024)*

## AUTHORISED REPRESENTATIVES

Ms. LOW Yeun Ching @ Kelly Tan *(Chairlady)*  
Mr. CHAN Chun Hin *(appointed on 18 October 2024)*  
Ms. LI Yuen Shan *(appointed on 13 May 2024 and resigned on 18 October 2024)*  
Mr. CHAN Tai Wah Calvin *(resigned on 13 May 2024)*

## AUDITOR

Forvis Mazars CPA Limited  
*Certified Public Accountants*  
42/F, Central Plaza  
18 Harbour Road, Wanchai  
Hong Kong

## PRINCIPAL BANKS

United Overseas Bank Limited  
80 Raffles Place  
UOB Plaza  
Singapore 048624

Malayan Banking Berhad  
Level 14, Menara Maybank  
100 Jalan Tun Perak  
50050 Kuala Lumpur  
Malaysia

# CORPORATE INFORMATION

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## PRINCIPAL PLACE OF BUSINESS AND HEADQUARTERS IN SINGAPORE

124 Lorong 23 Geylang  
#10-01 and #10-02 Arcsphere  
Singapore 388405

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

PO Box 1350  
Windward 3  
Regatta Office Park  
Grand Cayman KY1-1108  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 2601-2603, 26/F  
Shui On Centre  
6-8 Harbour Road  
Wanchai, Hong Kong

## STOCK CODE

8527

## COMPANY'S WEBSITE ADDRESS

[www.jlogoholdings.com](http://www.jlogoholdings.com)

# CHAIRLADY STATEMENT

Dear Valued Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of JLogo Holdings Limited (the “**Company**”) and together with its subsidiaries (collectively, the “**Group**”), I am pleased to present the annual results of the Group for the year ended 31 December 2024.

During the year ended 31 December 2024, we see supply chains continue to be stifled and together with the continuous energy crises, freight hikes, sanctions and counter sanctions, and the consequential outcome is the high inflation we are experiencing now not only in Singapore but a global trend.

Our Group continues to suffer losses due mainly to high rent rates and high wages, over an oversupply and influx of more F&B competitors vying for this very small market share. Consumers are increasingly price sensitive due to high inflationary pressures.

We acknowledge the challenges ahead and are committed to managing our resources and capital more prudently to ensure sustainability and business growth. We pledge to remain agile and adaptive in response to the constantly evolving market landscape. When approaching expansion opportunities, we will proceed with caution and prudence.

## FINANCIAL PERFORMANCE

Our revenue decreased by approximately S\$2.99 million or 17.5% from approximately S\$17.05 million for the year ended 31 December 2023 to S\$14.06 million for the year ended 31 December 2024. Revenue from our Singapore operations decreased by 25.4% to S\$9.20 million due to weakened performance of our Singapore restaurants. Whereas revenue from our Malaysia operations improved by 3.0% to S\$4.86 million.

Our Group recorded a loss of approximately S\$2.55 million and S\$4.92 million for the year ended 31 December 2024 and 2023, respectively. The decrease in losses was mainly attributable to fewer impairment loss on assets, of which the impairment loss was mainly recognised for the year ended 31 December 2023.

# CHAIRLADY STATEMENT

## OUTLOOK OF THE GROUP

The current year has been one of decisive actions, disciplines, difficulties and necessary recalibrations.

The food and beverage industry is always dynamic, resilient and integrates to the social fabric of every economy. However, during the past two years, escalating operating costs, manpower constraints, rental pressures and changes in consumers spending preference have significantly reshaped the business landscape, particularly in Singapore, where the cost of business operation has reached unprecedented level.

Against this backdrop, the Board and the management of the Group undertook a comprehensive review of the portfolio. During the year ended 31 December 2024, the Group made difficult decisions to close 4 underperforming restaurants in Singapore and terminated 1 loss-making bakery outlet to stem further cash outflow and protect the financial position of the Group. While such decisions are never easy to make, they were necessary to arrest continued losses and safeguard long-term shareholders value.

As at 31 December 2024, the Group still operates 15 bakery outlets in Malaysia and 5 restaurants in Singapore. The immediate priority of the Group is clear: to strengthen the performance, operational efficiency and profitability of these remaining bakery outlets and restaurants. The Group is concentrating resources on improving profit margins, enhancing cost controls, refining menu engineering and strengthening brand positioning in markets with sustainable potential.

Cash flow management remains the central focus of the Group during the year ended 31 December 2024. The Group has experienced significant pressure on liquidity during the past few years. In response, the Group has adopted a disciplined scaling-down strategy as the most prudent course of action under prevailing market conditions. The Group is actively addressing the going concern position through continued financial support from substantial shareholders as well as constructive engagement with our banking partners. The Group is grateful for their confidence and support during this period of restructuring.

While defensive operating strategies have been taken in the short-term, the Group remains firmly optimistic about the long-term prospects of the food and beverage industry. Dining culture continues to evolve and opportunities will emerge for well-capitalised, agile operators. The Group believes in exercising patience that holding the course of the Group while re-building internal strength and exploring both internal and external funding avenues. When the right opportunities arise, the Group will prepare to develop new concepts and re-enter expansion from a position of stability rather than strain.

The past few years have tested the resilience of the Group, but it has also reinforced the discipline of the Group. By cutting losses decisively, tightening operational controls and focusing on sustainability over scale, the Group is laying the foundation for recovery.

The Group will continue to move forward with prudence, clarity and commitment to restoring sustainable growth and long-term value for all stakeholders of the Group.

## APPRECIATION

As we welcome our new staff who joined us this year, I would like to express my utmost appreciation to my management team and all our staff for their hard work and relentless commitment to the Group.

I am very grateful to all members of our Board for their continuous support and professional advice towards our vision and mission, and all other professional parties with their strategic counsel through our journey. In addition, the Company would not have made it here today, as a listed entity, without the assistance and support from our various business partners, suppliers and vendors. Thank you very much indeed.

Last but not least, I would like to extend my warmest appreciation to all our valued shareholders for your unwavering faith and trust in us as we work towards generating better positive shareholder returns in a longer term and sustainable future.

Yours sincerely,

**LOW Yeun Ching @ Kelly Tan**

*Chairlady and Chief Executive Officer*

16 March 2026

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

We are a food and beverage group which owns and operates award-winning restaurants in Singapore under different brands and owns one of the largest artisanal bakery chains in Malaysia in terms of revenue and the number of bakery retail outlets in Malaysia. We operate our dining operations in Singapore under three self-owned brands and one franchised brand. Our “Central Hong Kong Café” brand is primarily focused on offering a casual and authentic Cha Chaan Teng experience in a full service environment. Our “Black Society” brand offers Chinese cuisines with a contemporary twist in a full service environment. Our “MASA by Black Society” is a sub-brand of Black Society and focuses on artisanal dimsum in a café setting. The franchised “Greyhound Café” brand provides stylish and trendy ambience which serves a specialised Thai menu with creative twists. Our artisanal bakery chain in Malaysia offers a wide selection of artisan breads, pastries and cakes under our “Bread Story” brand.

The franchise of “Greyhound Cafe” was discontinued at the end of April 2023. The restaurant’s premises were subsequently transformed and rebranded into our self-owned “Crazy Rich Thai” brand. This new brand offers a unique selection of specialised Thai dishes with innovative and creative twists.

We believe that our Group is competitively positioned based on our operating history of more than ten years, our strong brand recognition and reputation, diversified customer base, innovative product offerings, unique dining experience and experienced management. In addition, the locations of our restaurants in Singapore and our bakery retail outlets in Malaysia are vital to our Group’s strategy of targeting areas which are high in customer traffic and easily accessible by our target customers that will help in promoting our brands’ image and awareness.

## FINANCIAL REVIEW

### Revenue

Our revenue decreased by approximately S\$2.99 million or 17.5% from approximately S\$17.05 million for the year ended 31 December 2023 to S\$14.06 million for the year ended 31 December 2024. Revenue from our Singapore operations decreased by 25.4% to S\$9.20 million due to weakened performance of our Singapore restaurants. Whereas revenue from our Malaysia operations improved by 3.0% to S\$4.86 million.

### Cost of inventories sold and consumed

Our cost of inventories sold and consumed decreased by approximately S\$1.03 million or 19.3% from approximately S\$5.34 million for the year ended 31 December 2023 to approximately S\$4.31 million for the year ended 31 December 2024. The decrease in food costs was mainly due to lower inventories sold and consumed directly related to the decrease in revenue.

### Other income and gain, net

Our other income and gain, net primarily consisted of rewards or subsidies under the Special Employment Credit Scheme, Wage Credit Scheme, Jobs Growth incentive and Senior Worker Employment Grant given by the Singapore government and gain on termination of leases. Our other income increased by approximately S\$0.32 million or 84.2% from approximately S\$0.38 million for the year ended 31 December 2023 to approximately S\$0.70 million for the year ended 31 December 2024. The increase was mainly due to the recognition of gain on termination of leases for the year ended 31 December 2024.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Depreciation of property, plant and equipment

Depreciation of property, plant and equipment decreased by approximately S\$0.29 million or 33.7% from approximately S\$0.86 million for the year ended 31 December 2023 to approximately S\$0.57 million for the year ended 31 December 2024. The decrease was as a result of fewer addition of property, plant and equipment for new and rebranded outlets during the year ended 31 December 2024.

## Impairment loss on property, plant and equipment and right-of-use assets

In light of operating losses incurred for the Group in recent years and unfavorable market conditions, the directors of the Company considered that property, plant and equipment and right-of-use assets of the Group relating to the Dining operations and Artisanal bakery business at 31 December 2024 and 2023 might be impaired.

At 31 December 2024, in particular, the management has identified that certain restaurants relating to the Dining operations have an impairment indication. The directors of the Company estimated the recoverable amount of each restaurant with an indication of impairment, on an individual basis, with reference to value in use calculations using cash flow projections.

Based on the assessment, the aggregate recoverable amounts of those restaurants with impairment indication were less than that of the aggregate carrying amounts of property, plant and equipment and right-of-use assets of those restaurants. Accordingly, during the year ended 31 December 2024, impairment losses of approximately S\$0.08 million and approximately S\$0.43 million, respectively, were recognised in profit or loss in respect of property, plant and equipment and right-of-use assets of the Group relating to the Dining operations.

Details of the impairment assessment on property, plant and equipment and right-of-use assets are set out in Notes 14 and 15 to the consolidated financial statement in this report.

## Other operating expenses

Other operating expenses primarily consist of legal and professional fees, cleaning fee, repair and maintenance expenses, kitchen and bar utensils expenses, bank charges relating to credit card settlement, unrealised foreign currency exchange losses and other miscellaneous expenses. Our other operating expenses had decreased by approximately S\$0.47 million or 19.7% from approximately S\$2.39 million for the year ended 31 December 2023 to approximately S\$1.92 million for the year ended 31 December 2024 as a result of costs cutting measures implemented by the management.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Loss for the year

Our Group recorded a loss of approximately S\$2.55 million and S\$4.92 million for the year ended 31 December 2024 and 2023, respectively. The decrease in losses was mainly attributable to fewer impairment loss on assets, of which the impairment loss was mainly recognised for the year ended 31 December 2023.

## LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

### Cash position

As at 31 December 2024, the Group had cash and cash equivalents of approximately S\$0.53 million (31 December 2023: approximately S\$0.41 million), which were mainly denominated in Singapore dollar, Malaysia ringgit, Hong Kong dollar and Renminbi.

As at 31 December 2024, the Group's net current liabilities were approximately S\$9.43 million (31 December 2023: approximately S\$6.08 million). The Group's current ratio as at 31 December 2024, being the ratio of total current assets to total current liabilities, was approximately 0.16 as compared to approximately 0.25 as at 31 December 2023.

Our Group had net cash flow from operating activities of approximately S\$1.95 million for the year ended 31 December 2024. Barring the effect of IFRS16 depreciation of right-of-use assets of approximately S\$2.74 million, it would have been a net cash flow used in operating activities of approximately S\$0.79 million as a result of the operating losses.

Net cash flow used in investing activities was approximately S\$0.79 million for the year ended 31 December 2024. Net cash flow was used primarily on (i) renovation and rebranding of our new restaurants amounting to S\$0.81 million, offset against the (ii) decrease in fixed deposits pledged to bank for banking facilities amounting to S\$0.02 million as a result of less cash is required to cure the breach due to repayment of loan during the year ended 31 December 2023.

Net cash flow used in financing activities was approximately S\$1.63 million for the year ended 31 December 2024. Net cash flow was used in: (i) repayment of lease liabilities of approximately S\$3.43 million; (ii) repayment of bank loans of approximately S\$0.71 million, offset against the (iii) advance from a director of approximately S\$1.84 million; and (iv) proceed from bank borrowings of approximately S\$0.67.

Our restricted cash represents fixed deposits pledged to the bank and financial institutions. The Group is restricted to use the cash of approximately S\$0.20 million as at 31 December 2024 (31 December 2023: approximately S\$0.22 million).

The Group has adopted a prudent financial management approach towards its financial and treasury policies and thus maintained a healthy liquidity position since the Listing. The management closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time. The Group will utilise the balance of cash for appropriate investment in accordance with the Group's strategic direction and development.

### Borrowings

As at 31 December 2024, the Group had interest-bearing bank borrowings and bank overdrafts of approximately S\$3.10 million (31 December 2023: approximately S\$2.55 million) which were denominated in Singapore dollar. The interest-bearing bank borrowings and bank overdrafts of approximately S\$1.40 million (31 December 2023: approximately S\$0.71 million) were accounted for the current liabilities of the Group and repayable on demand or within one year. Particulars of the Group's interest-bearing bank and bank overdrafts as at 31 December 2024 and 31 December 2023 (including their nature, currency involved, maturity profile and interest rate structure) are set out in note 21 to the consolidated financial statements.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Gearing ratio

Gearing ratio is measured by interest-bearing bank borrowings and bank overdrafts divided by the total equity. The gearing ratio is (50.7)% as at 31 December 2024 (31 December 2023: (73.3%)).

## Capital expenditure and commitment

During the year ended 31 December 2024, our capital expenditures amounted to approximately S\$1.43 million which consisted primarily renovation and rebranding of our new restaurants (31 December 2023: approximately S\$0.56 million). These capital expenditures were mainly funded by our internal resources. The Group has no capital commitment during the year ended 31 December 2024 (31 December 2023: nil).

## Risk of exchange rate fluctuation

The Group has currency exposures arising from sales and purchases that are denominated in a currency other than the functional currency of the Group. Although the Group does not have a foreign exchange hedging policy and does not use any financial instruments, currency borrowings or other hedging instruments to mitigate such exposure, the management monitors the Group's foreign exchange exposure closely and may, depending on the circumstances and trend of foreign currency, consider adopting significant foreign currency hedging policy and measures in the future.

## Contingent liabilities

As at 31 December 2024, the Group had no contingent liabilities (31 December 2023: nil).

## Charge on assets

The Group's hire purchase loan is secured by a charge over the assets which had a carrying amount of approximately S\$0.10 million as at 31 December 2024 (31 December 2023: approximately S\$0.12 million).

The Group entered into a bank term loan to refinance our existing property loan. The bank term loan is secured by way of corporate guarantee by the Company, personal guarantee by a director and mortgage over the property with a net carrying amount of approximately S\$1.50 million as at 31 December 2024 (31 December 2023: S\$1.54 million) was pledged to secure banking facilities granted to the Group.

There was no further charge on assets of the Group created for the year ended 31 December 2024.

## Employees and remuneration policy

As at 31 December 2024, the Group had a total number of 203 full-time employees (31 December 2023: 239) in Singapore and Malaysia.

The remuneration packages of all employees are determined based on factors such as the employees' individual qualifications, contribution to the Group, performance and years of work experience.

The Group provides ongoing training to our staff covering different aspects based on their operational responsibilities, including food ingredients preparation and preservation, customer service, hygiene requirements of the kitchen and dining areas, and quality control.

## Events after the reporting period

There were no significant events after the reporting period up to the date of this report.

# DIRECTORS AND SENIOR MANAGEMENT

Our Board currently consists of 7 Directors, comprising 4 executive Directors and 3 independent non-executive Directors. The functions and duties of our Board include convening shareholders' meetings, reporting on our Board's work at these meetings, implementing the resolutions passed at these meetings, determining business and investment plans, formulating our annual budget and final accounts, and formulating our proposals for profit distributions and for the increase or reduction of registered capital. In addition, our Board is responsible for exercising other powers, functions and duties in accordance with the articles of association of the Company (the "**Articles of Association**").

## EXECUTIVE DIRECTORS

**Ms. LOW Yeun Ching @ Kelly Tan (劉婉貞)**, aged 62, was appointed as an executive Director on 22 May 2017 and the chairlady of the Board and chief executive officer on 27 July 2017. She was the founder of our Group and is primarily responsible for corporate strategic planning and overall business development of our Group. Ms. Low is the sister of Mr. Sean Low, our executive Director. Ms. Low is the controlling shareholder of our Company upon completion of the Share Offer.

Ms. Low has over 20 years of working experience in the food and beverage industry since she founded the Group in 2002. Prior to founding our Group, she was a flight stewardess at Singapore Airlines Limited and a buyer in a fashion retail company, F J Benjamin Fashions (Singapore) Pte. Ltd., where she was primarily responsible for planning and selecting products to sell for the company's various fashion brands. She was also a dealer at Lum Chang Securities Pte. Ltd. and Kim Eng Securities Pte. Ltd. in Singapore.

Ms. Low obtained a certificate in management from the Singapore Institute of Management in May 1993. Ms. Low was presented with the "Singapore Enterprise Award 2016" in recognition of the business excellence of our "Central Hong Kong Café" and "Black Society" restaurants. She has further gone on to complete the executive MBA experience at the Harvard Business School and graduated in 2021.

**Mr. Sean LOW Yew Hong (Sean Liu Yaoxiong) (劉耀雄)**, aged 50, was appointed as an executive Director and the general manager on 27 July 2017. He is primarily responsible for overseeing the overall marketing brand management and business development of our Group. Mr. Sean Low is the brother of Ms. Low, our executive Director, the chairlady of the Board and chief executive officer.

Mr. Sean Low has over 11 years of experience in the food and beverage industry. From January 2011 to January 2013, Mr. Sean Low worked as the business development and IT manager at J W Central, where he was primarily responsible for advertising and marketing the company and overseeing the operations of the "Central Hong Kong Cafe" restaurants. Mr. Sean Low has been the director of his wholly-owned company, Loaves & Fishes Pte. Ltd. (principally engaged in media design, photography and advertising services) since its incorporation in September 2007. From January 2004 to October 2007, Mr. Sean Low worked as the business development manager at BSBJ, where he was primarily responsible for assisting with the expansion of the franchises and the general day-to-day business administration of the company.

Mr. Sean Low graduated from Temasek Polytechnic Singapore with a diploma in information technology in August 1998. Mr. Sean Low then obtained a bachelor's degree in business and e-commerce from Monash University in Australia in September 2004 by distance learning.

## DIRECTORS AND SENIOR MANAGEMENT

**Mr. CHIU Ka Wai (趙家偉)**, aged 74, was appointed as an executive Director and the group executive chef (Singapore) on 27 July 2017. He is responsible for overseeing and monitoring the operations of our restaurants in Singapore.

Mr. Chiu has over 46 years of experience in the food and beverage industry. In January 2006, Mr. Chiu joined our Group as the master chef and was redesignated as the group executive chef in January 2017.

From March 1996 to March 2003, he was the owner of Wai Kee Hong Kong Kitchen (principally engaged in restaurant business) in Singapore. From December 1985 to January 2000, Mr. Chiu worked for the Regent Singapore, A Four Seasons Hotel with his last position as the assistant executive Chinese chef at the Summer Palace, where he was primarily responsible for menu design and staff management in the kitchen. From December 1981 to November 1985, he was a senior chef at the Chinese kitchen of Hotel Furama Intercontinental in Hong Kong. From September 1976 to February 1978, Mr. Chiu worked as a chef for Chinese Restaurant & Night Club Ltd. in Hong Kong (principally engaged in restaurant business). From October 1975 to March 1976, Mr. Chiu worked as a chef for Golden Capital Restaurant & Night Club in Hong Kong (principally engaged in restaurant business).

**Mr. WU Guangliang (吳光亮)**, aged 38, was appointed as an executive Director on 26 August 2021. Mr. Wu has extensive experience in training and management in the sales and marketing area, as well the operation and commercial decision making and plan area. Mr. Wu joined JingXin Healthcare International Limited, a substantial shareholder of the Company (as defined under the Rules Governing the Listing of Securities on GEM), since April 2019, at which Mr. Wu has been appointed the chief learning officer specializing in the provision of training for healthcare and healthy food and beverage industry, and participated in the reform and improvement of a number of restaurants and bakery shops in the People's Republic of China. Mr. Wu graduated from Henan University with a bachelor degree of Information and Computing Science (Finance Oriented).

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. John Chi Chung MAN (文志忠)**, aged 69, was appointed as an independent non-executive Director on 4 June 2021. He is responsible for providing independent judgment on issues of strategy, policy, performance, accountability, key appointments and standard of conduct of our Group.

Mr. Man has over 20 years of experience in the food and beverage industry in the United Kingdom, and a wide variety of community services experience. Mr. Man was an elected local councillor of (Limbury Ward) Luton, the United Kingdom, from 1988 to 1992. He also previously served as the director of Luton International Airport from 1988 to 1992 and the founder and manager of Halifax Building Society Agency in London since 1987 to 1990.

## DIRECTORS AND SENIOR MANAGEMENT

**Mr. KHOR Khie Liem Alex (許麒麟)**, aged 58, was appointed as an independent non-executive Director on 22 April 2024. Mr. Khor has accumulated more than 27 years of working experience in the fields of finance, capital market, financial reporting and financial compliance services. Mr. Khor has been the founding director of KBS Capital Partners (Singapore) Pte. Ltd. (“**KBS Capital**”) since July 2004, which principally provides accounting, tax, company secretarial compliance services, and corporate advisory services, including initial public offering facilitation, merger and acquisition services and project financing services. Mr. Khor has completed various initial public offering, merger and acquisition and project fund-raising transactions for KBS Capital’s clients from Singapore, Malaysia and China.

Prior to founding KBS Capital, Mr. Khor was the group financial controller of CFM Holdings Limited between 2002 and 2004, the group financial controller of TEE International Limited between 2000 and 2002, and the regional financial controller of Showpla Asia Limited between 1997 and 2000, all of which are listed on The Singapore Exchange Limited.

Mr. Khor has been appointed as an independent non-executive director of Sanai Health Industry Group Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1889) with effect from February 2021; an independent non-executive director of Xinming China Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2699) with effect from August 2021; an independent non-executive director of Pa Shun Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 574) with effect from 10 March 2023; and an independent non-executive director of Davis Commodities Limited (stock code: DTCK), a company listed on the Nasdaq, with effect from November 2023.

Mr. Khor was admitted as an associate and a fellow member of the Association of Chartered Certified Accountants, United Kingdom in 1999 and 2002, respectively. He obtained a Master of Business Administration from University of Leicester, United Kingdom in 2004. Currently, he is a Chartered Accountants of both the Institute of Singapore Chartered Accountants and the Malaysian Institute of Accountants.

**Mr. LEYNG Thai Weng (梁泰榮)**, aged 44, was appointed as an independent non-executive Director on 2 August 2024. Mr. Leyng has accumulated more than 15 years of working experience in the fields of finance, accounting and taxation. Mr. Leyng is currently the Chief Financial Officer (“CFO”) of Yamada Green Resources Limited, a company listed on the Mainboard of Singapore Stock Exchange (“SGX-ST”), he is responsible for overseeing all aspect of financial, accounting, tax, corporate governance, corporate secretarial and listing rules compliance matters.

Prior to this, Mr. Leyng was the CFO of Sino Grandness Food Industries Group Limited from 2020 to 2021, and financial controller of China Bearing (Singapore) Ltd. from 2013 to 2018 which both companies are listed on the Mainboard of SGX-ST, he was responsible for overseeing all aspects of financial, accounting, tax, corporate governance, corporate secretarial and listing rules compliance matters of these listed Companies. Between 2018 to 2020, he was the Director (Consultancy) of Strategic Advisory & Capital Pte. Ltd. and involved in several IPO, M&A and project financing projects.

Mr. Leyng began his career at an audit firm, Wong Liu & Partners in Malaysia, and holding as Internal Auditor and Corporate Planning Executive at NTPM Holdings Berhad and Hunza Properties Berhad respectively. Both of these Companies are Bursa Malaysia Mainboard listed company.

Mr. Leyng obtained a Bachelor of Accounting from the University of Malaya in 2006 and obtained a Master of Business Administration from the Murdoch University, Australia in 2018. He is also a Chartered Accountant of the Malaysian Institute of Accountants.

# DIRECTORS AND SENIOR MANAGEMENT

## COMPANY SECRETARY

Mr. **CHAN Chun Hin** (陳駿軒), aged 34, was appointed as the company secretary (“**Company Secretary**”) and authorised representative of the Company pursuant to Rule 5.24 of the GEM Listing Rules and authorised representative of the Company pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 18 October 2024. Mr. Chan has comprehensive experience in corporate governance, compliance, auditing, accounting and corporate finance. Mr. Chan currently serves as the finance director of Merit Corporate Services Company Limited. Mr. Chan is currently a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan obtained a bachelor’s degree in Business Administration in Accountancy from The Hong Kong Polytechnic University in 2015. Mr. Chan has been a company secretary and an independent non-executive director of listed companies, whose shares are listed on the Stock Exchange.

Mr. Chan does not act as an individual employee of our Company, but as an external service provider in respect of the appointment of Mr. Chan as the company secretary of the Company. Pursuant to paragraph F.(a) of the Corporate Governance Code and Corporate Governance Report as set out in Appendix C1 of the GEM Listing Rules (the “**CG Code**”), an issuer can engage an external service provider as its company secretary, provided that the issuer should disclose the identity of a person with sufficient seniority at the issuer whom the external provider can contact. In this respect, the Company has nominated Ms. **LOW Yeun Ching @ Kelly Tan**, chairlady of the Board and chief executive officer of the Company as its contact point for Mr. Chan.

# CORPORATE GOVERNANCE REPORT

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders' interests.

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, we do not have a separate chairlady and chief executive officer and Ms. Low Yeun Ching @ Kelly Tan currently performs these two roles. Our Board believes that vesting the roles of both chairlady and chief executive officer in the same person has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning of our Group. Our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. Our Board will continue to review and consider splitting the roles of chairlady of our Board and chief executive officer of our Company at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.

Following the resignation of Mr. Lu King Seng (“**Mr. Lu**”) as an independent nonexecutive Director and the chairman of audit committee (the “**Audit Committee**”) of the Company on 1 February 2024, the Board comprised only two independent non-executive Directors, namely Mr. John Chi Chung Man (“**Mr. Man**”) and Mr. Chan Pak Hung (“**Mr. Chan PH**”), which failed to meet the requirements of having (a) at least three independent non-executive directors on the Board under Rule 5.05(1) of the GEM Listing Rules; and (b) the audit committee must comprise a minimum of three members under Rule 5.28 of the GEM Listing Rules.

Following the resignation of Mr. Chan PH as an independent non-executive Director, the chairman of remuneration committee (the “**Remuneration Committee**”), a member of each of the Audit Committee and nomination committee (the “**Nomination Committee**”) of the Company on 14 March 2024, the Board comprised only one member, each of the Audit Committee and Nomination Committee comprised only one member and the Remuneration Committee comprised two members, which further failed to meet the requirements that: (a) at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise under Rule 5.05(2) of the GEM Listing Rules; (b) independent non-executive directors who represent at least one-third of the Board under Rule 5.05A of the GEM Listing Rules; and (c) remuneration committee and nomination committee must comprise a majority of independent non-executive director under the Rules 5.34 and 5.36A of the GEM Listing Rules.

Upon the appointment of Mr. CHAN Chun Kit (“**Mr. Chan CK**”) as an independent nonexecutive Director, the Chairman of the Audit Committee, and a member of each of the Remuneration Committee and Nomination Committee, and the appointment of Mr. Man as the chairman of the Remuneration Committee on 21 March 2024, and the appointment of Mr. Khor Khie Liem Alex (“**Mr. Khor**”) as independent non-executive Director and a member of the Audit Committee on 22 April 2024, the Company has complied with the Rules 5.05(1), 5.28, 5.05(2), 5.05A, 5.28, 5.34 and 5.36A.

On 3 May 2024, upon the resignation of Mr. Chan CK as an independent non-executive Director, the Chairman of the Audit Committee, each of the member of the Remuneration Committee and the Nomination Committee, and the appointment of Mr. Khor as chairman of the Audit Committee, member of the Remuneration Committee and the Nomination Committee, the Board comprised only two independent non-executive Directors and the Audit Committee comprised only two members which failed to meet the requirements under Rules 5.05(1) and 5.28 of the GEM Listing Rules.

Upon the appointment of Mr. Leyng Thai Weng (“**Mr. Leyng**”) as an independent nonexecutive Director and a member of the Audit Committee on 2 August 2024, the Company complied with Rules 5.05(1) and 5.28 of the GEM Listing Rules.

# CORPORATE GOVERNANCE REPORT

Save as disclosed above, the Directors consider that throughout the year ended 31 December 2024, the Company has applied the principles and complied with all the applicable code provisions set out in the CG Code.

## COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct for securities transactions by Directors on terms equivalent to the Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Model Code**"). The Company had made specific enquiries with written guidelines in relation to the Model Code to all Directors and all Directors have confirmed that they complied with the required standards set out in the Model Code from the Listing Date up to the date of this report.

## THE BOARD OF DIRECTORS

### THE BOARD

As at the date of this report, the Board comprises the following directors:

#### Executive Directors

Ms. LOW Yeun Ching @ Kelly Tan (*Chairlady and Chief Executive Officer*)

Mr. Sean LOW Yew Hong (*Sean Liu Yaoxiong*)

Mr. CHIU Ka Wai

Mr. WU Guangliang

# CORPORATE GOVERNANCE REPORT

## Independent non-executive Directors

Mr. John Chi Chung MAN

Mr. KHOR Khie Liem Alex

Mr. LEYNG Thai Weng

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and the Directors are collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs and overseeing the achievement of strategic plans to enhance shareholders' value.

Generally, the Board is responsible for all major aspects of the affairs of the Company, including:

- formulation of overall strategies and review of its financial performance and results and the internal control systems;
- policies relating to key business and financial objectives of the Company;
- material transactions, including acquisition, investment, disposal of assets or capital expenditure;
- appointment, removal or reappointment of Board members and auditors;
- communication with key stakeholders, including shareholders and regulatory bodies; and
- recommendation to shareholders on final dividend and the declaration of any interim dividends.

The Board is responsible for maintaining proper accounting records so as to enable the Directors to monitor and disclose with reasonable accuracy the financial position of the Group. The Board updates the Company's shareholders (the "**Shareholders**") on the operations and financial position of the Group through quarterly, interim and annual results announcements as well as the publication of timely reports and announcements of other matters as prescribed by the relevant laws, rules and regulations.

Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors, at the expense of the Company.

All Directors, including independent non-executive Directors assume the responsibilities to Shareholders for the well-being and success of the Company. They are aware of their duties to act in good faith and in the best interests of the Company.

The executive Directors are delegated with responsibility to oversee and monitor the operation of specific business areas and to implement the strategies and policies set by the Board.

The non-executive Directors (including the independent non-executive Directors), advise the Company on strategic and critical matters. The Board considers that each non-executive Director brings his own senior level of experience and expertise to the constructive functioning of the Board. To this end, regular informal meetings are held between the executive Directors and non-executive Directors. The Chairlady held meetings with the non-executive Directors at least annually without presence of the executive Directors to evaluate the functioning of the Board.

Each of the Directors has entered into a service contract or has signed a letter of appointment with the Company for an initial term of three years until terminated by either party giving not less than three months' written notice to the other expiring at the end of the initial term of their appointment or any time thereafter. The appointments are subject to the provisions of the Articles of Association of the Company with regard to vacation of office of Directors, removal and retirement by rotation of Directors.

# CORPORATE GOVERNANCE REPORT

## INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors has made written annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Upon review, the Board concluded that all the independent non-executive Directors are independent within the meaning of the GEM Listing Rules.

## CHANGE OF DIRECTOR'S INFORMATION PURSUANT TO RULE 17.50(A)(1) OF THE GEM LISTING RULES

The change in the Director's information as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules are set out below:

As On 1 February 2024, Mr. Lu resigned as an independent non-executive Director and the chairman of the Audit Committee in order to dedicate more time to his other professional commitments. Further details were disclosed in the Company's announcement dated 1 February 2024.

On 14 March 2024, Mr. Chan PH resigned as an independent non-executive director, the chairman of the Remuneration Committee, and the member of each of the Audit Committee and the Nomination Committee in order to devote more time to his other work commitments. Further details were disclosed in the Company's announcement dated 14 March 2024.

On 21 March 2024, Mr. Chan CK has been appointed as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee. Further details were disclosed in the Company's announcement dated 21 March 2024. Following the appointment of Mr. Chan CK, Mr. Man has been appointed as chairman of the Remuneration Committee with effect from 21 March 2024. Further details were disclosed in the Company's announcement dated 21 March 2024 and 22 March 2024.

On 22 April 2024, Mr. Khor has been appointed as an independent non-executive Director and a member of the Audit Committee with effect from 22 April 2024. Further details were disclosed in the Company's announcement dated 22 April 2024.

On 3 May 2024, Mr. Chan CK resigned as the independent non-executive Director, the chairman of the Audit Committee, and the member of each of the Remuneration Committee and Nomination Committee in order to devote more time to his other work commitments. Following the resignation of Mr. Chan, Mr. Khor has been appointed as chairman of the Audit Committee, a member of each the Remuneration Committee and the Nomination Committee with effect from 3 May 2024. Further details were disclosed in the Company's announcement dated 3 May 2024.

On 2 August 2024, Mr. Leyng has been appointed as an independent non-executive Director and a member of the Audit Committee. Further details were disclosed in the Company's announcement dated 2 August 2024.

## CHAIRLADY AND CHIEF EXECUTIVE

Pursuant to code provision C.2.1 set out in the CG Code, the roles of chairlady and chief executive officer should be separate and should not be performed by the same individual. Ms. Low is currently the chairlady and chief executive officer of our Group. Our Board believes that vesting the roles of both chairlady and chief executive officer in the same person has the benefit of ensuring the consistent leadership within our Group and enables more effective and efficient overall strategic planning of our Group. Our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. Our Board will continue to review and consider splitting the roles of chairlady of our Board and chief executive officer of our Company at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.

# CORPORATE GOVERNANCE REPORT

## THE BOARD COMMITTEES

### Audit committee

Our Company has established the Audit Committee on 4 April 2018 with written terms of reference in compliance with the CG Code. Currently, the Audit Committee has three members, namely Mr. KHOR Khie Liem Alex, Mr. John Chi Chung MAN and Mr. LEYNG Thai Weng, each of whom is an independent non-executive Director. Mr. KHOR Khie Liem Alex, has been appointed as the chairman of the Audit Committee, and has the appropriate professional qualifications required under the GEM Listing Rules. The primary duties of our Audit Committee are to review the Group's quarterly, half-yearly and annual results, to assist our Board in providing an independent view of the effectiveness of our financial reporting process, internal control and risk management system, overseeing the audit process and performing other duties and responsibilities as assigned by our Board.

### Remuneration committee

Our Company has established the Remuneration Committee on 4 April 2018 with written terms of reference in compliance with the CG Code. The Remuneration Committee has three members, namely Mr. John Chi Chung MAN, an independent non-executive Director, Ms. LOW Yeun Ching @ Kelly Tan an executive Director, our chairlady and chief executive officer and Mr. KHOR Khie Liem Alex, an independent non-executive Director. Mr. John Chi Chung MAN, has been appointed as the chairman of the Remuneration Committee. The primary duties of our Remuneration Committee are to evaluate the performance of our Directors and senior management, determine the remuneration package of our Directors and members of our senior management and ensure that share options offered by the Company are in accordance with Chapter 23 of the GEM Listing Rules.

### Nomination committee

Our Company has established the Nomination Committee on 4 April 2018 with written terms of reference in compliance with the CG Code. The Nomination Committee consists of three members, being Ms. LOW Yeun Ching @ Kelly Tan, an executive Director. Mr. John Chi Chung, an independent non-executive Director, Mr. KHOR Khie Liem Alex, an independent non-executive Director, Ms. LOW Yeun Ching @ Kelly Tan, has been appointed as the chairlady of the Nomination Committee. The primary duties of our Nomination Committee are to make recommendations to our Board on the appointment of our Directors and members of our senior management.

The Board has adopted a board diversity policy which sets out its approach to the diversity of the Board. The Company is committed to the benefits of having a Board with appropriate balance of expertise, skills, experience and diversity of perspectives. The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to, gender, age, cultural and educational background, professional qualifications, skills, knowledge, experience, industry or regional experience etc. Selection of candidate will be based on a range of diversity perspectives including but not limited to the Company's needs, the integrity, management experience, technical skills, industry or professional knowledge and experience of the candidate and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities. The Nomination Committee will consider candidates on merit and contribution that they will bring to the Board and then recommended the appropriate person(s) to the Board for consideration. The Nomination Committee will review, as appropriate, and monitor the implementation of the board diversity policy to ensure its effectiveness.

# CORPORATE GOVERNANCE REPORT

As at the date of this report, the Board comprises seven Directors, one of which is female. Each of the age groups of 30-39 , 40-49 and 70-79 comprises one Director while each the age groups of 50-59 and 60-69 comprises two Directors. Background of the Directors including, but not limited to, food and beverage industry, business management, financial advisory and compliance. In view of these, the Nomination Committee was of the opinion that the Board consisted of members with diversified gender, age, cultural and education background, professional qualifications, skills, knowledge and experience.

## DIRECTORS' AND OFFICERS' LIABILITIES

The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out of the corporate activities, which has been complied with the CG Code. The insurance coverage is reviewed on an annual basis.

## RELATED PARTY TRANSACTIONS POLICY

During the year ended 31 December 2024, the related party transactions, if any, are periodically reviewed and approved by the Audit Committee.

## BOARD COMPOSITION AND BOARD AND COMMITTEE MEETINGS

### Practices and conduct of meetings

Provision C.5.1 of the CG Code prescribes that at least 4 regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of directors, either in person or through other electronic means of communication. The Board will schedule to have at least four regular meetings in a year. Other Board meetings will be held if necessary.

### Composition

As at 31 December 2024, the Board comprises four executive Directors and three independent non-executive Directors. The Company has met the requirements of the Rule 5.05 (1) and (2) of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one of whom is with appropriate professional qualifications or accounting or related financial management expertise throughout the year. The Company has also complied with Rule 5.05A of the GEM Listing Rules, which relates to the appointment of independent non-executive Directors representing at least one-third of the Board.

Biographical details of the Directors are shown on pages 11 to 14 of this report. Save as disclosed in the biographies of the Directors as set out in the section headed "Directors and Senior Management" of this report, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors or any chief executive. The List of Directors and their Role and Function was published both on the websites of the Company and the Stock Exchange. The Board is currently supported by the Audit Committee, Remuneration Committee and Nomination Committee to oversee specific areas of the Company's affairs. Each of these committees has been established with written terms of reference, which were approved by the Board, setting out the committee's major duties and responsibilities. These terms of reference were published both on the websites of the Company and the Stock Exchange.

# CORPORATE GOVERNANCE REPORT

## MEETINGS HELD AND ATTENDANCE

The composition of the Board and the committees, and the individual attendance records of each Director at the Board and Committees' meetings during the year ended 31 December 2024 are set out below:

Name of the directors	Meetings attended/Meetings Held					
	Board meetings	Audit Committee Meetings	Remuneration Committee Meetings	Nomination Committee Meetings	Annual general meetings	Extraordinary general meetings
<b>Executive Directors</b>						
Ms. LOW Yeun Ching @ Kelly Tan (Chairlady and Chief Executive Officer)	10/10	N/A	4/4	4/4	1/1	N/A
Mr. Sean LOW Yew Hong (Sean Liu Yaoxiong)	10/10	N/A	N/A	N/A	1/1	N/A
Mr. CHIU Ka Wai	10/10	N/A	N/A	N/A	1/1	N/A
Mr. WU Guangliang	6/10	N/A	N/A	N/A	0/1	N/A
<b>Independent non-executive Directors</b>						
Mr. John Chi Chung MAN	10/10	3/3	4/4	4/4	1/1	N/A
Mr. KHOR Khie Liem Alex (appointed on 22 April 2024)	6/6	2/2	N/A	N/A	1/1	N/A
Mr. LEYNG Thai Weng (appointed on 2 August 2024)	2/2	2/2	N/A	N/A	N/A	N/A
Mr. CHAN Chun Kit (appointed on 21 March 2024 and resigned on 3 May 2024)	3/3	1/1	2/2	2/2	N/A	N/A
Mr. CHAN Pak Hung (resigned on 14 March 2024)	2/2	N/A	N/A	N/A	N/A	N/A
Mr. LU King Seng (resigned on 1 February 2024)	1/1	N/A	N/A	N/A	N/A	N/A

During the year ended 31 December 2024, the Chairlady held meeting with the independent non-executive Directors without the presence of other Directors. In addition, external auditors has met with audit committee members for discussions on the proposed audit scope and matters for year ended 31 December 2024.

## PROFESSIONAL DEVELOPMENT

To assist the Directors' continuing professional development, the Company continuously updated the Directors on the latest developments regarding the GEM Listing Rules and applicable regulatory requirements to ensure each Director is aware of his responsibilities and obligations under the GEM Listing Rules and relevant regulations, and maintaining good corporate governance practices.

According to the records provided by the Directors, all Directors participated in training including reading newspaper, journals and updates relating to the economy general business or directors' duties etc.

# CORPORATE GOVERNANCE REPORT

## DIVERSITY AT WORKFORCE LEVEL

The Group is committed to practices fair employment and provides equal opportunities to all our employees while the Group do not base its hiring preferences on gender, age, marital status, race, religion or nationality and strongly believe that diversity within the Group's workforce promotes creativity and sharing of knowledge and ideas.

As of 31 December 2024, the gender ratio of the Group's workforce was approximately 50% male to 50% female. The Board considered that the Group has achieved gender diversity across the workforce.

## ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group. The Board is not aware of any material uncertainties relating to events or condition that might cast significant doubt upon the Company's ability to continue in business. Accordingly, the Board has prepared the financial statements of the Company on a going concern basis. The Board also acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual, half-yearly and quarterly reports, other price-sensitive announcements and other financial disclosures required under the GEM Listing Rules, and reports to the regulators as well as to information required to be disclosed pursuant to statutory requirements.

The responsibility of the independent auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the Shareholders. A statement by auditor about their reporting responsibility is set out in the Independent Auditor's Report. There is no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of external auditors.

Having made appropriate enquiries and examined major areas which could give rise to significant financial exposures, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements for the year, the Directors considered the Group has applied appropriate accounting policies consistently, made judgments and estimates that are reasonable in accordance with applicable accounting standards.

The financial results and reports were published within the time limits as required under the GEM Listing Rules after the end of the relevant periods to provide stakeholders with transparent and timely financial information.

## REMUNERATION OF SENIOR MANAGEMENT

The annual remuneration of senior management of the Company, other than the Directors, for the year ended 31 December 2024 falls under the following bands:

Band of Remuneration	Number of individual
Within HK\$500,000 (approximately S\$0-S\$87,000)	–
HK\$500,001-HK\$1,000,000 (approximately S\$87,000-S\$171,000)	2
HK\$1,000,001-HK\$1,500,000 (approximately S\$171,000-S\$263,000)	–

# CORPORATE GOVERNANCE REPORT

## AUDITOR'S REMUNERATION

During the year ended 31 December 2024, the remuneration, reviewed and approved by the Audit Committee on the audit and non-audit scope, paid or payable to the auditor in respect of audit and non-audit services provided by the auditor of the Group, Forvis Mazars CPA Limited, were as follows:

Nature of service	2024 S\$'000
Audit services	80
Non-audit services	10
	90

The auditor's remuneration disclosed in note 7 to the consolidated financial statements of approximately S\$48,000 was paid to the statutory auditors of the subsidiaries of the Company located in Singapore and Malaysia (not Forvis Mazars CPA Limited).

## NATURE OF NON-AUDIT SERVICES

The non-audit services provided by the auditor of the Company for the year ended 31 December 2024 included attending the annual general meeting of the Company and the agreed-upon procedures on preliminary announcement of annual results for the year ended 31 December 2024.

## CORPORATE GOVERNANCE FUNCTION

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as (i) developing and reviewing the Company's policies, practices on corporate governance, training and the continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc; (ii) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and (iii) reviewing the Company's compliance with the CG Code and disclosure in this corporate governance report. Every Board member has full access to the advice and services of the Company Secretary with a view to ensure that Board procedures, and all applicable rules and regulations are followed. They are also entitled to have full access to Board papers and related materials such that they are able to make an informed decision and to discharge their duties and responsibilities.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Company had established policies and procedures to identify, assess and manage major risks of the Group. The Board has overall responsibilities for establishing and maintaining an effective risk management and internal control systems of the Group and reviewing their effectiveness. However, such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

# CORPORATE GOVERNANCE REPORT

The management is of the Company responsible for implementing that procedures approved by the Board and to monitor compliance with the policies and procedures.

The Group does not have an internal audit function and it was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness. During the year, after considering the needs of the Group in its current business development, the Board has performed an annual review on the effectiveness of risk management and internal control systems (“**Annual Review**”) as follows:

- (a) Board Committee meetings were held to discuss and review a report on internal control review conducted by the Chairlady, the Head of Operations and the General Manager (collectively “**key management personnel**”). Internal control issues, where applicable, were discussed and addressed during such meetings;
- (b) An external audit was performed by the external auditors and control gaps in financial controls were highlighted to the Chairlady and key management personnel and appropriately addressed. The control gaps were presented and reviewed by the Audit Committee;
- (c) Discussions were held between the AC and the external auditors in the absence of the key management personnel to address any potential concerns; and

It is concluded that there are no significant defects in the Group’s internal controls and risk management systems in terms of overall adequacy and effectiveness concerning the operational, financial and compliance risks of the Group have been identified during the course of the Annual Review and as at the date of this report.

The Audit Committee wishes to highlight that no cost-effective internal control system will preclude all errors and irregularities. The annual review performed by the Board can provide only reasonable and not absolute assurance against material misstatement or loss. The Audit Committee has also proposed to the Board, with which the Board agreed, to commission a professional internal auditor to perform an internal control review to improve the Group’s internal controls and risk management on a regular basis within a reasonable interval.

Furthermore, the Company reminds the Directors and employees of the Group about due compliance with all policies regarding the Inside Information. The Company keeps the Directors and employees of the Group apprised of the latest regulatory updates to ensure compliance with the relevant regulatory requirements.

## COMPANY SECRETARY

The appointment and resignation of the Company Secretary is subject to approval by the Board in accordance with the Articles of Association. The Company Secretary is responsible for ensuring the Board procedures and policy are followed and Board activities are effectively conducted. The Company Secretary is also responsible for maintaining minutes recorded in sufficient details of all the meetings of the Board and committees of the Company. Draft and final versions of minutes are disseminated to Directors for comment and filed for record purposes respectively within a reasonable time after each meeting. The Directors have full and timely access to the minutes of the Board and committees of the Company. The Company Secretary, Mr. Chan Chun Hin, confirmed that he has complied with all the qualifications, experience, and professional training requirements under Rule 5.15 of the GEM Listing Rules.

Details of the primary corporate contact person at the Company is set out under the section “Directors and Senior Management” in this report.

# CORPORATE GOVERNANCE REPORT

## SHAREHOLDERS' RIGHTS

The general meetings of the Company provided an opportunity for communication between Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting (the "EGM").

## RIGHT TO CONVENE EXTRAORDINARY GENERAL MEETINGS AND PROCEDURES

Pursuant to Article 64 of the Articles of Association, the Board may, whenever it thinks fit, convene an EGM. Anyone or more member(s) holding at the date of the deposit of the requisition not less than one tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition sent to the Company's principal place of business as set out in the manner below, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

Such requisition shall be made in writing to the Board or the Company Secretary at the following:

### PRINCIPAL PLACE OF BUSINESS AND HEADQUARTERS IN SINGAPORE

Address: 124, Lorong 23 Geylang  
#10-01 and #10-02 Arcsphere  
Singapore 388405  
Email: askus@jlogoholdings.com  
Attention: Board of Directors/Company Secretary

### REGISTERED OFFICE OF THE COMPANY

Address: PO Box 1350  
Windward 3 Regatta Office Park  
Grand Cayman KY1-1108 Cayman Islands  
Attention: Board of Directors/Company Secretary

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Address: Suites 2601-2603, 26/F  
Shui On Centre  
6-8 Harbour Road  
Wanchai, Hong Kong  
Attention: Board of Directors/Company Secretary

If within 21 days from the date of the deposit of the requisition, the Board fails to proceed to convene such meeting, the requisitionist(s) may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company to the requisitionist(s).

For matters in relation to the Board, Shareholders can contact the Company at the following: by post to Principal place of business of the Company in Hong Kong: Address: Suites 2601-2603, 26/F, Shui On Centre, 6-8 Harbour Road, Wanchai Hong Kong; or by email to askus@jlogoholdings.com.

# CORPORATE GOVERNANCE REPORT

## RIGHT TO PUT ENQUIRIES TO THE BOARD

Shareholders have the right to put enquiries to the Board. All such enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the Company Secretary. Shareholders may also make enquiries with the Board at the general meetings of the Company.

## RIGHT TO PUT FORWARD PROPOSALS AT GENERAL MEETINGS

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Law (as revised) of the Cayman Islands, as amended, modified and supplemental from time to time. However, pursuant to the Articles of Association, Shareholders who wish to move a resolution may by means of requisitions convene an EGM following the procedures set out above.

## CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2024, there had been no change in the Company's constitutional documents. The Articles of Association are available on the websites of the Stock Exchange and the Company.

## INVESTOR RELATIONS

The Board recognises the importance of maintaining on-going communication with Shareholders. The Company has adopted a Shareholders' communication policy and promotes communications with Shareholders through several communication channels including publication of notices, circulars and announcements of key developments, and quarterly, interim and annual reports as prescribed under the GEM Listing Rules which can also be accessed via the "Investor Relations" of the Company's website. The Company has reviewed the implementation and effectiveness of the Shareholders' communication policy and considered it to be effective for the year ended 31 December 2024.

The aims of the Company are to improve its transparency, gain more understanding and confidence in relation to the Group's business developments and acquire more market recognition and support from Shareholders.

Shareholders are encouraged to attend all general meetings of the Company. The notices of the extraordinary general meetings and annual general meeting of the Company were circulated to all Shareholders in accordance with the requirements of the GEM Listing Rules and the Articles of Association. It is a standard practice to have the non-executive Directors available to answer questions relating to their roles, tenure, and the committees of the Board. The results of voting by poll are published on the websites of the Stock Exchange and the Company after the meetings.

Any comments and suggestions to the Board can be addressed to our Hong Kong office or the Company Secretary by mail to Suites 2601-2603, 26/F, Shui On Centre, 6-8 Harbour Road, Wanchai Hong Kong; or by email to [askus@jlogoholdings.com](mailto:askus@jlogoholdings.com).

# DIRECTORS' REPORT

The Directors present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2024.

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is an investment holding company. The Company's subsidiaries are principally engaged in the business of:

- (1) dining restaurants in Singapore; and
- (2) artisanal bakery chain in Malaysia.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including an indication of likely future development in the Group's business, can be found in the section headed "Management Discussion and Analysis" in this report. This discussion forms part of this directors' report.

## PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operations of the Group, major risks are summarised below.

**Our success substantially depends on the market recognition of our brands and any negative publicity, negative reviews or damage to our brands could materially and adversely impact our business and results of operations**

We believe that our success substantially depends on the market recognition of our brands and the franchise brand. We believe that our continued success will depend in large on our ability to protect and enhance the value of these brands. Any incident that diminishes consumer trust in or preference for these brands could significantly reduce their values. As it is one of our business strategies to continue to grow in size, expand our food offerings and services and extend our geographic reach, maintaining quality and consistency may become more difficult.

**Our Group operates in a highly competitive industry and the opening of new restaurants or bakery retail outlets by competitors near locations in which we operate may negatively affect the revenue of our existing restaurants or bakery retail outlets**

Our Group faces intense competition from a large and diverse group of restaurants and bakery retail outlets and other food and beverage operators who target the same or similar group of customers. There are numerous restaurants and bakery retail outlets in Singapore and Malaysia offering similar cuisines and bakery products which compete with our Group in terms of, among other things, taste, quality, price, customer service, ambience, and the overall dining experience. Some of our Group's competitors may have longer operating history, larger customer base, better brand recognition and reputation, and better financial position, marketing strategies and public relations resources. As we face intense competition from other competitors as well as new market entrants, our Group's business and results of operations may be adversely affected in the event that we are not able to stay competitive in terms of our pricing, or there is deterioration in the quality of our dishes, products or our level of service.

# DIRECTORS' REPORT

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2024, our Group's customers were mainly retail customers for our dining operations in Singapore and artisanal bakery chain in Malaysia and the five largest customers of the Group accounted for less than 30% of the Group's total revenue.

During the year ended 31 December 2024, our Group's largest supplier and the five largest suppliers accounted for approximately 4.6% and 21.2% of total purchases, respectively, as compared with approximately 8.9% and 32.6% for the year ended 31 December 2023, respectively.

None of the Directors or any of their close associates (as defined in the GEM Listing Rules), or any of the Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or its five largest suppliers during the year ended 31 December 2024.

## SEGMENT INFORMATION

An analysis of the Group's performance for the year by operating segment is set out in Note 4 to the consolidated financial statements.

## RECOMMENDED DIVIDEND

The Board did not recommend the payment of any dividend for year ended 31 December 2024 (2023: Nil). The Company intends to strike a balance between maintaining sufficient capital to grow the business and rewarding the shareholders of the Company. The Board has adopted a dividend policy pursuant to which in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, the following factors:

- (i) the general financial condition of the Group;
- (ii) the actual and future operations and liquidity positions of the Group;
- (iii) the Group's future cash requirements and availability;
- (iv) any restrictions on payment of dividends that may be imposed by the Group's lenders or securities holders;
- (v) the general market conditions and prospect; and
- (vi) any other factor that the Board deems appropriate.

# DIRECTORS' REPORT

## CHARITABLE DONATIONS

The Group did not make any material charitable donations during the year (2023: Nil).

## SUMMARY FINANCIAL INFORMATION

A summary of the published financial results and assets, liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 117. This summary does not form part of the audited consolidated financial statements.

## SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in share capital of the Company during the year are set out in Note 23 to the consolidated financial statements. Details about the issuance of Shares are also set out in Note 23 to the consolidated financial statements.

## PURCHASES, SALE OR REDEMPTION OF COMPANY'S LISTED SECURITIES

The Company or any of its subsidiaries has not purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2024.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Associations (the "**Articles**") or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

# DIRECTORS' REPORT

## DIRECTORS

The Directors during the financial year ended 31 December 2024 and up to the date of this report are as follows:

### Executive Directors

Ms. LOW Yeun Ching @ Kelly Tan (*Chairlady and Chief Executive Officer*)

Mr. Sean LOW Yew Hong (*Sean Liu Yaoxiong*)

Mr. CHIU Ka Wai

Mr. WU Guangliang

### Independent non-executive Directors

Mr. John Chi Chung MAN

Mr. KHOR Khie Liem Alex (*appointed on 22 April 2024*)

Mr. LEYNG Thai Weng (*appointed on 2 August 2024*)

Mr. CHAN Chun Kit (*appointed on 21 March 2024 and resigned on 3 May 2024*)

Mr. CHAN Pak Hung (*resigned on 14 March 2024*)

Mr. LU King Seng (*resigned on 1 February 2024*)

In accordance with article 108 of the Articles, Mr. WU Guangliang and Mr. John Chi Chung MAN shall retire from office and, being eligible, offer themselves for re-election as Directors at the forthcoming annual general meeting of the Company (the "AGM").

In accordance with article 112 of the Articles, Mr. KHOR Khie Liem Alex and Mr. LEYNG Thai Weng shall retire from office and, being eligible, offer themselves for re-election as Directors at the AGM.

## DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the agreement. The service agreements of Ms. LOW Yeun Ching @ Kelly Tan, Mr. Sean LOW Yew Hong (Sean Liu Yaoxiong) and Mr. CHIU Ka Wai commenced from the Listing Date, the service agreement of Mr. WU Guangliang commenced from 26 August 2021.

The independent non-executive Directors have each signed an appointment letter with the Company for a term of three years and are subject to termination in accordance with their respective terms. The letter of appointment of Mr. John Chi Chung MAN commenced from 4 June 2021, the letter of appointment of Mr. KHOR Khie Liem Alex commenced from 22 April 2024 and the letter of appointment of Mr. LEYNG Thai Weng commenced from 2 August 2024.

Each of the Directors is subject to the provisions for retirement by rotation and re-election at the AGM in accordance with the Articles.

Other than as disclosed above, no Directors proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

# DIRECTORS' REPORT

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

As at 31 December 2024, the interests and short positions of the Directors and chief executives of the Company or any of their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

### Long position in the Shares

Name of Director/Chief Executive	Capacity/ Nature of Interest	Number of Shares	Approximate Percentage
Ms. Low Yeun Ching @ Kelly Tan <sup>(1)</sup>	Beneficial interest	219,500,000 Ordinary Shares <sup>(2)</sup>	43.9%

Notes:

(1) Ms. Low Yeun Ching @ Kelly Tan is an executive Director, the chairlady of the Board and the chief executive officer of the Company.

(2) These Shares are held in long position.

Save as disclosed above, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise, notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## SHARE OPTION SCHEME

The Company had adopted a share option scheme (the “Share Option Scheme”) on 4 April 2018 for the purpose of enabling our Company to grant rights to subscribe for Shares pursuant to the terms of the Share Option Scheme (“Options”, each an “Option”) as incentives or rewards to the Participants (as defined below) for their contribution to our Group and/or to enable our Group to recruit and retain high calibre employees and attract human resources that are valuable to our Group and any entity which our Group holds any equity interest (“Invested Entity”). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

Each of the grantees to whom an option has been granted under the Share Option Scheme shall be entitled to exercise his/her option in the manner set out in his/her offer document, provided that such period of time shall not exceed a period of 10 years commencing on the date on which the option is granted.

## DIRECTORS' REPORT

The Board may, at its discretion, invite any executive, non-executive or independent non-executive Directors or any employees (whether full-time or part-time) of our Company, or any of its subsidiaries or associated companies or any other person whom our Board considers, in its sole discretion, has contributed or will contribute to our Group (“**Participants**”, each a “**Participant**”) to take up the Options. The basis of eligibility of any of the class of the Participants to the grant of any Option shall be determined by our Board from time to time on the basis of their contribution to the development and growth of our Group and any Invested Entity. Unless otherwise determined by our Board and specified in the offer letter to be given to the Participant at the time of the offer of the Option (“**Offer**”), there is neither any performance target that needs to be achieved by the Participant who accepts an Offer in accordance with the terms of the Share Option Scheme (“**Grantee**”) before an Option can be exercised nor any minimum period for which an Option must be held before the Option can be exercised.

The subscription price for our Shares under the Share Option Scheme shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant Option, but in any case shall not be less than the highest of (a) the closing price of our Shares as stated in the Hong Kong Stock Exchange’s daily quotations sheet on the date on which an Offer is made by our Company to the Grantee (which date must be a Business Day, “**Offer Date**”); (b) a price being the average of the closing prices of our Shares as stated in the Hong Kong Stock Exchange’s daily quotations sheets for the five (5) Business Days immediately preceding the Offer Date (provided that the Offer Price shall be used as the closing price for any Business Day falling within the period before listing of our Shares where our Company has been listed for less than five (5) Business Days as at the Offer Date); and (c) the nominal value of a Share.

The amount payable by the grantee of an Option to our Company on acceptance of the offer for the grant of an Option is HK\$1.00, which shall be payable within the period as our Board may determine and specify in the letter of Offer.

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be determined by the Board at its absolute discretion and notified by the Board to each Grantee as being the period during which an Option may be exercised and in any event, such period shall not be longer than 10 years from the date upon which any particular Option is granted in accordance with the Share Option Scheme.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of Shares in issue immediately following the Listing (being 50,000,000 Shares). The maximum number of shares issuable under share options to each eligible participant in the Company’s Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to Shareholders’ approval in a general meeting. During the year ended 31 December 2023, the Company may grant options in respect of up to 50,000,000 Shares to the participants under the Share Option Scheme, being 10% of the issued shares of the Company as at the date of this report.

No option has lapsed, or has been granted, exercised or cancelled under the Share Option Scheme during the year ended 31 December 2024. Our Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into our Shares as at 31 December 2024, nor has there been any exercise, redemption, purchase or cancellation made during the year ended 31 December 2024 of any conversion or subscription rights under any convertible securities, options, warrants or similar rights issued or granted.

# DIRECTORS' REPORT

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures" above, at no time during the year ended of 31 December 2024 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2024, the interests and short positions of substantial shareholders and other persons (not being a Director or chief executive of the Company) in the Shares and underlying shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

### Long positions in the Shares

Name	Capacity/ Nature of interest	Aggregate number of Shares or Underlying Shares	Approximate percentage of interest in our Company
JingXin Healthcare International Limited 淨心療養院（國際）有限公司 ("JingXin Healthcare") <sup>(1)</sup>	Beneficial interest	90,500,000 Ordinary Shares <sup>(2)</sup>	18.1%

Notes:

- (1) JingXin Healthcare (formerly known as Bright Honor Investment International Limited) is held as to 100% by Peaceful and Land International Limited 祥和國際有限公司, which in turn is held as to 100% by Mr. Tobias Li Xi BERNOTH and therefore Mr. Tobias Li Xi BERNOTH is deemed to be interested in the 90,500,000 Shares held by JingXin Healthcare, pursuant to the SFO.
- (2) These Shares are held in long position.

Save as disclosed above, as at the date of this report, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no other person or corporation (other than the Directors and chief executives of the Company) who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO.

# DIRECTORS' REPORT

## REMUNERATION POLICY

Details of the remuneration of the Directors for the year ended 31 December 2024 are set out in Note 9 to the consolidated financial statements in this report. During the year ended 31 December 2024, there was no arrangement under which any Directors waived or agreed to waive any remuneration.

## EMOLUMENT POLICY

A remuneration committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices. The remunerations of the Directors are determined with reference to the economic situation, the market condition, the responsibilities and duties assumed by each Director as well as their individual performance.

## RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Group are set out in Note 25 to the consolidated financial statements. Such related party transactions do not fall under the definition of connected transaction or continuing connected transaction under Chapter 20 of the GEM Listing Rules.

## CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTION

During the year, the Group has not entered into any connected transactions or continuing connected transactions that are not exempted under the GEM Listing Rules. The Board confirms that the Company has complied with the applicable disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float required by the GEM Listing Rules during the year ended 31 December 2024.

## INTEREST IN COMPETING BUSINESS

The Directors are not aware of any business or interest of the Directors nor our controlling shareholders nor our substantial shareholders nor any of their respective close associates that competes or may compete, directly or indirectly, with the Group's business and any other conflicts of interest which any such person has or may have with the Group during the year.

# DIRECTORS' REPORT

## DEED OF NON-COMPETITION

Ms. Low Yeun Ching @ Kelly Tan, our controlling shareholder (the “**Covenanter**”) entered into a deed of non-competition (the “**Non-competition Deed**”) in favour of our Company, pursuant to which the Covenanter has undertaken to our Company that she would not, and that her associates (except any member of our Group) would not, during the restricted period set out therein, directly or indirectly, either on her own account or in conjunction with or on behalf of any person, firm or company, among other things, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as shareholder, partner, agent or otherwise) any business which is or may be in competition with our existing core business. Ms. Low Yeun Ching @ Kelly Tan has confirmed to the Company that the Non-competition Deed has been fully complied with as at 31 December 2024.

Details of the undertaking have been set out in the section headed “Relationship with Controlling Shareholder” of the Prospectus.

## COMPETITION AND CONFLICT OF INTEREST

During the year, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year was there any arrangement, to which the Company, or any of its subsidiaries was a party, whose objects are to enable the Directors to acquire benefits by means of the acquisition of Shares or debentures, or such shares or debentures of any other body corporate.

## INDEMNITY OF DIRECTORS

The Articles of Association provides that the Directors shall be indemnified and secured harmless out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which they shall incur or sustain in execution of their duty or supposed duty in their respective offices, except such as they shall incur or sustain through their own fraud or dishonesty.

## CONTRACTS OF SIGNIFICANCE

Save as those disclosed in Note 25 to the consolidated financial statement, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Save as those disclosed in Note 25 to the consolidated financial statement, there was no contract of significance between the Company, or any of its subsidiaries, and a controlling Shareholder or any of its subsidiaries during the year.

Save as those disclosed in Note 25 to the consolidated financial statement, there was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling Shareholder or any of its subsidiaries during the year.

# DIRECTORS' REPORT

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

A separate environmental, social and governance report is expected to be published on the respective websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.jlogoholdings.com](http://www.jlogoholdings.com)) no later than three months after the annual report has been published.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the date of this report, none of the Directors had an interest in a business (other than those businesses where the Director were appointed as directors to represent the interests of the Company and/or any member of the Group) which are considered to compete or are likely to compete, either directly or indirectly, with businesses of the Group.

## KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises the accomplishment of the employees by providing comprehensive benefit package, career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents are found in the year under review.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

The Group values the views and opinions of all customers through various means and channels, including usage of business intelligence to understand customer trends and needs and regular analysis on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

## INTEREST-BEARING BANK BORROWINGS AND BANK OVERDRAFTS

Particulars of interest-bearing bank borrowings and bank overdrafts of the Group as at 31 December 2024 are set out in Note 21 to the consolidated financial statements.

# DIRECTORS' REPORT

## FINANCIAL SUMMARY

A summary of the financial results and of the assets and liabilities of the Group for the last five financial years is set out on page 117 of the annual report.

## DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group for the year are set out in the consolidated statement of changes in equity on page 48.

Details of the movements in the reserve of the Company for the year are set out in Note 29(a) to the consolidated financial statements.

As at 31 December 2024, the Company had no distributable reserve (31 December 2023: Nil).

## SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL

The Group did not have any significant investment, material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended 31 December 2024.

## RETIREMENT SCHEMES

Particulars of retirement schemes are set out "Employee benefits – Defined contribution plans" section in note 2 to the consolidated financial statements.

## CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and, based on contents of such confirmation, considers all the independent non-executive Directors to be independent and that they have met the specific independence guidelines as set out in Rule 5.09 of the GEM Listing Rules.

## EVENTS AFTER THE REPORTING PERIOD

There were no important events affecting the Group that have occurred since the end of the year.

## CORPORATE GOVERNANCE

Details of the corporate governance practice adopted by the Company are set out on pages 16 to 27 of this annual report.

# DIRECTORS' REPORT

## REVIEW BY AUDIT COMMITTEE

The Company's Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the review of the audited consolidated financial statements for the year ended 31 December 2024.

## THE GROUP'S COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, the Group has complied in material aspects with the relevant laws and regulations that have a significant impact on the business and operations of the Group.

## AUDITORS

Ernst & Young LLP, Singapore has resigned as the auditor of the Company with effect from 23 December 2022. Forvis Mazars CPA Limited ("**Forvis Mazars**") (Formerly known as Mazars CPA Limited) was appointed as the auditor of the Company. For details, please refer to the announcements of the Company dated 23 December 2022. Save as disclosed above, there was no change in auditor during the past three years.

The consolidated financial statements for the year ended 31 December 2024 has been audited by Forvis Mazars, who will retire and being eligible, offer itself for re-appointment. A resolution for the re-appointment of Forvis Mazars as the auditor of the Company is to be proposed at the forthcoming annual general meeting of the Company.

## APPRECIATION

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 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

**LOW Yeun Ching @ Kelly Tan**  
*Chairlady and Executive Director*

16 March 2026

# INDEPENDENT AUDITOR'S REPORT



**FORVIS MAZARS CPA LIMITED**  
**富睿瑪澤會計師事務所有限公司**  
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Website網址: forvismazars.com/hk

To the members of JLogo Holdings Limited  
(incorporated in the Cayman Islands with limited liability)

## OPINION

We have audited the consolidated financial statements of JLogo Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 46 to 116, which comprise the consolidated statement of financial position at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group at 31 December 2024, and of its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (the “**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) as issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). Our responsibilities under those standards are further described in the “*Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements*” section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to the “Going concern” section in Note 2 to the consolidated financial statements concerning the adoption of the going concern basis on which the consolidated financial statements have been prepared. The Group incurred a net loss attributable to owners of the Company of approximately Singapore dollars (“**S\$**”) 2,547,000 for the year ended 31 December 2024, and at that date, the Group had net current liabilities and net liabilities of approximately S\$9,434,000 and S\$6,105,000, respectively. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. The directors of the Company, having considered the measures being taken by the Group as set forth in Note 2 to the consolidated financial statements, are of the opinion that the Group would be able to continue as a going concern. Accordingly, the directors have prepared the consolidated financial statements on a going concern basis. The consolidated financial statements do not include any adjustments that would result from a failure of achieving the measures. Our opinion is not modified in respect of this matter.

# INDEPENDENT AUDITOR’S REPORT

## KEY AUDIT MATTERS

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

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment of property, plant and equipment and right-of-use assets (“Non-financial Assets”)</i></p>	
<p>Related disclosures are included in Notes 14 and 15 to the consolidated financial statements.</p>	<p>Our procedures, among others, included:</p>
<p>At 31 December 2024, the net carrying amounts of the Group’s property, plant and equipment and right-of-use assets (net of impairment loss) in relation to the Dining operations and Artisanal bakery business were approximately S\$1,554,000 and S\$3,495,000, respectively, which represented approximately 73% of the Group’s total non-current assets.</p>	<ul style="list-style-type: none"> <li>a) assessing the method used by management to assess impairment indicators and appropriateness of using value in use calculations in estimating the recoverable amounts of the property, plant and equipment and right-of-use assets in relation to each restaurant and outlet (if applicable) of the Dining operation and Artisanal bakery business on an individual basis, respectively;</li> </ul>
<p>For restaurants and bakery outlets that were reporting losses or under-performed during the year ended 31 December 2024, management considered that there were indications that these restaurants’ / outlets’ property, plant and equipment and right-of-use assets might be impaired. At the end of the reporting period, management had performed impairment assessment by determining the recoverable amounts of the property, plant and equipment and right-of-use assets based on value in use calculations using cash flow projections.</p>	<ul style="list-style-type: none"> <li>b) reviewing management’s budgeting process by comparing the actual financial performance against previously forecasted results;</li> <li>c) assessing and evaluating the reasonableness of forecasted revenue and budgeted gross margin, taking into consideration the Group’s historical performance, with further consideration of the current market condition, by comparing them to industry information on market outlook and anticipated changes in the business and economic environment;</li> </ul>
<p>We identified the impairment assessment of property, plant and equipment and right-of-use assets as a key audit matter because of their significance to the consolidated financial statements and the significant judgement involved in determining the key assumptions which involved high level of uncertainty.</p>	<ul style="list-style-type: none"> <li>d) assessing and evaluating the growth rates by comparing them to recent performance of the outlets and available external industry data based on conditions prevailing at the reporting date;</li> <li>e) checking arithmetic accuracy of the cash flow forecasts calculation;</li> <li>f) checking, on a sample basis, the accuracy and relevance of the input data used by management; and</li> <li>g) reviewing the adequacy of the disclosures made on the impairment of property, plant and equipment and right-of-use assets.</li> </ul>

# INDEPENDENT AUDITOR’S REPORT

## KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
<p><i>Net realisable value for inventories</i></p> <p>Related disclosures are included in Note 16 to the consolidated financial statements.</p> <p>Inventories are stated at the lower of cost and net realisable value in the consolidated financial statements.</p> <p>At 31 December 2024, the Group’s inventory balance amounted to approximately S\$316,000. Inventory valuation was an audit focus area because of the additional risks assessed due to the number of locations that the inventories were held at, and management’s judgement in setting expectations about future utilisation of slow-moving inventories and inventories that are nearing their expiration dates.</p> <p>We identified the net realisable value for inventories as a key audit matter because of the significant judgement involved in determining assumptions in assessing the net realisable value for inventories.</p>	<p>Our procedures, among others, included:</p> <ul style="list-style-type: none"> <li>a) understanding, evaluating and validating relevant controls over management’s periodic reviews of provision for write-down of inventories and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors;</li> <li>b) assessing whether the inventory write-down policy is appropriate with reference to the Group’s current circumstances and the requirements of the prevailing accounting standards;</li> <li>c) assessing the state and condition of selected inventory items when we observed management’s year-end inventory counts at selected locations;</li> <li>d) testing, on a sample basis, whether the inventory write-downs at the reporting date are calculated on a basis consistent with the Group’s inventory write-down policy by recalculating the inventory write-downs based on the percentages and other parameters in the Group’s inventory provision policy;</li> <li>e) performing retrospective review, on a sample basis, by comparing previous estimates to actual outcome and evaluated, on a sample basis, the outcome of prior period assessment of provision for write-down of inventories to assess the effectiveness of management’s estimation process;</li> <li>f) testing, on a sample basis, the accuracy of the net realisable values with reference to the latest transaction prices; and</li> </ul>

# INDEPENDENT AUDITOR'S REPORT

## KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
<i>Net realisable value for inventories (Continued)</i>	<p>Our procedures, among others, included: (Continued)</p> <p>g) discussing with the Group's management and assessing the reasonableness of the provision for write-down of inventories by challenging management's projections on future trends and customers' demands for the inventories held at the end of each reporting period, with reference to historical information.</p>

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2024 annual report of the Company but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are 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 the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

# INDEPENDENT AUDITOR'S REPORT

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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. This report is made solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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 the consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 the directors.
- Conclude on the appropriateness of the directors' 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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.

# INDEPENDENT AUDITOR'S REPORT

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

We also provide those charged with governance 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.

### **Forvis Mazars CPA Limited**

*Certified Public Accountants*

Hong Kong, 16 March 2026

The engagement director on the audit resulting in this independent auditor's report is:

**Fong Chin Lung**

Practising Certificate number: P07321

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2024

	Notes	2024 S\$'000	2023 S\$'000
<b>Revenue</b>	5	<b>14,064</b>	17,052
Cost of inventories sold and consumed		(4,310)	(5,335)
Gross profit		<b>9,754</b>	11,717
Other income and gains, net	6	<b>695</b>	378
Employee benefits expenses		(5,585)	(6,861)
Depreciation of property, plant and equipment		(567)	(858)
Depreciation of right-of-use assets		(2,743)	(3,183)
Impairment loss on property, plant and equipment		(79)	(687)
Impairment loss on right-of-use assets		(429)	(1,192)
Rentals and related expenses		(402)	(312)
Utility expenses		(758)	(892)
Marketing and advertising expenses		(36)	(49)
Other operating expenses		(1,923)	(2,389)
Finance costs	8	(473)	(581)
<b>Loss before tax</b>	7	<b>(2,546)</b>	(4,909)
Income tax expenses	11	(1)	(14)
<b>Loss for the year (Attributable to owners of the Company)</b>		<b>(2,547)</b>	(4,923)
<b>Other comprehensive (loss) income</b>			
<i>Item that will not be reclassified to profit or loss:</i>			
Exchange difference on translation of the Company's financial statements to presentation currency		(184)	76
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange difference on translation of foreign operations		101	(109)
<b>Total other comprehensive loss for the year</b>		<b>(83)</b>	(33)
<b>Total comprehensive loss for the year (Attributable to owners of the Company)</b>		<b>(2,630)</b>	(4,956)
<b>Loss per share attributable to ordinary equity holders of the Company</b>			
Basic and diluted (S cents per share)	13	<b>(0.51)</b>	(0.98)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	Notes	2024 S\$'000	2023 S\$'000
<b>Non-current assets</b>			
Property, plant and equipment	14	3,135	2,449
Right-of-use assets	15	3,495	4,003
Other receivables	17	253	362
		<b>6,883</b>	<b>6,814</b>
<b>Current assets</b>			
Inventories	16	316	252
Trade and other receivables	17	674	1,087
Prepayments		31	47
Pledged deposits	18	200	216
Cash and cash equivalents	18	534	411
Tax recoverable		8	-
		<b>1,763</b>	<b>2,013</b>
<b>Current liabilities</b>			
Trade and other payables	19	5,163	4,017
Amount due to a director	20	2,136	293
Bank overdrafts and interest-bearing bank borrowings	21	1,400	714
Lease liabilities	15	2,498	3,058
Tax payable		-	7
		<b>11,197</b>	<b>8,089</b>
<b>Net current liabilities</b>		<b>(9,494)</b>	<b>(6,076)</b>
<b>Total assets less current liabilities</b>		<b>(2,551)</b>	<b>738</b>
<b>Non-current liabilities</b>			
Other payables	19	172	250
Interest-bearing bank borrowings	21	1,695	1,832
Lease liabilities	15	1,687	2,131
		<b>3,554</b>	<b>4,213</b>
<b>NET LIABILITIES</b>		<b>(6,105)</b>	<b>(3,475)</b>
<b>Equity</b>			
Share capital	23	869	869
Share premium	23	13,311	13,311
Reserves	24	(20,285)	(17,655)
<b>TOTAL DEFICITS</b>		<b>(6,105)</b>	<b>(3,475)</b>

The consolidated financial statements on pages 46 to 116 were approved and authorised for issue by the Board of Directors on 16 March 2026 and signed on its behalf by

LOW Yeun Ching @ Kelly Tan  
Director

CHIU Ka Wai  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2024

	Reserves							Total S\$'000
	Share capital S\$'000 (Note 23)	Share premium S\$'000 (Note 23)	Merger reserve S\$'000 (Note 24(a))	Exchange		Accumulated losses S\$'000	Sub-total S\$'000	
				fluctuation	reserve			
				S\$'000 (Note 24(b))	S\$'000			
At 1 January 2023	869	13,311	1,735	(76)	(14,358)	(12,699)	1,481	
Loss for the year	-	-	-	-	(4,923)	(4,923)	(4,923)	
<b>Other comprehensive income (loss)</b>								
<i>Item that will not be reclassified to profit or loss:</i>								
Exchange difference on translation of the Company's financial statements to presentation currency	-	-	-	76	-	76	76	
<i>Item that may be reclassified subsequently to profit or loss:</i>								
Exchange difference on translation of foreign operations	-	-	-	(109)	-	(109)	(109)	
<b>Total other comprehensive loss for the year</b>	-	-	-	(33)	-	(33)	(33)	
<b>Total comprehensive loss for the year</b>	-	-	-	(33)	(4,923)	(4,956)	(4,956)	
At 31 December 2023	869	13,311	1,735	(109)	(19,281)	(17,655)	(3,475)	
<b>At 1 January 2024</b>	<b>869</b>	<b>13,311</b>	<b>1,735</b>	<b>(109)</b>	<b>(19,281)</b>	<b>(17,655)</b>	<b>(3,475)</b>	
Loss for the year	-	-	-	-	(2,547)	(2,547)	(2,547)	
<b>Other comprehensive (loss) income</b>								
<i>Item that will not be reclassified to profit or loss:</i>								
Exchange difference on translation of the Company's financial statements to presentation currency	-	-	-	(184)	-	(184)	(184)	
<i>Item that may be reclassified subsequently to profit or loss:</i>								
Exchange difference on translation of foreign operations	-	-	-	101	-	101	101	
<b>Total other comprehensive loss for the year</b>	-	-	-	(83)	-	(83)	(83)	
<b>Total comprehensive loss for the year</b>	-	-	-	(83)	(2,547)	(2,630)	(2,630)	
At 31 December 2024	869	13,311	1,735	(192)	(21,828)	(20,285)	(6,105)	

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2024

	2024 S\$'000	2023 S\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss before tax	(2,546)	(4,909)
Adjustments for:		
Depreciation of right-of-use assets	2,743	3,183
Depreciation of property, plant and equipment	567	858
Write-off of property, plant and equipment	107	20
Impairment loss on property, plant and equipment	79	687
Impairment loss on right-of-use assets	429	1,192
Gain on termination of leases	(597)	-
(Reversal of) Provision for unutilised leave	(20)	31
Interest income	(6)	(6)
Interest expenses	473	581
Unrealised exchange gain, net	(111)	(24)
<b>Operating cash flows before changes in working capital</b>	<b>1,118</b>	<b>1,613</b>
Changes in working capital:		
(Increase) Decrease in inventories	(64)	83
Decrease in trade and other receivables	541	149
Decrease in prepayments	16	8
Increase in trade and other payables	447	394
<b>Cash generated from operations</b>	<b>2,058</b>	<b>2,247</b>
Interest paid	(99)	(91)
Interest received	6	6
Income tax paid	(16)	(12)
<b>Net cash flows from operating activities</b>	<b>1,949</b>	<b>2,150</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2024

	Notes	2024 S\$'000	2023 S\$'000
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Decrease in pledged deposits		16	248
Purchase of items of property, plant and equipment	14(b)	(808)	(354)
<b>Net cash used in investing activities</b>		<b>(792)</b>	<b>(106)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Payment of principal portion of lease liabilities	28(b)	(3,426)	(3,886)
Repayment of bank borrowings		(705)	(676)
Advance from a director		1,843	693
Proceed from bank borrowings		661	-
<b>Net cash used in financing activities</b>		<b>(1,627)</b>	<b>(3,869)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(470)</b>	<b>(1,825)</b>
<b>Cash and cash equivalents at the beginning of the reporting period</b>		<b>411</b>	<b>2,236</b>
<b>Cash and cash equivalents at the end of the reporting period</b>	18	<b>(59)</b>	<b>411</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 1. CORPORATE AND GROUP INFORMATION

JLogo Holdings Limited (the “**Company**”) is an exempted company with limited liability incorporated in the Caymans Islands on 22 May 2017. The shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 9 May 2018. The registered office of the Company is located at the offices of Ocorian Trust (Cayman) Limited, P.O. Box 1350, Windward 3, Regatta Office Park, Grand Cayman KY1-1108, Cayman Islands and its principal place of business is located at 124, Lorong 23 Geylang, #10-01 and #10-02 Arcsphere, Singapore 388405.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the following activities:

- (i) Asian full services restaurant operations in Singapore; and
- (ii) Artisanal bakery chain in Malaysia.

### Information about subsidiaries

The Company has direct and indirect interests in its subsidiaries, the particulars of which are set out below:

Name of subsidiaries	Place of incorporation/ registration and business	Issued/ registered share capital	Percentage of equity attributable to the Company		Principal activities	Legal form of corporate existence
			Direct	Indirect		
JLogo Limited	British Virgin Islands (the “ <b>BVI</b> ”)	United States Dollars (“ <b>US\$</b> ”)2	100%	–	Investment holding	Private limited liability company
RJJR Investment Co Limited	The BVI	US\$10,000	100%	–	Investment holding	Private limited liability company
Le Smart International Limited (Note (i))	The BVI	US\$50,000	100%	–	Investment holding	Private limited liability company
JC Global Concepts Pte. Ltd.	Singapore	Singapore Dollars (“ <b>S\$</b> ”)2	–	100%	Investment holding	Private limited liability company
Bosses Restaurant Pte. Ltd.	Singapore	S\$500,000	–	100%	Restaurant operation	Private limited liability company
J W Central Pte. Ltd.	Singapore	S\$350,000	–	100%	Restaurant operation	Private limited liability company
JC Dining Pte. Ltd.	Singapore	S\$500,000	–	100%	Restaurant operation	Private limited liability company
Bread Story Sdn. Bhd. (“ <b>Bread Story</b> ”)	Malaysia	Malaysian Ringgit (“ <b>RM</b> ”)4,000,000 (Note (ii))	–	100%	Artisanal bakery chain	Private limited liability company
RJJR Investment HK Limited	Hong Kong	Hong Kong Dollars (“ <b>HK\$</b> ”)10,000	–	100%	Investment holding	Private limited liability company
樂智慧餐飲管理（國際）有限公司 (Note (i))	Hong Kong	HK\$100	–	100%	Investment holding	Private limited liability company
中昱健康產業服務（深圳）有限公司 (Note (i))	The People’s Republic of China (the “ <b>PRC</b> ”)	Renminbi (“ <b>RMB</b> ”)5,000,000	–	100%	Food and beverage services	Foreign-owned enterprise
樂智慧餐飲管理（深圳）有限公司 (Note (i))	The PRC	RMB10,000,000	–	100%	Food and beverage services	Foreign-owned enterprise
海南境鑒酒業有限公司 (Note (i))	The PRC	RMB10,000,000	–	100%	Food and beverage services	Foreign-owned enterprise

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 1. CORPORATE AND GROUP INFORMATION (continued)

### Information about subsidiaries (continued)

Notes:

- (i) During the years ended 31 December 2024 and 2023, these companies have not commenced its business.
- (ii) During the year ended 31 December 2023, Bread Story had allotted 3,000,000 new ordinary shares of RM3,000,000 (equivalent to approximately S\$919,000) which was settled through the current account with its immediate holding company, JLogo Limited.

## 2. MATERIAL ACCOUNTING POLICIES

### Going concern

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group incurred a net loss attributable to owners of the Company of approximately S\$2,547,000 for the year ended 31 December 2024 and at that date, the Group had net current liabilities and net liabilities of approximately S\$9,434,000 and S\$6,105,000, respectively. There is a material uncertainty related to these aforesaid matters that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. The directors are of the opinion that the Group will have sufficient working capital to finance its operations and to meet its financial obligations for at least the next twelve months from the date of approval of the consolidated financial statements and therefore it is appropriate to prepare the consolidated financial statements on a going concern basis, after taking into consideration of the followings:

- (a) Ms. Low Yeun Ching @ Kelly Tan, an executive director and the substantial shareholder of the Company, has committed and proved her ability to provide continuous financial support to the Group as is necessary to enable the Group to meet its day-to-day operations and its financial obligations as they fall due;
- (b) Ms. Low Yeun Ching @ Kelly Tan has confirmed in writing that she will not demand the Group for partial or full repayment of the amount due to her of approximately S\$2,136,000 at 31 December 2024 until such demand or withdrawal has no significant adverse impact on the Group's going concern and the sufficiency of working capital;
- (c) the Group is negotiating with its bankers and other financial institutions to obtain additional financing facilities. Subsequent to the end of the reporting period, the Group obtained (i) loan facilities with an aggregate amount of S\$1,000,000 from a financial institution which had been drawn down in year 2025 and (ii) a letter of intent from a financial institution, under which loan facilities up to a maximum amount of approximately RM3,000,000 (equivalent to approximately S\$915,000) are granted to the Group;
- (d) with reference to the cash flow projections for the period from 1 January 2026 to 31 December 2027 (the "**Cash Flow Projections**"), the Group will maintain sufficient cash and cash equivalents through internally generated cash flows and funds obtained from external parties (i.e. bankers, other financial institutions and the substantial shareholder) to finance its activities and pay its debts as and when they fall due; and
- (e) the Group continues to improve its operating efficiency by implementing measures to tighten cost controls over various operating expenses in order to enhance its profitability and to improve the cash flow from its operation in future.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Going concern (continued)

Having regard to the Cash Flow Projections of the Group, which are prepared assuming that the above measures are successful, the directors of the Company are of the opinion that, in the light of the measures taken to- date, together with the expected results of the other measures in progress, the Group will have sufficient funding resources to satisfy its future working capital and other financing requirements. The directors of the Company believe that the aforementioned measures will be successful, based on the continuous efforts by the management of the Group.

However, should the above measures be unable to implement successfully, the Group may not have sufficient funds to operate as a going concern, in which case adjustments might have to be made to reduce the carrying values of the Group's assets to their recoverable amounts, to reclassify the non-current assets and non-current liabilities as current assets and current liabilities, respectively and to provide for any further liabilities which might arise. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

### Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards, which collective term includes all applicable individual IFRS Accounting Standards ("IFRSs"), IAS Standards and IFRIC Interpretations issued by the International Accounting Standards Board (the "IASB") and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure requirements under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

The consolidated financial statements are presented in Singapore Dollars ("S\$") and all amounts have been rounded to the nearest thousand ("S\$'000"), unless otherwise indicated.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2023 consolidated financial statements except for the adoption of the new/revised IFRS Accounting Standards that are relevant to the Group and effective from the current year as set out below.

### Changes in accounting policies

The Group has applied, for the first time, the following new/revised IFRS Accounting Standards:

Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback

#### *Amendments to IAS 1: Classification of Liabilities as Current or Non-current*

The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Changes in accounting policies (continued)

#### *Amendments to IAS 1: Non-current Liabilities with Covenants*

The amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require a company to disclose information about these covenants in the notes to the consolidated financial statements.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

#### *Amendments to IAS 7 and IFRS 7: Supplier Finance Arrangements*

The amendments introduce new disclosure requirements to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

#### *Amendments to IFRS 16: Lease Liability in a Sale and Leaseback*

The amendments require a seller-lessee to subsequently determine lease payments arising from a sale and leaseback in a way that it does not recognise any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognising in profit or loss any gain or loss relating to the partial or full termination of a lease.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

### Future changes in IFRS Accounting Standards

At the date of authorisation of the consolidated financial statements, the IASB has issued the following new/ revised IFRS Accounting Standards that are not yet effective for the current year, which the Group has not early adopted.

Amendments to IAS 21	Lack of Exchangeability <sup>(1)</sup>
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>(2)</sup>
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity <sup>(2)</sup>
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards — Volume 11 <sup>(2)</sup>
IFRS 18	Presentation and Disclosure in Financial Statements <sup>(3)</sup>
IFRS 19	Subsidiaries without Public Accountability: Disclosures <sup>(3)</sup>
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>(4)</sup>

(1) Effective for annual periods beginning on or after 1 January 2025

(2) Effective for annual periods beginning on or after 1 January 2026

(3) Effective for annual periods beginning on or after 1 January 2027

(4) The effective date to be determined

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Future changes in IFRS Accounting Standards (continued)

The directors of the Company do not anticipate that the adoption of the new/revised IFRS Accounting Standards in future periods will have any material impact on the Company's consolidated financial position or performance.

A summary of the material accounting policies adopted by the Group in preparing the consolidated financial statements is set out below.

### Basis of measurement

The measurement basis used in the preparation of the consolidated financial statements is historical cost basis.

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries for the year ended 31 December 2024. A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (i) the contractual arrangement with the other vote holders of the investee;
- (ii) rights arising from other contractual arrangements; and
- (iii) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, or the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

### Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented in Note 29 to the consolidated financial statements, interests in subsidiaries are stated at cost less impairment loss. The carrying amounts of the interests are reduced to their respective recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Related parties

A related party is a person or entity that is related to the Group:

- (a) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of the holding company of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the holding company of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the Group and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the chief operating decision makers for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Operating segments that meet the quantitative thresholds are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Other operating segments may be aggregated if they share a majority of these criteria.

### Property, plant and equipment

Property, plant and equipment, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold properties	2%
Kitchen and bar equipment	10% – 15%
Motor vehicles	10% – 20%
Furniture and fittings	15% – 50%
Computers and office equipment	20% – 33%
Leasehold improvements	16.67% or over the lease terms

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Leases (continued)

#### *The Group as lessee (continued)*

#### Lease liabilities (continued)

A lease modification is accounted for as a separate lease if:

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above;
- (b) the Group determines the lease term of the modified contract;
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term;
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss; and
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

The Group's lease liabilities are presented separately in the consolidated statement of financial position.

#### Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be of low value.

Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Leases (continued)

#### *The Group as lessor*

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and sublease as two separate contracts. The sublease is classified as an operating lease if the head lease is a short-term lease to which the Group has applied the recognition exemption. Otherwise, the sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

The Group accounts for each lease component within a lease contract as a lease separately from non-lease components of the contract. The Group allocates the consideration in the contract to each lease component on a relative stand-alone price basis.

### Investments and other financial assets

#### *Initial recognition and measurement*

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income (“**Mandatory FVOCI**”); (iii) equity investment measured at fair value through other comprehensive income (“**Designated FVOCI**”); or (iv) measured at fair value through profit or loss (“**FVPL**”).

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for “Revenue recognition” below.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest (“**SPPI**”) on the principal amount outstanding.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Investments and other financial assets (continued)

#### *Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

#### Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost include trade and other receivables, pledged deposits and cash and cash equivalents.

#### *Derecognition of financial assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- (i) the rights to receive cash flows from the asset have expired; or
- (ii) the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### *Impairment of financial assets*

The Group recognises an allowance for expected credit losses ("ECL") for all debt instruments not held at fair value through profit or loss. ECL are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Investments and other financial assets (continued)

#### General approach

ECL are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECL are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECL as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECL

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECL

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECL

#### Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. In particular, the following information is taken into account in the assessment:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Investments and other financial assets (continued)

#### *Impairment of financial assets (continued)*

#### Assessment of significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 90 days past due, except for the receivables for which the Group has reasonable and supportable information to demonstrate that previous non-payments were an administrative oversight, instead of resulting from financial difficulty of the borrower, or that there is no correlation between significant increases in the risk of a default occurring and financial assets on which payments are more than 90 days past due.

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

#### Low credit risk

A financial instrument is determined to have low credit risk if:

- (i) it has a low risk of default;
- (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

#### Simplified approach of ECL

For trade receivables without significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Investments and other financial assets (continued)

#### *Impairment of financial assets (continued)*

##### Credit-impaired financial asset

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower.
- (b) a breach of contract, such as a default or past due event.
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

##### Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount when the financial asset is 1 year past due based on historical experience of recoveries of similar assets. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Financial liabilities

#### *Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as loans and borrowings, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, amount due to a director, bank overdrafts and interest-bearing bank borrowings and lease liabilities.

#### *Subsequent measurement*

The subsequent measurement of financial liabilities depends on their classification as follows:

#### Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

#### *Derecognition of financial liabilities*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (“FIFO”) method. The cost of inventories comprises cost of purchasing raw materials and finished goods. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period of the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, net of bank overdrafts, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks which are not restricted as to use.

### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

### Taxation

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period, taking into consideration interpretations and practices prevailing in countries in which the Group operates in.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Taxation (continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is credited to a deferred income account/ recognised as a deduction from the carrying amount of the relevant asset and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

The benefit of a government loan received at a below-market rate of interest is treated as a government grant. The benefit of the below-market rate of interest shall be measured as the difference between the initial fair value of the loan and the proceeds received.

### Revenue recognition

#### *Revenue from contracts with customers within IFRS 15*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Revenue recognition (continued)

#### *Revenue from contracts with customers within IFRS 15 (continued)*

##### Identification of performance obligations

At contract inception, the Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good or service (or a bundle of goods or services) that is distinct; or
- (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

A good or service that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer (i.e. the good or service is capable of being distinct); and
- (b) the Group's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good or service is distinct within the context of the contract).

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

The nature of the Group's promise in granting a licence is a promise to provide a right to access the Group's intellectual property if all of the following criteria are met:

- (a) the contract requires, or the customer reasonably expects, that the Group will undertake activities that significantly affect the intellectual property to which the customer has rights;
- (b) the rights granted by the licence directly expose the customer to any positive or negative effects of the Group's activities identified in (a) above; and
- (c) those activities do not result in the transfer of a good or a service to the customer as those activities occur.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Revenue recognition (continued)

#### *Revenue from contracts with customers within IFRS 15 (continued)*

##### Sale of food and beverages

Revenue from the sale of food and beverages represent the invoiced value of food and beverages, net of goods and services tax, recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the food and beverages to the customer.

##### Franchise and royalty fee income

Initial franchise income is recognised upon the grant of rights, completion of the designated phases of the franchise set-up and transfer of know-how to the franchisee in accordance with the terms stated in the franchise agreement. Recurring franchise income is recognised on a pre-determined amount in accordance with terms as stated in the franchise agreements. Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

#### *Revenue from other sources*

##### Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

### Employee benefits

#### *Short term employee benefits*

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

#### *Defined contribution plans*

The employees of the Group's subsidiaries which operate in Singapore and Malaysia are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries operating in Singapore and Malaysia are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### Foreign currency translation

The functional currency of the Company is in Hong Kong dollars. As the Group mainly operates in Singapore, Singapore dollars is used as the presentation currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. All differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss and other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 2. MATERIAL ACCOUNTING POLICIES (continued)

### Foreign currency translation (continued)

The functional currencies of the Company and certain overseas subsidiaries are currencies other than Singapore dollars. As at the end of the reporting period, the assets and liabilities of these entities are translated into Singapore dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Singapore dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Singapore dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Singapore dollars at the weighted average exchange rates for the year.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and their accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statement:

(i) *Determining the lease term of contracts with renewal options*

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the leases (e.g. construction of significant leasehold improvements or significant customisation to the leased asset).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

#### (i) *Going concern basis*

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the Group's ability to obtain adequate financing and generate operating cash flows through the successful fulfilment of the measures as described in Note 2 to the consolidated financial statements.

#### (ii) *Impairment of non-financial assets*

The Group assesses whether there are any indicators of impairment for all non-financial assets, including property, plant and equipment and right-of-use assets, at the end of each reporting period in accordance with the material accounting policies as disclosed in Note 2 to the consolidated financial statements. In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the management has to assess whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence. If any such indication exists, the recoverable amounts of the asset would be determined as the greater of the fair value less costs of disposal and value in use, the calculations of which involve the use of estimates. Owing to inherent risk associated with estimations in the timing and amounts of the future cash flows and fair value less costs of disposal, the estimated recoverable amount of the asset may be different from the amount actually received and profit or loss could be affected by accuracy of the estimations.

#### (iii) *Loss allowance for ECL*

The Group's management estimates the loss allowance for financial assets at amortised cost including trade and other receivables and cash and cash equivalents by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward- looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of financial assets at amortised cost.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Estimation uncertainty (continued)

#### (iv) Allowance for inventory obsolescence

At the end of each reporting period, the Group assesses whether any allowance for inventory obsolescence is required based on the best available facts and circumstances, including but not limited to, the inventories' physical conditions, age of inventories, their market selling prices, historical experiences and estimated costs to be incurred for their sales. An amount of estimation is required to determine the inventory obsolescence. The realisable value represents the best estimate of the recoverable amount and is based on the most reliable evidence available and inherently involves estimates regarding the future expected realisable value. The carrying amount of the Group's inventories at 31 December 2024 was approximately S\$316,000 (2023: approximately S\$252,000).

#### (v) Leases – Estimating the IBR

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

## 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services, and has two reportable segments as follows:

- (i) the dining operations segment relates to the operations and management of restaurants ("**Dining operations**"); and
- (ii) the artisanal bakery segment relates to the retail outlets specialising in the sale of bread and flour confectionery products ("**Artisanal bakery**").

Management monitors the operating results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss which in certain respects, as explained in the table below, is measured differently from the consolidated financial statements. Income taxes are managed on a group basis and are not allocated to operating segments.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 4. OPERATING SEGMENT INFORMATION (continued)

### Segment revenue and results

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated expenses and income comprise of expenses incurred by the corporate office and other sources of income which are not directly attributable to the identified segments. Unallocated assets and liabilities comprise of corporate assets and liabilities which are not directly attributable to the identified segments.

Intersegment sales and transfers are transacted on terms agreed in a manner similar to transactions with transfers between business segments. These transfers are eliminated on consolidation.

The followings are analysis of the Group's revenue and results by reportable and operating segments:

	Dining operations		Artisanal bakery		Adjustments and eliminations		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>Revenue:</b>								
External customers	9,200	12,336	4,864	4,716	-	-	14,064	17,052
Intersegment sales	-	101	-	-	-	(101)	-	-
Segment revenue	9,200	12,437	4,864	4,716	-	(101)	14,064	17,052
Cost of inventories sold and consumed	(2,437)	(3,594)	(1,873)	(1,842)	-	101	(4,310)	(5,335)
<b>Gross Profit</b>	<b>6,763</b>	<b>8,843</b>	<b>2,991</b>	<b>2,874</b>	<b>-</b>	<b>-</b>	<b>9,754</b>	<b>11,717</b>
<b>Results:</b>								
Other income and gains, net	1,155	976	6	2	(466)	(600)	695	378
Employee benefits expenses	(3,420)	(4,301)	(1,424)	(1,416)	-	-	(4,844)	(5,717)
Depreciation	(2,589)	(3,330)	(721)	(711)	-	-	(3,310)	(4,041)
Impairment loss on property, plant and equipment	(79)	(687)	-	-	-	-	(79)	(687)
Impairment loss on right-of-use assets	(429)	(1,192)	-	-	-	-	(429)	(1,192)
Rentals and related expenses	(278)	(210)	(124)	(102)	-	-	(402)	(312)
Utility expenses	(559)	(686)	(199)	(206)	-	-	(758)	(892)
Marketing and advertising expenses	(28)	(47)	(8)	(2)	-	-	(36)	(49)
Other operating expenses	(2,037)	(2,644)	(352)	(345)	466	600	(1,923)	(2,389)
Finance costs	(329)	(417)	(45)	(73)	-	-	(374)	(490)
<b>Segment (loss) gain</b>	<b>(1,830)</b>	<b>(3,695)</b>	<b>124</b>	<b>21</b>	<b>-</b>	<b>-</b>	<b>(1,706)</b>	<b>(3,674)</b>
Unallocated employee benefits expenses							(741)	(1,144)
Unallocated finance costs							(99)	(91)
Loss before tax							(2,546)	(4,909)
Income tax expenses							(1)	(14)
<b>Loss for the year</b>							<b>(2,547)</b>	<b>(4,923)</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 4. OPERATING SEGMENT INFORMATION (continued)

### Segment revenue and results (continued)

	Dining operations		Artisanal bakery		Adjustments and eliminations		Total	
	2024	2023	2024	2023	2024	2023	2024	2023
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>Assets:</b>								
Property, plant and equipment	1,262	616	292	220	-	-	1,554	836
Right-of-use assets	2,453	3,077	1,042	926	-	-	3,495	4,003
Other segment assets	15,959	14,841	820	664	(14,950)	(13,525)	1,829	1,980
Segment assets	19,674	18,534	2,154	1,810	(14,950)	(13,525)	6,878	6,819
Unallocated assets							1,768	2,008
<b>Total assets</b>							<b>8,646</b>	<b>8,827</b>
<b>Liabilities:</b>								
Segment liabilities	(23,912)	(20,798)	(1,557)	(1,436)	14,950	13,525	(10,519)	(8,709)
Unallocated liabilities							(4,232)	(3,593)
<b>Total liabilities</b>							<b>(14,751)</b>	<b>(12,302)</b>
<b>Other segment information:</b>								
Capital expenditure ( <i>Note</i> )	647	348	161	6	-	-	808	432
Gain on termination of leases	(597)	-	-	-	-	-	(597)	-
Write-off of property, plant and equipment	107	20	-	-	-	-	107	20
Impairment loss on property plant and equipment	79	687	-	-	-	-	79	687
Impairment loss on right-of-use assets	429	1,192	-	-	-	-	429	1,192

Note:

The amounts included in capital expenditure represent the cash outflow for the purchase of items of property, plant and equipment for the years ended 31 December 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 4. OPERATING SEGMENT INFORMATION (continued)

### Geographical information

The Group's revenue from external customers was derived from its operations in Singapore and Malaysia, and the non-current assets of the Group were located in Singapore and Malaysia at 31 December 2024 and 2023 which are set out as the following tables:

(i) *Revenue from external customers*

	2024 S\$'000	2023 S\$'000
Singapore	9,200	12,336
Malaysia	4,864	4,716
	<b>14,064</b>	<b>17,052</b>

The revenue information above is based on the locations of the customers.

(ii) *Non-current assets*

	2024 S\$'000	2023 S\$'000
Singapore	5,217	5,230
Malaysia	1,413	1,222
	<b>6,630</b>	<b>6,452</b>

The non-current assets information above is based on the locations of the assets and excluded non-current other receivables.

### Information about major customers

Since none of the Group's sales to a single customer accounted for 10% or more of the Group's total revenue during the years ended 31 December 2024 and 2023, no major customer information is presented in accordance with IFRS 8 "Operating Segment".

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 5. REVENUE

An analysis of the Group's revenue is as follows:

	2024	2023
	S\$'000	S\$'000
Revenue from contracts with customers within IFRS 15	14,064	17,052

### Revenue from contracts with customers within IFRS 15

In addition to the information shown in segment disclosures, the revenue from contracts with customers within IFRS 15 is disaggregated as follows:

For the year ended 31 December 2024

Segments	Dining operations S\$'000	Artisanal bakery S\$'000	Total S\$'000
<b>Types of goods or services</b>			
– Sale of food and beverages	9,200	4,854	14,054
– Franchise and royalty fee income	-	10	10
<b>Total revenue from contracts with customers within IFRS 15</b>	<b>9,200</b>	<b>4,864</b>	<b>14,064</b>
<b>Timing of revenue recognition</b>			
– at a point in time	9,200	4,854	14,054
– over time	-	10	10
<b>Total revenue from contracts with customers within IFRS 15</b>	<b>9,200</b>	<b>4,864</b>	<b>14,064</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 5. REVENUE (continued)

Revenue from contracts with customers within IFRS 15 (continued)

For the year ended 31 December 2023

Segments	Dining operations S\$'000	Artisanal bakery S\$'000	Total S\$'000
<b>Types of goods or services</b>			
– Sale of food and beverages	12,336	4,706	17,042
– Franchise and royalty fee income	-	10	10
<b>Total revenue from contracts with customers within IFRS 15</b>	<b>12,336</b>	<b>4,716</b>	<b>17,052</b>
<b>Timing of revenue recognition</b>			
– at a point in time	12,336	4,706	17,042
– over time	-	10	10
<b>Total revenue from contracts with customers within IFRS 15</b>	<b>12,336</b>	<b>4,716</b>	<b>17,052</b>

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

For the year ended 31 December 2024

Segments	Dining operations S\$'000	Artisanal bakery S\$'000	Total S\$'000
<b>Total revenue from contracts with customers within IFRS 15</b>			
– External customers	9,200	4,864	14,064

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 5. REVENUE (continued)

Revenue from contracts with customers within IFRS 15 (continued)

For the year ended 31 December 2023

Segments	Dining operations S\$'000	Artisanal bakery S\$'000	Total S\$'000
<b>Revenue from contracts with customers within IFRS 15</b>			
– External customers	12,336	4,716	17,052
– Intersegment sales	101	-	101
	12,437	4,716	17,153
Intersegment adjustments and eliminations	(101)	-	(101)
<b>Total revenue from contracts with customers within IFRS 15</b>	12,336	4,716	17,052

### Performance obligations

Information about the Group's performance obligations is summarised below:

#### *Sale of food and beverages*

The performance obligation is satisfied upon delivery of the food and payment is due at the point of sale.

#### *Franchise and royalty fee income*

The performance obligation is satisfied over time on an accrual basis in accordance with the substance of the relevant agreements. Payments are made upfront.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 6. OTHER INCOME AND GAINS, NET

	2024 S\$'000	2023 S\$'000
Government grants (Note)	70	341
Gain on termination of leases	597	-
Interest income	6	6
Others	22	31
	<b>695</b>	<b>378</b>

Note:

The amount mainly represented rewards or subsidies under the Special Employment Credit Scheme, Wage Credit Scheme, Job Support Scheme, Jobs Growth Incentive and The Senior Worker Early Adopter Grant which were received from the Singapore governments. There are no unfulfilled conditions or contingencies relating to these grants.

## 7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging (crediting):

	2024 S\$'000	2023 S\$'000
<b>Staff costs</b> <b>(excluding directors' and chief executive's remuneration</b> <b>in Note 9)</b>		
Salaries, wages and bonuses	4,060	5,177
Staff welfare and others	294	359
Pension scheme contributions	593	633
	<b>4,947</b>	<b>6,169</b>
<b>Other items</b>		
Auditors' remuneration		
– Audit services	128	177
– Non-audit services	10	10
Cost of inventories sold and consumed	4,310	5,335
Depreciation of property, plant and equipment	567	858
Depreciation of right-of-use assets	2,743	3,183
Write-off of property, plant and equipment	107	20
Impairment loss on property, plant and equipment	79	687
Impairment loss on right-of-use assets	429	1,192
Expenses relating to short-term leases	223	163
Variable lease payments not included in the measurement of lease liabilities	179	149
Foreign exchange losses, net	35	29
Gain on termination of leases	(597)	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 8. FINANCE COSTS

	2024 S\$'000	2023 S\$'000
Interest on bank overdrafts	9	3
Interest on bank borrowings	90	88
Interest on lease liabilities	374	490
	<b>473</b>	<b>581</b>

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration of the Company for the years ended 31 December 2024 and 2023, disclosed pursuant to the GEM Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of information about Benefits of Directors) Regulation, is as follows:

	2024 S\$'000	2023 S\$'000
Directors' fees	77	100
Other emoluments:		
Salaries, allowances, other benefits-in-kind and bonuses	533	561
Pension scheme contributions	28	31
	<b>561</b>	<b>592</b>
	<b>638</b>	<b>692</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

The emoluments paid or payable to each of the directors and the chief executive of the Company for the year were as follows:

	Directors' fees S\$'000	Salaries, allowances and other benefits-in-kind S\$'000	Discretionary performance-related bonuses S\$'000	Pension scheme contributions S\$'000	Total S\$'000
<b>For the year ended 31 December 2024</b>					
<b>Executive directors:</b>					
Ms. Low Yeun Ching @ Kelly Tan	-	240	-	11	251
Mr. Chiu Ka Wai	-	180	-	5	185
Mr. Sean Low Yew Hong	-	78	-	12	90
Mr. Wu Guangliang	-	35	-	-	35
	-	533	-	28	561
<b>Independent non-executive directors:</b>					
Mr. Chan Chun Kit <i>(appointed on 21 March 2024 and resigned on 3 May 2024)</i>	4	-	-	-	4
Mr. Lu King Seng <i>(resigned on 1 February 2024)</i>	3	-	-	-	3
Mr. Chan Pak Hung <i>(resigned on 14 March 2024)</i>	6	-	-	-	6
Mr. John Chi Chung Man	30	-	-	-	30
Mr. Khor Kieh Liam Alex <i>(appointed on 22 April 2024)</i>	21	-	-	-	21
Mr. Leyng Thai Weng <i>(appointed on 2 August 2024)</i>	13	-	-	-	13
	77	-	-	-	77
	77	533	-	28	638

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

	Directors' fees S\$'000	Salaries, allowances and other benefits-in-kind S\$'000	Discretionary performance-related bonuses S\$'000	Pension scheme contributions S\$'000	Total S\$'000
<b>For the year ended 31 December 2023</b>					
<b>Executive directors:</b>					
Ms. Low Yeun Ching @ Kelly Tan	-	240	-	11	251
Mr. Chiu Ka Wai	-	180	15	7	202
Mr. Sean Low Yew Hong	-	78	7	13	98
Mr. Wu Guangliang	-	41	-	-	41
	-	539	22	31	592
<b>Independent non-executive directors:</b>					
Mr. Lu King Seng (resigned on 1 February 2024)	40	-	-	-	40
Mr. John Chi Chung MAN	30	-	-	-	30
Mr. CHAN Pak Hung (resigned on 14 March 2024)	30	-	-	-	30
	100	-	-	-	100
	100	539	22	31	692

Ms. Low Yeun Ching @ Kelly Tan has been appointed as the chief executive officer (the "CEO") with effect from 27 July 2017, her remuneration for both years disclosed above include those services rendered by her as the CEO.

During the years ended 31 December 2024 and 2023, there was no arrangement under which a director or chief executive of the Company waived or agreed to waive any remuneration.

During the years ended 31 December 2024 and 2023, no remuneration was paid by the Group to any of the directors or chief executive of the Company as an inducement to join or upon joining the Group or compensation for loss of office.

During the years ended 31 December 2024 and 2023, there are no loans, quasi-loans or other dealings in favour of the directors of the Company or their connected entities.

After consideration, the directors of the Company are of the opinion that no transactions, arrangements and contracts of significance in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the reporting period or at any time during the years ended 31 December 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year ended 31 December 2024 included three directors (2023: three), details of whose remuneration are set out in Note 9 to the consolidated financial statements. Details of the remuneration of the remaining two (2023: two) highest paid employees who are neither a director nor chief executive of the Group for the years ended 31 December 2024 and 2023 are as follows:

	2024 S\$'000	2023 S\$'000
Salaries, allowances and other benefits-in-kind	131	182
Discretionary performance-related bonus	4	5
Pension scheme contributions	17	17
	<b>152</b>	<b>204</b>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

	Number of individuals	
	2024	2023
Nil to HK\$1,000,000 (equivalent to S\$171,000) (2023: S\$172,000)	2	2

During the years ended 31 December 2024 and 2023, no emoluments were paid by the Group to the highest paid employees as a payment for loss of office or as an inducement to join or upon joining the Group.

During the years ended 31 December 2024 and 2023, no highest paid employees as set out above waived or agreed to waive any emoluments.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 11. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in the Cayman Islands.

Singapore Corporate Income Tax (“**Singapore CIT**”) is calculated at 17% of the assessable profits for the years ended 31 December 2024 and 2023. Singapore CIT has not been provided as the Group’s entities incorporated in Singapore incurred a loss for taxation purposes for the years ended 31 December 2024 and 2023.

Malaysia Corporate Income Tax (“**Malaysia CIT**”) is calculated at the rate of 24% (the “**standard rate**” in Malaysia) of the Group’s estimated assessable profits arising from Malaysia for the years ended 31 December 2024 and 2023.

PRC Enterprise Income Tax has not been provided as the Group had no assessable profits in the PRC for the years ended 31 December 2024 and 2023.

Hong Kong Profits Tax has not been provided as the Group had no assessable profits in Hong Kong for the years ended 31 December 2024 and 2023.

	2024 S\$'000	2023 S\$'000
<b>Malaysia CIT</b>		
Current tax	1	-
Under-provision in prior years	-	14
	1	14

### Reconciliation of income tax expenses

	2024 S\$'000	2023 S\$'000
Loss before tax	(2,546)	(4,909)
Income tax at applicable tax rate at 17% (2023:17%)	(433)	(835)
Effect of different tax rates in other countries	13	5
Expenses not deductible for tax	86	232
Income not subject to tax	(34)	(46)
Unrecognised temporary differences	(15)	342
Unrecognised tax losses	384	336
Utilisation of unrecognised tax losses	-	(36)
Under-provision in prior years	-	14
Others	-	2
Income tax expenses	1	14

The applicable tax rate is the Singapore CIT rate of 17% (2023: 17%).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 12. DIVIDENDS

The directors of the Company do not recommend the payment of a final dividend for the years ended 31 December 2024 and 2023.

## 13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

At 31 December 2024, the Company had 500,000,000 (2023: 500,000,000) ordinary shares in issue. The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

	2024 S\$'000	2023 S\$'000
Loss for the year attributable to the equity holders of the parent	(2,547)	(4,923)
<b>Number of shares:</b>		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	500,000	500,000

Basic loss per share for the year ended 31 December 2024 is 0.51 Singapore cents (2023: 0.98 Singapore cents).

The Company had no potential dilutive ordinary shares in issue during the years ended 31 December 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 14. PROPERTY, PLANT AND EQUIPMENT

	Freehold properties S\$'000	Kitchen and bar equipment S\$'000	Motor vehicles S\$'000	Furniture and fittings S\$'000	Computers and office equipment S\$'000	Leasehold improvements S\$'000	Total S\$'000
<b>For the year ended 31 December 2023</b>							
<b>Cost and accumulated depreciation and impairment losses</b>							
At 1 January 2023:							
Cost	1,805	1,986	355	1,260	550	4,929	10,885
Accumulated depreciation and impairment losses	(151)	(1,595)	(213)	(868)	(490)	(4,089)	(7,406)
<b>Net carrying amount</b>	<b>1,654</b>	<b>391</b>	<b>142</b>	<b>392</b>	<b>60</b>	<b>840</b>	<b>3,479</b>
<b>Reconciliation of the carrying amounts</b>							
At 1 January 2023, net of accumulated depreciation and impairment losses							
	1,654	391	142	392	60	840	3,479
Additions	-	97	-	126	21	312	556
Write-off	-	(2)	-	-	(6)	(12)	(20)
Impairment losses	-	(177)	-	(162)	(8)	(340)	(687)
Depreciation	(36)	(139)	(22)	(183)	(34)	(444)	(858)
Exchange realignment	(5)	(6)	-	(8)	-	(2)	(21)
<b>At 31 December 2023: net of accumulated depreciation and impairment losses</b>	<b>1,613</b>	<b>164</b>	<b>120</b>	<b>165</b>	<b>33</b>	<b>354</b>	<b>2,449</b>
<b>Cost and accumulated depreciation and impairment losses</b>							
At 31 December 2023:							
Cost	1,798	1,980	346	1,334	523	4,832	10,813
Accumulated depreciation and impairment losses	(185)	(1,816)	(226)	(1,169)	(490)	(4,478)	(8,364)
<b>Net carrying amount</b>	<b>1,613</b>	<b>164</b>	<b>120</b>	<b>165</b>	<b>33</b>	<b>354</b>	<b>2,449</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 14. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold properties S\$'000	Kitchen and bar equipment S\$'000	Motor vehicles S\$'000	Furniture and fittings S\$'000	Computers and office equipment S\$'000	Leasehold improvements S\$'000	Total S\$'000
<b>For the year ended 31 December 2024</b>							
<b>Cost and accumulated depreciation and impairment losses</b>							
At 1 January 2024:							
Cost	1,798	1,980	346	1,334	523	4,832	10,813
Accumulated depreciation and impairment losses	(185)	(1,816)	(226)	(1,169)	(490)	(4,478)	(8,364)
<b>Net carrying amount</b>	<b>1,613</b>	<b>164</b>	<b>120</b>	<b>165</b>	<b>33</b>	<b>354</b>	<b>2,449</b>
<b>Reconciliation of the carrying amounts</b>							
At 1 January 2024, net of accumulated depreciation and impairment losses							
	1,613	164	120	165	33	354	2,449
Additions	-	52	-	69	11	1,293	1,425
Write-off	-	(9)	-	(30)	(1)	(67)	(107)
Impairment losses	-	-	-	-	-	(79)	(79)
Depreciation	(36)	(62)	(22)	(79)	(19)	(349)	(567)
Exchange realignment	4	5	-	5	-	-	14
<b>At 31 December 2024: net of accumulated depreciation and impairment losses</b>	<b>1,581</b>	<b>150</b>	<b>98</b>	<b>130</b>	<b>24</b>	<b>1,152</b>	<b>3,135</b>
<b>Cost and accumulated depreciation and impairment losses</b>							
At 31 December 2024:							
Cost	1,805	1,840	355	1,134	474	3,767	9,375
Accumulated depreciation and impairment losses	(224)	(1,690)	(257)	(1,004)	(450)	(2,615)	(6,240)
<b>Net carrying amount</b>	<b>1,581</b>	<b>150</b>	<b>98</b>	<b>130</b>	<b>24</b>	<b>1,152</b>	<b>3,135</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 14. PROPERTY, PLANT AND EQUIPMENT (continued)

Notes:

(a) The freehold property located at Kuala Lumpur, Malaysia relates to a unit in an apartment used for the Group's hostel purposes. The carrying amount of the Group's freehold apartment at 31 December 2024 and 2023 were approximately RM255,000 and RM263,000, respectively (equivalent to S\$78,000 and S\$76,000 at 31 December 2024 and 2023, respectively). The freehold property located in Singapore relates to the Group's headquarter office unit. The carrying amounts of the freehold unit at 31 December 2024 and 2023 were approximately S\$1,503,000 and S\$1,537,000, respectively.

(b) The additions in property, plant and equipment are by means of:

	2024 S\$'000	2023 S\$'000
Additions of property, plant and equipment	1,425	556
Less: Provision for reinstatement costs (Note 19(a))	(161)	(33)
Less: Other payables (Note 19)	(456)	(169)
<b>Cash invested in property, plant and equipment</b>	<b>808</b>	<b>354</b>

(c) Impairment assessment of property, plant and equipment and right-of-use assets

In light of operating losses incurred for the Group in recent years and unfavorable market conditions, the directors of the Company considered that property, plant and equipment and right-of-use assets of the Group relating to the Dining operations and Artisanal bakery business at 31 December 2024 and 2023 might be impaired. In view of this, the directors of the Company have assessed whether property, plant and equipment for its restaurants and bakery outlets that are reporting losses have an indication of impairment, on an individual basis. Where there is an indication of impairment, management determined the recoverable amounts of the property, plant and equipment and right-of-use assets for its restaurants and bakery outlets that are reporting losses based on value in use calculations using cash flow projections on an individual basis.

At 31 December 2024 and 2023, in particular, the management of the Group has identified that certain restaurants relating to the Dining operations have an impairment indication. The directors of the Company estimated the recoverable amount of each restaurant with an indication of impairment, on an individual basis, with reference to value in use calculations using cash flow projections based on financial budgets approved by the directors of the Company covering a 3-year period to be derived from each restaurant at 31 December 2024 and 2023. The significant inputs and estimations into the valuation approach are (i) budgeted growth rate of 3% (2023: 5%) and gross profit margin of 73% (2023: 70%), which is based on the past and recent performance of restaurants and management's expectations for the market development and (ii) a pre-tax discount rate of 9.08% (2023: 10.87%) to derive the present value of future cash flows. The sensitivity analysis on the significant inputs and estimations used in the valuation approach is detailed in Note 14(d) to the consolidated financial statements.

Based on the assessment, the aggregate recoverable amounts of those restaurants with impairment indication were approximately of S\$74,000 (2023: approximately S\$573,000) which were less than that of the aggregate carrying amounts of property, plant and equipment and right-of-use assets of those restaurants. Accordingly, during the years ended 31 December 2024 and 2023, impairment losses of approximately S\$79,000 and S\$429,000, respectively, (2023: approximately S\$687,000 and S\$1,192,000, respectively) were recognised in profit or loss in respect of property, plant and equipment and right-of-use assets of the Group relating to the Dining operations.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 14. PROPERTY, PLANT AND EQUIPMENT (continued)

Notes: (continued)

(d) Sensitivity of key inputs and estimations for impairment assessment

The management identified the following key inputs and estimations in which a reasonably possible change on an individual basis would cause any or additional impairment loss on property, plant and equipment and right-of-use assets.

Reasonably possible changes that individually cause additional impairment loss on property, plant and equipment and right-of-use assets:

	Change	2024 Increase of impairment loss S\$'000	Change	2023 Increase of impairment loss S\$'000
Budgeted growth rate	Decrease 1%	1	Decrease 1%	95
Budgeted gross profit margin	Decrease 1%	11	Decrease 1%	68
Pre-tax discount rate	Increase 1%	1	Increase 1%	2

(e) At 31 December 2024, certain of the Group's freehold properties with a net carrying amount of approximately S\$1,503,000 (2023: approximately S\$1,537,000) was pledged to secure general banking facilities granted to the Group as set out in Note 21 to the consolidated financial statements.

(f) Motor vehicle of the Group amounting to approximately S\$98,000 (2023: approximately S\$120,000) is pledged as security for bank loan as set out in Note 21 to the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 15. LEASE

### The Group as a lessee

The Group has lease contracts for leasehold land and buildings. The leasehold land and building located at Kuala Lumpur, Malaysia relates to a land and building for the Group's central kitchen, office and hostel purposes. Lump sum payments were made upfront to acquire leased land from owners with lease period of 99 years, and no ongoing payments will be made under the terms of these leases. Leases of leasehold land and buildings generally have lease terms between 3 and 5 years. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the years are as follows:

	Leasehold land and building	
	2024	2023
	S\$'000	S\$'000
At the beginning of the reporting period	4,003	6,909
Additions	3,674	1,534
Depreciation	(2,743)	(3,183)
Termination of leases	(1,069)	-
Impairment losses (Note 14(c))	(429)	(1,192)
Exchange realignment	59	(65)
<b>At the end of the reporting period</b>	<b>3,495</b>	<b>4,003</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 15. LEASE (continued)

The Group as a lessee (continued)

### (b) Lease liabilities

The carrying amount of lease liabilities and the movements during the years are as follows:

	2024 S\$'000	2023 S\$'000
At the beginning of the reporting period	5,189	7,098
New leases	3,674	1,534
Accretion of interest recognised during the year	374	490
Termination of leases	(1,666)	-
Payments	(3,426)	(3,886)
Exchange realignment	40	(47)
<b>At the end of the reporting period</b>	<b>4,185</b>	<b>5,189</b>
<b>Analysed into:</b>		
– Current portion	2,498	3,058
– Non-current portion	1,687	2,131
	<b>4,185</b>	<b>5,189</b>

The present value of lease liabilities is summarised as below:

	Lease payments		Present value of lease payments	
	2024 S\$'000	2023 S\$'000	2024 S\$'000	2023 S\$'000
Amounts payable:				
Within one year	2,741	3,347	2,498	3,058
More than one year, but not exceeding five years	1,904	2,343	1,687	2,131
	<b>4,645</b>	5,690	<b>4,185</b>	5,189
Less: future finance charges	(460)	(501)		
<b>Total lease liabilities</b>	<b>4,185</b>	5,189		

During the year ended 31 December 2024, the effective interest rate for the lease liabilities of the Group was approximately 7% (2023: approximately 6%) per annum.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 15. LEASE (continued)

The Group as a lessee (continued)

(b) Lease liabilities (continued)

The amounts recognised in profit or loss in relation to leases are as follows:

	Notes	2024 S\$'000	2023 S\$'000
Interest on lease liabilities		374	490
Depreciation of right-of-use assets		2,743	3,183
Gain on termination of leases		(597)	-
Impairment loss on right-of-use assets	14(c)	429	1,192
Expenses relating to short-term leases (included in "Rentals and related expenses")		223	163
Variable lease payments not included in the measurement of lease liabilities (included in "Rentals and related expenses")	15(c)	179	149
		<b>3,351</b>	<b>5,177</b>

The total cash flows for the year ended 31 December 2024 were approximately S\$3,828,000 (2023: approximately S\$4,198,000).

At 31 December 2024 and 2023, the Group was not committed to any short-term leases payment.

The Group has options to extend the lease term for an additional period after the end of the contract term. Lease payments are generally fixed. Where practicable, extension options are included in the lease terms to provide operational flexibility to the Group. However, these terms are generally not reflected in measuring the lease liabilities because the options are not reasonably certain to be exercised. For those leases with such extension options, the potential future lease payments relating to periods following the exercise dates of extension options are approximately of S\$899,000 (2023: approximately S\$4,278,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 15. LEASE (continued)

The Group as a lessee (continued)

### (c) Variable lease payments

The lease contract of a restaurant or outlet contains variable lease payment terms that are linked to sales generated from the restaurant or outlet. Variable lease payment terms are used, when possible, in newly established restaurants or outlets because it allows the Group to align lease expenses with revenue earned and reduce the business risk. During the year ended 31 December 2024, about 72% (2023: 86%) of lease contracts contain such variable lease payment terms.

Further details about the leases with variable lease payments are set out below:

For the year ended 31 December 2024	Fixed payments made S\$'000	Variable payments made S\$'000	Total payments made S\$'000	Estimated annual impact in variable payments under 1% change in sales S\$'000
Dining operations	2,768	55	2,823	6
Artisanal bakery business	507	124	631	12
	<b>3,275</b>	<b>179</b>	<b>3,454</b>	<b>18</b>

For the year ended 31 December 2023	Fixed payments made S\$'000	Variable payments made S\$'000	Total payments made S\$'000	Estimated annual impact in variable payments under 1% change in sales S\$'000
Dining operations	3,419	66	3,485	7
Artisanal bakery business	522	83	605	8
	<b>3,941</b>	<b>149</b>	<b>4,090</b>	<b>15</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 16. INVENTORIES

	2024	2023
	S\$'000	S\$'000
Raw materials	264	202
Finished goods	9	6
Food and beverage, and other operating items for restaurant operations	43	44
	<b>316</b>	<b>252</b>

## 17. TRADE AND OTHER RECEIVABLES

	Notes	2024	2023
		S\$'000	S\$'000
Trade receivables	17(a)	45	155
Refundable deposits, net	17(b)	638	821
Other receivables		244	473
		<b>927</b>	<b>1,449</b>
Less: refundable deposits classified as non-current assets		<b>(253)</b>	<b>(362)</b>
		<b>674</b>	<b>1,087</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 17. TRADE AND OTHER RECEIVABLES (continued)

### 17(a) Trade receivables

Included in the balances are the trade receivables (before loss allowance) from contracts with customers within IFRS 15:

	2024 S\$'000	2023 S\$'000
At the beginning of the reporting period	155	113
<b>At the end of the reporting period</b>	<b>45</b>	<b>155</b>

The Group's trading terms with its customers are mainly on cash and credit card settlement. The credit term is generally on 14 to 30 days (2023: 14 to 30 days). In view of the fact that the Group's trade receivables relate to credit card receivables from banks and franchisees, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest bearing.

An ageing analysis of the trade receivables at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2024 S\$'000	2023 S\$'000
Less than 30 days	45	155

The details of the loss allowance for impairment of trade receivables are set out in Note 27 to the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 17. TRADE AND OTHER RECEIVABLES (continued)

### 17(b) Refundable deposits, net

Refundable deposits mainly represent rental deposits and deposits with suppliers. At the end of the reporting period, the loss allowance is assessed as follows:

	2024 S\$'000	2023 S\$'000
Refundable deposits	651	834
Less: loss allowance	(13)	(13)
<b>At the end of the reporting period</b>	<b>638</b>	<b>821</b>

The movement in the loss allowance for impairment of refundable deposits is as follows:

	2024 S\$'000	2023 S\$'000
At the beginning and at the end of the reporting period	13	13

## 18. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	Notes	2024 S\$'000	2023 S\$'000
Cash and bank balances		534	374
Fixed deposits with licensed banks		200	253
		<b>734</b>	<b>627</b>
Less: fixed deposits pledged for banking facilities	21(b)	(200)	(216)
Less: bank overdrafts	21(a)	(593)	-
Balances as stated in consolidated statement of cash flows		<b>59</b>	<b>411</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and deposits are deposited with creditworthy banks with no recent history of default.

Fixed deposits of approximately S\$200,000 (2023: approximately S\$216,000) were pledged to a licensed bank for banking facilities granted to the Group at 31 December 2024.

At 31 December 2023, additional deposits of approximately S\$16,000 were required to be pledged to a licensed bank to cure the breach in a loan covenant, as disclosed in Note 21 to the consolidated financial statements. No additional fixed deposits were required to cure the breach at 31 December 2024.

The interest rates of the fixed deposits range from 2.60% to 3.10% (2023: 2.20% to 3.10%) per annum. The maturity periods of the fixed deposits during the year ended 31 December 2024 is 365 days (2023: 359 days to 365 days).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 19. TRADE AND OTHER PAYABLES

	Note	2024 S\$'000	2023 S\$'000
Trade payables		1,026	1,097
Salaries payables		746	1,062
Other payables		1,356	999
Accrued expenses		1,133	336
Payable for acquisition of property, plant and equipment		625	169
Provision for unutilised leave		83	103
Provision for reinstatement costs	19(a)	350	440
Goods and services tax payables		16	61
		<b>5,335</b>	<b>4,267</b>
Less: other payables classified as non-current liabilities		172	250
		<b>5,163</b>	<b>4,017</b>

Trade payables and other payables are normally settled on 60 days' terms (2023: 60 days' term). These amounts are non-interest-bearing.

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2024 S\$'000	2023 S\$'000
Less than 30 days	347	567
31 to 60 days	317	425
61 to 90 days	180	41
More than 90 days	182	64
	<b>1,026</b>	<b>1,097</b>

### 19(a) Provision for reinstatement costs

	2024 S\$'000	2023 S\$'000
At the beginning of the reporting period	440	454
Additions (Note 14(b))	161	33
Utilisation	(254)	(44)
Exchange difference	3	(3)
<b>At the end of the reporting period</b>	<b>350</b>	<b>440</b>

Provision for reinstatement costs is recognised when the related leasehold improvements were made. It includes the estimated cost of demolishing and removing all the leasehold improvements made by the Group to the premises. The premises shall be reinstated to the condition set up in the lease agreements upon the expiration of the lease agreements. The Group incurred reinstatement costs for certain closed outlets during the years ended 31 December 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 20. AMOUNT DUE TO A DIRECTOR

The balance represents an amount due to a director, Ms. Low Yeun Ching @ Kelly Tan, for working capital purpose. The amount due was unsecured, interest-free and repayable on demand.

Ms. Low Yeun Ching @ Kelly Tan has confirmed in writing that she will not demand the Group for partial or full repayment until such demand or withdrawal has no significant adverse impact on the Group's going concern and the sufficiency of working capital.

## 21. BANK OVERDRAFTS AND INTEREST-BEARING BANK BORROWINGS

	Notes	2024 S\$'000	2023 S\$'000
Bank overdrafts	21(a)	593	-
Interest-bearing bank borrowings	21(b)	2,502	2,546
		<b>3,095</b>	<b>2,546</b>

### 21(a) Bank overdrafts

	2024 Effective interest rate	S\$'000	2023 Effective interest rate	S\$'000
<b>Current</b>				
<b>Bank overdrafts – secured (Note)</b>	<b>2% per annum over the applicable compounded SORA</b>	<b>593</b>	<b>N/A</b>	<b>-</b>

#### Note:

Bank overdrafts are secured by way of corporate guarantee by the Company and a personal guarantee by a director of the Company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 21. BANK OVERDRAFTS AND INTEREST-BEARING BANK BORROWINGS (continued)

### 21(b) Interest-bearing bank borrowings

	2024		2023	
	Effective interest rate	S\$'000	Effective interest rate	S\$'000
<b>Current</b>				
Bank loan I	5.14%	20	5.14%	23
Bank loan II	3.00%	87	3.00%	128
Bank loan III	3.00%	196	3.00%	190
Bank loan IV	3.00%	131	3.00%	126
Bank loan V	4.00%	216	4.00%	194
Bank loan VI	2% over 3-month compounded SORA	50	2% over 3-month compounded SORA	53
Bank loan VII	2% per annum over the applicable compounded SORA	107	N/A	-
		<b>807</b>		<b>714</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 21. BANK OVERDRAFTS AND INTEREST-BEARING BANK BORROWINGS (continued)

	2024		2023	
	Effective Interest rate	S\$'000	Effective interest rate	S\$'000
<b>Non-current</b>				
Bank loan I	5.14%	11	5.14%	29
Bank loan II	3.00%	-	3.00%	88
Bank loan III	3.00%	-	3.00%	196
Bank loan IV	3.00%	-	3.00%	131
Bank loan V	4.00%	375	4.00%	591
Bank loan VI	2% over 3-month compounded SORA	755	2% over 3-month compounded SORA	797
Bank loan VII	2% per annum over the applicable compounded SORA	554	N/A	-
		<b>1,695</b>		<b>1,832</b>
		<b>2,502</b>		<b>2,546</b>

	2024 S\$'000	2023 S\$'000
<b>Carrying amounts of the bank overdrafts and interest-bearing bank borrowings are repayable:</b>		
Within one year	1,400	714
In the second year	409	692
In the third to fifth years	744	556
Over five years	542	584
	<b>3,095</b>	<b>2,546</b>

Notes:

### Bank loan I

This bank loan is secured by a charge over a motor vehicle with aggregate net carrying amount of approximately S\$98,000 (2023: approximately S\$120,000), as disclosed in Note 14 to the consolidated financial statement. The discount rate implicit in the loan is 5.14% for the years ended 31 December 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 21. BANK OVERDRAFTS AND INTEREST-BEARING BANK BORROWINGS (continued)

### Bank loan II

The bank loan is secured by way of corporate guarantee by the Company and a fixed deposit of approximately S\$200,000 (2023: approximately S\$200,000). The discount rate implicit in the loan is 3% for the years ended 31 December 2024 and 2023.

### Bank loans III & IV

The bank loans are secured by way of corporate guarantee by the Company and a personal guarantee by a director of the Company. The discount rate implicit in the loans are 3% for the years ended 31 December 2024 and 2023.

### Bank loan V

The bank loan is secured by way of corporate guarantee by the Company and a personal guarantee by a director of the Company. The discount rate implicit in the loan is 4% for the years ended 31 December 2024 and 2023.

### Bank loan VI

The bank loan is secured by way of (i) corporate guarantee by the Company, (ii) a personal guarantee by a director of the Company and (iii) mortgage over the property with aggregate net carrying amount of approximately S\$1,503,000 (2023: approximately S\$1,537,000), as disclosed in Note 14 to the consolidated financial statements.

### Bank loan VII

The bank loan is secured by way of corporate guarantee by the Company and a personal guarantee by a director of the Company. The discount rate implicit in the loan was 2% per annum over the applicable compounded SORA for the year ended 31 December 2024.

### Breach of covenant clause

At 31 December 2024 and 2023, the Group breached a covenant of bank loan II. The Group did not fulfil the requirement to maintain normalised debt service coverage ratio of 1 time at all times during the years ended 31 December 2024 and 2023. At 31 December 2024, the carrying amount of the bank loan with breached covenant was approximately S\$87,000 (2023: approximately S\$216,000). The bank is contractually entitled to request for the shortfall to be covered by cash or fixed deposits to be placed with them until the breach is cured. At 31 December 2023, in addition to the fixed deposits, the amount of cash required to cure the breach was approximately S\$16,000 and had been classified as restricted cash, included in pledged deposits. No additional fixed deposits were required to cure the breach at 31 December 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 22. DEFERRED TAX

At 31 December 2024, the Group had tax losses arising from Singapore of approximately S\$11,309,000 (2023: approximately S\$9,050,000).

At 31 December 2024 and 2023, the tax losses arising in Singapore, subject to the agreement by the Inland Revenue Authority of Singapore, are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

For the years ended 31 December 2024 and 2023, deferred tax assets have not been recognised in respect of the above items as it is not considered probable that taxable profits will be available against which the above items can be utilised.

## 23. SHARE CAPITAL AND SHARE PREMIUM

### Share capital

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 22 May 2017 with authorised share capital of HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each. On the date of incorporation, 1 share of nominal value of HK\$0.01 was allotted and issued to Ms. Low Yeun Ching @ Kelly Tan. Upon the completion of the reorganisation on 11 August 2017, the Company became the holding company of the Group.

	2024 S\$'000	2023 S\$'000
Issued and fully paid: <b>500,000,000 ordinary shares</b>	<b>869</b>	869

A summary of the movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital S\$'000	Share premium S\$'000	Total S\$'000
At 1 January 2023, 31 December 2023, 1 January 2024 and <b>31 December 2024</b>	500,000,000	869	13,311	14,180

Note:

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.

### Share premium

Share premium represents the difference between the nominal value and the issuing value of the shares.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 24. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

### (a) Merger reserve

Merger reserve represents the difference between the consideration paid and the share capital of the acquired entities under common control.

### (b) Exchange fluctuation reserve

The exchange fluctuation reserve comprises all relevant exchange differences arising from the translation of the financial statements of foreign operations.

## 25. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions information disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with related parties:

### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, representing amounts paid to the Company's directors and senior executives, is as follows:

	2024 S\$'000	2023 S\$'000
Salaries, allowances and other benefits-in-kind	610	759
Discretionary performance-related bonuses	-	22
Pension scheme contributions	28	43
	<b>638</b>	<b>824</b>

The remuneration was based on the terms mutually agreed between the Group and the related parties.

Further details of the directors' and the chief executive's remuneration are included in Note 9 to the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 25. SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

### (b) Related party transactions

During the years ended 31 December 2024 and 2023, there were no significant related party transactions except for (i) five (2023: four) of the Group's bank loans and (ii) bank overdrafts are secured by way of personal guarantee provided by Ms. Low Yeun Ching @ Kelly Tan.

In the opinion of the directors of the Company, these related party transactions were conducted in the ordinary course of business of the Group.

### (c) Related party balances

At the end of the reporting period, the Group had the following balances with its related party:

	2024 S\$'000	2023 S\$'000
Amount due to a director (Note 20)	2,136	293

## 26. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

	2024 S\$'000	2023 S\$'000
<b>Financial assets at amortised costs</b>		
Financial assets included in trade and other receivables	927	1,449
Pledged deposits	200	216
Cash and cash equivalents	534	411
	<b>1,661</b>	<b>2,076</b>
<b>Financial liabilities at amortised costs</b>		
Financial liabilities included in trade and other payables	3,515	2,432
Amount due to a director	2,136	293
Bank overdrafts and Interest-bearing bank borrowings	3,095	2,546
Lease liabilities	4,185	5,189
	<b>12,931</b>	<b>10,460</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 27. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of pledged deposits, cash and cash equivalents, trade and other receivables, trade and other payables, amount due to a director, bank overdrafts (current portion) and interest-bearing bank borrowings (current portion) approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the directors of the Company. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the directors of the Company.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate their fair values.

The fair values of non-current other receivables, lease liabilities and non-current interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities and were assessed to be approximating to their carrying amounts.

In the opinion of the directors of the Company, no financial assets and liabilities of the Group are carried at amount materially different from their fair values at 31 December 2024 and 2023.

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, interest rate risk and liquidity risk. The Group's overall risk management objective is to effectively manage these risks and seek to minimise potential adverse effects on the financial performance of the Group. The Group reviews and agrees policies for managing each of these risks and they are summarised below.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 27. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### Credit risk

The Group adopts the policy of dealing only with customers with appropriate credit history. For financial assets, the Group adopts the policy of dealing with financial institutions and other counterparties with high credit ratings. Customers' payment profile and credit exposure are continuously monitored by the Group.

### Maximum exposure and year-end staging at 31 December 2024 and 2023

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification at 31 December 2024 and 2023. The amounts presented are carrying amounts for financial assets.

	12-month or Life time ELC	Gross carry amount 2024 S\$'000	Gross carrying amount 2023 S\$'000
Trade receivables			
– Normal*	Life time ECL	45	155
Financial assets included in other receivables			
– Normal*	12-month ECL	882	1,294
Pledged deposits			
– Not yet past due	12-month ECL	200	216
Cash and cash equivalents			
– Not yet past due	12-month ECL	534	411
		<b>1,661</b>	<b>2,076</b>

\* The credit quality of the financial assets included in other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful" or "credit-impaired".

There was no change in the estimation techniques or significant assumptions made during the years ended 31 December 2024 and 2023. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in Note 17 to the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 27. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its bank overdrafts and interest-bearing bank borrowings.

At 31 December 2024, the Group had bank overdrafts and interest-bearing bank borrowings with variable interest rate of approximately S\$2,059,000 (2023: approximately S\$850,000). If S\$ interest rates had been 100 basis points higher/lower with all other variables held constant, the Group's consolidated loss before tax would have been approximately S\$21,000 (2023: approximately S\$9,000) higher/lower for the year ended 31 December 2024, arose mainly as a result of the higher/lower interest expense on floating rate loans and borrowings.

The above sensitivity analysis has been determined assuming that the reasonably possible changes in the interest rate has occurred at the beginning of the reporting period and has been applied to the exposure to interest rate risk in existence at the end of the reporting period.

### Liquidity risk

The Group manages liquidity risk by maintaining cash and available funding through committed credit facilities sufficient to enable it to meet its operational requirements.

The table below analyses the maturity profile of the Group's financial liabilities based on contractual undiscounted cash flows:

At 31 December 2024	Carrying amounts S\$'000	Within one year or on demand S\$'000	More than one year but less than two years S\$'000	More than two years but less than five years S\$'000	More than five years S\$'000	Total S\$'000
Financial liabilities included in trade and other payables	3,515	3,515	-	-	-	3,515
Amount due to a director	2,136	2,136	-	-	-	2,136
Lease liabilities	4,185	2,741	1,377	527	-	4,645
Bank overdrafts and interest- bearing bank borrowings	3,095	1,566	488	888	699	3,641
	12,931	9,958	1,865	1,415	699	13,937

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 27. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

### Liquidity risk (continued)

At 31 December 2023	Carrying amounts S\$'000	Within one year or on demand S\$'000	More than one year but less than two years S\$'000	More than two years but less than five years S\$'000	More than five years S\$'000	Total S\$'000
Financial liabilities included in						
trade and other payables	2,432	2,432	-	-	-	2,432
Amount due to a director	293	293	-	-	-	293
Lease liabilities	5,189	3,347	1,369	974	-	5,690
Interest-bearing bank borrowings	2,546	775	734	596	649	2,754
	10,460	6,847	2,103	1,570	649	11,169

### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to provide adequate cash flows to meet its operating requirements.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made to the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 2023.

## 28. OTHER CASH FLOW INFORMATION

### (a) Major non-cash transactions

In addition to the information disclosed elsewhere in the consolidated financial statements, the Group had the following major non-cash transactions:

- (i) During the year ended 31 December 2024, the Group had non-cash additions to right-of-use assets and lease liabilities of approximately S\$3,674,000 and S\$3,674,000 respectively, in respect of lease arrangements for leasehold land and building (2023: approximately S\$1,534,000 and S\$1,534,000, respectively).
- (ii) During the year ended 31 December 2024, the additions of property, plant and equipment of approximately S\$617,000 (2023: approximately S\$202,000) were settled through the recognition of provision of reinstatement costs of approximately S\$161,000 and other payables of approximately S\$456,000, respectively (2023: approximately S\$33,000 and S\$169,000, respectively).
- (iii) During the year ended 31 December 2023, the refundable deposits paid to constructors of approximately S\$400,000 were received by one of the directors of the Company on behalf of the Group and were settled through the amount due to a director.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 28. OTHER CASH FLOW INFORMATION (continued)

### (b) Reconciliation of liabilities arising from financing activities

Details of the changes in the Group's liabilities from financing activities are as follows:

For the year ended 31 December 2024

	Interest-bearing bank borrowings S\$'000	Lease liabilities S\$'000	Amount due to a director S\$'000	Total S\$'000
At 1 January 2024	2,546	5,189	293	8,028
<b>Non-cash changes</b>				
New leases	-	3,674	-	3,674
Accretion of interest recognised during the year	-	374	-	374
Exchange realignment	-	40	-	40
Termination of leases	-	(1,666)	-	(1,666)
<b>Cash (outflow) inflow in financing activities:</b>				
Payment of principal portion of lease liabilities	-	(3,426)	-	(3,426)
Proceed from bank borrowings	661	-	-	661
Repayment of bank borrowings	(705)	-	-	(705)
Advance from a director	-	-	1,843	1,843
<b>At 31 December 2024</b>	<b>2,502</b>	<b>4,185</b>	<b>2,136</b>	<b>8,823</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 28. OTHER CASH FLOW INFORMATION (continued)

### (b) Reconciliation of liabilities arising from financing activities (continued)

For the year ended 31 December 2023

	Interest-bearing bank borrowings S\$'000	Lease liabilities S\$'000	Amount due to a director S\$'000	Total S\$'000
At 1 January 2023	3,222	7,098	-	10,320
<b>Non-cash changes</b>				
New leases	-	1,534	-	1,534
Accretion of interest recognised during the year	-	490	-	490
Refundable deposits received on behalf of the Group	-	-	(400)	(400)
Exchange realignment	-	(47)	-	(47)
<b>Cash (outflow) inflow in financing activities:</b>				
Payment of principal portion of lease liabilities	-	(3,886)	-	(3,886)
Repayment of bank loans	(676)	-	-	(676)
Advance from a director	-	-	693	693
At 31 December 2023	2,546	5,189	293	8,028

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2024 S\$'000	2023 S\$'000
<b>Non-current asset</b>			
Interests in subsidiaries		-	1,243
<b>Current assets</b>			
Cash and cash equivalents		7	-*
<b>Current liabilities</b>			
Other payables and accruals		652	553
Due to subsidiaries		4,480	4,178
		5,132	4,731
<b>Net current liabilities</b>		<b>(5,125)</b>	<b>(4,731)</b>
<b>Total assets less current liabilities</b>		<b>(5,125)</b>	<b>(3,488)</b>
<b>NET LIABILITIES</b>		<b>(5,125)</b>	<b>(3,488)</b>
<b>EQUITY</b>			
Share capital	23	869	869
Reserves	29(a)	(5,994)	(4,357)
<b>TOTAL DEFICITS</b>		<b>(5,125)</b>	<b>(3,488)</b>

\* Amounts have been rounded to the nearest thousand.

This statement of financial position was approved and authorised for issue by the Board of Directors on 16 March 2026 and signed on its behalf by

LOW Yeun Ching @ Kelly Tan  
Director

CHIU Ka Wai  
Director

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2024

## 29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

### 29(a) Movement of the reserves

	Share premium S\$'000 (Note 23)	Exchange fluctuation reserve S\$'000 (Note 24(b))	Accumulated losses S\$'000	Total S\$'000
At 1 January 2023	13,311	227	(13,008)	530
Loss for the year	-	-	(4,963)	(4,963)
<b>Other comprehensive income</b> <i>Item that will not be reclassified to profit or loss:</i>				
Exchange differences on translation of the Company's financial statements to presentation currency	-	76	-	76
<b>Total comprehensive loss</b>	-	76	(4,963)	(4,887)
At 31 December 2023	13,311	303	(17,971)	(4,357)
At 1 January 2024	13,311	303	(17,971)	(4,357)
Loss for the year	-	-	(1,453)	(1,453)
<b>Other comprehensive loss</b> <i>Item that will not be reclassified to profit or loss:</i>				
Exchange differences on translation of the Company's financial statements to presentation currency	-	(184)	-	(184)
<b>Total comprehensive loss</b>	-	(184)	(1,453)	(1,637)
<b>At 31 December 2024</b>	<b>13,311</b>	<b>119</b>	<b>(19,424)</b>	<b>(5,994)</b>

The directors of the Company do not recommend the payment of a dividend for the years ended 31 December 2024 and 2023.

## FINANCIAL SUMMARY

	2024	2023	2022	2021	2020
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>Results</b>					
Revenue	14,064	17,052	17,461	13,233	13,149
Loss before tax	(2,546)	(4,909)	(1,687)	(2,820)	(2,085)
Income tax (expense) credit	(1)	(14)	–	1	82
Loss for the year	(2,547)	(4,923)	(1,687)	(2,819)	(2,003)

	2024	2023	2022	2021	2020
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>Assets and liabilities</b>					
Total assets	8,646	8,827	15,513	14,553	19,687
Total liabilities	14,751	12,302	14,032	11,269	13,621
Total (deficits) equity	(6,105)	(3,475)	1,481	3,284	6,066