Katrina
GROUP LTD.

EVOLVE
EXPAND
EXCEL

FOR A BRIGHTER FUTURE

ANNUAL REPORT 2024





Our strong foundation has equipped us with the fortitude and ability to tide through any crisis.

CONTENTS

01 CORPORATE PROFILE

02 CORPORATE MILESTONES

03 F&B BUSINESS

07 HOSPITALITY BUSINESS

12 CHAIRMAN & CEO'S STATEMENT

14 GROUP STRUCTURE

15 FINANCIAL HIGHLIGHTS

16 FINANCIAL REVIEW

19 BOARD OF DIRECTORS

21 KEY MANAGEMENT

23 SUSTAINABILITY REPORT

68 CORPORATE GOVERNANCE AND FINANCIAL REPORT

This annual report has been prepared by Katrina Group Ltd. (the "Company" and together with its subsidiaries, the "Group") and its contents have been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.

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CORPORATE PROFILE

Katrina Group develops, owns, and operates a chain of F&B brands and hospitality properties.

Each F&B brand serves authentic cuisines of different ethnicity, including Indonesian, Thai, Asian, Mexican, Japanese, Korean and Vietnamese cuisine. Every restaurant is accompanied with customized and specially curated decor to provide patrons with an unique gastronomic dining experience.

Amongst our six proprietary F&B brands, Bali Thai, So Pho, Streats and Sanchos taqueria, are Halal certified in Singapore.

The group offers an innovative hospitality solution, featuring intelligently designed private and communal spaces. With co-living options, we create a holistic approach to the concept of living large.

We currently have 5 co-living hotels under ST Signature, located in Singapore, at Tanjong Pagar, Chinatown, Jalan Besar, Bugis Beach and Bugis Middle.

ST Residences provides a one-stop solution to fully-furnished serviced apartments island-wide, providing fuss-free accommodation options with contract flexibility and competitive rates.

OUR VISION

To set new trends for the F&B and hospitality industry, helming a variety of exciting brands that offer innovative, authentic & unique experiences.

OUR MISSION

To consistently enhance, innovate, inspire and deliver outstanding F&B and hospitality experiences of exceptional value exceeding expectations.

CORPORATE MILESTONES

1995 — Started operating "Katrina Nasi Padang"

1998 — Launched first restaurant in West Mall (BALI·THAI)

2001 — Ventured into mid-range dining fare (RENNthai)

2006 — Launched 2 new brands (Bayang, streats)

2007 — Launched first chain of Chinese restaurants (红锅 HONG GUO)

2008 — Introduced additional mid-range brand (Hutong 胡同)

2010 — Developed first non-Asian brand (MUCHOS)

2013 — Introduced new Indonesian brand and first Vietnamese brand (SO PHO)

2015 — Launched online food ordering and delivery services for Bali Thai, So Pho and Streats

2016 — Listed on SGX-Catalist

2017 — Katrina and Ajisen China opened one outlet under the "So-Pho" brand in Shanghai

2018

F&B:
Acquired Japanese cuisine F&B business (IZAKAYA TOMO)

Hospitality:
Diversified into hospitality sector managing serviced apartments under the brand of ST Residences

2019

Opened its maiden outlet in Indonesia, in Plaza Senayan, Central Jakarta under the "So Pho" brand name

Launch of first 2 ST Signature Co-living hotels

2020

F&B
Awarded SG CLEAN quality marks

Hospitality:
Awarded SG CLEAN quality marks
2 co-living hotels and Signature Lite (Dayuse launched)

2023

F&B:
Joint venture with DailyBeer Co., Ltd to open DailyBeer in Singapore and signed Master Territory Agreement for Daily Chicken

Opened new Mexican restaurant & new Japanese Fusion restaurant (SANCHOS mexican bar and grill; TOMO TOKYO)

2024 — Opened Sanchos taqueria, an extension of Sanchos serving Halal – certified Mexican Street fare

The Group specialises in multi-cuisine concepts and restaurant operations under 8 different F&B brands, namely, Bali Thai, So Pho, Streats, Sanchos, Sanchos taqueria, Tomo Tokyo, Daily Chicken and Daily Beer.

The Group prides itself on the identification of consumer trends and creating concepts that meet the demand of a wide spectrum of patrons from different market segments.

F&B BUSINESS

CASUAL DINING BRANDS

BALI·THAI

Indonesian &Thai Cuisine

Website: www.balithai.com.sg
Order: order.balithai.com.sg

Bali Thai remains a cornerstone of our portfolio, delighting diners with its vibrant fusion of Thai and Indonesian culinary traditions. The brand's Halal-certified menu and accessible pricing continue to resonate strongly with the Muslim community in Singapore. Signature dishes such as Tahu Telur, the Combi Bakar platter, and Thai Green Curry encapsulate our commitment to authentic flavours and culinary excellence. Bali Thai's inviting ambience combines contemporary design with cultural charm, ensuring a memorable dining experience for every guest.

DAILYCHICKEN

Korean Cuisine

Website: www.dailychicken.com.sg

Daily Chicken, launched in collaboration with Daily Beer, represents our successful entry into the Korean casual dining scene. Known for its signature Korean fried chicken and street food specialties, the brand caters to families and professionals alike. Exclusively curated offerings like the K-Ginseng Lager and innovative menu items such as Chicken Gangjeong and Crispy Pastry Hotteok highlight our ability to blend tradition with creativity. With its flagship outlet at Bugis Junction and plans for expansion, Daily Chicken is poised for significant growth.

Vietnamese Cuisine

Website: www.sopho.com.sg
Order: order.sopho.com.sg

So Pho brings the essence of Vietnam to Singapore through its diverse menu of street food classics, including Pho, Banh Mi, and Summer Rolls. Its thoughtfully designed interiors and competitive pricing contribute to its reputation as a go-to choice for authentic and Halal-certified Vietnamese cuisine. By sourcing the freshest ingredients, So Pho guarantees a dining experience that transports customers to the vibrant streets of Hanoi.

Asian and International Cuisine

Website: www.streats.com.sg
Order: order.streats.com.sg

Streats has evolved from its origins as a Hong Kong-style café into a dynamic multi-cuisine destination. Its expanded Halal menu reflects our commitment to inclusivity while maintaining a focus on popular street food favourites like Malaysian Fried Carrot Cake and Tom Yum Seafood Kway Teow. This transformation underscores the brand's adaptability and dedication to meeting the diverse tastes of our customers.

F&B BUSINESS

MID-RANGE DINING BRANDS

Korean Cuisine

Website: www.dailybeer.com.sg

Daily Beer stands as a testament to our ability to bring international success stories to Singapore. With over 370 outlets in South Korea, the brand's first overseas expansion at Telok Ayer has been met with enthusiasm. With a steadfast commitment to quality and innovation, Daily Beer is making significant strides in global expansion. The launch of its first international outlet in Singapore reflects this vision, offering a curated experience of casual ambiance, authentic Korean cuisine, and an extensive selection of craft beers to captivate the nation's discerning food enthusiasts and fans of the Korean wave.

Mexican Cuisine

Website: www.sanchos.com.sg

Sanchos Mexican Bar & Grill offers a unique interpretation of traditional Mexican cuisine, blending bold flavours with innovative twists. Known for its signature cocktails, such as the Margarita De La Casa and Coronarita, and dishes like Barbacoa Nachos and sizzling Fajitas, the brand delivers an elevated dining experience inspired by the vibrant spirit of Mexico.

Japanese Cuisine

Website: www.tomotokyo.com.sg

Tomo Tokyo redefines modern Japanese dining with its elegant waterfront location and Izakaya-style menu. Specialising in shareable small plates such as Sashimi, Maki, and charcoal-grilled delights, the brand embodies authentic yet contemporary Japanese flavours. With its curated cocktails and lively atmosphere, Tomo Tokyo draws discerning diners seeking exquisite modern Japanese cuisine paired with a picturesque waterfront dining experience.

Mexican Cuisine

Website: www.sanchostaqueria.com.sg

Sanchos taqueria brings authentic Mexican street food to life in a casual, vibrant setting. The menu features Tacos, Enchiladas, and Tostadas, all crafted with fresh ingredients and traditional techniques. Now Halal-certified, the brand's presence at Paragon showcases its appeal to a wider audience while staying true to its cultural roots.

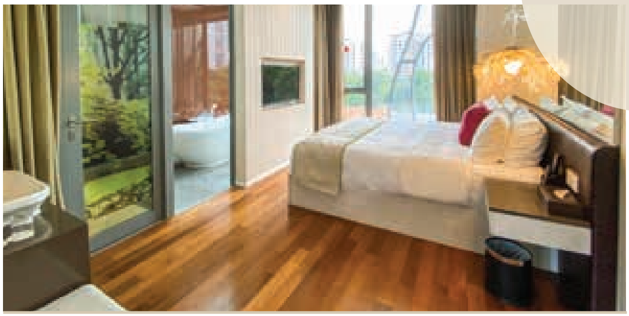
HOSPITALITY BUSINESS

The Group offers fully-furnished residences under the ST Residences brand as well as affordable luxury co-living hotels under the ST Signature brand. Collectively, we seek to be a trusted hospitality management company that provides a comfortable and enjoyable stay experience with top-notch customer service in prime locations for corporate expatriates, leisure travellers as well as locals.

HOSPITALITY BUSINESS

Established in September 2017, ST Residences is a hospitality brand that styles chic fully furnished apartments without the serviced apartment mark-up, providing a one-stop solution to furnished serviced apartments island-wide.

ST Residences is committed to provide simple, accessible and comfortable options for those seeking serviced apartments in Singapore, regardless for short term stays and/or long-term residence. We cater to everyone, ranging from individuals to expatriates and big to small corporations. We provide quality accommodation with contract flexibility and competitive rates so the stay can remain as fuss-free as possible.



ST RESIDENCES NOVENA

All units are fully furnished, equipped with kitchen and laundry appliances, crockery and utensils, and complete with a swimming pool, gymnasium, lobby and rooftop terrace. Housekeeping is also available once a week.

Located at 145A Moulmein Road, the property is not only located in the prime area and heart of Singapore, but also strategically located near several major hospitals in Singapore, such as Mount Elizabeth Novena, Mount Elizabeth Orchard, Gleneagles Hospital, Mount Alvernia Hospital, KK Women's and Children's Hospital, Tan Tock Seng Hospital, and Thomson Medical Centre, making the property an ideal choice for medical tourists, etc...

ST RESIDENCES BALESTIER

Strategically located on city fringe, ST Residences Balestier is nestled between Novena and Whampoa. Surrounded by lifestyle commodities and services aplenty, the property is within walking distance to Whampoa Food Centre, groceries and public transportation. Only 15-20 minutes' drive to the Central Business District (CBD) and town, the accessibility to Singapore's major expressways makes getting around Singapore a breeze.

All 3 room types – Studio, Executive Studio and 1-Bedroom Serviced Apartment, feature the necessary comforts of a home. Fully furnished with a comfortable bed and kitchenette, and well equipped with necessities such as basic appliances, refrigerator, microwave, kitchenware, tableware, TV and washer/dryer, etc...

Born with the will to challenge conventions and invent a new class of experience, ST Signature focuses on the live large attitude, which goes beyond typical decadence, featuring intelligently designed private and communal spaces. Currently with 5 co-living hotels comprising 278 rooms in the heart of Singapore, ST Signature offers affordable premium co-living hotels equipped with integrated technology driven smart solutions, targeted at millennials, digital nomads, and business travellers looking for both long or short term stays.

ST Signature Lite is also launched to offer flexible hours stay and day use options to cater to various shorter stay needs, offering a conducive and cozy environment for home away from home. Guests who book in their preferred hour blocks, for a well-deserved rest, enjoy increased productivity for working out of office, etc...

ST SIGNATURE CHINATOWN

ST Signature Chinatown (SG Clean) is located right in the heart of the bustling and cultural Chinatown neighbourhood. Amidst the vibrant cultural & heritage rich scenes and unique boutiques, there resides our elegantly decked 40 rooms co-living space, intelligently designed to provide a restful stay and one-of-a-kind accommodation experience.

This hotel features an eclectic mix of communal spaces for the different needs our guests have, with our standard communal spaces such as the cook lab, and various pockets of lounge areas and working spaces. Uniquely found only at Chinatown is the 2nd floor patio, 4th floor hangout lawn, as well as a vertical al fresco that stretches from the 2nd floor to the 4th floor.

Literally a few minutes' walk from our hotel, you can find the famous Buddha Tooth Relic Temple and Museum, Sri Mariamman Temple, Chinatown Food Street, Chinatown Street Market, Thian Hock Keng Temple, as well the Telok Ayer and Amoy Street areas which are packed with a plethora of F&B establishments and lifestyle services. An ideal place to feast on local delicacies, purchase meaningful souvenirs and experience Singapore authentically.

ST SIGNATURE TANJONG PAGAR

ST Signature Tanjong Pagar (SG Clean) is located right in the Central Business District (CBD), perfect for a good mix of business and leisure. Set against Singapore's iconic tall concrete jungle backdrop, our hotel is housed in a beautiful conserved island shophouse, featuring food and beverages options on the ground floor and at our charming rooftop bar with mesmerizing sunset view. Floor to ceiling glass rooftop studio showcases ad-hoc events, yoga lessons and other workshops. The space is open for event bookings by block of 4 hours. Taking in the cityscape, this is the recommended place to hold your mini function.

ST Signature Tanjong Pagar features various communal spots for urban travellers to experience a luxurious co-living space. Besides the pockets of meeting/working spaces, a communal cook lab is a good place to test your culinary skills and have your complimentary coffee boost. Guests get to pick their favourite spots around our property to make the most out of their stay.

ST Signature Tanjong Pagar is right smack in the middle of the F&B and night life action in the area. Our hotel is conveniently located just 5-10 minutes' walk away from Tanjong Pagar and Outram MRT stations, which is pretty much city center and connected to many tourists' attractions.

HOSPITALITY BUSINESS

ST SIGNATURE JALAN BESAR

ST Signature Jalan Besar (SG Clean) is nestled amidst the vibrant culture, traditional aesthetics and the myriad of artistic activities in Little India. It is located right next to Jalan Besar MRT station and a 10-15 minutes' walk from Rochor and Little India MRT stations. You can find the landmark of Sri Veeramakaliamman Temple embellished with colourful statues of Hindu deities in Little India, with graffiti art across a few streets.

Jalan Besar is a cozy, cultural-rich, convenient and hip area with quirky cafes serving specialty coffee and inventive modern cuisine. City Square Mall, Sim Lim Square and Mustafa center are a stone's throw away. Major hospitals like Raffles Hospital, KK Women's and Children's hospital are less than 10 minutes' drive.

The property features a variety of room types allowing singles, couples, family and friends to choose from. It boasts a communal kitchen called Cook Lab with daily free premium 100% Arabica coffee, a conducive co-working space on level 3, outdoor hangout spaces on level 2, a meeting and laundry area at level 1. Being a co-living hotel, there is a perfect blend of private and communal social spaces. There are also plenty of dining options within walking distance around the hotel. Complimentary Wi-Fi is available throughout your stay with workstation in your private cabin.

ST SIGNATURE BUGIS BEACH

ST Signature Bugis Beach (SG Clean) is located in Singapore's city center and is less than 10 minutes' walk away from Bugis, City Hall and Esplanade MRT Stations. You can find Marina Bay Sands, Kampong Glam, Bugis Village, National Library, religious places of worship and other cultural attractions nearby. Key office buildings and major shopping malls like DUO Tower, Bugis Junction, Suntec City, Millenia Tower, are within walking distance. It is the best place to be for shopaholics, foodies and those seeking for nightlife.

The hotel boasts double and family cabins, complete with ensuite bathrooms, equipped with a communal kitchen called Cook Lab with daily free premium 100% Arabica coffee and a communal area at the Hall. Being a co-living hotel, enjoy the perfect blend of private spaces with pockets of communal and social spaces. Complimentary Wi-Fi is available throughout your stay, the ideal choice for business travellers, international tourists, and even locals for an affordable premium staycation.

ST SIGNATURE BUGIS MIDDLE

ST Signature Bugis Middle is conveniently located in Singapore's city centre, Middle Road, a short 6-minutes' walk away from Bugis and Esplanade MRT Stations. In the vicinity are several popular shopping malls such as Bugis Junction, Bugis+, Bras Basah Complex, Suntec City & Convention Centre, Raffles City and Marina Square. If you are looking for culture, art, chic and hipster hangout spots, Haji Lane, Arab Street, Kampong Glam, the museum and Esplanade area are also a stone's throw away. Food lovers can rejoice as you can find a delightful variety of F&B options around the area. From affordable and authentic local food to exquisite fusion creations, to unique flavours from around the world, your foodie list can be endless.

The building can easily be identified by the hand-painted wall mural across the entire building's façade, showcasing intricate intertwining elements of Chinese opera, traditional coffee, a phoenix and cat in vibrant colours and bold brushstrokes by artist Sean Dunston. The mural depicts the rich heritage of the area where the Hainanese immigrants first settled and built a community in Singapore, not only known for its active role in the development of F&B and hospitality industries but also for their rich culture that expresses the drama and beauty of life. The mural unveils the vivid hues and ornate designs that characterise Hainanese opera, reflecting the rich cultural and artistic traditions of this performing art. A traditional metal coffee pot and the aroma of freshly brewed Hainanese coffee wafts through the mural, representing rich flavours, experiences and warm hospitality. A majestic phoenix emerges, symbolising beauty, grace and rebirth, depicting the resilience and spirit of the community. A playful local cat adds a touch of whimsical charm, an endearing expression of joy, affection, luck and prosperity.

ST Signature Bugis Middle presents 38 newly renovated private cabins, all of which come with luxury fittings, ensuite bathroom, complimentary high speed wi-fi, 43" smart TV and international charging outlets. Co-living facilities such as our well-equipped communal kitchen – Cook Lab is where you can find the water dispenser, microwave, refrigerator, complimentary coffee and tea, and allows guests to indulge in meaningful social interactions over light cooking.

Katrina
GROUP LTD.

We will continue to explore and seize opportunities for sustainable growth.

Dear Shareholders,

On behalf of the Board of Directors (the "**Board**"), I am pleased to present our results for the financial year ended 31 December 2024 ("**FY2024**").

YEAR IN REVIEW

The year continued to present significant challenges, testing our adaptability and resilience. Ongoing industry challenges such as manpower shortages, rising costs of operations due to inflation, and low barriers to entry, continued to pose challenges to the F&B segment. To overcome these challenges, the Group plans to continue its portfolio rejuvenation and business consolidation effects.

The Hospitality industry in Singapore continued its strong recovery in FY2024, with Tourism Receipts (TR) likely to reach the upper bound of Singapore Tourism Board's 2024 forecast, setting a new record in tourism spend. International Visitor Arrivals (IVA) increased by 21% (compared to 2023) to 16.5 million, showing robust growth in visitor arrivals.[1]

At the consolidated Group level, we recorded revenue of $54.7 million in FY2024, a decrease of $4.6 million or 7.7% as compared to $59.3 million for the period ended 31 December 2023 ("**FY2023**"). After factoring the cost of sales and expenses of $47.1 million, selling and distribution costs, administrative expenses and finance costs totaling $8.5 million, partially offset by other income and other gains of $3.2 million, we recorded a net profit of $2.3 million for FY2024 vis-à-vis a net loss of $1.3 million for FY2023.

[1] https://www.stb.gov.sg/about-stb/media-publications/media-centre/singapore-achieves-historical-high-in-tourism-receipts-in-2024

Of note, the Group's independent auditors, Messrs Ernst & Young, has pointed on the existence of a material uncertainty which may cast doubt on the Group's ability to continue as a going concern. The Group is of the view that it is appropriate to prepare its financial statements on a going concern basis, given its capability to generate sufficient cash flows from its operations to pay its liabilities.

The Group's net cash flows generated from operating activities was $18.1 million while cash and cash equivalents was $1.9 million in FY2024.

The Board has been informed on the Group's performance over the financial year in review and the Group is committed in its endeavours to manage costs and preserve cash liquidity by the implementation of strategic measures.

PORTFOLIO REJUVENATION

Portfolio rejuvenation and business consolidation will continue to be the key focus of the Group F&B. The Group will be looking to channel resources to new outlets or better performing outlets and close non-performing outlets. Refreshment of our brand portfolio with brand extensions, removal of non-performing brands, as well as facelifts to some of our existing outlets will be carried out.

We will also continue to focus on improving the profitability of individual stores within our current network, as well as look for new brands to bring to the Singapore market.

The Group is strategically optimizing its resources by focusing on high-potential brands and markets. In FY2024, we streamlined operations by consolidating five outlets in Singapore and exiting Indonesia, allowing us to channel investments into promising brands such as Daily Chicken and Sanchos taqueria, the halal extension of Sanchos. Notably, we also expanded our presence in the beverage sector with the successful establishment of two Daily Beer outlets under our joint venture company, Daily Beer Singapore Pte. Ltd.

Separately, the Urban Redevelopment Authority's investigation into potential breaches of the minimum stay requirement related to short-term accommodations provided by ST Hospitality Pte. Ltd. and/or its subsidiaries is ongoing. We are fully cooperating with the authorities and will provide updates through official announcements as material developments arise.

OUTLOOK

As we embark on the new financial year, we are cautiously optimistic about the Group's growth trajectory.

In Singapore, turnover of Restaurants and Fast-Food Outlets increased by 0.2% and 1.4% respectively in December 2024 on a year-on-year basis.[2] For our F&B business segment, we anticipate that the F&B business segment will continue to face challenges over the next 12 months as inflationary pressures persist, affecting consumer spending sentiment as well as putting pressure on our profit margins due to the rise in operating costs. Nevertheless, we will continue our efforts to rejuvenate our current brands to cater to the ever-changing consumer needs, seek new franchise opportunities and manage cost.

For 2025, international visitor arrivals are expected to hit between 17 million and 18.5 million, bringing in approximately $29.0 billion to $30.5 billion in tourism receipts.[3] This augurs well for the Group's hotels and service apartments. For our Hospitality segment, we believe that the bullish forecast from the Singapore Tourism Board, coupled with the strong occupancy rate across both ST Signature and ST Residences, will drive revenue growth. In tandem with the rising tourism, we are strategically planning to expand our hospitality offerings and will capitalise on opportunities as they arise.

As an established F&B and Hospitality group led by a dedicated key management team with extensive experience, we are committed to evaluate and expand our business prudently. Concurrently, we will capitalise on our positive working relationship with stakeholders, explore new opportunities as well as cultivating new connections to enhance service offering and customer experience.

ACKNOWLEDGEMENT

At this juncture, I would like to take the opportunity to extend my sincere gratitude to our Directors for their guidance, and management and staffs for their dedication and hard work. Additionally, I will also like to welcome Mr Ong Kim Huat as Independent Director.

To our valued business partners and customers, we express our gratitude for your support and trust in us.

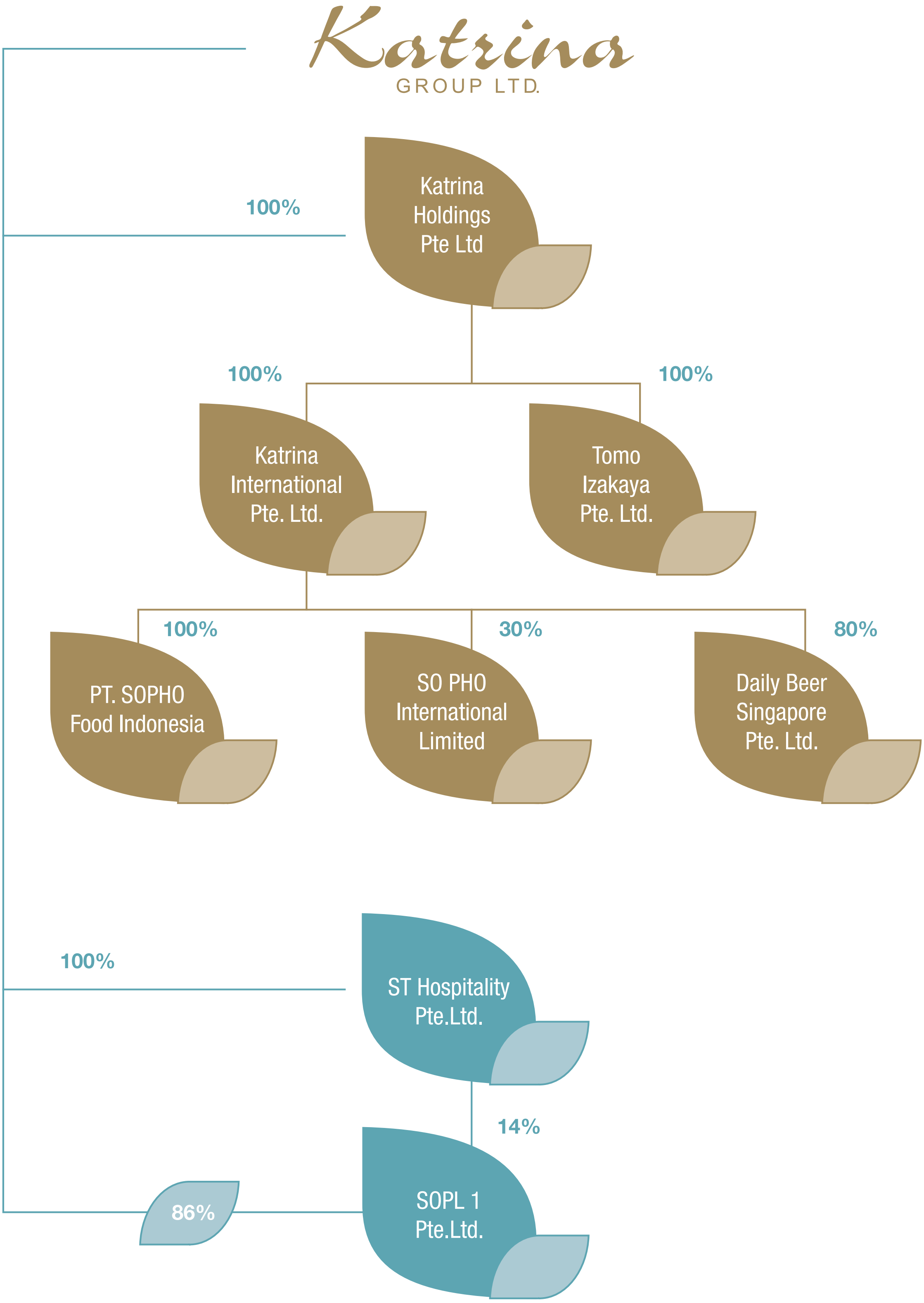
Lastly, I would like to extend my heartfelt appreciation to our shareholders for their trust and continued support. We remain steadfast in our commitment towards seeking strategic growth to deliver long-term value.

ALAN GOH KENG CHIAN
EXECUTIVE CHAIRMAN AND CEO

[2] https://www.singstat.gov.sg/-/media/files/news/mrsdec2024.ashx

[3] https://www.channelnewsasia.com/singapore/stb-tourism-record-receipts-singapore-2024-visitor-arrivals-increased-4915331

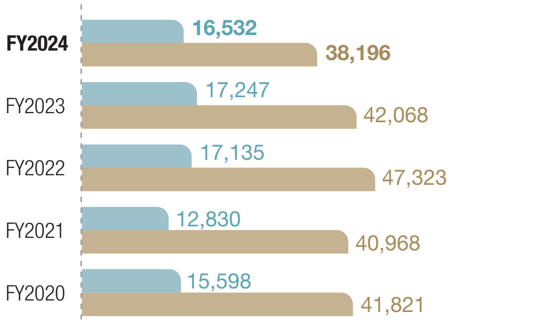
GROUP STRUCTURE



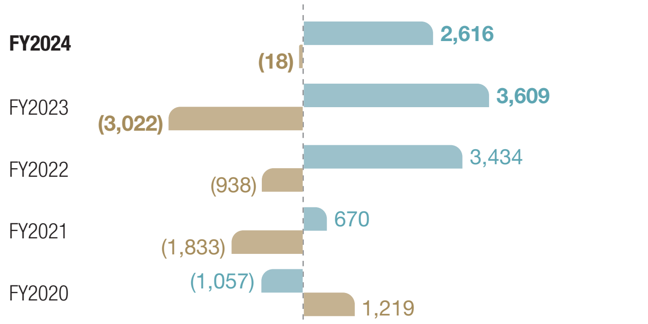
Income Statement (S$'000)	FY2024		FY2023		FY2022		FY2021		FY2020	
	F&B	Hospitality	F&B	Hospitality	F&B	Hospitality	F&B	Hospitality	F&B	Hospitality
Revenue	**38,196**	**16,532**	42,068	17,247	47,323	17,135	40,968	12,830	41,821	15,598
EBITDA[1]	**10,411**	**9,688**	8,191	9,383	11,420	10,402	9,968	11,871	14,379	3,172
Adjusted EBITDA[2]	**(18)**	**2,616**	(3,022)	3,609	(938)	3,434	(1,833)	670	1,219	(1,057)
Financial Position (S$'000)	**FY2024**		**FY2023**		**FY2022**		**FY2021**		**FY2020**	
	F&B	**Hospitality**	**F&B**	**Hospitality**	**F&B**	**Hospitality**	**F&B**	**Hospitality**	**F&B**	**Hospitality**
Total Assets	**19,567**	**15,633**	22,611	20,883	27,254	24,786	29,939	27,506	44,048	28,236
Total Liabilities	**(24,905)**	**(14,262)**	(30,023)	(20,011)	(33,878)	(23,466)	(38,510)	(27,810)	(47,530)	(33,408)
Cash and Cash Balances	**1,330**	**548**	2,060	971	3,647	1,843	5,573	1,627	8,958	1,680
Basic earnings per ordinary shares (cents)	**(0.21)**	**1.19**	(1.79)	1.21	(0.13)	1.62	(1.94)	1.85	(2.29)	(4.77)
Diluted earnings per ordinary shares (cents)	**(0.15)**	**0.88**	(1.42)	0.96	(0.13)	1.62	(1.94)	1.85	(2.29)	(4.77)

[1] EBITDA: Earnings before Interest, Tax, Depreciation and Amortisation.
[2] Adjusted EBITDA: EBITDA less lease payments and add back impairment losses.

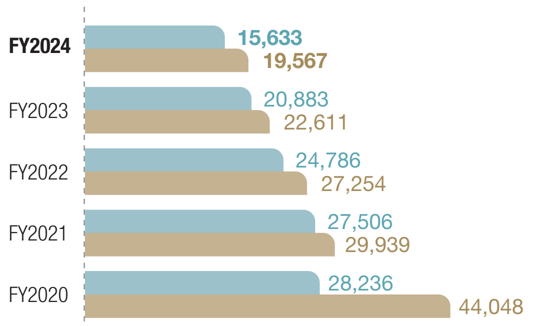
REVENUE ($'000)



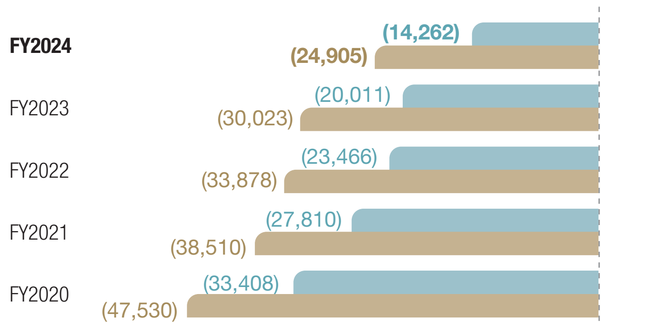
ADJUSTED EBITDA[2] ($'000)



TOTAL ASSETS ($'000)



TOTAL LIABILITIES ($'000)



F&B HOSPITALITY

FINANCIAL REVIEW

REVIEW OF FINANCIAL PERFORMANCE

For management reporting purposes, the Group is organised into business segments based on its services, and has two reportable operating segments as follows:

i. Food and Beverage ("**F&B**") business ("**Group F&B**") – specialises in multi-cuisine concepts and restaurant operations.

The Group has 22 restaurants (31 December 2023: 26) in Singapore and 0 restaurant (31 December 2023: 1) in Indonesia under 8 different F&B brands (31 December 2023: 6).

ii. Hospitality business ("**Group Hospitality**") – offers fully furnished corporate serviced apartments under the brand of ST Residences and affordable luxurious co-living hotel under ST Signature.

The Group had approximately 18 units of service apartments (31 December 2023: 32), 1 block of service apartments (31 December 2023: 1) and 5 co-living hotels (31 December 2023: 5).

The Group's revenue for the period ended 31 December 2024 ("**FY2024**") was $54.7 million, a decrease of $4.6 million or 7.7% as compared to $59.3 million for the period ended 31 December 2023 ("**FY2023**").

Revenue for the Group F&B decreased by $3.9 million or 9.2% from $42.1 million in FY2023 to $38.2 million in FY2024. The decrease was attributed to the decrease in the number of outlets, as well as increased competition, during the period under review.

Revenue for Group Hospitality decreased by $0.7 million or 4.1% from $17.2 million in FY2023 to $16.5 million in FY2024. The decrease was due to the weaker average room rates and occupancy due to increased competition as well as the reduction in the number of serviced apartments.

Cost of sales mainly comprised food and beverages cost, payroll cost, depreciation of property, plant and equipment, depreciation of right of-use assets, rental expense of premises and utilities expenses for both restaurants' outlets and residential apartments/co-living premises and other restaurant support costs.

The Group's cost of sales decreased by $4.4 million or 8.6% from $51.5 million in FY2023 to $47.1 million in FY2024.

Cost of sales for Group F&B decreased by $4.3 million or 11.0% from $39.7 million in FY2023 to $35.4 million in FY2024. This was largely attributable to the decrease in:

(a) food costs of $0.9 million, which was in line with the decrease in revenue;

(b) leases on short-term rental of $0.1 million;

(c) online platform commission of $0.4 million, which was in line with the decrease in online revenue;

(d) payroll expenses of $1.3 million, which was in line with the decreased headcount resulting from the decrease in number of outlets;

(e) utilities of $0.3 million due to reduced number of outlets; and

(f) depreciation of fixed assets and right-of-use assets of $0.4 million and $0.9 million respectively

Cost of sales for Group Hospitality decreased minimally by $58,000 or 0.5% from $11.8 million in FY2023 to $11.7 million in FY2024. The decrease was largely due to the decrease in:

(a) short-term rental expenses of $0.3 million;

(b) impairment loss on property, plant and equipment of $0.1 million; and

(c) decrease in credit card terminal charges of $0.1 million;

offset by increase in:

(d) payroll cost of $0.1 million;

(e) depreciation for right of use assets of $0.1 million; and

(f) agent commission of $0.2 million.

The Group recorded a gross profit of $7.6 million for FY2024 (FY2023: $7.8 million). For FY2024, Group F&B and Group Hospitality reported a gross profit of $2.8 million and $4.8 million respectively.

Other income mainly relates to the government grants, which included Progressive Wage Credit Scheme ("**WCS**") and Senior Employment Credit, as well as cash grants.

Other income increased by $0.4 million or 29.1% from $1.2 million in FY2023 to $1.6 million in FY2024.

The increase was largely attributable to an increase in government grants of $0.5 million, offset by the decrease in sponsorship received of $0.1 million. Government grants had increased due to the increase in WCS of $0.2 million, as well as grants from relevant government agencies of $0.2 million.

The selling and distribution costs amounted to $0.8 million for both FY2024 and FY2023, increasing slightly by $12,000 or 1.5% from FY2023.

Administrative expenses decreased by $0.7 million or 12.5% from $6.1 million in FY2023 to $5.4 million in FY2024.

The decrease of $0.7 million for FY2024 was largely due to the decrease in payroll cost of $0.4 million and professional fee of $0.3 million. Professional fee decreased due to the reduction in accruals made for the legal fees to be incurred for the URA Investigation as there are no material developments on the matter which require the engagement of solicitors.

Finance costs decreased by $0.5 million or 16.4% from $2.8 million in FY2023 to $2.3 million in FY2024.

The decrease in finance costs was largely attributable to the decrease in interest on finance lease liabilities of $0.3 million due to the reduction in number of outlets and decrease in interest on loans and borrowings, which was in line with the repayment of loans and borrowings.

The Group recorded other gains of $1.6 million in FY2024 vis-à-vis other expenses of $1.1 million in FY2023. Other gains mainly relate to the gain on disposal of investment property of $1.3 million, write back of impairment loss on property, plant and equipment of $0.5 million and fair value gain through profit or loss arising from the recognition of a put option in Daily Beer Singapore Pte. Ltd. of $0.5 million, offset by the increase in impairment loss on right-of-use assets of $0.6 million. The put option can be exercised at any time till 31 October 2026.

The share of loss from investment in a joint venture of $10,000 for FY2024 relates to share of loss from Daily Beer Singapore Pte. Ltd..

As a result of the aforementioned, the Group reported a net profit after tax of $2.3 million in FY2024 vis-à-vis a net loss after tax of $1.3 million in FY2023.

REVIEW OF FINANCIAL POSITION

The Group's non-current assets decreased by $6.7 million from $36.8 million as at 31 December 2023 to $30.1 million as at 31 December 2024.

This was mainly due to the decrease in right-of-use assets of $6.0 million. Right-of-use assets had decreased due to the depreciation of $13.8 million, impairment charge of $0.6 million, offset by additions of $0.4 million and lease modification of $8.0 million.

Investment property decreased by approximately $0.7 million due to the disposal of investment property during the year.

Property, plant and equipment decreased by $0.3 million due to the depreciation charge of $1.6 million, offset by the additions of $0.8 million and impairment loss of $0.5 million.

Refundable deposits (non-current) decreased by $0.5 million.

The decreases above were offset by an increase of $0.4 million pertaining to investment in Daily Beer Singapore Pte. Ltd., as well as an increase of $0.5 million in derivative instrument arising from the recognition of a put option in Daily Beer Singapore Pte. Ltd..

The Group's current assets decreased by $1.6 million from $6.7 million as at 31 December 2023 to $5.1 million as at 31 December 2024.

This was mainly due to (a) a decrease in cash and bank balances of $1.2 million; (b) a decrease in prepayments of $0.3 million; (c) a decrease of refundable deposits (current) of $0.2 million; and (d) a decrease in amount due from a joint venture of $0.1 million. The decrease was offset by an increase in other receivables of $0.2 million.

Overall, refundable deposits (current and non-current) have decreased by $0.7 million which is in line with the decrease in number of outlets and service apartments, as well as the reduced number of months of refundable deposits required by the landlords upon renewals.

Other receivables have increased by $0.2 million due to the increase in security deposits receivable from landlords following the termination of the lease agreements.

The Group's current liabilities decreased by $5.4 million from $29.5 million as at 31 December 2023 to $24.1 million as at 31 December 2024.

This was mainly due to a:

– decrease in lease liabilities (current) of $2.2 million;

– decrease in loans and borrowings (current) of $1.6 million;

– decrease in other liabilities of $0.6 million;

– decrease in trade and other payables of $0.7 million;

– decrease in provision of $0.2 million for restoration costs.

Trade and other payables had decreased mainly due to (a) decrease in salary and CPF payables of $0.3 million, (b) decrease in other creditors of $0.3 million.

Payroll related accruals and payables had reduced in line with the reduction in staff as a result of outlets closure.

The decrease in other liabilities was mainly due to the decrease in accrued operating expenses which was in line with the decrease in number of outlets.

The Group's non-current liabilities decreased by $5.6 million from $20.6 million as at 31 December 2023 to $15.0 million as at 31 December 2024.

This was mainly due to (a) the decrease in loans and borrowings (non-current) of $0.7 million; and (b) the decrease in lease liabilities (non-current) of $4.8 million.

Overall, loans and borrowings (current and non-current) had decreased by $2.3 million due to the repayment of loans and borrowings.

Overall, total lease liabilities (current and non-current) had decreased by $7.0 million, largely due to the lease payments made of $17.7 million, offset by the addition of new lease liabilities of $0.4 million, accretion of interest of $2.3 million and lease modification of $8.0 million during the period under review.

The Group's shareholders' equity increased by $2.6 million from negative $6.5 million as at 31 December 2023 to negative $3.9 million as at 31 December 2024. The increase resulted from the net profit generated during the period offset by the increase in share capital of $0.3 million due to the issuance of shares pursuant to the exercise of warrants.

As at 31 December 2024, the Group was in a negative working capital position of $19.0 million (31 December 2023: $22.8 million). The management has prepared cash flow forecasts which was derived from the financial budget to assess whether the Group can meet its debt obligations as and when they fall due.

The Board of Directors of the Company (the "**Board**") noted that the controlling shareholder has provided a letter of undertaking to provide the financial support to the Group, as and when required, for 15 months from 9 April 2025 to enable the Group to meet its liabilities as and when the Group is unable to meet such liabilities. Also, the Group would continue to implement various strategic measures to contain cost and preserve cash liquidity.

REVIEW OF CASH FLOWS

The Group's net cash generated from operating activities in FY2024 was $18.1 million. This was mainly due to operating cash flows before changes in working capital of $18.4 million and working capital outflow of $0.3 million.

Net cash received from investing activities amounted to $0.6 million, mainly arising from proceeds from disposal of investment property of $2.0 million, offset by the purchase of plant and equipment of $0.7 million, investment in joint venture of $0.4 million and cash paid for restoration cost of $0.3 million.

Net cash used in financing activities of $18.9 million was mainly due to the principal payment of lease payments of $17.7 million, repayment of loan and borrowings and interest of $2.4 million, offset by the reduction in cash restricted in use (earmarked for repayment of bank loans) of $1.0 million and proceeds from issuance of shares of $0.3 million.

The cash and cash equivalents for the period decreased by $0.2 million compared to 31 December 2023.

MR ALAN GOH KENG CHIAN
Executive Chairman and CEO

Date of Appointment
31 March 2016
Date of Last Re-Appointment
28 April 2023
Length of Service
8 years
Board committees served
–
Present Directorships in Other Listed Companies and Principal Commitments
–
Skills & Experience
- Co-founded the Group
- More than 25 years of F&B experience
- Master of Business Administration (General Business Administration) from University of Hull

MS MADALINE CATHERINE TAN KIM WAH
Executive Director

Date of Appointment
31 March 2016
Date of Last Re-Appointment
29 April 2024
Length of Service
8 years
Board committees served
–
Present Directorships in Other Listed Companies and Principal Commitments
–
Skills & Experience
- Co-founded the Group
- More than 25 years of F&B experience

MR LAM KWONG FAI
Lead Independent Director

Date of Appointment
4 May 2022
Date of Last Re-Appointment
28 April 2023
Length of Service
2 years
Board committees served
- Audit Committee (Chairman)
- Nominating Committee (Member)
- Remuneration Committee (Member)

Present Directorships in Other Listed Companies and Principal Commitments
- Soon Lian Holdings Limited
- China Kunda Technology Holdings Limited
- SDAI Limited
- VCPlus Limited
- A-Smart Holdings Ltd.
- Aimpact Capital Pte. Ltd.

Skills & Experience
- Bachelor of Accountancy from Nanyang Technological University

BOARD OF DIRECTORS

MR ONG KIM HUAT
Independent Director

Date of Appointment
1 June 2024
Date of Last Re-Appointment
–
Length of Service
7 months
Board committees served
- Remuneration Committee (Chairman)
- Audit Committee (Member)
- Nominating Committee (Member)

Present Directorships in Other Listed Companies and Principal Commitments
- Hiap Seng Industries Limited
- Ellipsiz Ltd
- New Toyo International Holdings Ltd
- Reddot Media Inc. Pte. Ltd.

Skills & Experience
- Bachelor of Science Degree in Business Administration with double major in Marketing and Management from University of Oregon, USA

MR WONG QUEE QUEE, JEFFREY
Independent Director

Date of Appointment
1 June 2023
Date of Last Re-Appointment
29 April 2024
Length of Service
2 years
Board committees served
- Nominating Committee (Chairman)
- Audit Committee (Member)
- Remuneration Committee (Member)

Present Directorships in Other Listed Companies and Principal Commitments
- GKE Corporation Limited
- GSS Energy Limited
- Procurri Corporation Limited
- Solitaire LLP
- Hwa Chong Alumni Association
- Singapore Judo Federation
- MCST 3682
- DHC Capital Pte. Ltd.
- Truth Assets Management (S) Pte. Ltd.
- Truth Wealth Management VCC

Skills & Experience
- Bachelor of Laws (Honours) from the National University of Singapore
- Diploma in Regulatory Compliance from International Compliance Association
- Advocate and Solicitor of the Supreme Court of Singapore
- Solicitor of the Supreme Court of England and Wales

MS KRYSTAL GOH SHU YAN
Alternate Director

Date of Appointment
1 November 2023
Date of Last Re-Appointment
–
Length of Service
1 year
Board committees served
–
Present Directorships in Other Listed Companies and Principal Commitments
–
Skills & Experience
- Bachelor of Laws (Honours) from the University of Manchester

ALAN GOH KENG CHIAN
Founder, Executive Chairman and CEO

See biography in Board of Directors.

MADALINE CATHERINE TAN KIM WAH
Co-founder and Executive Director

See biography in Board of Directors.

NEO LAY FEN
Chief Financial Officer

Ms Neo Lay Fen joined the Group in June 2021 and is responsible for providing strategic recommendations and financial leadership to the Group. Ms Neo has more than 20 years of experience in audit, accounting and finance. Prior to joining our Group, she has worked with other public listed companies. Ms Neo holds a Bachelor of Accountancy (Hons) from Nanyang Technological University and has been a member of the Institute of Singapore Chartered Accountants since 2007.

Andreas Lorenz
Chief Operating Officer

Mr Andreas Lorenz joined the Group as the General Manager of ST Hospitality Pte. Ltd. in February 2022 and was promoted to the Chief Operating Officer of ST Hospitality Pte. Ltd. and its subsidiaries in July 2022. He is responsible for overseeing the operations, sales and marketing and business development of ST Hospitality Pte. Ltd. and its subsidiaries. He has more than 20 years of experience in the F&B and hospitality industries locally as well as overseas.

CORPORATE INFORMATION

BOARD OF DIRECTORS
ALAN GOH KENG CHIAN
(Executive Chairman and CEO)

MADALINE CATHERINE TAN KIM WAH
(Executive Director)

LAM KWONG FAI
(Lead Independent Director)

WONG QUEE QUEE, JEFFREY
(Independent Director)

ONG KIM HUAT
(Independent Director)

KRYSTAL GOH SHU YAN
(Alternate Director)

AUDIT COMMITTEE
LAM KWONG FAI (Chairman)
WONG QUEE QUEE, JEFFREY
ONG KIM HUAT

NOMINATING COMMITTEE
WONG QUEE QUEE, JEFFREY (Chairman)
LAM KWONG FAI
ONG KIM HUAT

REMUNERATION COMMITTEE
ONG KIM HUAT (Chairman)
LAM KWONG FAI
WONG QUEE QUEE, JEFFREY

COMPANY SECRETARIES
NEO LAY FEN
NOR HAFIZA ALWI

REGISTERED OFFICE
175A Bencoolen Street,
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Singapore 189650
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Fax: (65) 6292 4238
Email: info@katrinagroup.com
Website: www.katrinagroup.com

COMPANY REGISTRATION NO.
201608344N

SHARE REGISTRAR
In.Corp Corporate Services Pte. Ltd.
36 Robinson Road
#20-01
City House
Singapore 068877

CONTINUING SPONSOR
Hong Leong Finance Limited
16 Raffles Quay
#01-05
Hong Leong Building
Singapore 048581

EXTERNAL AUDITOR
Ernst & Young LLP
One Raffles Quay North Tower,
Level 18
Singapore 048583
Partner-in-charge: Hah Yanying
(A practising member of the Institute of Singapore Chartered Accountants)
Date of appointment: Effective from financial year ended 31 December 2020
Number of years in-charge: 5 years

BANKERS
DBS Bank Ltd
United Overseas Bank Limited

1. BOARD STATEMENT

We reaffirm our commitment to sustainability with the publication of this sustainability report ("**Report**"). For this Report, we provide insights into the way we do business, highlighting our material sustainability factors under the sustainability pillars of economic, environmental, social and governance (collectively as "**Sustainability Factors**"), so as to provide readers with an accurate and meaningful overview on how sustainability issues are managed. The Board of Directors ("**Board**") of Katrina Group Ltd. ("**Katrina**" or the "**Company**") and its subsidiaries (collectively known as the "**Group**" or "**We**") having considered the Group's sustainability issues as part of its strategic formulation and business strategies, determined the material Sustainability Factors and overseen the management and monitoring of the material Sustainability Factors.

Amidst today's rapid business environment, the Board is committed to support the management in upholding good governance and sustainability practices to achieve long-term success and value for our stakeholders.

This Report communicates our support towards the United Nations' Sustainable Development Goals ("**SDGs**"). As we collaborate closely with our stakeholders throughout the value chain, their inputs serve as the compass directing our sustainability initiatives towards prioritising our material Sustainability Factors. Below shows the interaction between our sustainability framework, material Sustainability Factors, stakeholders and the SDGs:

2. SUSTAINABILITY PERFORMANCE AT A GLANCE

This Report covers the sustainability performance of our food and beverage business ("**F&B**") and hospitality business ("**Hospitality**"). A summary of our material sustainability performance by financial year ("**FY**") is as follows:

Sustainability Pillar	Segment	Sustainability Metric	Sustainability Performance	
			FY2024	FY2023
Economic	F&B	Negative customer review rate[1]	Less than 1%	Less than 1%
	Hospitality	Percentage of brands with positive feedback ratings in excess of 80%[2]	100%	100%
	Group	Economic value generated[3] ($ million)	55.3	60.1
		Operating costs[4] ($ million)	19.7	22.1
		Employee benefits expenses ($ million)	18.2	19.8
		Payments to providers of capital[5] ($ million)	0.1	0.2
		Income taxes paid ($ million)	0.001	0.003
Environmental	F&B	Water consumption intensity (CuM/revenue $'000)	1.55	1.59
	Hospitality	Water consumption intensity (CuM/occupied room)	0.31	0.27
	F&B	Total Greenhouse Gas ("**GHG**") emissions (tonnes CO_2e)	1,776	2,068
	Hospitality		456	380
	F&B	Direct GHG emissions intensity – Scope 1[6] (tonnes CO_2e/revenue $'000)	0.022	0.023
		Indirect GHG emissions intensity – Scope 2[7] (tonnes CO_2e/square foot)	0.024	0.021
	Hospitality	Aggregated Scope 1 and 2 GHG emissions intensity (tonnes CO_2e/occupied room)	0.005	0.004
Social	Group	Number of work-related fatalities	–	–
		Number of high consequence work-related injuries[8]	–	–
		Number of recordable work-related injuries	6	5
		Number of recordable work-related ill health cases	–	–
		Average training hours per employee	68	147
		Number of non-compliance incidents with manpower rules and regulations[9]	–	–
	F&B	Number of outlets receiving demerit points from the Singapore Food Agency ("**SFA**")	–	4
	Group	Number of reported incidents of unlawful discrimination against employees[10]	–	–
		Number of substantiated complaints concerning breaches of customer privacy and violation of relevant regulations	–	–
Governance	Group	Number of reported corruption incidents[11]	–	–

1 Negative customer review rate for our F&B segment is calculated by dividing the total number of negative customer reviews by the total number of sales transactions. Customer reviews are received via various touchpoints such as email, social media and online delivery platforms.
2 Positive feedback ratings are compiled based on guest reviews from various accommodation booking platforms.
3 Economic value generated comprises revenue and other income net of government grants.
4 Operating costs comprise cost of sales, selling and distribution costs, administrative expenses, net of depreciation of property, plant and equipment, right-of-use assets and investment property, and employee-related costs.
5 Payments to providers of capital comprise interest payments made to providers of loans and dividend payments made to shareholders (if any).
6 The GHG emissions from liquefied petroleum gas ("**LPG**"), diesel and petrol consumption reported by a reporting entity (Scope 1) are calculated based on the 2006 IPCC Guidelines for National Greenhouse Gas Inventories.
7 The GHG emissions from the consumption of electricity purchased by a reporting entity (Scope 2) are calculated based on the emissions factors published by the Energy Market Authority.
8 A high consequence work-related injury refers to an injury from which the worker cannot recover or cannot recover fully to pre-injury health status within a period of 6 months.
9 A non-compliance refers to a manpower related incident whereby the relevant authority has completed an investigation which resulted in a penalty to a company ("**Non-Compliance Manpower Incident**").
10 An unlawful discrimination refers to an incident whereby the relevant authority has commenced investigation and resulted in a penalty to a company.
11 A corruption incident is defined as one that involves fraud or dishonesty involving an amount not less than $100,000 and is punishable by imprisonment for a term of not less than two (2) years, which is being or has been committed against a company by officers or employees of the company.

3. OUR BUSINESS

3.1 VALUE CHAIN

The value chain of our operating business segments is as follows:

F&B

SUPPLIERS
We procure food and cooking ingredients and beverages from suppliers.

OPERATIONS
We prepare food and beverage items at our outlets.

CUSTOMERS
We sell to:
- Customers dining in our outlets; and
- Delivery and takeout customers.

Hospitality

SUPPLIERS AND SERVICE PROVIDERS
We procure from:
- Suppliers for items such as housekeeping and cleaning supplies, operating equipment, kitchen equipment, televisions and gym equipment; and
- Service providers for maintenance works.

OPERATIONS
We operate and manage affordable and diverse accommodation solutions.

CUSTOMERS
We serve guests at our co-living hotels and serviced apartments.

3.2 PEOPLE

As at 31 December 2024, we have a total workforce of 370 employees, based in Singapore (FY2023: 475 employees based in Singapore and Indonesia). The decrease in the total workforce is primarily due to a reduction in the number of F&B outlets we operated. The breakdown is as follows:

Type	FY2024	FY2023
Full-time	266	337
Part-time[12]	104	138
Overall	370	475

4. REPORTING SCOPE

This sustainability report covered the consolidated entities as disclosed in our audited financial statements, for the financial year from 1 January 2024 to 31 December 2024 ("**FY2024**" or "**Reporting Period**").

5. REPORTING FRAMEWORK

This Report is prepared in accordance with Rules 711A and 711B of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Company has prepared the Report with reference to Global Reporting Initiative ("**GRI**") Standards. We use the GRI framework as it is an internationally recognised sustainability reporting standard that covers a comprehensive range of sustainability disclosures. The GRI content index can be found in the appendix.

As part of our continual efforts to align our sustainability reporting with relevant market standards, we mapped our sustainability efforts to the 2030 Agenda for Sustainable Development which is adopted by all United Nations Member States in 2015 ("**UN Sustainability Agenda**"). The UN Sustainability Agenda provides a shared blueprint for peace and prosperity for people and the planet, now and into the future. At its heart are the 17 SDGs, which form an urgent call for action by all countries – developed and developing – in a global partnership.

Our climate-related disclosures are produced based on the 11 recommendations of TCFD. Following the publication of the ISSB Standards – IFRS S1 and IFRS S2, we conducted a gap analysis against our existing TCFD reporting and are in the process of aligning our climate-related disclosures to the ISSB Standards. We will be guided by the phased approach recommended by the SGX Exchange Regulation ("**SGX RegCo**") in aligning our reporting of climate-related disclosures in accordance with ISSB Standards.

Internal reviews on the sustainability reporting process are incorporated as part of our internal audit review cycle and we will work towards external assurance for our future sustainability reports.

6. FEEDBACK

We welcome feedback from our stakeholders with regards to our sustainability efforts as this enables us to improve our policies, systems and results. You may contact us at our office phone number at (65) 6292 4748 or email us at info@katrinagroup.com for feedback relating to our sustainability matters.

[12] Figures for part-time employees include only permanent part-time employees. It excludes casual (hourly-rated) employees as they constituted approximately 2.6% of the Group's headcount, which is deemed immaterial.

7. STAKEHOLDER ENGAGEMENT

An important starting point in our sustainability journey is to identify our stakeholders and material Sustainability Factors relevant to our business. These include entities or individuals that have an interest that is affected or could be affected by our activities.

Through a stakeholder mapping exercise performed by the senior management, we have identified our key stakeholder groups which we prioritise our engagements with. These key stakeholders include communities, customers, employees, government and regulators ("**Regulators**"), investors and shareholders ("**Shareholders**") and suppliers and service providers ("**Suppliers**").

The concerns of key stakeholders are considered when formulating corporate strategies. We adopt both formal and informal channels of communication to understand the needs of our key stakeholders and incorporate them in our corporate strategies to achieve mutually beneficial relationships.

The table below sets out how we engage our key stakeholders:

S/N	Stakeholder	Engagement Platform	Frequency of Engagement	Key Concerns Raised
1	Communities	• Donations • Social events	When needed	• Corporate social responsibility • Building community support
2	Customers	• Advertisements • Customer feedback and surveys • Emails • Hotline • Marketing or product launch events • Social media campaigns	Regularly	Quality of service
3	Employees	Comprehensive trainings	Monthly	• Health and safety • Wage and hiring • Training and development • Incentive and benefit
		Induction and orientation programmes	Regularly	
		Staff appraisals	Annually	
		Open dialogues among teams	Ad-hoc	
4	Regulators	• Face-to-face meetings • Industry workshops • Participation in discussions	When needed	• Corporate governance • Food safety and hygiene • Occupational health and safety
		Regular reports	Annually or when needed	
5	Shareholders	Annual report	Annually	• Sustainable business performance • Market valuation • Dividend payments • Corporate governance
		Annual general meeting	Annually	
		Investor meetings	Annually or when needed	
		Result announcements	Quarterly	
		Corporate announcements/press releases	When needed	
6	Suppliers	• Email communications • Face-to-face meetings • Phone calls	Regularly	Demand volatility
		Review and feedback sessions	Annually	

8. POLICY, PRACTICE AND PERFORMANCE REPORTING

In line with our commitment to sustainability, a sustainability reporting policy covering our sustainability strategies, sustainability governance structure, materiality assessment and processes in identifying and monitoring material Sustainability Factors is established and serves as a point of reference in our sustainability reporting. Under this sustainability reporting policy, we will continue to monitor, review and update our material Sustainability Factors from time to time, taking into account the feedback that we receive from our engagement with our stakeholders, organisational and external developments.

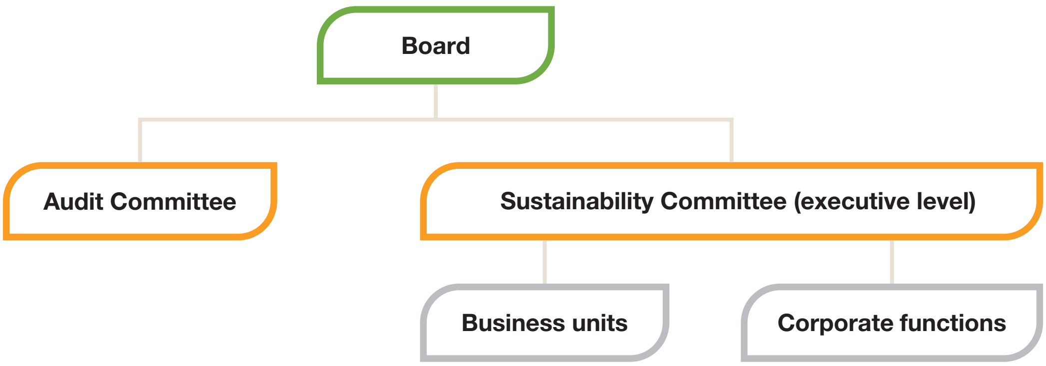
8.1 SUSTAINABILITY GOVERNANCE STRUCTURE

The Board is ultimately responsible for the oversight of the Group's sustainability matters and is primarily supported by an executive level sustainability committee ("**Sustainability Committee**") led by the Executive Chairman cum Chief Executive Officer and Chief Financial Officer. As part of our continual efforts to enhance and upgrade the knowledge of our Directors on sustainability reporting and to meet the requirement of SGX-ST under Catalist Rule 720(6), we confirm that 6 Directors or 100% of our Directors have attended at least one of the approved sustainability training courses.

The Sustainability Committee is further supported by selected managers from key business units and corporate functions. Besides the Sustainability Committee, the Board is also supported by the Audit Committee on specific sustainability matters under their respective terms of reference. As we are still refining our sustainability related metric measuring, tracking and target setting mechanism, we will link the key executives' remuneration to sustainability performance when the mechanism is more mature and stable.

Our sustainability governance structure and the responsibilities of component parties are detailed as follows:

<u>Sustainability governance structure</u>



Terms of reference of component parties

Component Party	Members	Terms of Reference
Board	Board members	• Determine material sustainability factors of the Group • Review and approve sustainability strategies, policies and targets (including materiality assessment process and outcome) • Monitor implementation of sustainability strategies, policies and performance against targets • Oversee the identification and evaluation of climate-related risks and opportunities • Ensure that sustainability and climate-related risks and opportunities are covered under the Group's enterprise risk management ("**ERM**") framework • Review and approve sustainability reports
Audit Committee	Audit Committee members	• Review the adequacy and effectiveness of the Group's internal controls and risk management systems • Oversee the conduct of assurance activities pertaining to the Group's sustainability reporting processes
Sustainability Committee	• Executive Chairman cum Chief Executive Officer • Chief Financial Officer • Financial Controller • Group Finance Manager • Human Resources Director • Chief Technology Officer, • Operations Director (F&B) • Marketing Manager (F&B) • Chief Operating Officer (Hospitality) • Marketing Services Manager (Hospitality)	• Develop sustainability strategies and policies • Ensure that the implementation of sustainability strategies is aligned across business segments • Evaluate overall sustainability risks and opportunities, with a focus on climate-related risks and opportunities • Perform materiality assessment • Monitor sustainability activities and performance against targets • Align the Group's practices with the organisation-wide sustainability agenda and strategies • Consolidate sustainability metrics to track sustainability impact on a group basis and for reporting purposes • Prepare sustainability reports
Business units/ Corporate functions	Employees from business units or corporate functions designated to support the work of the Sustainability Committee	• Align practices at the operational level with the Group's agenda and sustainability strategies • Collect and compile sustainability metrics to track sustainability impact and for reporting purposes

8.2 SUSTAINABILITY REPORTING PROCESSES

Under our sustainability reporting policy, the sustainability reporting process begins with an understanding of the Group's context. This is followed by the ongoing identification and assessment of the Group's impacts. The most significant impacts are prioritised for reporting, and the result of this process is a list of material Sustainability Factors disclosed in this Report.

Processes involved are shown in the chart below:

CONTEXT

Understand the Group's context by considering its activities, business relationships, stakeholders, and sustainability context of all the entities it controls or has an interest in, including minority interests.

IDENTIFICATION

Identify actual and potential impacts on the economy, environment, people and their human rights.

RATING

Assess the pervasiveness of Sustainability Factors across the Group and cluster similar Sustainability Factors.

PRIORITISATION

Prioritise the impacts based on their significance to determine the material Sustainability Factors for reporting.

VALIDATE

Sustainability Factors will be internally validated by the Board and Sustainability Committee.

REVIEW

In each reporting period, review the material Sustainability Factors from the previous reporting period to account for changes in impacts which can result from feedback received from engagement with stakeholders, organisational and external developments.

8.3 MATERIALITY ASSESSMENT

We constantly refine our management approach to adapt to the changing business landscape. An annual materiality assessment is performed by the Sustainability Committee to ensure that material sustainability factors disclosed in our sustainability reports remain current, material, and relevant. From the assessment, we identify key areas that impact our ability to create value for our stakeholders.

Impacts, positive and negative, actual and potential, are assessed based on: (i) the likelihood of the occurrence of actual and potential negative and positive impacts and (ii) their significance on the economy, environment, people and their human rights and contribution to sustainable development.

8.4 PERFORMANCE TRACKING AND REPORTING

We track the progress of our material Sustainability Factors by identifying the relevant sustainability metrics, measuring and monitoring them. In addition, we set performance targets that are aligned with our strategy to ensure that we remain focused in our path to sustainability. We consistently enhance our performance-monitoring processes and improve our data capturing systems. A sustainability report is published annually in accordance with our sustainability reporting policy.

9. MATERIAL FACTORS ASSESSMENT

In FY2024, a materiality assessment was performed by the Sustainability Committee to update the material Sustainability Factors and this was followed by a stakeholder engagement exercise[13] to understand the concerns and expectations of our key stakeholders. In this Report, we have also reported our progress in managing these factors and set related targets to improve our sustainability performance.

We incorporated the SDGs from the 2030 Agenda for Sustainable Development, adopted by all United Nations Member States in 2015, as a supporting framework to shape and guide our sustainability strategy where appropriate. Below are the results showing how our material Sustainability Factors relate to these SDGs, along with a list of material Sustainability Factors applicable to the Group:

S/N	Material Sustainability Factor	SDG	Key Stakeholder	Our Effort
Economic				
1	Total customer satisfaction	8 DECENT WORK AND ECONOMIC GROWTH	Customers	Build a loyal customer base for long-term sustainability by maximising the customer experience
2	Sustainable business performance	8 DECENT WORK AND ECONOMIC GROWTH	• Employees • Regulators • Shareholders • Suppliers	Contribute to economic growth by creating long-term value for stakeholders
Environmental				
3	Water conservation	6 CLEAN WATER AND SANITATION	• Communities • Shareholders	Implement measures to reduce water wastage, which in turn help us to work towards achieving sustainable management and efficient use of natural resources
4	Energy conservation and GHG emissions reduction	13 CLIMATE ACTION	• Communities • Shareholders	Implement measures to reduce energy consumption, improve efficiency, lower GHG emissions and reduce costs
5	Responsible waste management	12 RESPONSIBLE CONSUMPTION AND PRODUCTION	• Communities • Shareholders	Implement proper waste management processes to minimise the potential environmental impact of our operations

[13] The Company engaged both its internal and external stakeholders of customers, employees and suppliers for the materiality assessment performed.

S/N	Material Sustainability Factor	SDG	Key Stakeholder	Our Effort
Social				
6	Occupational health and safety	3 GOOD HEALTH AND WELL-BEING	Employees	Adopt safe work procedures and conduct relevant training for employees
7	Labour practices and talent management	4 QUALITY EDUCATION	Employees	Provide training opportunities to help employees expand their skills along with various benefits to support their well-being
8	Customer health and safety	3 GOOD HEALTH AND WELL-BEING	• Customers • Suppliers	Provide customers with safe products and services to ensure long-term business sustainability
9	Diversity and equal opportunity	10 REDUCED INEQUALITIES	Employees	Treat all employees with respect and dignity and treat them fairly
10	Commitment to data privacy and cybersecurity	16 PEACE, JUSTICE AND STRONG INSTITUTIONS	• Customers • Employees • Regulators	Manage personal data proactively and implement cybersecurity measures
11	Ongoing community engagement	11 SUSTAINABLE CITIES AND COMMUNITIES	Communities	Initiate various campaigns to promote social inclusion and sustainable communities
Governance				
12	Corporate governance and code of ethics	16 PEACE, JUSTICE AND STRONG INSTITUTIONS	• Regulators • Shareholders	Implement internal controls and risk management to uphold business ethical practices

We will update the material Sustainability Factors on an annual basis to reflect changes in business operations, environment, stakeholders' feedback and sustainability trends.

The details of each material Sustainability Factor are presented as follows:

9.1 TOTAL CUSTOMER SATISFACTION

Commitment

We are committed to retain and build a loyal customer base for our long-term sustainability by maximising customer's experience through the following:

F&B

Approach

Offer a wide selection of delicious cuisine

As at 31 December 2024, we operated a total of 22 outlets in Singapore (FY2023: 26 outlets in Singapore and 1 outlet in Indonesia). As an operator of restaurants and café chains under different brands and concepts, we constantly strive to meet consumer trends and offer our customers a wide range of cuisines. We own and operate eight (8) different F&B brands with each brand serving authentic cuisines of different ethnicity. Our mid-range dining brands serve Japanese, Korean and Mexican cuisines, while our casual dining brands serve Indonesian, Thai, Hong Kong, Vietnamese, and Korean cuisines. Each brand is accompanied with customised and specially curated décor in our outlets to provide patrons with a comfortable ambience and unique experience.

In FY2023, we set up a joint venture with DailyBeer Co., Ltd. to launch the leading South Korean "Daily Beer" Korean fried chicken and craft beer chain's first international outlet in Singapore. To uphold the high food quality and taste of the menu items, we implemented strict quality control measures throughout the food preparation process, from sourcing of key ingredients which are imported directly from Korea to delivery of the final products. Known for its mouthwatering Korean fried chicken, Daily Chicken and Daily Beer bring an exclusive Korean street food menu with a variety of options perfect for the whole family to enjoy. For office professionals looking to unwind, they can relish the Singapore-exclusive K-Ginseng Lager, brewed with whole Korean ginseng and designed to revitalise and uplift.

Proactively gather customer feedback for improvements and develop strategies

We strongly encourage our customers to provide their feedback via various touchpoints such as email, social media and online delivery platforms. Customer feedback is analysed to gather valuable insights into current and future customer requirements. Insights gathered are then discussed during management meetings to drive product and service improvements, enhance operational level and provide inputs for strategies.

Render good customer service

Our staff training and development programmes include customer service courses and soft skill trainings which are designed to prioritise customer experience. For details on staff training and development programmes, refer to Section 9.7.

Bring convenience for our customers with efficient ordering

In light of increasing customer demand for more efficient and convenient ordering process, we have a digital ordering website which allows our customers to choose the desired dining brand, cuisine and opt for delivery or pickup order. Our partnerships with online delivery platforms such as GrabFood, Foodpanda and Deliveroo also allow more customers to access our food offerings.

To enhance the efficiency and convenience of the ordering process and relieve the workload of employees, a QR code ordering system is implemented at our outlets in Singapore to allow our customers to order after browsing our digital menu.

Performance

During the Reporting Period, we successfully maintained a negative customer review rate of less than 1% (FY2023: less than 1%).

Hospitality

Approach

Provide excellent hospitality experience with a wide selection of booking options

We believe that our guests prefer a wide selection of booking options on the level of comfort and the length of stay. To meet their needs, we provide the following service offerings under our hospitality brands:

- ST Residences brand that offers fully furnished serviced apartments targeted at business travellers that require accommodation with contract flexibility; and

- ST Signature brand that offers co-living hotels for targeted travellers who are looking for short stay periods and flexible hours stay.

Highly accessible locations

Our guests are mostly travellers that seek accommodation at convenient locations. To cater to their needs, we offer the following:

- ST Residences, which operates a portfolio of furnished serviced apartments island-wide in prime and highly accessible locations; and

- ST Signature, which operates co-living hotels and is conveniently located in the heart of the city with added comfort of living in a home.

Continuous innovation to hospitality services

Information technology is widely adopted in our co-living business to deliver service offerings to our guests in a more convenient and cost-effective manner as follows:

- Our self-check-in experience is completely automated via the ST Signature Chat-In™ app. With the app, our guests can retrieve their booking, upload identification, complete payment, and obtain a personal identification number to gain access to their room upon successful check-in;

- Smart locks are paired and linked to the app. Guests are granted unique passwords to access their rooms upon check-in in the event that they are unable to use the app; and

- Hotel guests have access to a virtual chat feature that allows them to interact with our hosts in the event they require assistance.

Proactively gather customer feedback for improvements and develop strategies

We pay close attention to guest feedback collected from various booking sites. Our operations team ensures that guest feedback is reviewed regularly and discussed during management meetings to help us in improving our customer experience.

Performance

During the Reporting Period, all our brands have positive feedback ratings in excess of 80% (FY2023: all of our brands had positive feedback ratings in excess of 80%). In addition, we were awarded with the Agoda's 2024 Customer Review Award, Booking.com's Traveller Review Awards 2024 and Tripadvisor Travelers' Choice Awards 2024.

9.2 SUSTAINABLE BUSINESS PERFORMANCE

Commitment

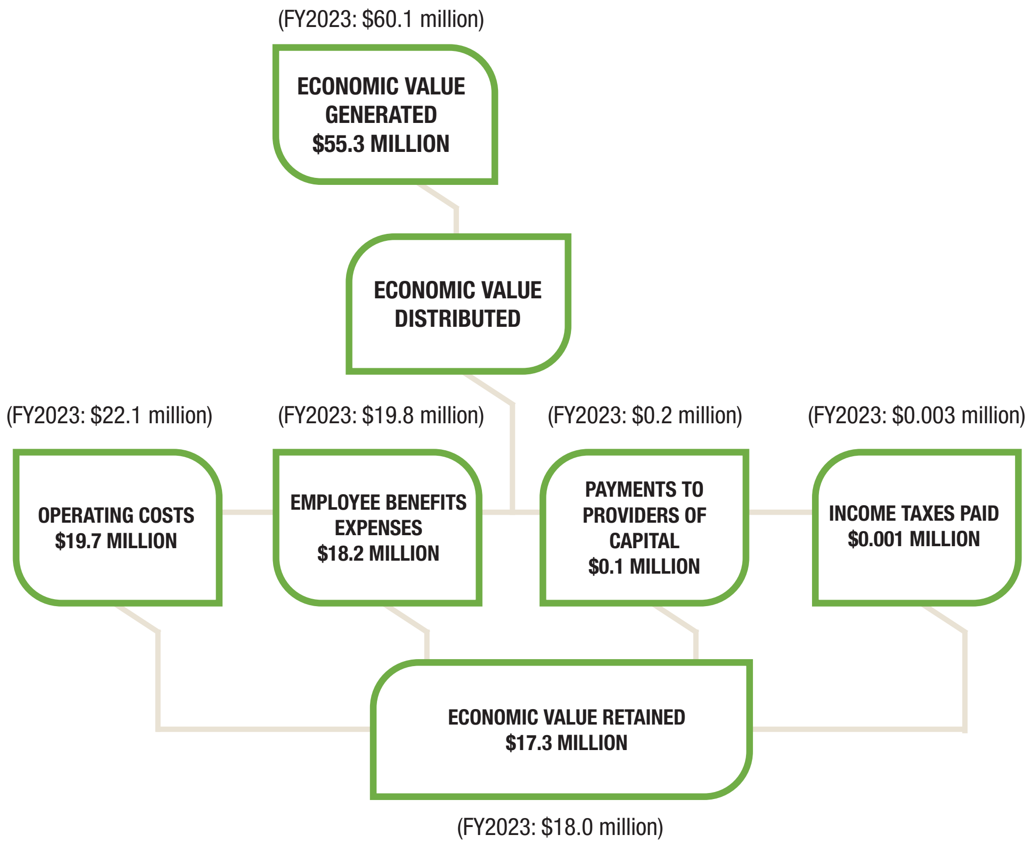
We are committed to provide value to various stakeholders through relevant and meaningful ways.

Approach

We strive to generate and distribute economic value via our business strategy, which includes staying abreast with market trends, maintaining a healthy balance sheet and strong cash flow, mitigating relevant business risks identified.

Performance

In line with this commitment, economic value in FY2024 is distributed as follows to enable a more sustainable future:



Refer to the audited financial statements in this Annual Report for the Group's financial performance and financial risk management disclosure on our efforts and progress in maintaining financial sustainability.

9.3 WATER CONSERVATION

Commitment

In water-scarce Singapore, water management is vital. In line with our core value to be environmentally responsible, we are committed to responsible usage of water resources through enhancing our water consumption efficiency.

F&B

Approach

We source our water supply[14] mainly from municipal water suppliers.

We rely on water resources to run our operations primarily in the following areas:

- Use in the preparation of our products such as soup base;
- Dishwashing; and
- Kitchen and dining area cleaning.

Our water conservation initiatives include performing regular tracking and review on water consumption and periodic inspections to check faucets and pipes for leakages.

Performance

Key statistics on water consumption during the Reporting Period are as follows:

Resource	Water Consumption (CuM)		Water Consumption Intensity (CuM/revenue $'000)	
	FY2024	FY2023	FY2024	FY2023
Water	59,316	66,892	1.55	1.59

The reduction in water consumption and water consumption intensity is mainly due to a reduction in the number of outlets we operated in FY2024. Typically for the food and beverage business, water is required for fixed operational needs such as cleaning and food preparation, which resulted in a decrease in revenue that was less than the decrease in water consumption.

[14] Disclosure on water drawn from water stress areas is not made as it is not applicable, given that the Group does not contribute significantly to the ability of Singapore, in which it operates in, to meet the human and ecological demand for water. Areas with water stress are identified based on the World Resources Institute Aqueduct Water Risk Atlas.

Hospitality

Approach

Water, sourced mainly from the Public Utilities Board[14], is mainly consumed in guest rooms, for serviced apartments' facilities and housekeeping of hospitality properties.

We keep a card in all the guest rooms to educate guests about water conservation tips for their rooms ("**Eco-Cards**"). With the use of Eco-Cards, guests are notified that bed linens are changed every three days during the tenure of their stay or upon each check-out.

In addition, water savings taps are installed, and we closely monitor the monthly water usage. We check for leakages promptly should there be a sudden spike in water consumption.

Performance

Key statistics on water consumption during the Reporting Period are as follows:

Resource	Water Consumption (CuM)		Water Consumption Intensity (CuM/occupied room)	
	FY2024	FY2023	FY2024	FY2023
Water	29,225	27,112	0.31	0.27

Water consumption and water consumption intensity increased in FY2024 as ST Signature Bugis Middle commenced operations in late October 2023 and was in the process of stabilising its operations during the Reporting Period.

9.4 ENERGY CONSERVATION AND GHG EMISSIONS REDUCTION

Commitment

We acknowledge that our energy consumption and the resultant GHG emissions contribute to climate change. Accordingly, we are committed to reduce our carbon footprint whilst open to capitalise on opportunities that may arise as we transit to become a low-carbon organisation.

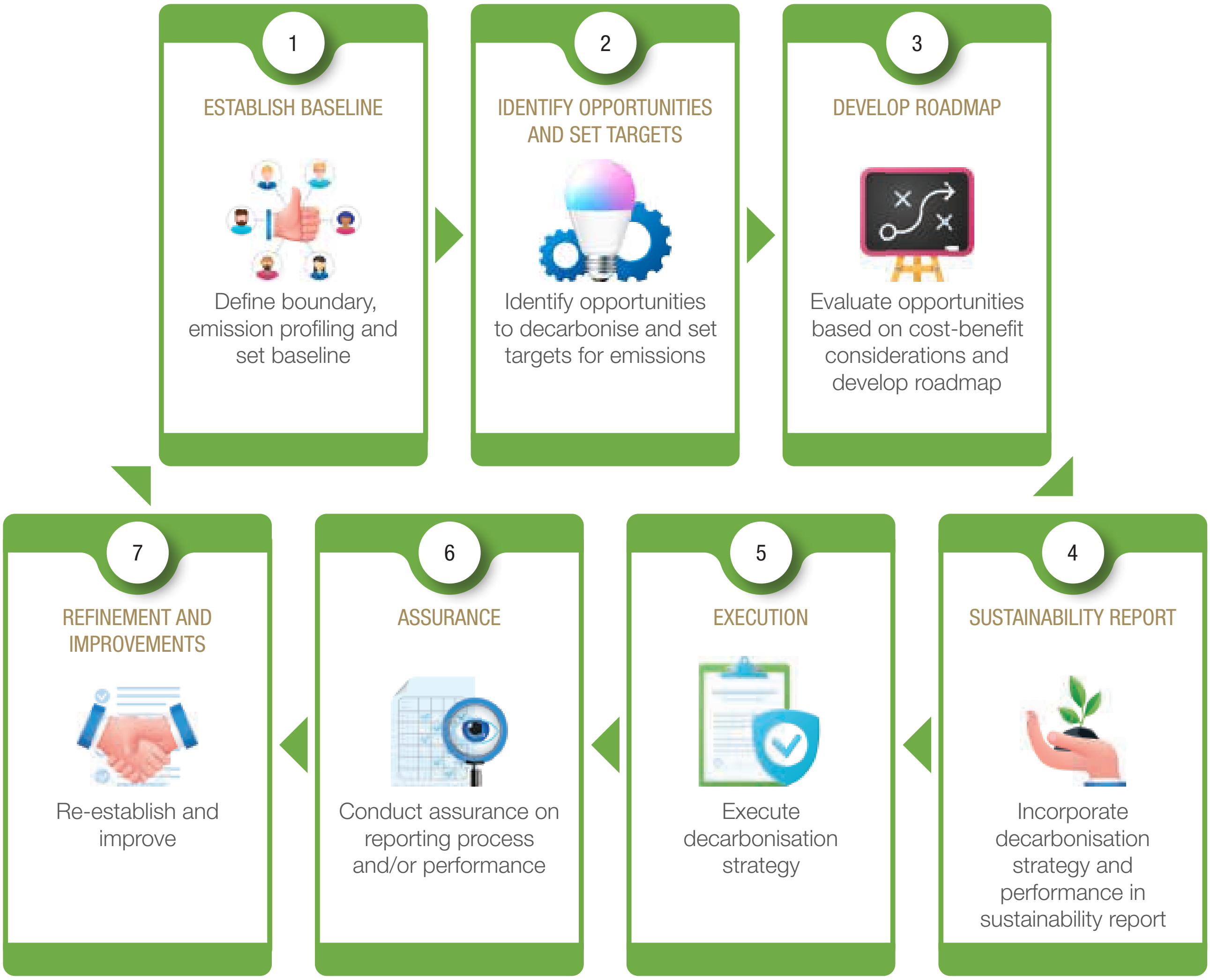
Approach

We aim to reduce our environmental footprints and at the same time, establish operational resilience to deliver long-term and sustainable value to our stakeholders of communities, shareholders, employees, customers and suppliers. We adopt a balanced approach in effectively managing and minimising the impacts arising from our business operations.

Decarbonisation approach

To conserve energy and manage our GHG emissions, we have set up a 7-step continuous circular process as follows:

DECARBONISATION APPROACH

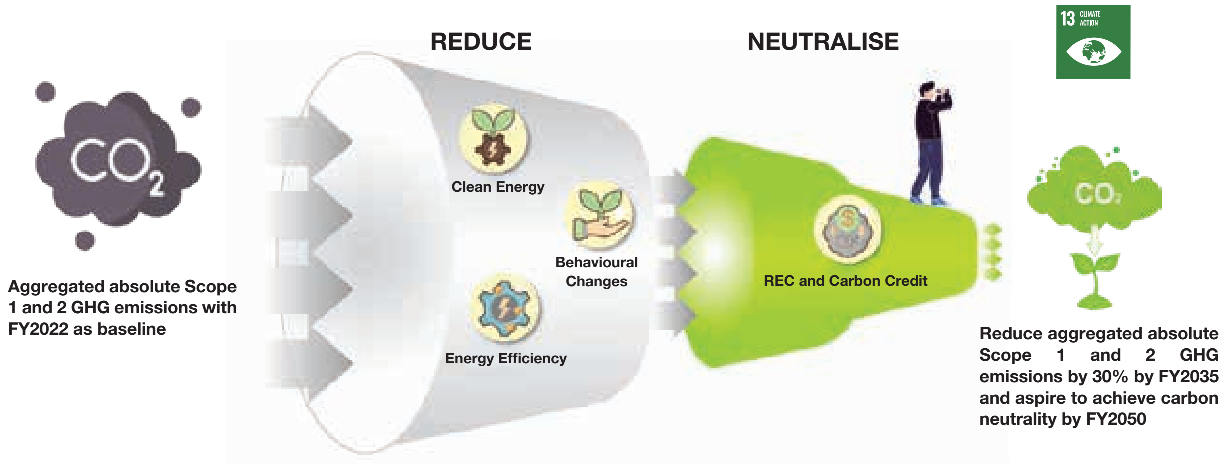


On a yearly basis, we update our GHG emissions profile for our Scope 1, 2 and 3 GHG emissions based on defined organisational boundaries. We will also conduct a GHG emissions profiling exercise whenever there are significant changes in our business models and work processes. We track and monitor our Scope 1, 2 and certain categories of Scope 3 GHG emissions closely and are developing mechanism to track our other categories of our scope 3 GHG emissions, where relevant and practicable. We developed a climate change transition plan and will refine and improve the plan as we progressively implement it, by considering changes in business operations, environment and market trends. Progress updates and performance will be provided in our future sustainability reports with assurance on the reporting process covered by an internal review.

We measure our GHG emissions in alignment with the GHG Protocol: A Corporate Accounting and Reporting Standard (2004). We adopted the operational control approach as a basis to determine GHG emissions data consolidation boundaries across our entities. This approach has been selected as it allows us to manage emissions from our operations where we have practical control to introduce relevant measures and implement operating policies. We have assessed that we have operational control over all reporting entities covered in this Report.

Climate change transition plan

Our climate change transition plan steers us on our decarbonisation journey. Under this strategy, we commit to reduce our aggregated absolute Scope 1 and 2 GHG emissions by 30% by FY2035 and aspire to achieve carbon neutrality by FY2050, with FY2022 as our baseline. Our climate change transition plan is focused on two (2) strategic levers of reduce and neutralise as follows:



Details of our strategic levers adopted in our climate change transition plan are as follows:

Lever	Reduce	Neutralise
Description	• Reduce absolute emissions first within our operations and followed by our supply chain • Replace existing energy source with low or zero-carbon sources	Neutralise unavoidable residual emissions
Focus Area	Energy efficiency – Machinery and equipment – Lighting – Cooling – Motor vehicles • Behavioural changes • Clean energy	• Renewable energy certificates ("**REC**") • Carbon credits

F&B

Approach

To run our operations, we rely mainly on the following energy sources:

- LPG for operating cooking equipment;
- Diesel and petrol for distribution of purchased goods between outlets ("**Fuel Consumption**"); and
- Electricity for running equipment for refrigeration, lighting, office work, cooling and ventilation.

Lever	Focus Area	Action Plan
Reduce	Energy efficiency – Machinery & equipment	Our action plans on this front include:  • We engaged an energy solution provider to progressively implement an intelligent energy management technology platform ("**Platform**") that is integrated with the kitchen exhaust system of our outlets. The Platform leverages on smart energy monitors, smart sensors and artificial intelligence to monitor operating patterns of equipment tracked and gather detailed energy consumption and operations data across our outlets. By gathering operating patterns of the equipment, detailed energy consumption and operations data, the Platform helps us to manage the energy consumption of our equipment and generate energy savings. • We use wok burners which maximise the heat energy produced by combustion and minimise LPG losses that occur as a result of incomplete combustion.
	Energy efficiency – Lighting	We converted from the use of traditional lighting to LED lighting for all our outlets.
	Energy efficiency – Cooling	We replace older and less energy efficient air conditioning units with more efficient ones when they are due for replacement.
	Energy efficiency – Motor vehicles	We developed an electric vehicle plan to convert 50% of internal combustion vehicles to electric vehicles by FY2035, with a goal of achieving 100% conversion by FY2050, subject to market conditions and technological advancements.
	Behavioural changes	We constantly remind our employees on basic and socially responsible habits at their workplaces such as adopting greener work ethics, switching off appliances if not in use, enabling power saving modes and optimising operating temperatures.
	Clean energy	We are constantly exploring opportunities to source for clean and/or renewable energy where we operate in.
Neutralise	• REC • Carbon credits	We plan to use REC carbon credits to offset unavoidable residual GHG emissions by FY2050, depending on market maturity.

Performance

Key statistics on energy consumption and GHG emissions during the Reporting Period are as follows:

Sustainability Metric	Unit of Measurement	FY2024	FY2023
Energy consumption			
LPG consumption	GJ	13,252	15,446
Fuel Consumption	GJ	99	86
Purchased electricity consumption	GJ	8,129	9,370
Total energy consumption	GJ	21,480	24,902
Energy consumption intensity			
LPG consumption intensity	GJ/revenue $'000	0.347	0.367
Fuel Consumption intensity	GJ/revenue $'000	0.003	0.002
Purchased electricity consumption intensity	GJ/square foot	0.209	0.185
GHG emissions			
Direct GHG emissions (Scope 1)	tonnes CO_2e	846	982
Indirect GHG emissions (Scope 2)	tonnes CO_2e	930	1,086
Aggregated Scope 1 and 2 GHG emissions	tonnes CO_2e	1,776	2,068
GHG emissions intensity			
Direct GHG emissions intensity (Scope 1)	tonnes CO_2e/revenue $'000	0.022	0.023
Indirect GHG emissions intensity (Scope 2)	tonnes CO_2e/square foot	0.024	0.021

The reduction in LPG consumption and the resultant Scope 1 GHG emissions is mainly due to a reduction in the number of outlets. LPG consumption intensity and Scope 1 GHG emissions intensity decrease as the closure of lesser-performing and inefficient outlets resulted in more than proportional decrease in LPG consumption as compared to the decrease in revenue.

The increase in fuel consumption and fuel consumption intensity is mainly due to a decrease in revenue performance and a shift in the location of central kitchen, which resulted in further distance travelled between the central kitchen and outlets.

The reduction in electricity consumption and the resultant Scope 1 GHG emissions is mainly due to a reduction in the number of outlets. Purchased electricity consumption intensity and Scope 2 GHG emissions intensity increased given that certain outlets' appliances such as refrigerators and cooking equipment have relatively fixed energy consumption regardless of the floor area.

We expanded the coverage of Scope 3 GHG emissions[15] for our F&B business segment in Singapore and they are as follows:

Category	Coverage	Unit of Measurement	FY2024	FY2023
Category 1: Purchased goods and services	Raw materials of beef, chicken, duck, pork and seafood	tonnes CO_2e	3,873.7	4,393.2
	Water consumption	tonnes CO_2e	33.8	37.7[16]
Category 5: Waste generated in operations	Selected food waste	tonnes CO_2e	175.3	207.4
Category 6: Business travel	Air travel	tonnes CO_2e	7.0	0.3
Category 7: Employee commuting	Transportation of employees between their homes and their worksites	tonnes CO_2e	131.8	Not disclosed[17]

The decrease in emissions of selected raw materials and food waste is mainly due to the reduction in the number of outlets we operated in FY2024. The reduction in water consumption emissions is mainly due to a decrease in the number of outlets we operated in FY2024. The increase in business air travel emissions is primarily due to an increase in trips taken for business development.

Hospitality

Approach

To run our operations, we rely mainly on the following energy sources:

- Diesel for our technicians to travel around hospitality properties for the repair and maintenance of equipment and premises; and
- Electricity for lighting and cooling.

Lever	Focus Area	Action Plan
Reduce	Energy efficiency – Lighting	We converted from the use of traditional lighting to LED lighting for all our outlets.
	Energy efficiency – Cooling	As an initiative to conserve energy and reduce emissions, our Hospitality business invested in SensorFlow system ("**SensorFlow**") for our selected co-living hotels and serviced apartments. SensorFlow uses wireless sensors to gather real time data within hotel rooms, providing insights, automating decision making and optimising hotel's energy efficiency. SensorFlow also adopts internet of things and artificial intelligence technologies to optimise hotels' system performance, reduce energy wastage and automate room temperature control according to guests' behaviour. With this system, air conditioners in guest rooms are switched off when guests are not detected in the room. We are also able to regulate the temperature so that the air conditioners can function at optimal energy usage level.

[15] Scope 3 GHG emissions were calculated using emission factors published by relevant authorities and industry organisations, DEFRA emission factors and calculation tools comprising International Civil Aviation Organization Carbon Emissions Calculator.
[16] GHG emissions for FY2023 were revised due to the adoption of updated emission factors published by the relevant agency for comparability.
[17] No comparative data is disclosed due to a change in the methodology for calculating the GHG emissions.

Lever	Focus Area	Action Plan
	Energy efficiency – Motor vehicles	We developed a vehicle replacement plan to convert 50% of our internal combustion vehicles to electric vehicles by FY2035, with a goal of achieving 100% conversion by FY2050, subject to market conditions and technological advancements.
	Behavioural changes	We constantly remind our employees on basic and socially responsible habits at their workplaces such as adopting greener work ethics, switching off appliances if not in use, enabling power saving modes and optimising operating temperatures.
	Clean energy	We are constantly exploring opportunities to source for clean and/or renewable energy where we operate in.
Neutralise	• REC • Carbon credits	• The electricity supplied by the energy retailer for our operated premises at ST Signature Tanjong Pagar and ST Signature Jalan Besar is generated from renewable hydropower with zero carbon emissions through the redemption of RECs on behalf of our subsidiary, SOPL 1 Pte. Ltd., by the energy retailer. • We plan to use REC and carbon credits to offset unavoidable residual GHG emissions by FY2050, depending on market maturity.

Performance

Key statistics on energy consumption and GHG emissions during the Reporting Period are as follows:

Sustainability Metric	Unit of Measurement	FY2024	FY2023
Energy consumption			
Diesel consumption	GJ	79	104
Purchased electricity consumption	GJ	3,931	3,210
Electricity consumption attributed to renewable source (hydropower)	GJ	3,923	3,768
Total electricity consumption	GJ	7,854	6,978
Total energy consumption	GJ	7,934	7,081
Energy consumption intensity			
Diesel consumption intensity	GJ/occupied rooms	0.001	0.001
Electricity consumption intensity	GJ/occupied rooms	0.084	0.070
GHG emissions			
Direct GHG emissions (Scope 1)[18]	tonnes CO_2e	6	8[19]
Indirect GHG emissions (Scope 2)[20]	tonnes CO_2e	450	372
Aggregated Scope 1 and 2 GHG emissions	tonnes CO_2e	456	380
Aggregated Scope 1 and 2 GHG emissions intensity	tonnes CO_2e/occupied room	0.005	0.004

[18] GHG emissions from consumption of diesel controlled by the Company's Hospitality business segment (Scope 1) are calculated based on the 2006 IPCC Guidelines for National Greenhouse Gas Inventories.
[19] Figure has been restated as a correction.
[20] GHG emissions from the consumption of electricity purchased by the reporting entities under the Hospitality business segment (Scope 2) are calculated using the market-based method which accounts for the reduction in emissions from measures taken by the energy retailer such as the redemption of renewable energy certificates. Using the location-based method based on the average emissions factors published by the Energy Market Authority, our Scope 2 GHG emissions for FY2024 is 899 tonnes CO_2e (FY2023: 808 tonnes CO_2e).

Diesel consumption decreased and Scope 1 GHG emissions decreased mainly due to a reduction in the number of individual apartments we operated, thus resulting in lesser travelling by our technicians around the properties for repair and maintenance of equipment and premises.

Purchased electricity consumption and Scope 2 GHG emissions increased as ST Signature Bugis Middle commenced operations in late October 2023. Electricity consumption intensity increased primarily due to ST Signature Bugis Middle stabilising its operations and sales during the Reporting Period.

We cover the following Scope 3 GHG emissions for our Hospitality business segment:

Category	Coverage	Unit of Measurement	FY2024	FY2023
Category 1: Purchased goods and services	Sanitary paper products and bottled mineral water	tonnes CO_2e	3.7	4.0
	Water consumption	tonnes CO_2e	16.7	15.5[21]
Category 6: Business travel	Air travel	tonnes CO_2e	–	–
Category 7: Employee commuting	Transportation of employees between their homes and their worksites	tonnes CO_2e	28.9	Not disclosed[22]

The decrease in emissions from the purchase of sanitary paper products and bottled water is mainly due to lower occupancy rate in FY2024 as compared to FY2023. The increase in water consumption emissions is mainly due to the commencement of operations at ST Signature Bugis Middle in late October 2023.

9.5 RESPONSIBLE WASTE MANAGEMENT

Commitment

We recognise that environmental preservation through efficient waste management such as through reducing and recycling resources used allows us to operate in a conducive and sustainable environment. Through the implementation of proper waste management processes, we are committed to minimising wastage in both our F&B and Hospitality business segments and minimise the potential impact of our operations on the environment.

F&B

Approach

We aim to be environmentally friendly, and dispose used cooking oil via a licensed used oil collector so that it can be properly treated before being recycled.

In addition, we provide biodegradable cutlery and encourage our customers to bring their own containers for takeaways or to opt for no cutlery for takeaways and online orders.

Ingredient waste generated from our operations is deemed not material as the food products we serve are fast-moving and ingredients can be used interchangeably for different dishes whilst the dishes are cooked only when ordered. In addition, we track our purchases regularly to minimise occurrence of over ordering and to reduce wastage.

[21] GHG emissions for FY2023 were revised due to the adoption of updated emission factors published by the relevant agency for comparability.
[22] No comparative data is disclosed due to a change in the methodology for calculating the GHG emissions.

Our Bali Thai outlet is pleased to be one of the F&B outlets that participate in Singapore's first-of-its-kind food waste valorisation programme, which was rolled out by Frasers Property Singapore at Causeway Point mall. This reinforces our commitment towards a circular economy on food waste. Through this programme, an onsite food waste treatment plant developed by Green Eco Technologies and operated by Life Lab Resources, a food security solution provider, converts food waste into nutrient-rich substrates using reactive oxygen technology. The substrates were further processed via fermentation to cultivate microbial protein, which is a high-quality protein with all essential amino acids required for aquaculture feed. This programme helps to cut down food waste sent to incinerators and landfills, which reduces GHG emissions.

Performance

All oil waste generated from operations are disposed through a licensed used oil collector and amounted to 9,534kg in FY2024 (FY2023: 7,997kg). The increase in oil waste is mainly due to higher amount of cooking oil consumed for a new brand which we started. During the Reporting Period, we had zero (FY2023: zero) incidents of non-compliance with laws and regulations related to waste management.

<u>Hospitality</u>

Approach

After assessing its impact on the environment, waste management is not deemed to be a material Sustainability Factor for our hospitality business segment. Nonetheless, we constantly explore viable eco-alternatives for single-use plastic items used on our property. For example, some of our hotels have stopped providing bottled water in the hotels' guest rooms daily to reduce plastic waste. As a substitute, we provide kettles in the cook laboratories or guest rooms for our guests. We also use refillable toiletries in the hotels instead of individual bottles to reduce plastic waste and wastage of the toiletries.

9.6 OCCUPATIONAL HEALTH AND SAFETY

Commitment

We are committed to safeguard our employees' health and safety against any potential workplace hazards as it is a basic need for our workers to work in a safe environment. A safe environment also helps to increase our productivity so that we can give our best to our customers.

Approach

We aim to provide a hazard-free workplace by implementing the following job safety guidelines and procedures:

- A set of workplace safety and health procedures is in place for permanent and part-time employees;
- A methodological documentation of key occupational health and safety issues and measures is in place. The documentation is developed based on employees' safety concerns and suggestions;
- A risk assessment committee is in place and tasked to conduct regular risk assessments to identify work hazards that are likely to harm employees at their working environment and establish related preventive measures. Findings from risk assessments conducted are shared with relevant employees;
- Our employees are trained on safety consciousness and potential hazard identification at the workplace;
- New employees undergo safety training and drills to familiarise themselves with relevant safety precautions and procedures; and
- We conduct regular safety checks and enforce key relevant health and safety rules.

Performance

We encountered zero work-related fatalities, zero high consequence work-related injuries, 6 recordable work-related injuries and zero recordable work-related ill health cases in FY2024 (FY2023: zero work-related fatalities, zero high-consequence work-related injuries, 5 recordable work-related injuries and zero recordable work-related ill health cases). The recordable work-related injuries are mainly associated with cut and burn and slip and fall injuries. We have strengthened the relevant policies and procedures to reinforce workplace safety measures.

9.7 LABOUR PRACTICES AND TALENT MANAGEMENT

Commitment

We recognise our role in providing equitable, quality education for our employees. Our employees are the drivers of our business, and we believe in creating a respectful, rewarding and safe working environment for all our people.

Approach

We respect the protection of internationally proclaimed human rights of our employees, support the elimination of all forms of forced and compulsory labour, especially child labour, and do not tolerate any discrimination in respect of employment and occupation.

In addition, we care for our employees' well-being through employee benefits and activities to promote healthy living and work-life balance. Employee benefits such as work injury insurance for all employees and hospitalisation, surgical insurance for foreign employees and key management employees, reimbursements for medical consultation made by full-time and part-time employees, dental benefits for all confirmed employees. We promote staff wellness and healthy lifestyle through organising ongoing recreational and team building activities such as escape room sessions. The contribution of our valuable employees is recognised through awarding memento and organising long service ceremony at certain F&B outlets.

We also provide pro-family benefits to eligible confirmed full-time and permanent part-time employees which include maternity leave, childcare leave and paternity leave.

To equip our employees with the right capabilities, we offered a wide range of internal and external training courses which includes the following:

Business Segment	Training Course
F&B	• Soft skill trainings • Leadership and supervisory skills • Food hygiene and safety courses • Customer service courses • Halal Foundation • Standard Operating Procedures ("**SOP**") training • Work Study Diploma in Culinary Arts • F&B hospitality operations • Payroll year end workshop • Workplace safety and health • Excel and data analytics • Refresher of policies for selected employees
Hospitality	• Soft skill trainings • Leadership and supervisory skills • Customer service courses • SOP training • Work Study Diploma in Hotel and Restaurant Management • Payroll year end workshop • Refresher of policies for selected employees

We provide competitive remuneration based on merit to our employees. Our confirmed full-time employees receive regular feedback on their performance and career development.

We are committed to talent retention to accelerate our success. A periodic employee engagement survey is conducted to determine the level of employee satisfaction and gather feedback. Employees' inputs are considered for the formulation of human resource practices and programmes such as Corporate Social Responsibility or Workplace Health Promotion activities.

Performance

In line with our focus to upholding fair labour practices and employee well-being, there were no Non-Compliance Manpower Incident during the Reporting Period (FY2023: zero).

Key statistics on maternity leave and paternity leave (collectively as "**Parental Leave**") taken by confirmed full-time employees are as follows:

Disclosure	FY2024		FY2023	
	Male	Female	Male	Female
Number of employees entitled to Parental Leave	NA[23]	2	1	2
Number of employees who took Parental Leave	NA[23]	2	1	2
Number of employees who returned to work after Parental Leave ended	NA[23]	2	1	1
Return to work rate of employees who took Parental Leave	NA[23]	100%	100%	50%

[23] Not applicable as no male employee was entitled to Parental Leave in the Reporting Period.

A total of 25,309 training hours were provided for our full-time and permanent part-time employees during FY2024 (FY2023: 70,016 hours). All full-time and permanent part-time employees received an average of 53 training hours (FY2023: 147 training hours) per employee during FY2024. Key statistics on training hours are as follows:

Disclosure	FY2024	FY2023
Overall		
Total training hours	25,309	70,016
Average training hours per employee	68	147
Gender (Male)		
Total training hours	10,457	29,928
Average training hours per employee	69	161
Gender (Female)		
Total training hours	14,853	40,088
Average training hours per employee	68	139
Management		
Total training hours	1,296	2,427
Average training hours per employee	19	27
Non-management		
Total training hours	24,014	67,589
Average training hours per employee	80	176

The decrease in training hours is mainly due to the constraints faced with a leaner workforce. Given the lean workforce, we focused on maximising training efficiency, prioritising training on essential skills to meet critical business needs.

Key statistics on confirmed full-time employees who received regular performance and career development reviews are as follows:

Disclosure	FY2024	FY2023
Overall	97%	98%
Gender		
Male	97%	98%
Female	97%	97%
Employee category		
Management	90%	88%
Non-management	100%	100%

Key statistics on new hires are as follows:

Disclosure	FY2024		FY2023	
	Number of New Hires	Rate of New Hires	Number of New Hires	Rate of New Hires
Gender				
Male	38	25%	70	38%
Female	52	24%	109	38%
Age				
Below 30	34	41%	75	61%
30 to 50	37	19%	87	34%
Above 50	19	20%	17	17%
Overall new hires	90	24%	179	38%

Key statistics on turnover of full-time and permanent part-time employees are as follows:

Disclosure	FY2024		FY2023	
	Number of Turnovers	Rate of Turnover	Number of Turnovers	Rate of Turnover
Gender				
Male	75	50%	86	46%
Female	120	55%	109	38%
Age				
Below 30	58	70%	70	57%
30 to 50	95	49%	86	34%
Above 50	42	44%	39	39%
Overall turnover	195	53%	195	41%

Due to the nature of our business, we experienced high employee turnover, and we will continuously work towards lowering our turnover rate. The increase in turnover rate is mainly due to the reduction in the number of F&B outlets we operated and increased competition.

9.8 CUSTOMER HEALTH AND SAFETY

Commitment

We are committed to deliver the best to our customers by providing customers with safe products and services for long-term business sustainability. Key measures taken by us on this front are as follows:

F&B

Approach

Commitment to hygiene and food safety

Food safety and hygiene are of utmost importance to us. We work with our partners from procurement, warehouse and logistics, quality assurance, and operations to achieve this objective. To ensure consistent food quality, quality checks are performed by outlet managers and customer feedback are monitored. Our employees attend both internal and external workshops, together with extensive on-the-job-training, covering a wide range of areas on food safety and hygiene.

Proactive supplier quality management

To uphold our standard on food quality and safety, we implemented the following measures:

- A list of approved suppliers is established for outlet managers to place orders;
- Strategic suppliers are constantly evaluated through measures such as annual assessments; and
- A set of receiving inspection procedures is in place for food ingredients.

Performance

We also adopt market best practices in our operations to ensure food quality and safety. The market standards adopted by our outlets are as follows:

Standard/Certification	Standard/Certification Attained By	Focus of Relevant Standard/Certification
SFA grade “A” and “B”	All outlets	Overall hygiene, cleanliness and housekeeping standards of our premises
Halal certificate	• Bali Thai • So Pho • Streats • Sanchos taqueria	Compliance with Islamic dietary requirements

During the Reporting Period, no outlets were issued with demerit points by SFA (FY2023: four outlets).

Hospitality

Approach

Maintain effective fire safety measures in our buildings

We place our priorities in our customer health and safety measures. We ensure that the certification of fire safety, in accordance with the Fire Safety Act (Chapter 109A), Section 29(3)(b), is obtained before the opening of our properties. Fire escapes routes are established in the buildings managed by us and fire extinguishers are monitored regularly for expiry dates and their working conditions.

Performance

To date, there were zero (FY2023: zero) reported incidents of non-compliance with the Fire Safety Act.

9.9 DIVERSITY AND EQUAL OPPORTUNITY

Commitment

A diverse workforce is an asset in today's ever-changing global marketplace. We are committed to cultivate an inclusive culture that fosters highly motivated, engaged, and connected employees from diverse backgrounds.

Approach

This commitment is evident in our comprehensive employee handbook and human resources policies and procedures, which cover areas such as recruitment and selection, compensation and benefits, and promotion based on merit and competency.

In addition to promoting diversity, we are committed to create an inclusive workplace where individuals with disabilities are afforded opportunities to lead independent and meaningful lives in society. As part of this commitment, we participate in the School-To-Work Programme, providing a work attachment for a student from Metta School during the Reporting Period. Through this collaboration, we strive to integrate students with mild intellectual disabilities into the workplace settings of selected outlets. This initiative not only prepares these students for the demands of a working environment but also enhances their prospects for future employment. By actively embracing diversity and inclusion, we aim to create a workplace that reflects the richness of human experiences and talents.

To maintain a sustainable workforce with a well-balanced age group structure, we look to attract the younger generation by reaching out to vocational institutes with internship programmes, sponsorships, and providing more career advancement opportunities. We also adhere to the Tripartite Alliance for Fair and Progressive Employment Practices ("**TAFEP**") guidelines on reemployment of older employees. We signed the TAFEP Pledge of Fair Employment Practices to adopt the five principles of fair employment practices on 5 July 2018. Although the current statutory retirement age is 63, eligible employees from 64 years old to 69 years old will be offered a re-employment contract on a yearly renewable basis.

Performance

Gender (%)

We view gender diversity in the Board as an essential element in supporting sustainable development. We have a female representation of two (2) Directors (FY2023: three) in the Board or 33% (FY2023: 50%) of the Board, with one being the Executive Director, the other being an Alternate Director to the Executive Director. Key statistics on gender diversity of our employees are as follows:

Disclosure	FY2024		FY2023	
	Male	Female	Male	Female
Overall	41%	59%	39%	61%
Employee category				
Management	62%	38%	54%	46%
Non-management	36%	64%	36%	64%
Employment type				
Full-time	53%	47%	52%	48%
Part-time	11%	89%	8%	92%

Age (%)

We value mature workers for their experience, knowledge and skills. Key statistics on age diversity of our employees are as follows:

Disclosure	FY2024			FY2023		
	Below 30	30 – 50	Above 50	Below 30	30 – 50	Above 50
Overall	22%	52%	26%	26%	53%	21%
Employee category						
Management	4%	67%	29%	7%	77%	16%
Non-management	27%	48%	25%	30%	48%	22%
Employment type						
Full-time	28%	51%	21%	31%	54%	15%
Part-time	9%	53%	38%	11%	51%	38%

During the Reporting Period, there were zero (FY2023: zero) incidents of unlawful discrimination against employees.

9.10 COMMITMENT TO DATA PRIVACY AND CYBERSECURITY

Commitment

In this increasingly digital environment, which we live and work in, technological developments carry significant risks for our privacy and the exercise of human rights in general. We are committed to protect the privacy and security of data collected or generated during our operations.

Approach

Proactive management of personal data

We appointed a Data Protection Officer and set up a Data Protection Committee to oversee the Personal Data Protection Act ("**PDPA**") obligations of the Group. The requirements of our PDPA policy form part of our staff induction programme to raise staff awareness on data protection. This policy also applies to our recruitment process whereby the privacy of all applicants is safeguarded and access to personal data is restricted to authorised personnel and senior management on a need-to-know basis.

Implement cybersecurity measures to protect our data

We take measures to guard against cyber risks for both our internal and external stakeholders. Such measures include regular review of our information security policy, installation of firewalls and restricting the display of full personal digital data such as identification numbers to last four digits on service agreements as well as restricting access to systems that collect and store personal data. In our office, we take precautionary steps such as installing privacy screen on computers that handle personal data and caution employees not to leave sensitive data on desks or printer areas.

Performance

During the Reporting Period, there were no (FY2023: zero) reported substantiated complaints concerning breaches of customer privacy and violation of relevant regulations.

9.11 ONGOING COMMUNITY ENGAGEMENT

Commitment

We are committed to foster a culture of corporate social responsibility to enhance employee morale, promote team bonding, instil a sense of volunteerism among our employees and make a positive impact in the community.

Approach

We encourage our employees to participate in corporate social responsibility programmes to raise awareness and cultivate a sense of social responsibility towards the less privileged in our society.

Performance

During the Reporting Period, we are proud to have supported community events, such as the following:

<u>Home Visits to Socially Isolated Seniors</u>

A group of our dedicated employees conducted door-to-door home visits of socially isolated seniors at designated blocks assigned by Methodist Welfare Services ("**MWS**") Wesley Active Ageing Centre at Jalan Berseh, to befriend the seniors and record the health and social needs of the seniors, thereby facilitating MWS in assisting the seniors where possible. We also donated and distributed canned food, rice and fruits to the seniors during the home visits.

<u>Hawker Delight Session</u>

In addition, we donated funds to the Assisi Hospice to sponsor a session of Hawker Delight. Hawker food is something that the patients with life limiting illnesses and under palliative care in the wards look forward to as it brings back nostalgic memories of when they were in better health and able to indulge in their favourite food. We volunteered for the Hawker Delight session by pushing trolleys laden with hawker delights to deliver to the patients, while accompanied by Assisi's staff.

<u>Swing for Disability Inclusion Charity Golf</u>

Furthermore, we are proud to have supported community events, such as contributing to an annual charity golf event as a Silver Sponsor. The charity golf event was hosted by the ARTDIS (Singapore) Ltd ("**ART:DIS**") to empower persons with disabilities ("**PwDs**") in and through the arts. We look forward to continuing our efforts in supporting similar community events to address community needs and foster a spirit of unity and compassion.

9.12 CORPORATE GOVERNANCE AND CODE OF ETHICS

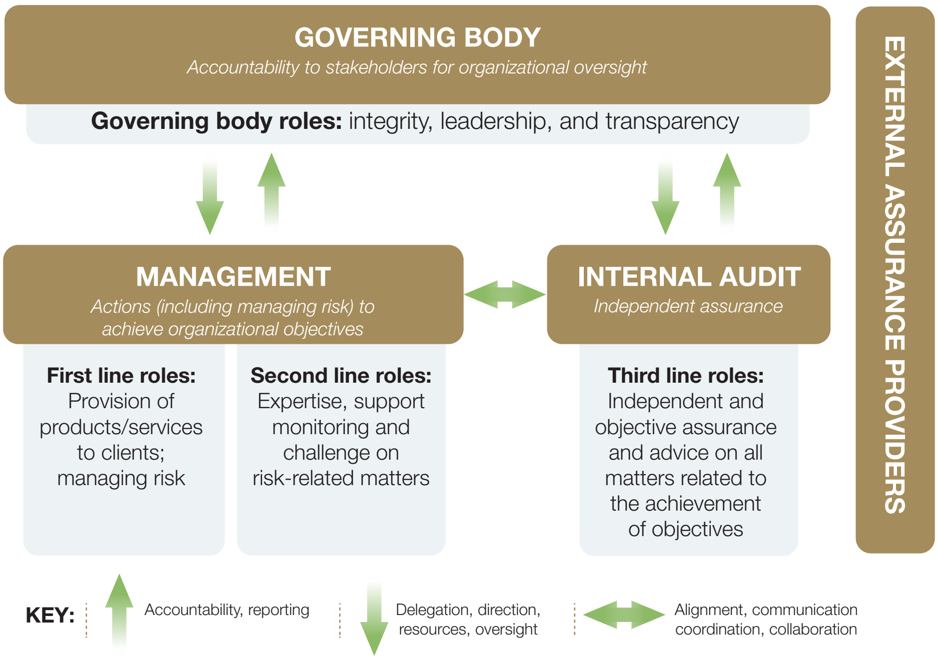
Commitment

We are committed to high standards of corporate governance, as it is integral to ensuring the sustainability of our business, safeguarding shareholders' interest and maximising long-term shareholder value.

Approach

The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard the shareholders' interests and the Group's assets, as well as manage risks. We manage risks under an overall strategy determined by the Board and supported by a Management Risk Committee. The Management Risk Committee, formed by the Board, comprises the Executive Chairman cum Chief Executive Officer and senior management of the Company. The Board and the Management Risk Committee oversee and ensure that such framework is appropriately implemented and monitored.

We aligned our corporate governance and risk management approach with the Three Lines Model issued by the Institute of Internal Auditors ("**IIA**"). The Three Lines Model serves to identify structures and processes that best assist the achievement of organisational objectives and facilitate strong governance and risk management. Under the Three Lines Model, the roles and responsibilities of governing body, management (first and second line roles), internal audit (third line roles) and the relationship among them are defined as follows:



Source: Three Lines Model of the IIA

On risk management, we have in place an enterprise risk management framework ("**ERM Framework**") to track and manage the risks in which we are exposed. Such risks include financial, operational, compliance and strategic risks. We regularly assess and review our businesses and operational environment to identify and manage emerging and strategic risks that may impact our sustainability. With a positive and proactive attitude, we believe that risks faced by our Group could be converted into opportunities and favourable results.

Our policies and commitments for enforcing anti-corruption and ethical business practices are as follows:

- A code of conduct that outlines expectations for employees and the consequences for any violations of rules or standards not being met. Additionally, clear and fair grievance procedures are detailed in the employee handbook;
- A whistleblowing policy that offers a mechanism for employees and external parties to report concerns about alleged wrongful acts. Procedures for whistleblowing are stored in cloud storage folders, accessible to employees, who can file complaints directly via email to members of the Audit Committee. Follow-up procedures regarding matters raised are also stated, and whistleblowers are assured that actions taken in good faith will not adversely affect their work or performance evaluations; and
- A fraud management policy is in place, allowing employees to report suspected fraudulent activities anonymously to their Department Head, human resources, or any member of the management staff.

You may refer to the Corporate Governance Report of this annual report for details on our corporate governance practices.

Performance

We conducted a fraud management training for 100% of outlet-in-charge and kitchen-in-charge in FY2023. We expanded the scope of anti-corruption training to cover our whistleblowing policy and code of conduct for all full-time outlet employees in FY2024.

During the Reporting Period, we had zero (FY2023: zero) reported corruption incidents. We will regularly review policies on whistleblowing and fraud management.

You may refer to the Corporate Governance Report of this Annual Report for details for on our corporate governance practices.

10. TARGETS AND PROGRESS

To measure our ongoing sustainability performance and drive continuous improvement, we have developed a set of targets related to our material sustainability factors. Our progress against these targets is reviewed and reported on an annual basis with details as follows:

LEGEND: PROGRESS TRACKING

New target   Target achieved   On track to meet target   Not on track, requires review

S/N	Sustainability Factor	Business Segment	Target[24]	Current Year's Progress Against Progressive Target Set for FY2024[25]
Economic				
1	Total customer satisfaction	F&B	Ongoing and long-term Maintain the negative customer review rate at less than 1%	Our negative customer review rate remains at less than 1% (FY2023: less than 1%).
		Hospitality	Ongoing and long-term Maintain the negative customer review rate at less than 1%	All our brands have positive feedback ratings in excess of 80% (FY2023: all our brands had positive feedback ratings in excess of 80%).

[24] Time horizons for target settings are: (i) short term: within 5 years (until FY2028); (ii) medium term: between 5 and 20 years (between FY2028 and FY2043); (iii) long term: above 20 years (FY2043 onwards); and (iv) ongoing: encompassing short, medium, and long term.
[25] You may refer to the FY2023 sustainability report for details on targets set for FY2024.

S/N	Sustainability Factor	Business Segment	Target[24]	Current Year's Progress Against Progressive Target Set for FY2024[25]
Economic				
2	Sustainable business performance	All business segments	Short-term Maintain or improve our economic value generated subject to economic conditions	Economic value generated decreases to $55.3 million (FY2023: $60.1 million), mainly attributable to a decrease in the revenue of the F&B segment as a result of a decline in number of outlets we operated and increased market competition, as well as a decrease in the revenue of the Hospitality segment due to the weaker average room rates and occupancy.
		All business segments	Ongoing and long-term Maximise returns for long-term profitability, with the aim of creating sustainable shareholder value	Portfolio rejuvenation and business consolidation will continue to be the key focus of the Group's F&B business segment. The Group will be looking to channel resources to new outlets or better performing outlets and close non-performing outlets. We will also continue to focus on improving the profitability of individual outlets we operated, as well as looking for new brands to bring to the Singapore market.
Environmental				
3	Water conservation	F&B	Ongoing and long-term Water consumption intensity does not exceed 3 CuM/revenue ($'000)	Water consumption intensity per revenue $'000 decreases to 1.55 CuM/revenue $'000 (FY2023: 1.59 CuM/ revenue $'000).
		Hospitality	Ongoing and long-term Water consumption intensity does not exceed 0.3 CuM/ occupied room	Water consumption intensity per occupied room increases to 0.31 CuM/occupied room (FY2023: 0.27 CuM/ occupied room).

S/N	Sustainability Factor	Business Segment	Target[24]	Current Year's Progress Against Progressive Target Set for FY2024[25]
Environmental				
4	Energy conservation and GHG emissions reduction	F&B	Short-term Reduce Scope 1 and 2 GHG emissions intensities	Scope 1 GHG emissions intensity decreases to 0.022 tonnes CO_2e/revenue $'000 (FY2023: 0.023 tonnes CO_2e/revenue $'000). This is mainly due to the reduction in LPG consumption attributable to the closure of lesser-performing outlets. Scope 2 GHG emissions intensity increases to 0.024 tonnes CO_2e/square foot (FY2023: 0.021 tonnes CO_2e/square foot). The increase in intensity is due to certain outlets' appliances, such as refrigerators and cooking equipment, having relatively fixed energy consumption regardless of the floor area.
			Medium-term and long-term Reduce our aggregated absolute Scope 1 and 2 GHG emissions by 30% by FY2035 and aspire to achieve carbon neutrality by FY2050, with FY2022 as our baseline	Achieved a 26% reduction of aggregated absolute Scope 1 and 2 GHG emissions with 1,776 tonnes CO_2e in FY2024, from FY2022 baseline of 2,403 tonnes CO_2e. This improvement is not considered management's efforts in meeting the target, as it arose largely from the reduction in the number of outlets.
		Hospitality	Short-term Reduce aggregated Scope 1 and 2 GHG emissions intensities	GHG emissions intensity increases slightly to 0.005 tonnes CO_2e/occupied room (FY2023: 0.004 tonnes CO_2e/occupied room) as ST Signature Bugis Middle commenced operations in late October 2023.
			Medium-term and long-term Reduce our aggregated absolute Scope 1 and 2 GHG emissions by 30% by FY2035 and aspire to achieve carbon neutrality by FY2050, with FY2022 as our baseline	Achieved a 13% reduction of aggregated absolute Scope 1 and 2 GHG emissions with 456 tonnes CO_2e in FY2024, from FY2022 baseline of 523 tonnes CO_2e.

S/N	Sustainability Factor	Business Segment	Target[24]	Current Year's Progress Against Progressive Target Set for FY2024[25]
5	Responsible waste management	F&B	Short-term Maintain or improve the proportion of oil waste generated from operations that is properly disposed	All oil waste generated from operations is handled by a licensed used oil collector (FY2023: all oil waste).
			Ongoing and long-term Maintain zero incidents of non-compliance with laws and regulations related to waste management	We have no incidents of non-compliance with laws and regulations related to waste management (FY2023: zero incident).
Social				
6	Occupational health and safety	All business segments	Ongoing and long-term • Reduce the number of recordable work-related injuries • Maintain zero work-related fatalities, zero high-consequence work-related injuries and zero recordable work-related ill health cases	• We recorded 6 recordable work-related injuries (FY2023: 5 recordable work-related injuries). The recordable work-related injuries are mainly associated with cut and burn and slip and fall injuries. We have strengthened the relevant policies and procedures to reinforce workplace safety measures. • We recorded zero work-related fatalities, zero high-consequence work-related injuries and zero recordable work-related ill health cases (FY2023: none for both fatality and injury).

S/N	Sustainability Factor	Business Segment	Target[24]	Current Year's Progress Against Progressive Target Set for FY2024[25]
7	Labour practices and talent management	All business segments	Short-term Maintain or improve average training hours per employee	All full-time and permanent part-time employees received an average of 68 training hours per employee (FY2023: 147 training hours per employee). The decrease in training hours is mainly due to the constraints faced with a leaner workforce. Given the lean workforce, we focused on maximising training efficiency, prioritising training on essential skills to meet critical business needs.
			Ongoing and long-term Maintain zero incidents of Non-Compliance Manpower Incident	We have no incidents of Non-Compliance Manpower Incident (FY2023: zero incident).
8	Customer health and safety	F&B	Ongoing and long-term Maintain zero rate of non-compliance with food safety and hygiene rules and regulations	None of our outlets received demerit points from SFA (FY2023: four outlets).
		Hospitality	Ongoing and long-term Maintain zero incidents on non-compliance with Fire Safety Act	We have no incidents of non-compliance with Fire Safety Act (FY2023: zero incident).
9	Diversity and equal Opportunity	All business segments	Ongoing and long-term Maintain zero incidents of unlawful discrimination against employees	We have no incidents of unlawful discrimination against employees (FY2023: zero incident).
Social				
10	Commitment to data privacy and cybersecurity	All business segments	Ongoing and long-term Maintain zero incidents of substantiated complaints concerning breaches of customer privacy and violation of relevant regulations	We have no incidents of substantiated complaints concerning breaches of customer privacy and violation of relevant regulations (FY2023: zero incident).
11	Ongoing community engagement	All business segments	Ongoing and long-term Participate in various community campaigns	
Governance				
12	Corporate governance and code of ethics	All business segments	Ongoing and long-term Maintain zero incidents of corruption	We have no incidents of corruption (FY2023: zero incident).

11. CLIMATE-RELATED DISCLOSURES

Our climate-related disclosures are produced based on the 11 recommendations of TCFD.

Governance

a. Describe the board's oversight of climate-related risks and opportunities.

The Board oversees the management and monitoring of the Sustainability Factors and consider climate-related issues in determining the Group's strategic direction and policies on an annual basis.

b. Describe management's role in assessing and managing climate-related risks and opportunities.

Our sustainability strategy is developed and directed by the Sustainability Committee in consultation with the Board. The Sustainability Committee includes representatives from various support units and is led by the Group's Executive Chairman cum Chief Executive Officer and Chief Financial Officer. The responsibilities of the Sustainability Committee include considering climate-related issues in the development of sustainability strategy, evaluation of sustainability risks and opportunities, as well as collection, monitoring and reporting of performance data.

Strategy

a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.

b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.

We recognise that climate change poses different types of risks to our business. The Group's assessment on potential implication of climate-related risks was undertaken based on the Network of Central Banks and Supervisors for Greening the Financial System ("**NGFS**") range of climate scenarios:

Scenario	Description
NGFS – Orderly	This scenario assumes that climate policies are introduced early and become gradually more stringent. Both physical and transition risks are relatively subdued through cohesive stringent climate policies and innovation.
NGFS – Hot house world	This scenario assumes that some climate policies are implemented in some jurisdictions, but global efforts are insufficient to halt significant global warming. Critical temperature thresholds are exceeded, leading to severe physical risks and irreversible impacts like sea-level rise. Only currently implemented policies are preserved, leading to high physical risks.

We selected NGFS' orderly and hot house world scenarios for the purpose of our qualitative climate-related scenario analysis. The impact of the climate-related risks is analysed on group-wide activities in the short term (within 5 years, until FY2028), medium term (between 5 and 20 years, between FY2028 and FY2043) and long term (above 20 years, FY2043 onwards). Based on the above-mentioned scenarios, the climate-related risks and opportunities identified by the Group during the ERM exercise includes the following:

<table>
<tr><th rowspan="2">Risk and potential impact</th><th colspan="4">Significance of financial impact[26]</th><th rowspan="2">Mitigation measure</th><th rowspan="2">Climate-related opportunity</th></tr>
<tr><th>Current effect ($)</th><th>Short term</th><th>Medium term</th><th>Long term</th></tr>
<tr><td colspan="7">Key physical risk identified</td></tr>
<tr><td colspan="7">Increased severity of extreme weather events</td></tr>
<tr><td rowspan="5">Climate changes, such as rising temperatures and extreme weather events, may disrupt the availability of food ingredients, leading to higher costs and lower product quality.

Additionally, increased heatwaves from global warming could raise cooling costs, reduce labour productivity, and increase the spread of vector-borne diseases like dengue.

We remain vigilant in monitoring the impact of climate change on our operations, mindful of the alarming estimated global cost of US$16 million per hour[27] arising from climate-related damage.</td><td colspan="4">Scenario: Orderly</td><td rowspan="5">We put in place a climate change transition plan to steer us on our decarbonisation journey.

The increased severity of extreme weather events drove us in transiting to electricity from renewable energy sources through the redemption of renewable energy certificates.

We also invested in technologies such as sensors to manage energy consumption, generate energy savings and reduce GHG emissions.

You may refer to Section 9.4 for further details.</td><td rowspan="5">In view of the potential environmental risks and the resultant emerging needs for energy efficiency and lower emissions, the Group realises the opportunity to invest in energy-efficient technologies and renewable energy use.</td></tr>
<tr><td>NA[28]</td><td></td><td></td><td></td></tr>
<tr><td colspan="4">Scenario: Hot house world</td></tr>
<tr><td>NA[28]</td><td></td><td></td><td></td></tr>
<tr><td colspan="4"></td></tr>
</table>

[26] Significance of financial impact is determined based on the risk appetite established in accordance with the Group's ERM framework.
[27] *Source: https://www.weforum.org/agenda/2023/10/climate-loss-and-damage-cost-16-million-per-hour/*
[28] We are unable to estimate the current financial effect due to uncertainties in the inputs and assumptions resulting from the lack of available data, including information about climate outcomes and their effects on the Group. We will continue to monitor credible information to support our disclosures in this area.

Risk and potential impact	Significance of financial impact: Current effect ($)	Short term	Medium term	Long term	Mitigation measure	Climate-related opportunity
Key transition risk identified						
Enhanced GHG emissions reporting obligations						
With rising concerns over the effects of climate change, key stakeholders such as the regulators and shareholders are requiring reporting of climate-related information. Failure to comply with enhanced GHG emissions reporting obligations may lead to adverse impacts on the Group's reputation and financial performance. The Group experienced increased costs due to enhanced obligations for GHG emissions reporting. These new requirements necessitate the investment of manpower resource in more comprehensive data collection, analysis, and reporting processes, greater involvement from management, and additional costs for consultancy and employee training.	**Scenario: Orderly**				To strengthen our sustainability governance structure, we put in place a Sustainability Committee for managing and monitoring our material Sustainability Factors, including working with the various business units and corporate functions to ensure that these are integrated into our day-to-day operations. In addition, we established terms of reference for component parties involved in the sustainability reporting process, for clarity and accountability purposes. With the above, we will be in a better position to meet the changes in regulations and rising expectations of stakeholders on the environment.	The enhanced emissions reporting obligations and increase in regulatory costs will raise climate awareness among our employees. With more defined job responsibilities and training, the Group will also be better positioned to use energy resources responsibly and adopt environmentally friendly practices.
	15,000 to 40,000					
	Scenario: Hot house world					
	15,000 to 40,000					

LEGEND

Minor Moderate Major

In terms of our business strategy and financial planning based on the scenarios above, we will continue to formulate adaptation, mitigation plans and explore allocating resources towards transitioning to low-carbon practices. We strive to minimise the climate risks associated with our business and will seize opportunities in an effective manner such as expanding collaboration and partnership with key stakeholders to innovate and develop low carbon goods and services for the market.

Strategy

c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.

The resilience of an organisation's strategy is dependent on its ability to adapt and thrive in the face of changing circumstances and emerging risks. The climate scenario analysis is crucial in providing insights on the potential extent of the climate-related risk exposure to our businesses as well as the potential opportunities.

Through our climate scenario analysis, we concluded that unmitigated climate risks of increased severity of extreme weather events under Hot House World scenario may result in major financial impact in the long term. Under Orderly scenario, there may be low level of financial impact in the short, medium and long term, arising from the increased severity of extreme weather events and enhanced GHG emissions reporting obligations. We will incorporate these findings and considerations into our strategy, decision-making and ERM processes moving forward.

Risk Management

a. Describe the organisation's processes for identifying and assessing climate-related risks

b. Describe the organisation's processes for managing climate-related risks.

c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.

An ERM framework is in place to guide the Group in the identification, analysis and evaluation of risks, implementation of risk treatment plans and continuous monitoring of risks.

The Group's climate related risks and opportunities are identified and assessed through an ERM exercise. Together with the related treatment plans, they are reviewed by the Audit Committee and the Board, along with the other Group's enterprise-wide risks. Climate-related sustainability metrics are set and tracked to monitor climate-related risks.

Metrics and Targets

a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.

We track, measure and report on our environmental performance, including energy, GHG emissions, water and waste management and disclose related metrics in our sustainability reports. Monitoring and reporting these metrics help us in identifying areas with key climate-related risks and enabling us to be more targeted in our efforts.

b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks.

To support the climate change agenda, we disclose our Scope 1, 2 and selected Scope 3 GHG emissions in this Report and set climate-related targets such as those related to energy, GHG emissions, water and waste management. We will continue to monitor our emissions and expand our disclosure for our Scope 3 GHG emissions wherever applicable and practicable.

Our disclosure on indirect Scope 3 emissions includes purchased goods and services (category 1), waste generated in operations (category 5), business travel (category 6) and employee commuting (category 7) in FY2024.

c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.

As a commitment towards mitigating climate change, we have set climate-related targets related to energy consumption and GHG emissions. For further details, please refer to Section 10.

Appendix 1 GRI Content Index

Statement of use	Katrina Group Ltd. has reported the information cited in the GRI content index for the period from 1 January 2024 to 31 December 2024 with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021

GRI standard	Disclosure	Location
GRI 2: General Disclosures 2021	2-1 Organisational details	Pages 23, 33-34, 134, 184-186
	2-2 Entities included in the organisation's sustainability reporting	Page 26
	2-3 Reporting period, frequency and contact point	Pages 26, 31
	2-4 Restatements of information	Page 43
	2-5 External assurance	Page 26
	2-6 Activities, value chain and other business relationships	Pages 03-11, 25, 33-34
	2-7 Employees	Pages 26, 51
	2-8 Workers who are not employees	We have approximately 13 workers who are not employees as at 31 December 2024. They include agency workers who provide cleaning, housekeeping, customer service and handle reservations. There is no significant fluctuation in the number of workers who are not employees as compared to FY2023.
	2-9 Governance structure and composition	Pages 22, 28-29, 70
	2-10 Nomination and selection of the highest governance body	Pages 76-79, 82-85
	2-11 Chair of the highest governance body	Pages 28, 80-81
	2-12 Role of the highest governance body in overseeing the management of impacts	Pages 28-29, 70
	2-13 Delegation of responsibility for managing impacts	Pages 28-29
	2-14 Role of the highest governance body in sustainability reporting	Pages 28-29, 70
	2-15 Conflicts of interest	Page 69
	2-16 Communication of critical concerns	Pages 54, 101-102
	2-17 Collective knowledge of the highest governance body	Pages 28, 71-72
	2-18 Evaluation of the performance of the highest governance body	Pages 85-86
	2-19 Remuneration policies	Pages 86-93
	2-20 Process to determine remuneration	Pages 86-93
	2-21 Annual total compensation ratio	Information is not provided due to confidentiality constraints
	2-22 Statement on sustainable development strategy	Pages 12-13, 23
	2-23 Policy commitments	Pages 45, 51-52, 54
	2-24 Embedding policy commitments	Pages 45, 51-52, 54

GRI standard	Disclosure	Location
	2-25 Processes to remediate negative impacts	Pages 54, 101-102
	2-26 Mechanisms for seeking advice and raising concerns	Pages 54, 101-102
	2-27 Compliance with laws and regulations	Pages 45, 47, 50, 52, 55
	2-28 Membership associations	None
	2-29 Approach to stakeholder engagement	Pages 27, 107-108
	2-30 Collective bargaining agreements	Our employees are not covered by collective bargaining agreement but are given the right to exercise freedom of association
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Pages 28-31
	3-2 List of material topics	Pages 31-32 A new Sustainability Factor, Ongoing Community Engagement, was added in this Report.
	3-3 Management of material topics	Pages 31-59
GRI 201: Economic Performance 2016	201-1 Direct economic value generated and distributed	Page 35
	201-3 Defined benefit plan obligations and other retirement plans	Pages 144, 154
	201-4 Financial assistance received from government	Pages 16, 152
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	Pages 54, 94
	205-2 Communication and training about anti-corruption policies and procedures	Page 55
	205-3 Confirmed incidents of corruption and actions taken	Page 55
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	Pages 41, 43
	302-3 Energy intensity	Pages 41, 43
GRI 303: Water and Effluents 2018	303-1 Interactions with water as a shared resource	Pages 36-37
	303-3 Water withdrawal	Pages 36-37
	303-5 Water consumption	Pages 36-37
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	Pages 41, 43
	305-2 Energy indirect (Scope 2) GHG emissions	Pages 41, 43
	305-3 Other indirect (Scope 3) GHG emissions	Pages 42, 44
	305-4 GHG emissions intensity	Pages 41, 43
	305-5 Reduction of GHG emissions	Pages 40, 42-43
GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	Pages 44-45
	306-2 Management of significant waste-related impacts	Pages 44-45
	306-3 Waste generated	Page 45
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	Page 49
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	Page 46
	401-3 Parental leave	Page 47

GRI standard	Disclosure	Location
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	Page 45
	403-2 Hazard identification, risk assessment, and incident investigation	Page 45
	403-3 Occupational health services	Pages 45-46
	403-4 Worker participation, consultation, and communication on occupational health and safety	Page 45
	403-5 Worker training on occupational health and safety	Page 45
	403-6 Promotion of worker health	Pages 45-46
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Page 45
	403-8 Workers covered by an occupational health and safety management system	Page 45
	403-9 Work-related injuries	Page 46
	403-10 Work-related ill health	Page 46
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	Page 48
	404-2 Programs for upgrading employee skills and transition assistance programs	Page 47
	404-3 Percentage of employees receiving regular performance and career development reviews	Page 48
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	Pages 51-52
	405-2 Ratio of basic salary and remuneration of women to men	Information is not provided due to confidentiality constraints
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	Page 52
GRI 413: Local communities 2016	413-1 Operations with local community engagement, impact assessments, and development programs	Page 53
	413-2 Operations with significant actual and potential negative impacts on local communities	Pages 36-45
GRI 416: Customer Health and Safety 2016	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	Page 50
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	Page 52

Appendix 2 Industry-Based Guidance on Implementing Climate-Related Disclosure Metrics

The sustainability disclosure metrics are based on the IFRS SDS Industry-Based Guidance for implementing climate-related disclosure ("**Industry-Based Metrics**") (Volume B26 – Restaurants) for the F&B business segment. We will include Industry-Based Metrics for the Hospitality business segment in the next report. The details are as follows:

Table 1. Sustainability Disclosure Topics & Accounting Metrics

Topic	Code	Metric	Response
Energy Management	FB-RN-130a.1	Total energy consumed	Our total energy consumed is 21,480 GJ. For further details, please refer to page 41.
		Percentage grid electricity	We consumed 100% grid electricity in FY2024.
		Percentage renewable	We do not consume renewable energy in FY2024. We are constantly exploring opportunities to source for clean and/or renewable energy where we operate in.
Water Management	FB-RN-140a.1	Total water withdrawn	59,316 CuM of water consumed are sourced mainly from municipal water suppliers. Percentage of water drawn from water stress areas is not applicable, given that we do not contribute significantly to the ability of any of the countries in which we operate in, to meet the human and ecological demand for water. For further details, please refer to page 36.
		Total water consumed, percentage of each in regions with High or Extremely High Baseline Water Stress	
Supply Chain Management & Food Sourcing	FB-RN-430a.1	Percentage of food purchased that (1) meets environmental and social sourcing standards and (2) is certified to third-party environmental and/or social standards	Approximately 50% of our key food and cooking ingredients purchased, such as cooking oil, eggs, rice, chicken, beef, seafood and vegetables meets environmental and social sourcing standards such as Roundtable on Sustainable Palm Oil ("**RSPO**"), Sustainable Rice Platform, Certified Humane awarded by Humane Farm Animal Care, Global Roundtable for Sustainable Beef, Marine Stewardship Council, Aquaculture Stewardship Council, IDH Sustainability Initiative Fruit and Vegetables.
	FB-RN-430a.3	Discussion of strategy to manage environmental and social risks within the supply chain, including animal welfare	We implemented a procurement policy and supplier code of conduct to work with our suppliers to encourage sustainable practices and fulfil our social responsibilities, including the environment, animal welfare and human rights.

Table 2. Activity Metrics

Code	Activity metric	Response
FB-RN-000.A	Number of (1) company-owned and (2) franchise restaurants	We have 19 company-owned outlets across our brands, Bali Thai, So Pho, Streats, Tomo Tokyo, Sanchos, Sanchos taqueria, and 3 franchised outlets for Daily Beer and Daily Chicken brands.
FB-RN-000.B	Number of employees at (1) company-owned and (2) franchise locations	We have 295 employees at company-owned outlets and 28 employees at the franchised outlets as at 31 December 2024.




CONTENTS

69 CORPORATE GOVERNANCE REPORT

120 DIRECTORS' STATEMENT

123 INDEPENDENT AUDITOR'S REPORT

128 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

129 STATEMENTS OF FINANCIAL POSITION

131 STATEMENTS OF CHANGES IN EQUITY

132 CONSOLIDATED STATEMENT OF CASH FLOWS

134 NOTES TO THE FINANCIAL STATEMENTS

184 STATISTICS OF SHAREHOLDINGS

186 STATISTICS OF WARRANTHOLDINGS

187 NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

The Board of Directors (the "**Board**") is committed to ensure that high standards of corporate governance are practiced throughout the Group, as a fundamental part of its responsibilities to protect and enhance shareholders' value and the financial performance of the Group.

This report ("**Report**") outlines the Group's corporate governance practices that were in place during the financial year ended 31 December 2024 ("**FY2024**") with specific reference made to the Principles of Code of Corporate Governance 2018 (as last amended on 11 January 2023) (the "**Code 2018**") and the disclosure guide developed by SGX-ST in January 2015 (the "**Guide**"). The Group strives to comply with the provisions set out in Code 2018 and the Guide and where it has deviated from the Code 2018 and/or the Guide, appropriate explanations are provided.

The Group also ensures that all applicable laws, rules and regulations, including the Companies Act 1967 (the "**Act**"), the Securities and Futures Act 2001 of Singapore (the "**Securities and Futures Act**") and the SGX-ST Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), are duly complied with.

Provision	**Code Description**	**Company's Compliance or Explanation**
General	(a) Has the Company complied with all the principles and provisions of the new Code? If not, please state the specific deviations and alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.	The Company has complied with the principles and provisions as set out in the Code 2018 and the Guide, where applicable. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code 2018 and/or the Guide.
	(b) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the provisions of the Code?	Not applicable. The Company did not adopt any alternative corporate governance practices in FY2024.
BOARD MATTERS **The Board's Conduct of Affairs** ***Principle 1: The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the Company***		
1.1	**Directors' duties and responsibilities**	All Directors objectively discharge their duties and responsibilities as fiduciaries and make decisions in the best interests of the Group at all times. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture and ensures proper accountability within the Group. The Board has clear policies and procedures for dealing with conflicts of interest. Where the Director faces a conflict of interest, he or she will recuse himself or herself from discussions and decisions involving the issues of conflict. The Board is entrusted to lead and oversee the Company, with the fundamental principle to act in the best interests of the Company. The Board oversees the management staff of the Company (the "**Management**") and affairs of the Group's business and oversees processes for evaluating the adequacy and effectiveness of the Group's internal controls and risk management systems. It focuses on strategies and policies, with particular attention paid to growth and financial performance. The Board works with the Management to achieve this, and the Management remains accountable to the Board.

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td></td><td>Directors’ duties and responsibilities (cont’d)</td><td>
Apart from its statutory and fiduciary responsibilities, the primary functions of the Board are to perform their roles and responsibilities laid out under the Code 2018 and the Board’s terms of reference.
The primary functions of the Board are as follows:
a. to provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
b. to establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders’ interests and the company’s assets;
c. to review the performance of Management;
d. to identify the key stakeholder groups and recognise that their perceptions affect the Company’s reputation;
e. to set the Company’s values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met; and
f. to consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.
As at the date of this Report, the Board comprises five (5) members and one (1) Alternate Director as follows:
<table>
<tr><th colspan="3">Table 1.1 – Composition of the Board</th></tr>
<tr><th>Name of Director</th><th>Designation</th><th>Date of Appointment</th></tr>
<tr><td>Alan Goh Keng Chian (“Alan Goh”)</td><td>Executive Chairman and Chief Executive Officer</td><td>31 March 2016</td></tr>
<tr><td>Madaline Catherine Tan Kim Wah (“Catherine Tan”)</td><td>Executive Director</td><td>31 March 2016</td></tr>
<tr><td>Lam Kwong Fai</td><td>Lead Independent Director</td><td>4 May 2022</td></tr>
<tr><td>Wong Quee Quee, Jeffrey</td><td>Independent Director</td><td>1 June 2023</td></tr>
<tr><td>Krystal Goh Shu Yan</td><td>Alternate Director to Catherine Tan</td><td>1 November 2023</td></tr>
<tr><td>Ong Kim Huat</td><td>Independent Director</td><td>1 June 2024</td></tr>
</table>
</td></tr>
</table>

Provision	Code Description	Company's Compliance or Explanation
1.2	**Induction, Training and Development**	All Directors understand the Company's business and their directorship duties, as set out in Provision 1.1 of this Report. The Company provides an orientation programme to familiarise Directors (who are new to the Group) with the Group's businesses, accounting control policies, procedures and internal control policies and procedures, including an overview of the policies and procedures in relation to the financial, operational and compliance controls; as well as the Group's history, core values, strategic direction and industry-specific knowledge so as to assimilate them into their new roles. For newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore, they will attend relevant training courses organised by the Singapore Institute of Directors pursuant to Catalist Rule 406(3)(a) and Practice Note 4D of the Catalist Rules within one year from the date of their appointment, as well as other courses relating to accounting, legal and industry-specific knowledge, where appropriate, organised by other training institutions, in connection with their duties, and such training will be funded by the Company. Ms Krystal Goh Shu Yan (Alternate Director to Ms Catherine Tan) who was appointed on 1 November 2023, had completed the relevant mandatory director training organised by the Singapore Institute of Directors, within one year from her date of appointment. On 1 June 2024, at the recommendation of the Nominating Committee, the Board had appointed Mr Ong Kim Huat as an new Independent Director of the Company. Mr Ong Kim Huat was also concurrently appointed as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees of the Company. Mr Ong Kim Huat has prior experience as a Director of other listed companies in Singapore. All the Directors have completed the mandatory sustainability training courses to equip themselves with the basic knowledge on sustainability matters. For the board nomination process for re-electing incumbent Directors, please refer to Provisions 4.3/4.4.

Provision	Code Description	Company's Compliance or Explanation
	Induction, Training and Development (cont'd)	The Directors are updated regularly when there are changes to the Catalist Rules, the Code of Corporate Governance, insider trading and the key changes in the relevant regulatory requirements and international financial reporting standards and the relevant laws and regulations to facilitate effective discharge of their fiduciary duties as Board or Board Committees members. New releases issued by the SGX-ST and Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the Directors are circulated to the Board. The external auditors, Ernst & Young LLP ("**EY**" or "**EA**"), briefs the AC and the Board on changes and amendments to the accounting standards. The Company Secretary will also inform the Directors of the upcoming conferences and seminars relevant to their roles as Directors of the Company. The Directors are encouraged to attend seminars and training, to update or refresh themselves in respect of Directors' duties and responsibilities, at the expense of the Company. Changes to regulations and accounting standards are monitored closely by the Management. In addition, the Management regularly updates and familiarises the Directors with the business activities of the Group during Board and Board Committees' meetings. The Directors may, at any time, visit the Group's restaurants and/or properties under ST Residences and ST Signatures to gain a better understanding of the Group's business.
1.3	**Matters reserved for the Board**	The Board has put in place internal guidelines for matters reserved for the Board's approval and clear directions to the Management in writing on matters that must be approved by the Board. Specifically, matters and transactions that require the Board's approval include, among others, the following: a. Allotment and issuance of new shares of the Company; b. Grant of share options under Share Option Scheme, if any; c. Issuance of convertible bonds and warrants; d. Bank matters including opening of bank accounts, change of bank signatories, acceptance of banking facilities and issuance of corporate guarantees; e. Acquisition and realisation of shares in subsidiaries and any other companies; f. Major acquisition and disposal of assets and any proposal for investment and divestment of interests; g. Incorporation of subsidiaries, subscription of shares in subsidiaries, capitalisation of loan due from subsidiaries and appointment of corporate representative; h. Sales and purchase agreement and any other agreement entered on acquisition or disposal of assets outside ordinary course of business; i. Approving announcements, quarterly, half-yearly and year-end financial results announcements for public release;

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td>Matters reserved for the Board (cont'd)</td><td>j. Conducting general meetings;

k. Financial and secretarial matters including approval of audited financial statements, Directors' statements, approval of annual capital expenditure, change of registered office and any proposed alteration to the Constitution of the Company; and

l. Appointment of Directors, Executive Officers, Auditors, Power of Attorney.

The Board's approval is also required of matters such as major funding proposals, investment and divestment proposals, major acquisitions and disposals, corporate or financial restructuring, share issuance and dividends.</td></tr>
<tr><td>1.4
Rule 406(3)(e) of the Catalist Rules</td><td>Board Committees</td><td>To assist in the execution of its responsibilities, the Board is supported by three board committees, namely the Audit Committee (the "AC"), Nominating Committee (the "NC") and the Remuneration Committee (the "RC") (collectively, the "Board Committees"). As the Board retains ultimate responsibility on all decisions, all matters discussed at the Board Committee meetings are presented and reported to the Board for approval prior to its implementation. The Board Committees function within clearly defined terms of reference and operating procedures and play an important role in ensuring good corporate governance in the Group. The terms of reference of the Board Committees are reviewed by the Board from time to time to enhance the effectiveness of these Board Committees. The terms of reference of the respective Board Committees, as well as other relevant information on the Board Committees, can be found in the subsequent sections of this Report.

The compositions of the Board Committees as at the date of this Report are as follows:

<table>
<tr><th colspan="4">Table 1.4 – Composition of the Board Committees</th></tr>
<tr><th></th><th>AC</th><th>NC</th><th>RC</th></tr>
<tr><td>Chairman</td><td>Lam Kwong Fai</td><td>Wong Quee Quee, Jeffrey</td><td>Ong Kim Huat</td></tr>
<tr><td>Member</td><td>Wong Quee Quee, Jeffrey</td><td>Ong Kim Huat</td><td>Lam Kwong Fai</td></tr>
<tr><td>Member</td><td>Ong Kim Huat</td><td>Lam Kwong Fai</td><td>Wong Quee Quee, Jeffrey</td></tr>
</table>

Each of the AC, the NC and the RC comprises three (3) members, all of whom (including the Chairman) are independent.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>1.5</td><td>Board and Board Committees meetings</td><td>The Board meet at least quarterly, and on an ad-hoc basis, if required, as deemed appropriate by the Board members, to review and discuss the performance of the Group, to approve the quarterly and full year results announcements, as well as to oversee the business affairs of the Group. The calendar of all the Board and Board Committees meetings are scheduled in advance. The Board is free to seek clarification and information from the Management on all matters within their purview. Ad-hoc meetings are convened as may be necessary to address any specific significant matters that may arise. The Constitution of the Company and terms of reference for each individual Board Committee allow the Directors to participate in Board and Board Committees meetings by means of telephonic, video conferencing or other communication facilities to communicate with each other simultaneously and instantaneously. Important matters concerning the Group are also put to the Board for its decision by way of written resolutions.

During FY2024, the number of Board and Board Committee meetings held and the attendance of each Board member at such meetings are set out below:

<table>
<tr><th></th><th></th><th colspan="3">Board Committees</th><th rowspan="2">Annual General Meeting</th></tr>
<tr><th></th><th>Board</th><th>AC</th><th>NC</th><th>RC</th></tr>
<tr><td>Number of meetings held</td><td>4</td><td>4</td><td>1</td><td>1</td><td>1</td></tr>
<tr><td colspan="6">Directors in service as at 31 December 2023</td></tr>
<tr><td>Alan Goh</td><td>4</td><td>4*</td><td>–</td><td>–</td><td>✓</td></tr>
<tr><td>Catherine Tan</td><td>–</td><td>–</td><td>–</td><td>–</td><td>–</td></tr>
<tr><td>Lam Kwong Fai</td><td>4</td><td>4</td><td>1</td><td>1</td><td>✓</td></tr>
<tr><td>Joan Lau Sau Chee[1]</td><td>1</td><td>1</td><td>1</td><td>1</td><td>–</td></tr>
<tr><td>Wong Quee Quee, Jeffrey</td><td>4</td><td>4</td><td>1</td><td>1</td><td>✓</td></tr>
<tr><td>Ong Kim Huat[2]</td><td>2</td><td>2</td><td>–</td><td>–</td><td>–</td></tr>
<tr><td>Krystal Goh Shu Yan (Alternate Director to Catherine Tan)</td><td>3</td><td>2*</td><td>–</td><td>–</td><td>–</td></tr>
</table>

Notes:
* By invitation
1. Ms Joan Lau Sau Chee retired as a Director of the Company on 29 April 2024.
2. Mr Ong Kim Huat was appointed as an Independent Director, Chairman of the RC and member of the AC and the NC on 1 June 2024.</td></tr>
</table>

Provision	Code Description	Company's Compliance or Explanation
	Multiple board representations	Directors with multiple Board representations would ensure that sufficient time and attention are given to the affairs of the Company. During FY2024, the NC has reviewed the multiple board representations of each Director and noted that the Directors who are holding multiple board representations have adequately carried out their duties as Directors of the Company and have devoted sufficient time and attention to the affairs of the Group.
1.6	**Board information**	The Management provides the Board with key information that is complete, adequate and in advance to enable the Directors to make timely decisions, effectively discharge their duties and responsibilities to make a balanced and informed assessment of the performance, position and prospects of the Company. Key information comprises, among others, properly organised board papers (with background or explanatory information relating to the matters brought before the Board, where necessary), updates to Group operations and the markets in which the Group operates in, budgets and/or forecasts, management accounts, auditors reports and reports on on-going or planned corporate actions. Where the situation requires, Directors are entitled to request for additional information from Management and such information are provided to the Directors in a timely manner.
1.7	**Board's access**	The Board has separate and independent access to the Management, external advisers (where necessary) and the Company Secretary at all times. The Company Secretary and/or her representative(s) attend all Board and Board Committee meetings. The responsibilities of the Company Secretary include advising the Board on governance matters, facilitating the process of appointment of new Directors and assisting the Chairman of the Board in ensuring information flows within the Board and the Board Committees and between the Management and the Directors. The Company Secretary will also provide the Board with updates to regulations and legislations that the Company are required to comply with, as required. The appointment and removal of the Company Secretary is to be decided by the Board as a whole. Where decisions to be taken by the Board require specialised knowledge or expert opinion, the Directors may direct the Company to appoint external advisers to enable it or the Independent Directors to discharge their responsibilities effectively, the cost of which will be borne by the Company.

Provision	Code Description	Company's Compliance or Explanation
Board Composition and Guidance ***Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company***		
2.1 Rule 1204(10B) of the Catalist Rules	**Board composition – independence and diversity**	As at the date of this report, the Company is in compliance with Provision 2 of the Code 2018. The Board comprises five (5) members, of which two (2) are Executive Directors, three (3) are Independent Directors, and an Alternate Director. Non-Executive Directors, who are also the Independent Directors, make up the majority of the Board. Alan Goh – Executive Chairman and Chief Executive Officer Catherine Tan* – Executive Director *Krystal Goh Shu Yan (alternate director to Catherine Tan) Lam Kwong Fai – Lead Independent Director Wong Quee Quee, Jeffrey – Independent Director Ong Kim Huat – Independent Director The Board assesses the independence of each Director in accordance with the guidance provided in the Code 2018 as well as Rule 406(3)(d) of the Catalist Rules. An Independent Director is one who is independent in conduct, character and judgement and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his/her independent business judgement in the best interests of the Company. On an annual basis, each Independent Director is required to complete a "Confirmation of Independence" form to confirm his/her independence. The said form was drawn up based on the definitions and guidelines set forth in the Code 2018. The Directors are required to disclose to the Board any relevant relationship as and when it arises, and the Board will state the reasons if it determines that a director is independent notwithstanding the existence of a relationship or circumstances which may appear relevant to the Board's determination. The NC will also examine the different relationships identified by the Code 2018 that might impair each Independent Director's independence and objectivity. For FY2024, the NC has reviewed and concluded that all the Independent Directors are able to exercise independent business judgement in the best interests of the Company and its shareholders. The Independent Directors have confirmed their independence in accordance with the Code 2018 and Rule 406(3)(d) of the Catalist Rules.

Provision	Code Description	Company's Compliance or Explanation
	Board composition – independence and diversity (cont'd)	The NC has reviewed the independence status of the Independent Directors and is satisfied that Mr Lam Kwong Fai, Mr Wong Quee Quee, Jeffrey and Mr Ong Kim Huat are independent in accordance with the Provision 2.1 of the Code 2018 and Rule 406(3)(d) of the Catalist Rules, and they have no relationship including immediate family relationships, with the other Directors, the Company, its related corporations, the substantial shareholders or officers of the Company. The Board, having taken into account the view of the NC, concurred that the above referred Directors are independent. None of the Independent Directors have served on the Board for more than nine years as of FY2024 and as at the date of this Report.
2.2	**Independent Directors**	As the Chairman of the Board and the CEO is the same person, the Company has ensured that it complies with Provision 2.2 of the Code by ensuring that majority of the Board comprises Independent Directors.
2.3	**Non-Executive Directors**	To facilitate a more effective review of Management, the Non-Executive Directors will communicate on an ad-hoc basis without the presence of the Management and the Executive Directors to discuss the performance of the Management and any matters of concern. The current Board composition complies with Provision 2.3 of the Code 2018 where Non-Executive Directors make up a majority of the Board.
2.4	**Board size and diversity**	The size and composition of the Board is reviewed at least annually to ensure that the Board has the appropriate mix of expertise, skills, knowledge, experience and gender diversity for effective decision-making. The Board, in concurrence with the NC, is of the view that the current board of five (5) Directors and the composition are appropriate and effective, taking into consideration the scope and nature of the Company's operations. No individual or small group of individuals dominates the Board's decision-making. The Company has put in place a Board Diversity Policy (the "**Policy**") that addresses diversity in terms of experience, skills, gender, age, tenure, and qualities, as well as any other relevant aspects of diversity. The Policy also sets out the approach which the Company takes towards diversity on its Board. The Company believes in diversity and values the benefits diversity can bring to the Board in its deliberations and the Board's effectiveness – in particular, it believes that a balance and mix of skills, experiences and individual attributes of Board members which shape the composition and promote the effectiveness of the Board as a whole and that of the Board committees, will support the Company's achievement of strategic objectives and long-term sustainable development and success.

Provision	Code Description	Company's Compliance or Explanation
	Board size and diversity (cont'd)	The Board observes and applies the Policy to ensure that the Board has an appropriate level of diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company. In this regard, the Board, supported by the NC, encourages the emergence of diverse candidates by ensuring that the Board is made up of a diversity of candidates (including consideration of a diversity of skills, knowledge, experience, gender, ethnicity and age). The NC will review the Policy as and when appropriate to ensure its effectiveness and will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval. As at the date of this Report, the Board comprises one (1) female Director, Ms Catherine Tan, an Executive Director, and (1) female alternate director to Ms Catherine Tan, Ms Krystal Goh Shu Yan. As the incumbent Board comprises four (4) male Directors and two (2) female Directors (including the Alternate Director), female Directors represent 33% of the Board. In addition, the Board comprises a good mix of Directors across the age group of 30's to 60's. The Company has met its objectives in ensuring a diversity of age and gender on the Board. Each Director has been appointed based on the strength of his or her calibre, experience, grasp of corporate strategy and potential to contribute to the Company and its businesses. The goal is to cultivate a Board with a wide range of perspectives and experiences that contribute to the success of the Company and steer the Company forward. The NC has assessed the current level of diversity on the Board to be satisfactory and given the current size of the Board and the nature of the business at present, the Board does not propose to set specific diversity targets or concrete timelines for achieving board diversity targets. Instead, the Company takes the approach that maintaining a satisfactory level of diversity is an ongoing process which may need to be updated as the business of the Group develops.

Provision	Code Description	Company's Compliance or Explanation
	Board size and diversity (cont'd)	The NC, having conducted its reviews, was satisfied that current Board members consist of a group with diverse professional expertise and possess the relevant core competencies in areas such as accounting, finance, strategic planning, legal or corporate governance, relevant industry knowledge or experience, business management and industry knowledge. In particular, the Executive Directors and the Alternate Director of the Company, possess good industry knowledge while the Independent Directors, who are professionals in their own fields, are able to take a broader view of the Group's activities, contribute their valuable experiences and provide independent judgment during Board deliberations. The Board, taking into account the view of the NC, considers that the current composition of the Board and Board Committees comprise a balance and mix of skills, experiences and individual attributes which promote the effectiveness of the Board as a whole and that of the Board Committees, and the current size of the Board is appropriate in leading and governing the Company effectively considering the scope and nature of its operation. The Board met its objectives in ensuring diverse skills and experience given that the existing Board members comprise of Directors with a mix of expertise and knowledge and diverse background. The key information of the Directors are set out in pages 19 to 20 of this annual report and their shareholdings in the Company are also disclosed in the Directors' Statement on pages 120 and 121.
2.5	**Regular meetings for Independent and Non-Executive Directors**	Where appropriate, the Independent and Non-Executive Directors meet periodically with each other without the presence of the Management to discuss concerns or matters such as the effectiveness of the Management. The chairman of such meetings provides feedback to the Board and/or Chairman of the Board, as appropriate, after such meetings. The Independent Directors held periodic discussions and met at least once in the absence of Management in FY2024. Independent Directors serve a pivotal role in corporate accountability. Their presence is particularly important as they provide unbiased and independent views, advice and judgement to take care of the interests, not only of the Company but also of the shareholders, employees, customers, suppliers and the many communities with which the Company conducts business with.

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td colspan="3">Chairman and Chief Executive Officer
Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making</td></tr>
<tr><td>3.1, 3.2 and 3.3</td><td>The Chairman and CEO have clear division of responsibilities</td><td>The Chairman and the CEO of the Company is Mr Alan Goh. Mr Alan Goh is the founder of the Group and has played a key role in developing the Group’s business. He is being assisted by the other Executive Director and the Management in carrying out his executive duties and responsibility for the Group’s operation and business.

The NC, with the concurrence of the Board, is of the opinion that vesting the roles of both Chairman and CEO in the same person who is knowledgeable in the business of the Group provides strong and consistent leadership, thus allowing for more effective planning and execution of long-term business strategies. As such, there is no need for the role of the Chairman and CEO to be separated.

All major proposals and decisions on the matters listed under Provision 1.3, made by the Chairman and CEO are discussed and reviewed by the Board as a whole. The Board is of the view that there is adequate accountability and transparency as Independent Directors make up a majority of the Board. The Board is able to exercise its power objectively and independently from Management. No individual or small group of individuals dominates the Board’s decision making.

The role of the Chairman is separate from that of the CEO and there is a clear division of responsibilities between the roles of Chairman and CEO under the term of reference of the Board.

In addition, the Board has reserved the matters which specifically require the Board’s approval or guidance which are laid out under the terms of reference of the Board. These are to ensure an appropriate balance of power, increased accountability and greater capacity for the Board in terms of independent decision making.

The Chairman is primarily responsible for the effective working of the Board while overseeing the overall management, strategic planning and business development of the Group. His responsibility includes, amongst others, the following:

• effective working of the Board;

• schedule meetings to enable the Board to perform its duties and responsibilities;

• prepare agenda of meetings and ensure adequate time is available for discussion of all agenda items;

• ensure proper conduct of meetings and accurate documentation of the proceedings;

• encourage constructive relations within the Board and between the Board and Management;</td></tr>
</table>

Provision	Code Description	Company's Compliance or Explanation
	The Chairman and CEO have clear division of responsibilities (cont'd)	• ensuring the smooth and timely flow of information between the Board and Management; • ensure effective communication with shareholders; • promote a culture of openness and debate at the Board; and • promote high standards of corporate governance. The CEO has overall responsibility over the business operations of the Group and day-to-day management of the Company, organisational effectiveness and implementation of Board policies. The CEO may delegate aspects of his authority or power but remains accountable to the Board for the Company's performance and is required to report regularly to the Board on the progress being made by the Company's business units. His responsibility includes, amongst others, the following: • develop strategic direction of the Group; • implement Board policies; • ensure the efficiency and effectiveness of the operations of the Group; • assess business opportunities which are of potential benefit to the Group; • regularly review the heads of divisions who are responsible for all functions contributing to the success of the Group; • monitor performance results against plans; and take remedial action, where necessary. As the Executive Chairman and the CEO is the same person, the Company had appointed Mr Lam Kwong Fai as the Lead Independent Director of the Company to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent. Mr Lam Kwong Fai avails himself to address shareholders' concerns and acts as a counterbalance in the decision-making process. Shareholders with concerns may contact him directly through the whistle-blowing email address at auditcommittee@katrinagroup.com in the event contact through the normal channels via the Chairman and the Management has not provided the shareholders with satisfactory resolution, or when such normal channels of communication are not appropriate. Where necessary, the Lead Independent Director will chair meetings without involvement of the Executive Directors and provide feedback to the Chairman of the Board, to aid and facilitate well-balanced viewpoints on the Board.

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td colspan="3">Board Membership
Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board</td></tr>
<tr><td>4.1</td><td>Nominating Committee role</td><td>The NC is guided by key terms of reference of the NC and the responsibilities of the NC, based on the written terms of reference, are as follows:

a. regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;

b. make recommendations to the Board on all board appointments (including alternate directors) having regard to the Director's contribution and performance (e.g. attendance, preparedness, participation, candour and any other salient factors);

c. determine annually whether a Director is independent;

d. decide whether a Director is able to and has adequately carried out his duties as a Director of the Company in particular where the Director concerned has multiple board representations. Where possible, the NC shall formulate internal provisions that can address the competing time commitments that are faced when directors serve on multiple boards;

e. decide on how the Board's performance may be evaluated and propose objective performance criteria. Such performance criteria, that allow comparison with its industry peers, should be approved by the Board and address how the Board has enhanced long term shareholders' value. These performance criteria should not be changed from year to year and where circumstances deem necessary for any of the criteria to be changed, the onus should be on the Board to justify such changes;

f. give full consideration to succession planning for Directors, in particular, the Chairman and CEO and key management personnel, and recommend to the Board;

g. review the results on Board performance evaluation process that relate to the composition of the Board;

h. review the process and criteria for evaluation of the Board's committees and Directors;

i. review and make recommendation to the Board concerning membership of the various Board Committees, in consultation with the Chairmen of those Committees; and

j. review training and professional development programs for the Board.</td></tr>
</table>

Provision	Code Description	Company's Compliance or Explanation
4.2	**Nominating Committee composition**	The Board has established the NC that comprises three (3) Independent Directors who have been tasked with the authority and responsibility to devise an appropriate process to review and evaluate the performance of the Board as a whole and each of the Board Committees. The composition of the NC is as follows: Mr Wong Quee Quee, Jeffrey – Chairman Mr Lam Kwong Fai – Member Mr Ong Kim Huat – Member
4.3 and 4.4 Rule 720(4) of the Catalist Rules	**Appointment and re-appointment of Directors**	The NC conducts an annual review of the balance, diversity and size of the Board to determine whether any changes are required in relation to the Board composition. Where new directors are required, the NC will identify the key attributes that an incoming director should have, which is based on a matrix of the attributes of the existing Board and the requirements of the Group. After the Board endorsed the key attributes, the NC taps on the resources of the Directors' contacts and/or engage external consultants to source for potential candidates. The NC will review and shortlist candidates and provide a recommendation for Board approval. The NC ensures that newly appointed directors are aware of their duties and obligations. The NC also conducts an annual review of the independence of a Director having regard to the circumstances set forth in Provision 2.1 of the Code 2018 and Rule 406(3)(d) of the Catalist Rules. Sufficient information will accompany all resolutions for the Directors' appointments and re-appointments to enable the Board to make informed decisions. Pursuant to Rule 720(4) of the Catalist Rules, all Directors must submit themselves for re-nomination and re-appointment at least once every three (3) years. Pursuant to Regulation 117 of the Company's Constitution, at each AGM, at least one-third of the Directors for the time being, or if their number is not three or multiple of three, then the number nearest to one-third but not less than one-third shall retire by rotation and that all Directors shall retire at least once every three years and such retiring Director shall be eligible for re-election. In addition, pursuant to Regulation 122 of the Company's Constitution, new Directors appointed during the financial year, either to fill a casual vacancy or as an additional Director, are required to submit themselves for re-election at the next AGM. The NC has recommended to the Board that Mr Alan Goh, Mr Lam Kwong Fai, and Mr Ong Kim Huat (the "**Retiring Directors**") be nominated for re-election at the forthcoming AGM. The Retiring Directors have offered themselves for re-election at the forthcoming AGM.

Provision	Code Description	Company's Compliance or Explanation
	Appointment and re-appointment of Directors (cont'd)	The Board has accepted the NC's recommendation. Please refer to the Notice of AGM for the resolutions put forth in relation to the respective re-elections and details of the Retiring Director including the information required under Appendix 7F of the Catalist Rules disclosed in pages 111 to 119 of this Annual Report.
4.5	**Multiple Directorships**	The NC is responsible for reviewing the ability of Directors to devote sufficient time and attention to the affairs of the Company and in particular to take into account multiple directorships and significant principal commitments held by the Directors. The NC requires each Director to declare any new additional directorships or significant principal commitments during the year to enable the ongoing monitoring of the time commitment, attendance and contributions of the Directors to the Company. The Board has not imposed any limit as it is of the view that the number of directorships and principal commitments that an individual may hold should be considered on a case-by-case basis, as a person's available time and attention may be affected by many different factors. The NC also does not wish to omit from considering outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as members of the Board. Save for Mr Lam Kwong Fai, Mr Wong Quee Quee, Jeffrey and Mr Ong Kim Huat who each have other listed company board representations, the other Directors do not have any other listed board representations. Based on its assessment, the NC and the Board concluded that the nature of the organisations in which the Directors with multiple directorships hold appointments in and the Board Committees on which they serve are of different complexities. Accordingly, each Director would in consultation with the NC, personally determine the demands of his/her competing directorships and obligations and assess the number of listed company directorships they could hold and serve effectively. During FY2024, the Directors and Board Committee members also attended the Board and Board Committees meetings and have dedicated sufficient time and attention and discharged their responsibilities towards the affairs of the Company. The NC and the Board have reviewed and is satisfied that the other directorships and principal commitments of the Directors did not impede their respective performance nor hinder them from carrying out their duties as Directors of the Company and each of them has diligently and adequately carried out his/her duties as a Director of the Company since their appointments. The key information of the Directors, including their appointment dates, academic and professional qualifications, Board Committees served on, principal commitment(s) and directorships in other listed company(ies) are set out on pages 19 to 20 of this annual report.

Provision	Code Description	Company's Compliance or Explanation
	Alternate Directors	Ms Krystal Goh Shu Yan is the Alternate Director to Ms Catherine Tan. Ms Krystal Goh Shu Yan is the daughter of Mr Alan Goh and Ms Catherine Tan.
Board Performance ***Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors***		
5.1	**Performance criteria and process for evaluation of the effectiveness of the Board, Board Committees and Directors**	As recommended by Provision 5.1 of the Code 2018, the NC has implemented a process that requires each Director to assess the performance and effectiveness of the Board as a whole and each of the Board Committees, and for assessing the contribution by the Chairman and each individual Directors to the effectiveness of the Board, for each financial year. Objective performance criteria used to assess the performance of the Board include both quantitative and qualitative criteria. The performance criteria for the Board and Board Committees' evaluation, as determined by the NC, cover the following areas: a. Board Composition and Structure; b. Conduct of Meetings; c. Corporate Strategy and Planning; d. Risk Management and Internal Control; e. Measuring and Monitoring Performance; f. Training and Recruitment; g. Compensation; h. Financial Reporting; i. Chairman of the Board; j. Board Committees; and k. Communication with Shareholders. The abovementioned performance criteria do not change from year to year. The NC also conducted individual Directors' assessment. The assessment parameters for each Director include their knowledge and abilities, attendance records at the meetings of the Board and Board Committees, the intensity and quality of participation at meetings, contribution to the decision-making procedures, compliance with the Company's policies and procedures, and disclosure of interests. The Board and the NC believe that the financial indicators are mainly used to measure the Management's performance and hence are less applicable to the Directors.

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td>5.2</td><td>Disclosure of assessment of the Board, Board Committees and each Director</td><td>The board assessment questionnaire has been developed for the Board to implement a formal annual process to assess the effectiveness of the Board as a whole and the contribution of each of the Board Committees and each individual Director to the effectiveness of the Board.

The Company Secretary will collate the results, and the summary of the assessment will be presented to the Chairman of the Board and the NC for review and collective discussion with other Board members to address or recommend any areas for improvement and follow-up actions. The appraisal process focuses on a set of performance criteria for the Board, Board Committees and individual Directors’ assessment which includes the evaluation of the size and composition of the Board, the Board’s access to information, the Board’s processes and accountability, Board’s performance in relation to discharging its principal responsibilities, communication with shareholders.

The NC makes recommendations to the Board aimed at helping the Board to discharge its duties effectively. The Chairman of the Board acts on the results of the performance evaluation and the recommendation of the NC, and where appropriate, in consultation with the NC, new members may be appointed or resignation/termination of directors may be sought. The NC has full authority to engage an external facilitator to assist the NC to carry out the evaluation process, if the need arises.

The NC has reviewed the overall performance of the Board, the Board Committees and individual Director for FY2024 and is satisfied that the Board as a whole and the Board Committees have met the performance evaluation criteria and objectives and each Director has contributed effectively and demonstrated commitment to his/her respective roles, including commitment of time for the Board and Board Committee meetings and any other duties in FY2024.

Each of the NC members has abstained from the voting or review process of any matters in connection with the assessment of his/her performance or re-appointment as a Director of the Company.

No external facilitator was used in the evaluation process.</td></tr>
<tr><td colspan="3">REMUNERATION MATTERS
Procedures for developing remuneration policies
Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td>6.1</td><td>Remuneration Committee role</td><td>The RC is established for the purpose of ensuring that there is a formal and transparent process for fixing the remuneration packages of individual Directors and key executives and makes recommendations to the Board on all remuneration matters. The RC has a formal set of terms of reference approved by the Board. A summary of the RC’s key responsibilities includes:

a. review and recommend the framework of remuneration for the Executive Directors and key management personnel with a view to structure the remuneration for the Executive Directors and key management personnel so as to link rewards to group or corporate and individual performance, to align their interests with those of shareholders and give these Directors keen incentives to perform at the highest levels;

b. review the terms of appointment and remuneration of the Executive Directors and key management personnel of the Company, including termination terms and when deem appropriate to make any recommendation in relation thereto;

c. review and recommend to the Board the terms of renewal for those Executive Directors and key management personnel whose current employment will expire or had expired;

d. review the remuneration of employees who are related to Directors or Substantial Shareholders annually to ensure that their remuneration package are in line with the Company’s staff remuneration provision and to commensurate with their respective job scope and level of responsibility;

e. review the compensation package of the Non-Executive Directors;

f. consider the various disclosure requirements for Director’s remuneration, particularly those required by regulatory bodies such as the SGX-ST, and ensure that there is adequate disclosure in the financial statements to ensure and enhance transparency between the Company and relevant interested parties;

g. retain such professional consultancy firm as the committee may deem necessary to enable it to discharge its duties hereunder satisfactorily;

h. consider long-term incentives schemes for Executive Directors and key management personnel and review eligibility for benefits of Executive Directors and key management personnel under long-term incentive schemes;

i. function as the committee referred to in the KGL Performance Share Plan (the “KGL PSP”) and shall have all the powers as set out in the KGL PSP; and

j. carry out such other duties as may be agreed to by the RC and the Board.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>6.2</td><td>Remuneration Committee composition</td><td>The Board has established the RC that comprises three (3) Independent Directors who have been tasked with the authority and responsibility to devise an appropriate remuneration framework, process and policy for the Directors and key management personnel remuneration packages.

The composition of the RC is as follows:

Mr Ong Kim Huat – Chairman
Mr Lam Kwong Fai – Member
Mr Wong Quee Quee, Jeffrey – Member

The recommendations of the RC are submitted for endorsement by the Board. Each member of the RC will abstain from voting on any resolution in respect of his/her own remuneration package.</td></tr>
<tr><td>6.3</td><td>Termination clauses</td><td>The RC reviews all aspects of remuneration, including the Company's obligations arising from termination clauses and termination processes in relation to the Executive Directors' and key management personnel's contracts of service to ensure that such clauses and processes are fair and reasonable.</td></tr>
<tr><td>6.4</td><td>Remuneration experts</td><td>The RC may consider seeking external expert advice and data, as and when necessary, to assist in the evaluation of its compensation recommendations.

No remuneration consultants were engaged by the Company during FY2024.

None of the RC members or Directors are involved in deliberations in respect of any remuneration, compensation or any form of benefit to be granted to him/her or someone related to him/her.</td></tr>
<tr><td colspan="3">Level and Mix of Remuneration
Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company</td></tr>
<tr><td>7.1 and 7.3</td><td>Remuneration framework</td><td>In reviewing and determining the remuneration packages of the Executive Directors and the key management personnel, the RC considers the Executive Directors' and key management personnel's responsibilities, skills, expertise and contribution to the Group's performance when designing their respective remuneration packages. An appropriate proportion of their remuneration is linked to individual and corporate performance and is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company.

The performance criteria used to assess the remuneration of Executive Directors is based on the profitability of the Group, leadership, as well as the Executive Directors' and key management personnel compliance in all audit matters. There are currently no long-term incentives for the Executive Directors and key management personnel and no shares have been issued to the Executive Directors under the KGL PSP since its implementation in June 2020.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td>Remuneration framework (cont'd)</td><td>Executive Directors do not receive director's fees. The remuneration policy for Executive Directors and key management personnel consists of a fixed cash component and an annual variable component. The fixed component includes salary, CPF contributions, and other allowances. The variable component comprises bonus and profit sharing, payable on the achievement of corporate and individual performance targets. Executive Directors have allowances and other benefits.

The Company has entered into a service agreement with each of the Executive Directors, Mr Alan Goh and Ms Catherine Tan. The service agreement can be terminated by either party giving not less than six months' notice and both parties have the option to pay salary in lieu of any required period of notice. The Executive Directors' service agreements do not contain onerous removal clauses.</td></tr>
<tr><td></td><td>Long-term incentives</td><td>The Company has in place the KGL PSP, which was approved by the shareholders at the general meeting of the Company held on 23 June 2020. The KGL PSP was introduced to promote higher performance goals, recognise exceptional achievement and retain key Directors and employees within the Group. There was no issuance of shares pursuant to the KGL PSP during FY2024.

<table>
<tr><th>Name of participant</th><th>Award granted during financial year under review (including terms)</th><th>Aggregate Award granted since commencement of scheme to end of financial year under review</th><th>Aggregate Award exercised since commencement of scheme to end of financial year under review</th><th>Aggregate Award outstanding as at end of financial year under review</th></tr>
<tr><td>Mr Goh Keng Hong</td><td>–</td><td>960,000</td><td>960,000</td><td>–</td></tr>
</table></td></tr>
<tr><td>7.2</td><td>Non-Executive Director remuneration</td><td>The RC has adopted a framework which consists of a base fee to remunerate Independent Directors based on their appointments and roles in the respective Board Committees, taking into account the level of contribution and factors such as effort, time spent and responsibilities and the fees paid by comparable companies. Directors' fees to be paid to the Independent Directors will be tabled for shareholders' approval. The Directors' fees are reviewed annually to ensure that the Independent Directors are not overcompensated to the extent that their independence may be compromised.</td></tr>
<tr><td></td><td>Contractual provisions to reclaim incentives</td><td>Based on the service agreements of the Executive Directors, the Board will use contractual provisions or other measures to reclaim the incentives or any related payments from the parties involved should there be any misstatements of financial results, or of misconduct resulting in financial loss to the Group.</td></tr>
</table>

Provision	Code Description	Company's Compliance or Explanation
Disclosure on Remuneration ***Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation***		
8.1	**Company's remuneration policy and criteria for setting remuneration**	The Company's remuneration policy is one that seeks to ensure that the remuneration offered is competitive and sufficient to attract, retain and motivate Executive Directors and key management personnel to achieve the Company's business vision and create sustainable value for its stakeholders. The remuneration policy adopted by the Group comprises a fixed component and a performance-related variable component. The fixed component is in the form of a base salary. The variable component is in the form of a bonus and depends on the relative performance of the Company and the performance of each individual Executive Director and key management personnel, allowing for the alignment of their interests with that of shareholders. Fixed bonuses were paid to the Executive Directors until 30 June 2022, following which only variable bonuses are paid to them. There are no fixed bonuses to be paid to the key management personnel but only variable bonus in FY2024. The Executive Directors do not receive additional directors' fees from the Company and its subsidiaries if they are appointed to the board of any member of the Group. The performance criteria used to assess the remuneration of Executive Directors is based on the profitability of the Group, leadership, as well as the Executive Directors' and key management personnel's compliance in all audit matters. The Independent Directors receive Directors' fees, in accordance with their contributions, taking into account factors such as efforts, time spent and the individual responsibilities of the respective Directors. The Directors' fees are recommended by the RC and endorsed by the Board for approval by shareholders of the Company at the AGM. Each member of RC abstains from making recommendations on his remuneration. (1) For the financial year ending 31 December 2025, the Board has recommended Directors' fees of up to S$154,000 payable quarterly in arrears for shareholders' approval at the upcoming AGM.

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td>8.1(a) and 8.3</td><td>A breakdown showing the level and mix of each Director’s remuneration</td><td>The breakdown of the level and mix of remuneration of each Director in FY2024 is as follows:

<table>
<tr><th colspan="5">Table 8.1 (a) – Remuneration of Directors</th></tr>
<tr><th>Name</th><th>Salary[1] S$</th><th>Directors Fees S$</th><th>Variable bonus, allowance and other benefits S$</th><th>Total S$</th></tr>
<tr><td>Alan Goh</td><td>535,572.00</td><td>–</td><td>95,574.00</td><td>631,146.00</td></tr>
<tr><td>Catherine Tan</td><td>384,212.00</td><td>–</td><td>59,787.00</td><td>443,999.00</td></tr>
<tr><td>Lam Kwong Fai</td><td>–</td><td>57,000.00</td><td>–</td><td>57,000.00</td></tr>
<tr><td>Joan Lau Sau Chee[2]</td><td>–</td><td>17,114.75</td><td>–</td><td>17,114.75</td></tr>
<tr><td>Wong Quee Quee, Jeffrey</td><td>–</td><td>51,000.00</td><td>–</td><td>51,000.00</td></tr>
<tr><td>Ong Kim Huat[3]</td><td>–</td><td>27,387.98</td><td>–</td><td>27,387.98</td></tr>
<tr><td>Krystal Goh Shu Yan[4] (Alternate Director)</td><td>N.A.</td><td>N.A.</td><td>N.A.</td><td>N.A.</td></tr>
</table>

Notes:
1. The salary includes statutory contributions.
2. Ms Joan Lau Sau Chee retired as a Director of the Company on 29 April 2024.
3. Mr Ong Kim Huat was appointed as Director of the Company on 1 June 2024.
4. Ms Krystal Goh Shu Yan is not entitled to director’s remuneration in her position as the Alternate Director.

The NC recommends Directors’ fees for the Board’s endorsement and approval by shareholders at the Company’s AGM and the fees are determined, having regard to the scope and extent of the responsibilities and obligation to the Company. Directors’ fees will be paid after approval is obtained from shareholders at the AGM.

No Director is involved in deciding his/her own remuneration. Each RC member has abstained from participating in the deliberations of and voting on any resolution in respect of his remuneration package or that of employees related to him.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>8.1(b) and 8.3</td><td>Remuneration of top 5 key management personnel (who are not directors or CEO)</td><td>
As at the date of this Report, the Company has only two (2) top key management personnel, namely Ms Neo Lay Fen, Chief Financial Officer (the "CFO") and Mr Andreas Lorenz, Chief Operating Officer (Hospitality). The disclosure for the remuneration of the Company's key management personnel (who are not Directors or the CEO) for FY2024 is as follows:
<table>
<tr><th colspan="4">Table 8.1(b) – Remuneration of key management personnel</th></tr>
<tr><th>Name</th><th>Salary[1] (%)</th><th>Variable bonus, allowance and other benefits (%)</th><th>Total (%)</th></tr>
<tr><th colspan="4">Remuneration Band below $250,000</th></tr>
<tr><td>Andreas Lorenz</td><td>73.4</td><td>26.6</td><td>100.0</td></tr>
<tr><td>Neo Lay Fen</td><td>92.8</td><td>7.2</td><td>100.0</td></tr>
</table>
Note:
1. The salary includes statutory contributions.
Total remuneration paid to the key management personnel for FY2024 was approximately $425,000.
There were no termination, retirement and post-employment benefits granted to Directors and key management personnel, and no new shares were allotted to the Directors or the key management personnel, under the KGL Performance Share Plan, during FY2024.
</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td>8.2</td><td>Remuneration of employees who are substantial shareholders, immediate family members of
Director, CEO or substantial shareholder</td><td>During FY2024, the following employees of the Group are immediate family members of a Director, CEO and substantial shareholders:
<table>
<tr><th colspan="4">Table 8.2 – Remuneration of Related Employees</th></tr>
<tr><th>Name</th><th>Salary[1] (%)</th><th>Variable bonus, allowance and other benefits (%)</th><th>Total (%)</th></tr>
<tr><td colspan="4">Remuneration Band below $200,000</td></tr>
<tr><td>Donovan Goh Shen Shu[2]</td><td>92.0</td><td>8.0</td><td>100.0</td></tr>
<tr><td colspan="4">Remuneration Band below $100,000</td></tr>
<tr><td>Krystal Goh Shu Yan[3]</td><td>92.1</td><td>7.9</td><td>100.0</td></tr>
</table>
Notes:
1. The salary includes statutory contributions.
2. Son of Alan Goh (Executive Chairman and CEO) and Catherine Tan (Executive Director).
3. Daughter of Alan Goh (Executive Chairman and CEO) and Catherine Tan (Executive Director).

Save as disclosed above, there was no employee of the Group who are substantial shareholders of the Company or is an immediate family member of any Director or the CEO or substantial shareholder whose remuneration exceeds $100,000 in FY2024. No new shares were alloted to Donovan Goh Shen Shu and Krystal Goh Shu Yan under the KGL PSP during FY2024.</td></tr>
</table>

Provision	Code Description	Company's Compliance or Explanation
ACCOUNTABILITY AND AUDIT **Risk Management and Internal Controls** ***Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders***		
9.1	**Risk governance**	The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard shareholders' interests and the Company's assets. The Board is primarily responsible for the governance of risk, including determining the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Board has formed a Management Risk Committee comprising the CEO and senior management of the Company (i.e. the CFO, Operations Director (F&B), Chief Operating Officer (Hospitality), Human Resource Director, Chief Technology Officer and Marketing Manager) to assume the responsibilities of the risk management function. The Management Risk Committee assesses and reviews the Group's business and operational environment to identify areas of significant financial, operational, compliance and information technology risks annually. The AC was tasked by the Board to oversee the Enterprise Risk Management ("**ERM**") process including the Management Risk Committee. The Group has established a risk management framework approved by the AC which oversees and ensures that the systems of risk management and internal controls are being appropriately designed, implemented and closely monitored for its adequacy and effectiveness. In relation to the URA Investigation as announced by the Company in June and July 2022, the Investigation is still ongoing, and no charges have been filed against the Group nor any of the Relevant Persons (as defined in the announcements dated 25 June 2022 and 22 June 2022). The Group is cooperating with the Investigation and will make further announcement(s) as and when there are material developments on this matter. The Management, the internal auditor, Yang Lee & Associates (the "**IA**") and the external auditor (the "**EA**") conduct reviews and audits on a regular basis that involve testing the adequacy and effectiveness of material internal controls on key risks. Any material non-compliance or lapses in internal controls and its corresponding mitigating actions will be reported to the AC. At least annually, the Board, with the assistance from the AC, will review the adequacy and effectiveness of the Company's risk management and internal control systems, including financial, operational, compliance and information technology risks.

Provision	Code Description	Company's Compliance or Explanation
9.2(a) and 9.2(b)	**CEO and CFO assurance**	For FY2024, the Board has also received assurance from the CEO and the CFO confirming that a. that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and b. the Group's risk management systems and internal control systems, including financial, operational, compliance and information technology controls are adequate and effective.
	Board conclusion	The Board has received assurance from the CEO and the CFO that (a) the financial records have been properly maintained and the financial statements for FY2024 give a true and fair view of the Group's operations and finances; and (b) the Group's risk management and internal controls system is adequate and effective. There were no major weaknesses in internal controls highlighted by the EA or IA for the attention of the AC for financial year ended 31 December 2024. All external and internal audit findings and recommendations were reported to the AC and discussions were held between the AC and auditors in the absence of the key management personnel to review and address any potential concerns. The Board noted there were no major adverse findings on risk management and internal control systems relating to the agreed internal audit scope. Based on the risks identified from the ERM exercise performed by the Group in FY2024, the Management's actions in relation to those risks, and the follow on actions and measures implemented by the Management in response to the findings by the IA and the EA, and the assurance from the CEO and the CFO, the Board, with the concurrence of the AC, is of the opinion that the Group's risk management and internal control systems, addressing key financial, operational, compliance, information technology and risk management objectives were adequate and effective to meet the needs of the Group in its business environment as at FY2024.

Provision	Code Description	Company's Compliance or Explanation
Audit Committee ***Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively***		
10.1	**Duties of the AC**	In performing its functions in accordance with a set of terms of reference, the AC's principal responsibilities include, amongst others the following: a. review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance; b. review the audit plan of the EA; c. review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the EA, and to review with the EA, his audit report; d. review the nature and extent of such services, where the EA supplies a substantial volume of non-audit service to the Group (if any); e. review the financial statements of the Company and the consolidated financial statements of the Group before submission to the Board for approval; f. reviewing the assurance from the CEO and the CFO on the financial records and financial statements; g. review the assistance given by the Group's officers to the EA and the IA; h. review the independence of the EA and the IA annually; i. consider the appointment, re-appointment and removal of the EA and approve the remuneration and terms of engagement of the EA; j. review and discuss with the EA any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Company's response and at appropriate times, report the matter to the Board and to the Sponsor;

Provision	Code Description	Company's Compliance or Explanation
	Duties of the AC (cont'd)	k. ensure that the internal audit function is adequately resourced and has appropriate standing within the Group. For the avoidance of doubt, the internal audit function can be either in-house, outsourced to a reputable accounting/auditing firm or performed by major shareholder, holding company, parent company or controlling enterprise with an internal audit staff; l. review with the IA its evaluation of the system of internal accounting controls; m. review the adequacy, effectiveness, independence, scope and results of the audit and objectivity of the internal auditor, and to review with the internal audit, his audit report; n. review the scope and results of the internal audit procedures; o. annually ensure the adequacy of the audit function; p. ensure that a review of the adequacy and effectiveness of the Group's internal controls, including financial, operational and compliance controls, and risk management is conducted at least annually; q. meet with the EA and the IA without the presence of the Management at least once a year; r. commission an annual internal control audit until such time as the AC is satisfied that the Group's internal controls are robust and effective enough to mitigate the Group's internal weakness (if any); s. review interested person transactions and potential conflicts of interest (if any); t. commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on our operating results and/or financial position; u. review arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters and to ensure that arrangement are in place for the independent investigation of such matters and for appropriate follow up action;

Provision	Code Description	Company's Compliance or Explanation
	Duties of the AC (cont'd)	v. undertake such other reviews and projects as may be requested by the Board, and to report to the Board its findings from time to time on matters arising and requiring the attention of the AC; w. undertake such other functions and duties as may be required by the legislation, regulations or the SGX-ST Listing Manual, or by such amendments as may be made thereto from time to time; and x. (a) monitoring the Company's risk of becoming subject to, or violating, any sanctions-related law or regulation; and (b) ensuring timely and accurate disclosures to SGX-ST and other relevant authorities, and to include an assessment on whether there is a need to obtain independent legal advice or appoint a compliance adviser in relation to the sanctions-related risks applicable to the issuer and continuous monitoring of the validity of the information provided to shareholders and the SGX-ST. The AC has authority to investigate any matter within its term of reference and have been given full access to the Management and reasonable resources to enable it to discharge its functions properly. The AC has full discretion to invite any Director or key management personnel to attend its meetings. The AC typically meets at least four times in a year to review the quarterly financial results announcements of the Group and the audited annual financial statements, SGXNet announcements and all related disclosures to shareholders before recommending the same to the Board for approval. In the process, the AC reviews the basis and reasoning of the Management in the preparation of the financial statements, critical accounting policies and any significant changes that would have an impact on the Company's financials. The AC evaluates on a yearly basis the adequacy and effectiveness of the internal controls including risk management system, financial, operational, compliance and information technology controls and regulatory compliance of the Group through discussion with Management and the IA and the EA.

Provision	Code Description	Company's Compliance or Explanation
10.2 and 10.3	**AC composition**	All members of the AC are Independent Directors who do not have any management and business relationships with the Company or any substantial shareholder of the Company. None of the AC members were previously partners or directors of the Company's external audit firm within a period of two (2) years commencing on the date of him/her ceasing to be a partner or director of the external audit firm or hold any financial interest in the external audit firm. The composition of the AC is as follows: Lam Kwong Fai – Chairman Wong Quee Quee, Jeffrey – Member Ong Kim Huat – Member The AC Chairman, Mr Lam Kwong Fai has relevant accounting and related financial management background and experience. Mr Wong Quee Quee, Jeffrey and Mr Ong Kim Huat, in their professional career, have gathered extensive financial management experience from their respective directorships in other listed companies. Mr Wong Quee Quee, Jeffrey had also held previous roles as senior management and corporate financier. The AC assesses the independence of the external auditors annually. The aggregate amount of fees paid/payable to EY as the EA, for audit services rendered for the audit of the financial statements of the Group for FY2024 is $194,000. There were no non-audit services performed by EY in FY2024. Having reviewed, amongst others, the scope and quality of the audit and independence of the external auditor, the AC has recommended, and the Board has approved the nomination for re-appointment of EY as the external auditors of the Company at the forthcoming AGM.
10.4	**Internal Audit function**	The Group has engaged Yang Lee & Associates ("**YLA**" or "**IA**"), as the internal auditors of the Company. The role of YLA is to provide independent assurance to the AC that the Group maintains adequate and effective Risk Management and internal control systems.

Provision	Code Description	Company's Compliance or Explanation
	Internal Audit function (cont'd)	YLA is a professional service firm that specialises in the provision of Internal Audit, Enterprise Risk Management and Sustainability Reporting advisory services. The firm was set up in the year 2005 and currently maintains an outsourced internal audit portfolio of SGX-ST listed companies across different industries including distribution, manufacturing, services, food & beverage, retail, and property development industries. YLA is a corporate member of the Institute of Internal Auditors Singapore and is guided by the International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors in carrying out the internal audit review. The IA is adequately resourced, staffed with professionals with sufficient expertise in corporate governance, risk management, internal controls, and other relevant disciplines. It is led by an engagement director with approximately 30 years of audit, consulting and regulatory experience and is a Fellow Chartered Accountant (Singapore), Certified Internal Auditor with Certification in Risk Management Assurance. The AC is responsible for the appointment, evaluation, termination and remuneration of the professional service firm or corporation to which the internal audit function of the Company is sourced. The IA reports directly to the AC and has unfettered access to all Group's documents, records, properties, and personnel, including access to the AC, and has full appropriate standing within the Company and full cooperation of the Company. The AC reviews and approves the annual internal audit plan to ensure the adequacy of the scope of audit. It also oversees the implementation of the internal audit plan and ensures that Management provides the necessary co-operation to enable the IA to perform its function. The internal audit plan complements that of the external auditors and together forms a robust risk-based audit approach to facilitate the AC's review of the adequacy and effectiveness of the Group's risk management and internal control systems. The IA completed one review during FY2024 in accordance with the risk-aligned internal audit plan approved by the AC. The findings and recommendations of the IA, Management's responses, and Management's implementation of the recommendations have been reviewed and discussed with the AC.

Provision	Code Description	Company's Compliance or Explanation
	Internal Audit function (cont'd)	The AC met with the IA without presence of the Management in relation to the work done for the financial year under review. The AC has reviewed and is satisfied with the independence, adequacy and effectiveness of the internal audit function for FY2024. Based on the risks identified from the ERM exercise performed by the Group in FY2024 and the Management actions in relation to those risks, and the follow on actions and measures implemented by the Management in response to the findings by the internal auditors and external auditors, and the assurance from the CEO and the CFO, the Board, with the concurrence of the AC, is of the opinion that the Group's risk management and internal control systems, addressing key financial, operational, compliance, information technology and risk management objectives were adequate and effective to meet the needs of the Group in its business environment as at FY2024.
10.5	**Independent Session with the EA & IA**	The AC meets with the IA and EA at least once annually to discuss audit findings and recommendations, without the presence of the Management. For FY2024, the AC has met with the IA and EA once without the presence of the Management.
Rule 712, 715	**Auditors**	The Group has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointment of the EA.
	Whistleblowing	The Company has put in place a whistleblowing policy which sets out the procedures for a whistleblower to make a report on misconduct or wrongdoing relating to the Company and its officers. The AC has reviewed the whistleblowing policy that the Group has established and is responsible for the oversight and monitoring of whistleblowing. The Company publicly discloses through its website, and clearly communicates with employees, the existence of the whistleblowing policy which is in compliance with Catalist Rule 1204(18B) as elaborated below. a. The Company has procedures for raising such concerns to the AC Chairman at auditcommittee@katrinagroup.com and has an independent function, comprising the AC Chairman and AC members, to investigate whistleblowing reports made in good faith; b. The Company has clear channels through which staff and other persons may, in confidence, raise their concerns about possible improprieties, fraudulent activities or malpractices within the Company in a responsible and effective manner;

Provision	Code Description	Company's Compliance or Explanation
	Whistleblowing (cont'd)	c. The Company has arrangements and processes to facilitate independent investigation of such concerns and for appropriate follow-up action; d. The Company has confidentiality clauses that protect identification of the whistleblower and ensures that the identity of the whistleblower is kept confidential; and e. The Company is committed to ensuring the protection of the whistleblower against any detrimental and unfair treatment. For FY2024 and up to the date of this report, there were no complaints, concerns or issues received by the AC.
	Summary of Audit Committee activities	The AC has reviewed the annual financial statements of the Group, the quality and reliability of information for inclusion in financial reports, policies and practices put in place by the Management, reviewed the volume and nature of Interested Person Transactions (if any), nominated and recommended the re-appointment of the external auditors and reviewed the adequacy, effectiveness and independence of the internal and external auditors. The AC has assisted the Board in reviewing the adequacy and effectiveness of the risk management and internal control systems, addressing financial, operational, compliance and information technology risks of the Group. Changes to the accounting standards and issues that have direct impact on financial statements were reported to and discussed with the AC by the external auditors, for the AC members to keep abreast of changes to such accounting standards and issues. In the review of the Group's financial statements, the AC discussed with the Management the accounting principles that were applied and considered the clarity of key disclosures in the financial statements. The AC also considered the report from the external auditors, including their findings on the significant risks and audit focus areas. The AC agreed that the Key Audit Matters ("**KAM**") highlighted by the external auditors were appropriate areas to focus on. The AC examined the findings on these and other areas together with the external auditors and Management. The AC reviewed and accepted the judgmental assumptions made, models used, and accounting treatments adopted by the Management in the KAM. The AC concurred with the external auditors regarding the KAM.

Provision	Code Description	Company's Compliance or Explanation
SHAREHOLDER RIGHTS AND ENGAGEMENT **Shareholder Rights and Conduct of General Meetings** ***Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects***		
11.1	**Shareholder rights**	All shareholders are treated fairly and equitably, and the Group strives to disclose information on all major developments that could materially impact the Group in a timely manner. Shareholders are entitled to attend the general meetings of shareholders and are afforded the opportunity to participate effectively in and vote at general meetings of shareholders. The Group informs shareholders of the rules governing general meetings of shareholders.
11.2	**Resolutions**	The Company ensures that there are separate resolutions at general meetings on each distinct issue. Separate resolutions are proposed for substantially separate issues at Shareholders' meetings for approval. "Bundling" of resolutions is done only where the resolutions are interdependent and linked so as to form one significant proposal and only where there are reasons and material implications involved. In such cases of "bundling", the Company ensures that explanations as to the reasons and implications are given to Shareholders in the notice of meeting. All resolutions proposed at general meetings shall be put to vote by way of a poll pursuant to Rule 730A(2) of the Catalist Rules. All votes cast, for or against or abstain, and the respective percentages, in respect of each resolution are tallied and disclosed at the meeting and an announcement with the detailed results showing the numbers of votes cast for and against for each resolution and the respective percentage will be released via SGXNet after the general meetings.
11.3	**Attendance at general meetings**	All Directors, particularly the Chairman of the Board, the respective Chairman of the AC, the NC and the RC, the CFO and Company Secretary will be present and available to address shareholders' queries at the general meetings. The external auditor will also be present to address queries regarding the conduct of the audit and the preparation and content of the auditor's report. The attendance of the Board for the Company's AGM held on 29 April 2024 is disclosed under Provision 1.5 of this Report.

Provision	Code Description	Company's Compliance or Explanation
11.4	**Voting procedures**	At general meetings, all shareholders are encouraged to attend, participate effectively and vote in person or by proxy. The Company's Constitution provides for a shareholder or a depositor to appoint not more than two (2) proxies to attend and vote at the general meetings of the Company. Where the member is a "Relevant Intermediary" as defined under Section 181(6) of the Act, the said member can appoint more than two (2) proxies. Relevant Intermediary includes corporations holding licenses in providing nominee and custodial services and CPF Board which purchases shares on behalf of the CPF investors. Proxies need not be a shareholder of the Company. Shareholders are informed of such meetings through the annual report or circulars sent to all shareholders, notices published in the newspapers and announcements released via SGXNet. Shareholders will be briefed on the rules governing such meetings and voting procedures of the general meetings. An independent polling agent is appointed by the Company for general meetings who will explain the voting procedures that govern the general meetings of shareholders. Results of voting are announced in a timely manner via SGXNet. Voting in absentia by email, mail or fax is not implemented due to authentication and other security related concerns.
11.5	**Minutes of general meetings**	Minutes of general meetings which include the substantial and relevant comments and queries relating to the agendas of the general meetings raised by shareholders, together with responses from the Board and Management, are prepared by the Company Secretary. The Company will publish the minutes of the general meetings on the Company's website and SGXNet within one month from the date of the respective meeting.
11.6	**Dividend Policy**	The Company does not have a fixed dividend policy. The form, frequency and amount of future dividends on the Company's shares will depend on the Group's earnings, general financial condition, results of operations, capital requirements, cash flow, general business condition, development plans and other factors as the Directors may, in their absolute discretion, deem appropriate. The Board is not recommending any dividends for FY2024 in view of prevailing business and financial conditions of the Group.

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td colspan="3">Engagement with Shareholders
Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company</td></tr>
<tr><td>12.1</td><td>Communication</td><td>The Company believes in high standards of transparent corporate disclosure and is committed to disclosing to its shareholders, the information in a timely and fair manner via SGXNet and the Company's website. Where there is inadvertent disclosure made to a selected group, the Company will make the same disclosure publicly to all stakeholders as soon as practicable. Communication is made through:

a. the annual report prepared and issued to all shareholders. The Board ensures that the annual report includes all relevant information of the Company and the Group, including future developments, if any, and other disclosures required by the Companies Act 1967 of Singapore, Singapore Financial Reporting Standards and the Catalist Rules;

b. quarterly announcements containing a summary of the financial information and affairs of the Group for the corresponding period;

c. press releases on major developments of the Group; and

d. analysts briefings and roadshows.

AGMs will be held within four months after the end of each financial year. The Company will be holding its AGM for FY2024 on 25 April 2025, details of which are as disclosed in the Notice of AGM. The Notice of AGM is also advertised in a national newspaper within the prescribed period.

In line with the Company's corporate social responsibility initiatives and environmental sustainability efforts, annual reports and circulars to Shareholders will be published on the Company's corporate website and at the SGXNET and available for viewing or downloading by the shareholders. Printed copies will only be mailed to shareholders upon their request via a request form.</td></tr>
</table>

Provision	Code Description	Company's Compliance or Explanation
	Communication (cont'd)	Shareholders of the Company will receive the AGM notice, proxy form and request form (to request for a physical copy of the annual reports) via mail. The documents are also accessible via the Company's corporate website and at the SGXNET. Shareholders can access the financial information, corporate announcements, press releases, annual reports, circulars and profile of the Group on the Company's website at https://katrinagroup.com/investor-updates/.
	Conduct of Shareholder meetings	At general meetings, shareholders are given opportunities to voice their views and direct their questions to the Directors or the Management regarding the Company. The Chairman of the Board, Board members and the respective Chairman of the AC, the NC and the RC are present and available to address questions at general meetings. The CFO, the Company Secretary and the EA are also present. For the forthcoming AGM, shareholders may submit questions relating to resolutions to be tabled for approval at the AGM by no later than 2.30 p.m. on 17 April 2025. The Company shall only address relevant and substantial questions and any subsequent clarifications sought, or follow-up questions in respect of such questions and will publish its response to those questions on the SGXNet and the Company's website prior to or by 20 April 2025. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after 17 April 2025 which have not already been addressed prior to the AGM, at the AGM itself. Shareholders who are attending the AGM may also submit their substantial and relevant queries relating to the agenda of the meeting during the meetings, which the Management and the Board of Directors will address accordingly. All resolutions are put to vote by poll in all the Company's general meetings and are integral in the enhancement of corporate governance. For cost effectiveness, the voting of the resolutions at the general meetings are conducted by manual polling and their detailed results are announced at the meeting. The voting results of each of the resolutions tabled are announced on the same day after the general meeting via SGXNet.

Provision	Code Description	Company's Compliance or Explanation
12.2	**Investor Relations Policy**	The Company does not have an investor relations policy in place and there is no investor relations team engaged as the Board is of the view that the current communication channels are sufficient and cost-effective. However, the Board's policy is that all shareholders should be informed simultaneously in an accurate and comprehensive manner regarding all material developments that impact the Group via SGXNet on an immediate basis, in line with the Group's disclosure obligations pursuant to the Catalist Rules and the Act.
12.3	**Investor engagement**	The Board encourages shareholders' participation at the AGMs and the EGMs as such meetings represent the principal forum of dialogue and interaction with the shareholders. Shareholders may provide feedback through the Company's designated email address info@katrinagroup.com provided in the Company's corporate website.
MANAGING STAKEHOLDERS RELATIONSHIPS **Engagement with Stakeholders** ***Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served***		
13.1, 13.2 and 13.3	**Communication and engagement with stakeholders**	The Board considers the Company's obligations to its shareholders and also the interests of its material stakeholders as the relationships with material stakeholders may have an impact on the Company's long-term sustainability. Stakeholders are parties who may be affected by the Company's activities or whose actions can affect the ability of the Company to conduct its activities. The Board has identified its stakeholders as customers, employees, suppliers, regulators, shareholders and suppliers. The Company maintains its Company's website at https://katrinagroup.com/investor-updates/ to communicate and engage with the stakeholders. Stakeholders can also contact the Company through phone or email, the details of which can be found on the Company's website. In addition, to keep stakeholders informed on the commitment made by the Company in fostering the creation of long-term value for the stakeholders and sustainable development of the global economy, including its strategy and key areas of focus in managing stakeholder's relationship. The Group has prepared its sustainability report for financial year ended 31 December 2024 details of which is set out in pages 23 to 67 of this annual report.

Provision	Code Description	Company's Compliance or Explanation
	Communication and engagement with stakeholders (cont'd)	Communication with shareholders is managed under the direction of the Board. All announcements are released via SGXNet, including the quarterly and full-year financial results, distribution of notices, press releases, analyst briefings, presentations, and announcements on acquisitions, corporate development and other material developments. The Company does not practice selective disclosure and price sensitive information is publicly released on an immediate basis where required under the Catalist Rules. In addition, the Company's annual reports together with the notices of AGM are also accessible at the Company's corporate website and at the Company's announcement section of the SGX-ST website. The notice of AGM is also advertised in a newspaper. Apart from the SGXNet announcements and its annual report, the Company will also conduct media interviews as and when appropriate to give shareholders and the public deeper insights of the Group's business and strategies when opportunities present themselves. Further, the Company may, if it considers necessary and appropriate, release press releases or organise media/analyst briefings to keep shareholders informed of its corporate development. The Company's CEO and Executive Director are responsible for the Company's communication with shareholders. The Company maintains a corporate website where shareholders can access financial information, corporation announcements, press releases, annual reports and profile of the Group at https://katrinagroup.com/investor-updates/.
COMPLIANCE WITH APPLICABLE CATALIST RULES		
1204(8)	**Material Contracts**	There were no material contracts entered into by the Group involving the interest of the CEO, any Director, or controlling shareholder, which are either still subsisting at the end of FY2024 or if not then subsisting, entered into since the end of the previous financial year.
1204(10)	**Confirmation of adequacy of internal controls**	The Board, with the concurrence of the AC, is of the opinion that the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems, were adequate and effective as at FY2024 based on the assurance from the CEO and the CFO, the internal controls established and maintained by the Group, the review performed by the Management and the AC, the work performed by the IA and the review undertaken by the EA as part of their statutory audit.

Provision	Code Description	Company's Compliance or Explanation
1204(17)	**Interested Persons Transaction (“IPTs”)**	The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC and that the transactions are conducted at arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders. The AC shall review all IPTs at least on a quarterly basis to ensure that they are carried out on normal commercial terms and in accordance with the procedures and to ensure that the prevailing rules and regulations in particular, Chapter 9 of the Catalist Rules are complied with. The Group has not obtained a general mandate from shareholders for IPTs. There were no interested person transactions of $100,000 and above during FY2024.
1204(19)	**Dealing in Securities**	The Company has adopted an internal compliance code of conduct to guide and advise Directors and all executives of the Company with regard to dealings in the Company's securities in compliance with Rule 1204(19) of the Catalist Rules. The Company, Directors and executives shall not deal in the Company's shares on short-term considerations or if they are in possession of price sensitive information and during the period commencing one (1) month prior to release of the full-year financial results announcement and 2 weeks prior to its interim financial results announcements and ending on the date of the announcement of the results. Directors and senior management are also expected to observe insider trading laws at all times even when dealing in securities within permitted trading periods while in possession of price-sensitive information.
		In general, the Group's policy encourages Directors and employees of the Group to hold the Company's securities and not deal in the Company's securities on short term considerations. The policy is to ensure that the Company's Directors, officers and employees of the Group are aware of their legal obligations in respect of the dealings in securities of the Company. Persons who are in possession of unpublished material price sensitive information and use such information for their own material gain are committing an offence of insider trading.

<table>
<tr><th>Provision</th><th>Code Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td>Use of Proceeds</td><td>As at the date of this report:

(a) the Subscription Proceeds[1] of $232,481 were fully allocated and utilised in FY2023.

(b) the total Exercise Proceeds received from the exercise of Warrants to date is $380,254.

<table>
<tr><th>Use of Exercise Proceeds</th><th>Allocated
$</th><th>Utilised
$</th><th>Balance
$</th></tr>
<tr><td>To fund business expansion in the F&B and hospitality businesses</td><td>266,178</td><td>264,078</td><td>2,100</td></tr>
<tr><td>General working capital for the Group – payment of trade creditors</td><td>114,076</td><td>113,176</td><td>900</td></tr>
</table>

The use of proceeds is in accordance with the stated use and is in accordance with the percentage allocated in the Offer Information Statement of the Company.

Note:

1. Unless otherwise defined, capitalised terms used herein shall have the same meaning as ascribed thereto in the Company's Offer Information Statement dated 18 September 2023.</td></tr>
<tr><td>711A</td><td>Sustainability Report</td><td>The Group has issued its sustainability report for FY2024 to keep stakeholders informed on the commitment made by the Company in fostering the creation of long-term value for the stakeholders and sustainable development of the global economy. The sustainability report is set out in pages 23 to 67 of this annual report.</td></tr>
<tr><td>1204(21)</td><td>Non-sponsor fees</td><td>There was no non-sponsor fee paid to the Company's Sponsor Hong Leong Finance Limited during FY2024.</td></tr>
</table>

ADDITIONAL INFORMATION ON DIRECTORS' RE-ELECTION AND CONTINUED APPOINTMENT – PURSUANT TO CATALIST RULE 720(5) AND APPENDIX 7F

Details	**Mr Alan Goh Keng Chian**	**Mr Lam Kwong Fai**	**Mr Ong Kim Huat**
Date of Appointment	31 March 2016	4 May 2022	1 June 2024
Date of last re-appointment	28 April 2023	28 April 2023	–
Age	65	46	63
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Board of the Company has accepted the Nominating Committee's recommendation, which has reviewed and considered Mr Alan Goh Keng Chian's contribution as the Executive Chairman and Chief Executive Officer of the Company, and has recommended that Mr Alan Goh Keng Chian be re-elected as Director of the Company	The Board of the Company has accepted the Nominating Committee's recommendation, which has reviewed and considered Lam Kwong Fai's contribution as the Lead Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees of the Company, and has recommended that Mr Lam Kwong Fai be re-elected as Director of the Company	The Board of the Company has accepted the Nominating Committee's recommendation, which has reviewed and considered Mr Ong Kim Huat's contribution as the Independent Director, Chairman of the Remuneration Committee and member of the Audit and Nominating Committees of the Company, and has recommended that Mr Ong Kim Huat be re-elected as Director of the Company
Whether appointment is executive, and if so, the area of responsibility	Executive. Mr Alan Goh Keng Chian is responsible for the overall operations, management, strategic planning and business development of the Group	Non-executive	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member, etc)	Executive Chairman and Chief Executive Officer	Lead Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees.	Independent Director, Chairman of the Remuneration Committee, member of the Audit Committee and Nominating Committees
Professional qualifications	Master of Business Administration (General Business Administration) from University of Hull.	Bachelor of Accountancy from Nanyang Technology University	Bachelor of Science Degree in Business Administration with double major in Marketing and Management from University of Oregon, USA

Details	Mr Alan Goh Keng Chian	Mr Lam Kwong Fai	Mr Ong Kim Huat
Working experience and occupation(s) during the past 10 years	Executive Chairman and Chief Executive Officer of Katrina Group Ltd.	May 2023 to present – Head of Business Development ESG Division, Aimpact Capital Pte. Ltd. November 2020 to May 2023 – Founder and Director, Alder Corporate Services Pte. Ltd. July 2019 to May 2020 – Chief Executive Officer, Crowe Horwath Capital Pte. Ltd. June 2017 to July 2019 – Founder and Chief Executive Officer, 3 Peaks Capital Private Limited. July 2014 to June 2017 – Associate Director, Continuing Sponsorship, PrimePartners Corporate Finance Pte Ltd.	1998 to present – Managing Director, Reddot Media Inc. Pte. Ltd. 2015 to 2016 – Chairman Government Parliamentary Committee, Ministry of Culture, Community and Youth 2011 to 2016 – Member of Parliament 2011 to 2016 – Chairman, Jurong Town Council 2010 to 2022 – National Trade Union Congress, U-Care Fund Board of Trustee
Shareholding interest in the listed issuer and its subsidiaries	Interest in the Company: Direct interest – 392,600 ordinary shares. Deemed interest – 205,382,408 ordinary shares	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr Alan Goh Keng Chian is the spouse of Madaline Catherine Tan Kim Wah (Executive Director and controlling shareholder of the Company) and father of Krystal Goh Shu Yan (Alternate Director to Madaline Catherine Tan Kim Wah)	None	None
Conflict of Interests (including any competing business)	No	No	No

Details	Mr Alan Goh Keng Chian	Mr Lam Kwong Fai	Mr Ong Kim Huat
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes
Other Principal Commitments* Including Directorships#			
Past (for the last 5 years)	Directorship in non-listed company Bayang At The Quay Pte. Ltd.* Renn Thai Pte Ltd* SOPL 2 Pte. Ltd.* Royal Perak Pte. Ltd. Katrina Holdings Sdn Bhd* Bali Thai Food Catering Pte. Ltd.* SO Services Pte. Ltd.* Straits Organization HK Limited* * *struck off*	Directorship in listed company Sevens Atelier Limited OEL (Holdings) Limited) (now known as AJJ Medtech Holdings Limited) D'Nonce Technology Bhd Capital World Limited. Directorship in non-listed company ACH Investments Pte Ltd Auspac Management Services Pte. Ltd. Maxi Vault Private Limited Maxi Solutions Private Limited Symbiot Private Limited Zenith Distribution LLP Alder Corporate Services Pte. Ltd. Cashmallow Singapore Pte. Ltd. Exa Discoveries Pte. Ltd.	Directorship in listed company Hon Corporation Limited MC Payment Limited (now known as OxPay Financial Limited) Other Principal Commitment National Trade Union Congress, U-Care Fund Board of Trustees
Present	Directorship in non-listed company Katrina Holdings Pte Ltd Tomo Izakaya Pte. Ltd. Katrina International Pte. Ltd. ST Hospitality Pte. Ltd. SOPL 1 Pte. Ltd. PT. So Pho Food Indonesia Daily Beer Singapore Pte. Ltd.	Directorship in listed company China Kunda Technology Holdings Limited Soon Lian Holdings Limited SDAI Limited VCPlus Limited A-Smart Holdings Ltd. Directorship in non-listed company 3 Peaks Capital Private Limited (dormant) Other Principal Commitment Aimpact Capital Pte. Ltd.	Directorship in listed company Ellipsiz Ltd New Toyo International Holdings Ltd Hiap Seng Industries Limited Directorship in non-listed company Reddot Media Inc. Pte. Ltd.

Details	Mr Alan Goh Keng Chian	Mr Lam Kwong Fai	Mr Ong Kim Huat
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No

Details	Mr Alan Goh Keng Chian	Mr Lam Kwong Fai	Mr Ong Kim Huat
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No

Details	Mr Alan Goh Keng Chian	Mr Lam Kwong Fai	Mr Ong Kim Huat
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No

Details	**Mr Alan Goh Keng Chian**	**Mr Lam Kwong Fai**	**Mr Ong Kim Huat**
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	(i) Yes, there is an ongoing investigation involving ST Hospitality Pte. Ltd. and/or its subsidiaries. (ii) No	No	No

Details	Mr Alan Goh Keng Chian	Mr Lam Kwong Fai	Mr Ong Kim Huat
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	(iii) No (iv) No		
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	Yes. As disclosed in the Company's announcement dated 25 June 2022, the Group has received a letter dated 24 June 2022 from the Urban Redevelopment Authority ("URA") to attend an interview in relation to the URA Investigation.	No	No

Details	Mr Alan Goh Keng Chian	Mr Lam Kwong Fai	Mr Ong Kim Huat
Disclosure applicable to the appointment of Director only			
Any prior experience as a director of a listed company? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable as this is for re-election of a director.	Not applicable as this is for re-election of a director.	Not applicable as this is for re-election of a director.

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Katrina Group Ltd. (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2024.

Opinion of the directors

In the opinion of the directors,

(i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

(ii) at the date of this statement there are reasonable grounds to believe that the Group will be able to pay its debts as and when they fall due, as the Directors are of the view that the Group will be able to generate sufficient cash flows from its operations, and the continuing support from two of the directors, both are controlling shareholders who are deemed to have interest in each other's shares, not to recall the amount advanced to the Group until all liabilities with unsecured creditors have been met and cash flow of the Group permits.

Directors

The directors of the Company in office at the date of this statement are:

Alan Goh Keng Chian
Madaline Catherine Tan Kim Wah (Alternate director, Krystal Goh Shu Yan)
Lam Kwong Fai
Wong Quee Quee, Jeffrey
Ong Kim Huat

Arrangements to enable directors to acquire shares and debentures

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

Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings, required to be kept under Section 164 of the Singapore Companies Act 1967, an interest in shares of the Company and related corporations (other than wholly-owned subsidiaries), as stated below:

	Direct interest			Deemed interest		
Names of directors	**At 1.1.2024**	**At 31.12.2024**	**At 21.1.2025**	**At 1.1.2024**	**At 31.12.2024**	**At 21.1.2025**
Number of shares in Katrina Group Ltd.						
Alan Goh Keng Chian	392,600	392,600	392,600	205,382,408**	205,382,408**	205,382,408**
Madaline Catherine Tan Kim Wah	–	–	–	205,775,008^^	205,775,008^^	205,775,008^^

Directors' interest in warrants

On 9 October 2023, the Company issued 232,481,008 warrants pursuant to a renounceable non-underwritten rights issue on the basis of one warrant for every one existing ordinary shares held in the capital of the Company. On 12 October 2023, the warrants were listed on the Singapore Exchange Securities Trading Limited ("SGX-ST"). Each warrant entitles the warrant holder to subscribe for one new ordinary share in the Company at the exercise price of S$0.02 for each new share.

At the end of the financial year, details of the unissued ordinary shares of the Company under warrants are as follows:

Date of issue	Warrants issued	Warrants exercised	Warrants outstanding	Date of expiry
9 October 2023	232,481,008	1,908,000	217,571,008	8 October 2028

	Direct interest			Deemed interest		
Names of directors	At 1.1.2024	At 31.12.2024	At 21.1.2025	At 1.1.2024	At 31.12.2024	At 21.1.2025
Alan Goh Keng Chian	392,600	2,062,000	2,062,000	205,382,408**	200,775,008**	200,775,008**
Madaline Catherine Tan Kim Wah	–	–	–	205,775,008^^	202,837,008^^	202,837,008^^

** This represents Mr Alan Goh Keng Chian's deemed interest held in the name of HSBC (Singapore) Nominees Pte. Ltd. and in the shares which his spouse holds or has an interest in.

^^ This represents Ms Madaline Catherine Tan Kim Wah's deemed interest held in the name of HSBC (Singapore) Nominees Pte. Ltd. and in the shares which her spouse holds or has an interest in.

By virtue of section 7 of the Singapore Companies Act 1967, both Alan Goh Keng Chian and Madaline Catherine Tan Kim Wah are deemed to have interests in shares of all the subsidiaries to the extent held by the Company.

Except as disclosed in this statement, no other director who held office at the end of the financial year had interests in shares, shares options, or debentures of the Company, or of related corporations, either at the beginning of the financial year, or at the end of the financial year.

Options

No options were issued by the Company during the financial year. As at 31 December 2024, there were no options on the unissued shares of the Company or any other body corporate which were outstanding.

Audit Committee

The Audit Committee ("AC") carried out its functions in accordance with Section 201B (5) of the Singapore Companies Act 1967, the SGX listing manual and the Singapore Code of Corporate Governance 2018, including the following:

(a) Reviewed the audit plans of the internal and external auditors of the Group and the Company, and the internal auditor's evaluation of the adequacy of the Company's system of controls and the assistance given by the Group and Company's management to the external and internal auditors;

(b) Reviewed the quarterly announcement and annual financial statements and the independent auditor's report on the annual financial statements of the Group and Company before their submission to the board of directors;

(c) Reviewed the effectiveness of the Group and the Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor;

(d) Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;

(e) Reviewed the independence and objectivity of the external auditor;

(f) Reviewed the nature and extent of non-audit services provided by the external auditor; and

(g) Recommended to the board of directors the external auditors to be nominated and reviewed the scope and results of the audit.

Further details regarding the Audit Committee are detailed in the Corporate Governance Report.

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors:

Alan Goh Keng Chian
Director

Madaline Catherine Tan Kim Wah
Director

Singapore
9 April 2025

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Katrina Group Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2024, the statement of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to Note 2.1 to the financial statements. As at 31 December 2024, the Group's net liabilities and current liabilities exceeded its net assets and current assets by $3,967,000 and $19,048,000 respectively. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as going concern. As disclosed in Note 2.1, the ability of the Group to continue as a going concern is dependent on the Group generating sufficient cash flows from its operations, and the continuing support from two of the directors, both are controlling shareholders who are deemed to have interest in each other's shares, not to recall the amount advanced to the Group until all liabilities with unsecured creditors have been met for 15 months from 9 April 2025 and until cash flow of the Group permits.

In the event that the Group is unable to continue operational existence for the foreseeable future, the Group may be unable to discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in normal course of business and at amounts which could differ significantly from the amounts at which they are recorded in the balance sheets. In addition, the Group may have to reclassify certain non-current assets and liabilities as current assets and liabilities. No such adjustments have been made to these financial statements.

Our opinion is not modified in respect of this matter.

Emphasis of matter

On-going investigation by the Urban Redevelopment Authority

We draw attention to Note 32(c) which describes the uncertainty related to the outcome of an on-going investigation by the Urban Redevelopment Authority into possible breaches of the minimum stay requirement in respect of the provision of short-term accommodation provided by ST Hospitality Pte. Ltd..

Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Material uncertainty related to going concern and Emphasis of matter sections, we have determined the matters described below to be key audit matters to be communicated in our report. For the matters below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

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

At 31 December 2024, the carrying amounts of right-of-use assets and property, plant and equipment were $21,760,000 and $3,839,000, which represents 62% and 11% of Group's total assets, respectively. The assets are allocated to the respective cash-generating unit ("CGU").

Management has assessed that there were indicators of impairment or reversal of impairment on certain CGUs in the hospitality and food and beverages segments.

Management performed impairment tests on the right-of-use assets and property, plant and equipment of the CGUs exhibiting impairment or reversal of impairment indicators and determined their recoverable amounts based on value in use calculations. Based on the outcome of this impairment test, the Group has recognised a net impairment charge of $641,000 to the right-of-use assets and a net write back of previously recognised impairment charge of $491,000 to the property, plant and equipment respectively. This area was significant to our audit because the impairment assessment involved significant management judgement and required the management to make various assumptions in the underlying cash flow forecasts. Considering the level of management judgment involved and heightened degree of estimation uncertainty associated with current market and economic condition in the assessment, we engaged our internal valuation specialists to assist us in evaluating the reasonableness of certain key assumptions such as pre-tax discount rates.

Key audit matters (cont'd)

As part of our audit, we reviewed management's identification of impairment or reversal of impairment indicators relating to the respective CGUs by assessing management's review of the financial performances on the CGUs. Where an impairment or reversal of impairment indicator is identified, we reviewed the discounted cash flow prepared by management and evaluated the reasonableness of key assumptions used in the impairment analysis, in particular the sales growth rates and discount rates. We tested the robustness of management's budgeting process by comparing the actual financial performance against previously forecasted results and the performances of the CGUs after the year end. We reviewed management's sensitivity analysis of the carrying amounts of the right-of-use assets and property, plant and equipment to reasonably possible changes in certain key assumptions based on the overall industry outlook.

In addition, we assessed the adequacy of the disclosures on the right-of-use assets and property, plant and equipment, and the assumptions used in the impairment tests and the outcome of the impairment tests in Note 3.2 *Key sources of estimation uncertainty*, Note 15 *Right-of-use assets* and Note 13 *Property, plant and equipment* of the financial statements.

Other information

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

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

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

Responsibilities of management and directors for the financial statements

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

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- 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 Group 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.

Auditor's responsibilities for the audit of the financial statements (cont'd)

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

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

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

Report on other legal and regulatory requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Hah Yanying.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
9 April 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 $'000	2023 $'000
Revenue	4	**54,728**	59,315
Cost of sales	5	**(47,085)**	(51,500)
Gross profit		**7,643**	7,815
Other income	6	**1,571**	1,217
Selling and distribution costs		**(802)**	(790)
Administrative expenses		**(5,377)**	(6,143)
Finance costs	7	**(2,327)**	(2,782)
Other gains/(expenses)	8	**1,609**	(1,098)
Share of loss from investment in a joint venture		**(10)**	–
Profit/(loss) before tax	9	**2,307**	(1,781)
Income tax (expense)/credit	11	**(1)**	433
Profit/(loss) for the year, representing profit/(loss) for the year attributable to owners of the Company		**2,306**	(1,348)
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		**7**	(1)
Other comprehensive income for the year, net of tax		**7**	(1)
Total comprehensive income for the year, representing total comprehensive income attributable to owners of the Company		**2,313**	(1,349)
Profit/(loss) per share (cents per share)			
Basic	12	**0.98**	(0.58)
Diluted	12	**0.73**	(0.46)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
ASSETS					
Non-current assets					
Property, plant and equipment	13	**3,839**	4,193	**1**	3
Intangible assets	14	**–**	–	**–**	–
Right-of-use assets	15	**21,760**	27,765	**–**	–
Investment property	16	**–**	744	**–**	–
Investment in subsidiaries	17	**–**	–	**7,781**	6,061
Investment in joint ventures	18	**390**	–	**–**	–
Deferred tax asset	11	**425**	425	**–**	–
Derivative instrument	19	**464**	–	**–**	–
Refundable deposits	20	**3,238**	3,708	**–**	–
		30,116	36,835	**7,782**	6,064
Current assets					
Inventories	21	**171**	139	**–**	–
Other assets		**–**	2	**–**	2
Trade receivables	22	**948**	1,006	**–**	–
Other receivables	23	**644**	466	**–**	–
Refundable deposits	20	**1,324**	1,509	**9**	9
Prepayments		**111**	386	**12**	9
Amount due from a joint venture	23	**8**	120	**–**	–
Amounts due from subsidiaries	23	**–**	–	**2,782**	6,520
Cash and bank balances	24	**1,878**	3,031	**723**	176
		5,084	6,659	**3,526**	6,716
Total assets		**35,200**	43,494	**11,308**	12,780
EQUITY AND LIABILITIES					
Current liabilities					
Trade and other payables	25	**7,303**	8,052	**1,757**	1,890
Amount due to a subsidiary	25	**–**	–	**54**	96
Amount due to a joint venture	25	**2**	–	**–**	–
Other liabilities	26	**1,719**	2,346	**214**	244
Lease liabilities	15	**12,765**	14,973	**–**	–
Provision	27	**192**	393	**–**	–
Contract liabilities	4	**480**	402	**–**	–
Loans and borrowings	28	**1,671**	3,299	**–**	–
		24,132	29,465	**2,025**	2,230
Net current (liabilities)/assets		**(19,048)**	(22,806)	**1,501**	4,486

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

		Group		Company	
	Note	2024	2023	2024	2023
		$'000	$'000	$'000	$'000
Non-current liabilities					
Other payables	25	**92**	92	**–**	–
Lease liabilities	15	**14,247**	19,047	**–**	–
Provision	27	**653**	716	**–**	–
Loans and borrowings	28	**43**	714	**–**	–
		15,035	20,569	**–**	–
Total liabilities		**39,167**	50,034	**2,025**	2,230
Net (liabilities)/assets		**(3,967)**	(6,540)	**9,283**	10,550
Equity attributable to owners of the Company					
Share capital	29	**8,581**	8,321	**8,581**	8,321
Warrant reserve	30	**75**	75	**75**	75
Foreign currency translation reserve	30	**37**	30	**–**	–
Retained earnings		**(12,660)**	(14,966)	**627**	2,154
Total equity		**(3,967)**	(6,540)	**9,283**	10,550
Total equity and liabilities		**35,200**	43,494	**11,308**	12,780

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

	Attributable to owners of the Company				
	Share capital (Note 29) $'000	Warrant reserve (Note 30) $'000	Foreign currency translation reserve (Note 30) $'000	Retained earnings $'000	Total equity $'000
Group					
Opening balance at 1 January 2023	8,283	–	31	(13,618)	(5,304)
Issuance of warrants, net of transaction costs	–	75	–	–	75
Exercise of warrants	38	–	–	–	38
Loss for the year	–	–	–	(1,348)	(1,348)
Other comprehensive income:					
Foreign currency translation	–	–	4	–	4
Striking off of foreign subsidiary	–	–	(5)	–	(5)
Total comprehensive income for the year	–	–	(1)	(1,348)	(1,349)
Closing balance at 31 December 2023	8,321	75	30	(14,966)	(6,540)
Opening balance at 1 January 2024	**8,321**	**75**	**30**	**(14,966)**	**(6,540)**
Exercise of warrants	**260**	**–**	**–**	**–**	**260**
Profit for the year	**–**	**–**	**–**	**2,306**	**2,306**
Other comprehensive income:					
Foreign currency translation	**–**	**–**	**7**	**–**	**7**
Total comprehensive income for the year	**–**	**–**	**7**	**2,306**	**2,313**
Closing balance at 31 December 2024	**8,581**	**75**	**37**	**(12,660)**	**(3,967)**

	Attributable to owners of the Company			
	Share capital (Note 29) $'000	Warrant reserve (Note 30) $'000	Retained earnings $'000	Total $'000
Company				
Opening balance at 1 January 2023	8,283	–	2,260	10,543
Issue of warrants, net of transaction costs	–	75	–	75
Exercise of warrants	38	–	–	38
Loss for the year, representing total comprehensive income for the year	–	–	(106)	(106)
Closing balance at 31 December 2023	8,321	75	2,154	10,550
Opening balance at 1 January 2024	**8,321**	**75**	**2,154**	**10,550**
Exercise of warrants	**260**	**–**	**–**	**260**
Loss for the year, representing total comprehensive income for the year	**–**	**–**	**(1,527)**	**(1,527)**
Closing balance at 31 December 2024	**8,581**	**75**	**627**	**9,283**

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

	Note	2024 $'000	2023 $'000
Operating activities			
Profit/(loss) before tax		**2,307**	(1,781)
Adjustments for:			
(Write back of)/allowance for expected credit losses	8	**(16)**	42
Depreciation of property, plant and equipment	9	**1,585**	2,101
Depreciation of investment property	9	**34**	58
Depreciation of right-of-use assets	9	**13,792**	14,421
Fair value gain on derivative	8	**(464)**	–
Interest income	6	**(9)**	(34)
Income from subleasing right-of-use assets	6	**–**	(40)
Impairment loss on right-of-use assets, net	8	**641**	448
(Write back of)/impairment loss on property, plant and equipment, net	8	**(491)**	445
Impairment loss on amount due from a joint venture	8	**–**	103
Loss on property, plant and equipment written-off	8	**45**	16
Reversal of provision for restoration cost	9	**(59)**	(21)
Gain on disposal of investment property	8	**(1,290)**	–
Gain on disposal of property, plant and equipment	8	**(6)**	(1)
Finance costs	7	**2,327**	2,782
Share of loss from investment in a joint venture		**10**	–
(Gain)/loss on early termination and modification of leases, net	8	**(28)**	45
Currency realignment		**7**	(2)
Total adjustments		**16,078**	20,363
Operating cash flows before changes in working capital		**18,385**	18,582
Changes in working capital			
(Increase)/decrease in:			
Inventories		**(32)**	7
Trade and other receivables		**8**	46
Refundable deposits		**712**	597
Prepayments		**275**	(126)
Other assets		**2**	(2)
(Decrease)/increase in:			
Trade and other payables		**(712)**	52
Other liabilities		**(627)**	(35)
Amounts due to a joint venture		**2**	–
Contract liabilities		**78**	(381)
Total changes in working capital		**(294)**	158
Cash flows from operations		**18,091**	18,740
Income taxes paid		**(1)**	(3)
Interest received		**9**	34
Net cash flows generated from operating activities		**18,099**	18,771

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

	Note	2024 $'000	2023 $'000
Investing activities			
Purchase of property, plant and equipment	A	**(662)**	(1,495)
Cash paid for restoration cost	27	**(334)**	(137)
Proceeds from disposal of investment property		**2,000**	–
Proceeds from disposal of property, plant and equipment		**6**	1
Proceeds from net investments in subleases		**–**	40
Investment in joint venture		**(400)**	–
Net cash flows generated from/(used in) investing activities		**610**	(1,591)
Financing activities			
Exercise of warrants		**260**	38
Proceeds from issuance of warrants		**–**	75
Repayments of loans and borrowings		**(2,299)**	(2,707)
Interest paid		**(122)**	(245)
Lease payments	15	**(17,651)**	(17,880)
Restricted cash released		**1,000**	300
Loans from directors		**–**	1,330
Repayment of amounts due to directors		**(50)**	(250)
Net cash flows used in financing activities		**(18,862)**	(19,339)
Net change in cash and cash equivalents		**(153)**	(2,159)
Cash and cash equivalents at 1 January		**2,031**	4,190
Cash and cash equivalents at 31 December	24	**1,878**	2,031

A. Property, plant and equipment

	Note	2024 $'000	2023 $'000
Current year additions to property, plant and equipment	13	**(785)**	(1,773)
Less: Financing arrangement	28	**–**	76
Less: Provision for restoration cost	27	**123**	202
Net cash outflow for purchase of property, plant and equipment		**(662)**	(1,495)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. CORPORATE INFORMATION

1.1 *The Company*

Katrina Group Ltd. ("the Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited.

The registered office and principal place of business of the Company is located at 175A Bencoolen Street, #10-08, Burlington Square, Singapore 189650.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 17 to the financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 *Basis of preparation*

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)").

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore dollars ("SGD" or "$") and all values in the tables are rounded to the nearest thousand ("$'000"), except when otherwise indicated.

Fundamental accounting concept

The financial statements of the Group have been prepared on a going concern basis notwithstanding that the Group's net liabilities and current liabilities exceeded its net assets and current assets by $3,967,000 (2023: $6,540,000) and $19,048,000 (2023: $22,806,000) respectively. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as going concern.

The directors are of the view that it is appropriate to prepare the Group's financial statements on a going concern basis on the following bases:

(a) the Group will be able to generate sufficient cash flows from its operations to pay its liabilities as and when they fall due;

(b) the management continues to manage cashflow of the subsidiaries on overall Group basis, where necessary;

(c) there are no changes in the Group's ability to request for the extension of credit terms granted by suppliers and the Group intends to adhere to the trade payables turnover days consistent with the current financial year;

(d) the Group's ability to continue to roll over its revolving credit facilities;

(e) two of the directors, both are controlling shareholders who are deemed to have interest in each other's shares, have indicated through a letter of undertaking not to recall the amount advanced to the Group until all liabilities with unsecured creditors have been met for 15 months from 9 April 2025 and when the cash flow of the Group permits; and

(f) one of the directors, who is also the controlling shareholder, has indicated through a letter of undertaking to provide financial support to the Group to meet its liabilities as and when they fall due until all liabilities with unsecured creditors have been met for 15 months from 9 April 2025.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.2 ***Changes in accounting policies and disclosures***

New and amended standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2024. The adoption of these standards did not have any material effect on the financial performance or position of the Group.

2.3 ***Standards issued but not yet effective***

The Group has not adopted the following standards that have been issued but not yet effective:

Description	**Effective for annual periods beginning on or after**
Amendments to SFRS(I) 1-21 Lack of Exchangeability	1 January 2025
Amendments to SFRS(I) 9 and SFRS(I) 7: Amendments to Classification and Measurement of Financial Instruments	1 January 2026
Annual improvements to SFRS(I)s Volume 11	1 January 2026
Amendments to SFRS(I) 9 and SFRS(I) 7: Contracts Referencing Nature-dependent Electricity	1 January 2026
SFRS(1) 18 Presentation and Disclosure in Financial statement	1 January 2027
SFRS(1) 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to SFRS(I) 10 and SFRS(I) 1-28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

Except for SFRS(I) 18, the directors expect that the adoption of the new and amendments to the standards above will have no material impact on the financial statements in the year of initial application. The nature of the impending changes in accounting policy on adoption of amendments to SFRS(I) 18 is described below.

SFRS(I) 18 Presentation and Disclosure in Financial Statements

SFRS(I) 18, which replaces SFRS(I) 1-1 Presentation of Financial Statements, introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.3 *Standards issued but not yet effective (cont'd)*

SFRS(I) 18 Presentation and Disclosure in Financial Statements (cont'd)

In addition, narrow-scope amendments have been made to SFRS(I) 1-7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

SFRS(I) 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. SFRS(I) 18 will apply retrospectively. The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

2.4 *Basis of consolidation and business combinations*

(a) *Basis of consolidation*

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest, where applicable, even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

– de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;

– de-recognises the carrying amount of any non-controlling interest;

– de-recognises the cumulative translation differences recorded in equity;

– recognises the fair value of the consideration received;

– recognises the fair value of any investment retained;

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.4 ***Basis of consolidation and business combinations (cont'd)***

(a) Basis of consolidation (cont'd)

- recognises any surplus or deficit in profit or loss; and

- reclassifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

(b) *Business combinations and goodwill*

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is an asset or liability are recognised in profit or loss.

Non-controlling interest in the acquire, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or the non-controlling interest's proportionate share of acquiree's identifiable net assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.5 *Foreign currency*

The financial statements are presented in Singapore Dollars, which is also the Company's functional currency. 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.

(a) *Transactions and balances*

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as 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 measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

(b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

2.6 *Property, plant and equipment*

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

	Years
Computers	3 years
Furniture and fittings	3 – 5 years
Kitchen and restaurant equipment	3 – 5 years
Office equipment	3 – 5 years
Renovation	3 – 9 years
Motor vehicle	5 years

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.6 ***Property, plant and equipment (cont'd)***

Construction in progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is de-recognised.

2.7 ***Intangible assets***

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

Favourable agreement and customer contracts

The favourable agreement and customer contracts were acquired in a business combination. These costs are amortised to profit or loss using the straight line basis over the estimated finite useful life of 1 year. As at 31 December 2024 and 2023, they have been fully amortised.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.8 ***Investment property***

Investment property is property that is owned by the Group held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment property comprise completed investment property.

Investment property is initially measured at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses.

Investment property is de-recognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of retirement or disposal.

Depreciation of an asset begins when it is available for use and is computed on a straight-line basis over the estimated useful life of the asset as follows:

Investment property – 25 years

During the financial year ended 31 December 2024, the investment property was disposed.

2.9 ***Impairment of non-financial assets***

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value-in-use 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. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.10 ***Subsidiaries***

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it 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.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.11 ***Joint arrangements***

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

Joint ventures

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint venture is set out in Note 2.12.

2.12 ***Joint venture***

The Group account for its investment in a joint venture using the equity method from the date on which it becomes a joint venture.

Under the equity method, the investment in joint venture is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the joint venture. The profit or loss reflects the share of results of the operations of the joint venture. Distributions received from joint venture reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the joint venture, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and joint venture are eliminated to the extent of the interest in the joint ventures.

When the Group's share of losses in a joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in joint ventures. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value and recognises the amount in profit or loss.

The financial statements of the joint venture is prepared at the same reporting date as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.13 ***Financial instruments***

(a) *Financial assets*

Initial recognition and measurement

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

At initial recognition, the Group 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 that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset.

Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

De-recognition

A financial asset is de-recognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.13 *Financial instruments (cont'd)*

(b) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

Financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. On de-recognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.14 *Impairment of financial assets*

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs 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.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs 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 recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables and finance lease receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group 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.

The Group considers a financial asset In default when contractual payments exceed a prescribed number of days past due, as established within the Group's credit risk management practices. 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.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.15 ***Cash and cash equivalents***

Cash and cash equivalents comprise cash at banks and on hand that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.16 ***Inventories***

Inventories are stated at the lower of cost and net realisable value. Costs comprise purchase costs accounted for on a first-in-first out basis.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.17 ***Provisions***

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.18 ***Government grants***

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Government grants shall be recognised in profit or loss on a systematic basis over the periods which the Group recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income are presented as a credit in profit or loss, under "Other income".

2.19 ***Employee benefits***

(a) *Defined contribution plans*

The Group makes contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they are accrued to employees. The undiscounted estimated liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.20 *Leases*

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets as follows:

	Years
Restaurant premises	1 – 6 years
Residential apartments and co-living hotels	1 – 9 years

The right-of-use assets are also subject to impairment. Refer to section 2.9 *Impairment of non-financial assets*. The Group's right-of-use assets are presented in Note 15.

(b) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of the remaining lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are presented in Note 15.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.20 *Leases (cont'd)*

Group as a lessee (cont'd)

(c) Short-term leases and leases of low value assets

The Group applies the short-term lease recognition exemption (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. 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.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

Leases in which the Group transfer substantially all the risks and rewards incidental to ownership of an asset are classified as finance leases. At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments, and presented as a receivable at an amount equal to the net investment in the lease. The finance costs of such leases are charged to the consolidated statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

2.21 *Borrowings*

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is taken to profit or loss over the period of the borrowings using the effective interest method.

Borrowings which are due to be settled within twelve months after the balance sheet date are included in current liabilities in the balance sheet even though the original term was for a period longer than twelve months and an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the balance sheet date and before the financial statements are authorised for issue. Other borrowings due to be settled more than twelve months after the balance sheet date are included in non-current liabilities in the balance sheet.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.22 *Revenue*

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer.

Revenue is recognised when the Group has satisfied a performance obligation by transferring a promised good or service to customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) *Sales of food and beverages*

Revenue is recognised when the food and beverages are delivered to the customer and all criteria for acceptance have been satisfied at a point in time.

(b) *Rental income*

Rental income from (i) hospitality segment and (ii) investment property is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

2.23 *Taxes*

(a) *Current income tax*

Current income 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. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) *Deferred tax*

Deferred tax is provided using the liability method on 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

– In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint venture, where 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.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.23 *Taxes (cont'd)*

(b) *Deferred tax (cont'd)*

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

– In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint venture, deferred tax assets are recognised only 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 future taxable profit will allow 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 relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) *Sales tax*

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

– Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

– Receivables and payables that are stated with the amount of sales tax included.

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

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.24 *Share capital and share issuance expenses*

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.25 *Contingencies*

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

   (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

   (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.26 *Segment reporting*

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge.

The segment managers report directly to the management of the Company who regularly reviews the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 36, including the factors used to identify the reportable segments and the measurement basis of segment information.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONT'D)

3.1 *Judgments made in applying accounting policies*

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

Determination of lease term of contracts with extension options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to extend the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the extension. After the commencement date, the Group reassesses the lease term whenever 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 extend (e.g. construction of significant leasehold improvements or significant customisation to the leased asset).

The Group included the extension option in the lease term for the lease of certain restaurant premises and residential apartments because of the economic disincentive to not renew.

3.2 *Key sources of 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.

Impairment test of right-of-use assets and property, plant and equipment

The Group assesses whether there are any indicators of impairment or reversal of impairment previously recorded for right-of-use assets and property, plant and equipment at the end of each reporting period. Right-of-use assets and property, plant and equipment are tested for impairment when there are indicators that the carrying amounts may not be recoverable, or when previously recorded impairment may be reversed.

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. Reversal of impairment previously recorded exists when the recoverable amount exceeds the carrying amount. The fair value less cost of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value-in-use calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for the remaining lease term of the right-of-use assets.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONT'D)

3.2 ***Key sources of estimation uncertainty (cont'd)***

Impairment test of right-of-use assets and property, plant and equipment (cont'd)

In particular, management performs impairment tests of right-of-use assets and property, plant and equipment by considering factors such as the maturity of the individual CGUs and operational strategies. Based on the outcome of this impairment test, the Group has recognised a net impairment charge of $641,000 (2023: impairment charge of $448,000) to the right-of-use assets and write back of previously recognised impairment charge of $491,000 (2023: impairment charge of $445,000) to the property, plant and equipment respectively.

When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit, including estimating the revenue growth rate for the individual CGUs and using a suitable discount rate in order to calculate the present value of the cash flows. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different CGUs are disclosed and further explained in Note 13 to the financial statements.

4. REVENUE

Disaggregation of revenue

	Group	
	2024	**2023**
	$'000	**$'000**
Sales of food and beverages, net of discount	**38,196**	42,068
Rental income from hospitality segment	**16,532**	17,247
	54,728	59,315

Contract liabilities

Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances from customers, primarily from the hospitality segment.

Contract liabilities are recognised as revenue as the Group performs its obligations under the contract. The amount of revenue recognised from amounts included in contract liabilities at the beginning of the year is $402,000 (2023: $783,000).

5. COST OF SALES

Cost of sales mainly comprises food and beverages cost, payroll cost, depreciation of right-of-use assets, fixed rental expense on short-term leases of premises, utilities expenses for both restaurant outlets and residential apartments/co-living premises and other restaurant and residential apartments/co-living premises support costs.

6. OTHER INCOME

	Group	
	2024	2023
	$'000	$'000
Government grants:		
– Progressive Wage Credit Scheme	**600**	414
– Business Improvement Fund	**97**	–
– Enterprise Development Grant	**89**	–
– ITE work-study Grant	**72**	–
– Productivity Solution Grant	**32**	–
– Others	**68**	53
Interest income	**9**	34
Income from subleasing right-of-use assets	**–**	40
Rental income from investment property	**39**	66
Rental concessions	**97**	53
Licence fee	**10**	10
Sponsorship received	**8**	83
Expired vouchers and cancelled bookings	**292**	319
Others	**158**	145
	1,571	1,217

Progressive Wage Credit Scheme

The Progressive Wage Credit Scheme ("PWCS") was introduced in Budget 2022 to co-fund wage increases of eligible resident employees from 2022 to 2026. This transitional wage support is intended to help employers adjust to upcoming mandatory wage increases for lower-wage workers covered by the Progressive Wage and Local Qualifying Salary requirements, as well as voluntarily raise wages of lower-wage workers. Under this scheme, the Singapore Government will co-fund for first tier 75% and 50% of qualifying wage increases given to the Group's Singapore citizen and Permanent resident employees earning a gross monthly wage of $2,500 and below in the years 2022 to 2023 and 2024 respectively. For the second tier, the Singapore Government will co-fund 45% and 30% of qualifying wage increases given to the Group's Singapore citizen and Permanent resident employees earning a gross monthly wage of above $2,500 to $3,000 and below in the years 2022 to 2023 and 2024 respectively.

7. FINANCE COSTS

		Group	
	Note	2024	2023
		$'000	$'000
Interest expense on loans and borrowings	28	**119**	245
Interest on lease liabilities	15	**2,256**	2,530
Hire purchase interest	28	**3**	–
Refundable deposits discount adjustment	20	**(59)**	(13)
Provisions discount adjustment	27	**6**	11
Security deposits adjustment		**2**	9
		2,327	2,782

8. OTHER GAINS/(EXPENSES)

	Note	Group 2024 $'000	Group 2023 $'000
Write back of/(impairment loss) on property, plant and equipment, net	13	**491**	(445)
Impairment loss on right-of-use assets, net	15	**(641)**	(448)
Loss on property, plant and equipment written-off	13	**(45)**	(16)
Gain on disposal of investment property		**1,290**	–
Gain on disposal of property, plant and equipment		**6**	1
Write back of/(allowance) for expected credit losses	22	**16**	(42)
Gain/(loss) on early termination and modification of leases, net	15	**28**	(45)
Impairment loss on amount due from a joint venture		**–**	(103)
Fair value gain on derivative	19	**464**	–
		1,609	(1,098)

9. PROFIT/(LOSS) BEFORE TAX

The following items have been included in arriving at profit/(loss) before tax:

	Note	Group 2024 $'000	Group 2023 $'000
Audit fees:			
– Auditor of the Company		**194**	183
– Other auditors		**35**	32
Depreciation of property, plant and equipment	13	**1,585**	2,101
Depreciation of investment property	16	**34**	58
Depreciation of right-of-use assets	15	**13,792**	14,421
Employee benefits	10	**18,170**	19,773
Commission fees		**1,124**	1,534
Professional fees		**363**	432
Fixed rental expense on short term leases and low value assets	15	**209**	466
Contingent rental expense on operating leases	15	**508**	692
Reversal of provision for restoration costs	27	**(59)**	(21)

10. EMPLOYEE BENEFITS

	Group	
	2024	**2023**
	$'000	**$'000**
Employee benefits expenses (including director's remuneration):		
Salaries, bonuses and other costs	**15,880**	17,108
Central Provident Fund and other pension costs	**1,136**	1,233
Other personnel costs	**1,154**	1,432
	18,170	19,773

Other personnel costs include staff allowances, housing benefits, training and other employee welfare.

Employee benefits expenses recorded in cost of sales, selling and distribution costs and administrative expenses amounted to $14,605,000 (2023: $15,759,000), $262,000 (2023: $256,000) and $3,303,000 (2023: $3,758,000) respectively.

11. INCOME TAX EXPENSE/(CREDIT)

Major components of income tax expense/(credit)

The major components of income tax expense/(credit) for the years ended 31 December 2024 and 2023 are:

	Group	
	2024	**2023**
	$'000	**$'000**
Consolidated statement of comprehensive income		
Current income tax		
– Under provision in respect of previous years	**1**	3
Deferred income tax		
– Current year	**–**	39
– Over provision in respect of previous years	**–**	(475)
Income tax expense/(credit) recognised in the consolidated statement of comprehensive income	**1**	(433)

11. INCOME TAX EXPENSE/(CREDIT) (CONT'D)

Relationship between tax expense/(credit) and profit/(loss) before tax

A reconciliation between tax expense/(credit) and the product of profit/(loss) before tax multiplied by the applicable corporate tax rate for the years ended 31 December 2024 and 2023 are as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Profit/(loss) before tax	**2,307**	(1,781)
Tax at the domestic rates applicable to profit/(loss) in the countries where the Group operates	**392**	(210)
Adjustments:		
Non-deductible items	**244**	328
Income not subject to taxation	**(489)**	(142)
Tax effect on partial tax exemption and tax relief	**(4)**	(4)
Under/(over) provision in respect of previous years	**1**	(472)
Deferred tax assets not recognised	**–**	112
Benefits from previously unrecognised tax losses	**(138)**	(39)
Others	**(5)**	(6)
Total income tax expense/(credit)	**1**	(433)

The Company and its Singapore subsidiaries are subjected to a tax rate of 17%. The Group's overseas subsidiary, PT So Pho Food Indonesia, is subjected to tax rate of 16.5%.

Deferred tax

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred taxes relate to the same taxation authority.

Deferred tax as at 31 December relates to the following:

Group	**Consolidated statement of financial position**		**Consolidated statement of comprehensive income**	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Deferred tax assets/(liabilities)				
Property, plant and equipment	**(77)**	(61)	**(16)**	(61)
Unutilised tax losses	**512**	496	**16**	496
Others	**(10)**	(10)	**–**	1
Reflected in the consolidated statement of financial position as follows:				
Deferred tax assets	**435**	435		
Deferred tax liabilities	**(10)**	(10)		
Deferred tax assets/(liabilities), net	**425**	425		

11. INCOME TAX EXPENSE/(CREDIT) (CONT'D)

Relationship between tax expense/(credit) and profit/(loss) before tax (cont'd)

Unrecognised tax losses, allowances and other deductible temporary differences

As at 31 December 2024, the Group has unutilised tax losses and allowances of approximately $8,511,000 (2023: $7,699,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses/allowances is subject to the agreement of the tax authority and compliance with certain provisions of the tax legislation of Singapore.

12. PROFIT/(LOSS) PER SHARE

Basic profit/(loss) per share are calculated by dividing the Group's profit/(loss) for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

The following table reflects the profit/(loss) and shares data used in the computation of basic and diluted profit/(loss) per share for the years ended 31 December:

	Group	
	2024	**2023**
Profit/(loss) for the year attributable to owners of the Company ($'000)	**2,306**	(1,348)
Weighted average number of ordinary shares for basic profit/(loss) per share computation ('000)	**235,483**	232,740
Effect of dilution:		
Warrants ('000)	**82,220**	58,410
Weighted average number of ordinary shares for diluted profit/(loss) per share computation ('000)	**317,703**	291,150
Basic earnings per share (cents)	**0.98**	(0.58)
Diluted earnings per share (cents)	**0.73**	(0.46)

The warrants that are outstanding have a dilutive effect as the average market price of the ordinary shares during the period exceeds the exercise price of the warrants.

13. PROPERTY, PLANT AND EQUIPMENT

Group	Computers $'000	Furniture and fittings $'000	Kitchen and restaurant equipment $'000	Motor vehicle $'000	Office equipment $'000	Renovation $'000	Total $'000
Cost							
At 1 January 2023	1,844	2,827	3,407	148	32	14,797	23,055
Additions	112	78	141	101	–	1,341	1,773
Disposal	–	(1)	–	(74)	–	–	(75)
Written-off	(339)	(136)	(299)	–	(17)	(1,449)	(2,240)
Currency realignment	–	(2)	(1)	–	–	–	(3)
At 31 December 2023 and 1 January 2024	1,617	2,766	3,248	175	15	14,689	22,510
Additions	15	12	70	–	–	688	785
Disposal	(18)	(231)	(131)	–	–	(8)	(388)
Written-off	(101)	(415)	(419)	–	–	(2,874)	(3,809)
Currency realignment	–	(1)	(1)	–	–	–	(2)
At 31 December 2024	**1,513**	**2,131**	**2,767**	**175**	**15**	**12,495**	**19,096**
Accumulated impairment and depreciation							
At 1 January 2023	1,693	2,331	3,113	127	27	10,782	18,073
Charge for the year	94	267	186	22	3	1,529	2,101
Disposal	–	(1)	–	(74)	–	–	(75)
Written-off	(338)	(135)	(291)	–	(17)	(1,443)	(2,224)
Impairment loss	–	–	–	–	–	445	445
Currency realignment	–	(2)	(1)	–	–	–	(3)
At 31 December 2023 and 1 January 2024	1,449	2,460	3,007	75	13	11,313	18,317
Charge for the year	97	188	106	24	–	1,170	1,585
Disposal	(18)	(231)	(131)	–	–	(8)	(388)
Written-off	(101)	(408)	(411)	–	–	(2,844)	(3,764)
Write back of impairment loss	–	–	–	–	–	(491)	(491)
Currency realignment	–	(1)	(1)	–	–	–	(2)
At 31 December 2024	**1,427**	**2,008**	**2,570**	**99**	**13**	**9,140**	**15,257**
Net carrying amount							
At 31 December 2024	**86**	**123**	**197**	**76**	**2**	**3,355**	**3,839**
At 31 December 2023	168	306	241	100	2	3,376	4,193

13. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	**Computers $'000**
Cost	
At 1 January 2023	5
Additions	4
At 31 December 2023, 1 January 2024 and 31 December 2024	**9**
Accumulated depreciation	
At 1 January 2023	3
Charge for the year	3
At 31 December 2023 and 1 January 2024	6
Charge for the year	2
At 31 December 2024	**8**
Net carrying amount	
At 31 December 2024	**1**
At 31 December 2023	3

Restoration costs

Included in the net carrying amount of renovation is net restoration costs of $340,000 (2023: $348,000).

Impairment of assets

Property, plant and equipment and right-of-use assets (Note 15) are tested for impairment when there are indicators that the carrying amounts may not be recoverable or when there are indicators of reversal of impairment previously recorded. In particular, management assesses impairment of property, plant and equipment by considering factors such as the maturity of the CGUs and operational strategies.

The recoverable amounts of the property, plant and equipment and right-of-use assets (Note 15) relating to CGUs with indicators of impairment or reversal of impairment were determined based on their value-in-use. The key assumptions used for the CGUs in the respective operating segments of the Group are as follows:

	2024 %	**2023 %**
Assumptions:		
Food and beverages segment		
– Range of pre-tax discount rate	**9.0% to 21.6%**	9.0% to 16.5%
Hospitality segment		
– Range of pre-tax discount rate	**7.9% to 9.5%**	8.5% to 15.2%

Property, plant and equipment

For the financial year ended 31 December 2024, the Group recognised a net write back of impairment loss on property, plant and equipment of $491,000 (2023: impairment loss of $445,000), representing the net reversal of impairment (2023: net impairment) on these plant and equipment to the recoverable amount. These amounts are recorded in "Other gains/(expenses)" (Note 8) line item of profit or loss.

Details with respect to impairment of right-of-use assets are disclosed in Note 15 to the financial statements.

13. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Property, plant and equipment (cont'd)

Assets written-off

Property, plant and equipment with net book value amounting to $45,000 (2023: $16,000) were written off mainly due to closure of restaurants. These amounts are included in "Other gains/(expenses)" (Note 8) line item of profit or loss.

The Group has motor vehicles with carrying amounts of $76,000 (2023: $96,000) under finance leases (Note 28). This motor vehicle has been pledged to a bank for facilities granted as disclosed in Note 28.

14. INTANGIBLE ASSETS

Group	Goodwill $'000	Favourable agreement $'000	Customer contracts $'000	Total $'000
Cost				
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	480	57	42	579
Accumulated impairment and amortisation				
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	480	57	42	579
Net carrying amount				
At 31 December 2024	**–**	**–**	**–**	**–**
At 31 December 2023	–	–	–	–

Favourable agreement and customer contracts

Favourable agreement and customer contracts include intangible assets acquired through business combinations.

Goodwill and impairment testing

The net carrying amounts of goodwill allocated to two cash-generating units ("CGUs") are as follows:

	Group 2024 $'000	Group 2023 $'000
Goodwill		
Tomo Izakaya Pte. Ltd.	**468**	468
ST Hospitality Pte. Ltd.	**12**	12
	480	480
Less:		
Accumulated impairment loss	**(480)**	(480)
At 31 December	**–**	–

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Group as a lessee

The Group has lease contracts for restaurant premises and co-living premises (2023: restaurant premises and residential apartments/co-living premises) used in its operations. The Group's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Group also has certain leases with lease terms of 12 months or less and leases with low value. The Group applies the 'short-term lease' and 'lease of low value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

Group	Note	Restaurant premises $'000	Residential apartments and co-living hotels $'000	Total $'000
At 1 January 2023		16,404	16,399	32,803
Additions		2,441	2,853	5,294
Impairment loss	8	(360)	(88)	(448)
Charge for the year	9	(9,508)	(4,913)	(14,421)
Early termination of leases		(672)	–	(672)
Lease modification		5,018	186	5,204
Currency realignment		5	–	5
At 31 December 2023 and 1 January 2024		13,328	14,437	27,765
Additions		13	423	436
Impairment loss	8	(475)	(166)	(641)
Charge for the year	9	(8,737)	(5,055)	(13,792)
Early termination of leases		(308)	(73)	(381)
Lease modification		8,222	151	8,373
At 31 December 2024		**12,043**	**9,717**	**21,760**

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONT'D)

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	Group	
	2024	**2023**
	$'000	**$'000**
At 1 January	**34,020**	39,476
Additions	**423**	5,313
Accretion of interests on:		
– Lease liabilities	**2,256**	2,530
– Subleases	**–**	–*
Payments	**(17,651)**	(17,880)
Early termination of leases	**(409)**	(730)
Lease modifications	**8,373**	5,307
Currency realignment	**–**	4
At 31 December	**27,012**	34,020
Current	**12,765**	14,973
Non-current	**14,247**	19,047
At 31 December	**27,012**	34,020

* Less than $1,000

During the financial year ended 31 December 2024, the Group had early terminated/extended various leases as a result of portfolio management. Consequent to the early termination/extension, the difference between the carrying value of right-of-use assets and the corresponding lease liabilities amounting to a gain of $28,000 (2023: loss of $45,000) was recorded within the "Other gains/(expenses)" (Note 8) line item of profit or loss.

The maturity analysis of lease liabilities are disclosed in Note 34(b).

The following are the amounts recognised in profit or loss:

		Group	
	Note	**2024**	**2023**
		$'000	**$'000**
Depreciation of right-of-use assets	9	**13,792**	14,421
Interest on lease liabilities	7	**2,256**	2,530
Arising from subleases:			
– Interest expense on lease liabilities		**–***	–*
– Interest income on finance lease receivables		**–***	–*
Lease expense not capitalised in lease liabilities:			
– Fixed rental expense on short term leases and low value assets	9	**209**	466
– Contingent rental expense on operating leases	9	**508**	692
Total amount recognised in profit or loss		**16,765**	18,109

* Less than $1,000

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONT'D)

The Group had total cash outflow for leases of $18,368,000 (2023: $19,038,000) in the financial year ended 31 December 2024. The Group also had non-cash additions and lease modifications, including terminations, to right-of-use assets and lease liabilities of $8,428,000 and $8,387,000 (2023: $9,826,000 and $9,890,000) respectively in the financial year ended 31 December 2024.

Under the terms of certain lease arrangement relating to restaurant premises, the Group is required to pay monthly contingent rental expense on operating leases, computed based on a certain percentage of monthly gross revenue generated by the Group's operations at the leased premises. The base lease rental for 20 (2023: 26) lease arrangements increase over the lease terms.

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised (Note 3.1).

Impairment of assets

Right-of-use assets

For the financial year ended 31 December 2024, the Group recognised a net impairment loss of $641,000 (2023: net impairment loss of $448,000), representing the net write-down of these right-of-use assets to the recoverable amount. These amounts are recognised in "Other gains/(expenses)" (Note 8) line item of profit or loss.

The key assumptions used for the CGUs in the respective operating segments of the Group for impairment testing are disclosed in Note 13 to the financial statements.

Group as a lessor

Subleases – classified as finance leases

The Group's subleases of its right-of-use of residential apartments are classified as finance leases because the subleases are for the remaining lease term of the head lease. Right-of-use assets relating to the head lease with subleases classified as finance leases are derecognised. The net investment in the subleases is recognised as "Finance lease receivables" (Note 23). The carrying amounts of finance lease receivables and the movements during the period are disclosed as below:

	Group	
	2024	**2023**
	$'000	**$'000**
As at 1 January	**79**	–
Additions	**–**	100
Proceeds from subleases	**(79)**	(21)
Accretion of interests	**–***	–*
As at 31 December	**–**	79

* Less than $1,000

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (CONT'D)

Group as a lessor (cont'd)

Subleases – classified as finance leases (cont'd)

The following table shows the maturity analysis of the undiscounted lease payments to be received:

	Group	
	2024	**2023**
	$'000	**$'000**
Not later than one year	**–**	80
Total undiscounted lease payments	**–**	80
Less: Unearned finance income	**–**	(1)
Net investment in finance leases	**–**	79

16. INVESTMENT PROPERTY

	Group
	$'000
Cost	
At 1 January 2023, 31 December 2023 and 1 January 2024	1,450
Disposal	(1,450)
At 31 December 2024	**–**
Accumulated depreciation	
At 1 January 2023	648
Depreciation charge	58
At 31 December 2023 and 1 January 2024	706
Depreciation charge	34
Disposal	(740)
At 31 December 2024	**–**
Net book value	
At 31 December 2024	**–**
At 31 December 2023	744

	Group	
	2024	**2023**
	$'000	**$'000**
Statement of comprehensive income		
Rental income from investment property	**39**	66
Direct operating expenses	**(7)**	(12)

The investment property has been disposed during the financial year ended 31 December 2024.

16. INVESTMENT PROPERTY (CONT'D)

The investment property held by the Group as at 31 December 2023 was as follows:

Description and location	Existing Use	Tenure
1 Sims Lane, #05-05 One Sims Lane, Singapore 387355	Tenanted	Freehold

Investment property was stated at cost less accumulated depreciation.

Valuation of investment property

In 2023, management had assessed the fair value based on comparable market transactions that consider the sale of similar properties that have been transacted in the open market. The fair value of the investment property is disclosed in Note 33(d).

17. INVESTMENT IN SUBSIDIARIES

	Company	
	2024	**2023**
	$'000	**$'000**
Shares, at cost	**2,885**	1,165
Amount due from a subsidiary (non-trade)	**4,896**	4,896
	7,781	6,061

17. **INVESTMENT IN SUBSIDIARIES (CONT'D)**

Composition of the Group

	Name	Country of incorporation	Principal activities	Proportion (%) of ownership interest 2024	Proportion (%) of ownership interest 2023
	Held by the Company				
(1)	Katrina Holdings Pte Ltd	Singapore	Investment holding and restaurants operator	**100**	100
(1)	ST Hospitality Pte. Ltd.	Singapore	Hospitality management	**100**	100
(1),(4)	SOPL 1 Pte. Ltd.	Singapore	Hospitality management	**86**	–
	Held by Katrina Holdings Pte Ltd				
(2)	Bali Thai Food Catering Pte. Ltd.	Singapore	Dormant	**–**	100
(1)	Katrina International Pte. Ltd.	Singapore	Investment holding and manufacturing and distribution of food	**100**	100
(1)	Tomo Izakaya Pte. Ltd.	Singapore	Restaurant operator	**100**	100
	Held by Katrina International Pte. Ltd.				
(5)	PT. So Pho Food Indonesia	Indonesia	Dormant	**100**	100
	Held by ST Hospitality Pte. Ltd.				
(1),(4)	SOPL 1 Pte. Ltd.	Singapore	Hospitality management	**14**	100
(3)	SO Services Pte. Ltd.	Singapore	Dormant	**–**	100

(1) Audited by Ernst & Young LLP, Singapore.

(2) Struck off from the register on 3 June 2024.

(3) Struck off from the register on 15 July 2024.

(4) In 2024, SOPL 1 Pte. Ltd. issued 1,720,000 ordinary shares to the Company at a consideration of $1,720,000 which was settled by way of offsetting the corresponding amounts due to the Company.

(5) Exempted from statutory audit.

18. INVESTMENT IN JOINT VENTURES

	2024 $'000	2023 $'000
So Pho International Limited ("SIPL")	**–***	–*
Daily Beer Singapore Pte. Ltd. ("DBS")	**390**	–*
	390	–*

* Less than $1,000

The Group's interest in the joint ventures is accounted for using equity method in the consolidated financial statements.

Details of the joint ventures are as follows:

	Name of joint venture, country of incorporation	Principal place of business	Principal activities	Proportion (%) of ownership interest 2024	2023
	Held by Katrina International Pte. Ltd.				
	So Pho International Limited, British Virgin Islands	China	Dormant	**30**	30
(1)	Daily Beer Singapore Pte. Ltd., Singapore	Singapore	Restaurant operator	**80**	80

(1) Audited by Ernst & Young LLP, Singapore. Incorporated on 1 November 2023.

Summarised financial information in respect of Daily Beer Singapore Pte. Ltd. based on its SFRS(I) financial statements, and reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	DBS 2024 $'000	DBS 2023 $'000
Current assets	**368**	120
Non-current assets	**1,987**	116
Total assets	**2,355**	236
Current liabilities	**1,366**	236
Non-current liabilities	**501**	–
Total liabilities	**1,867**	236
Net assets	**488**	–*
Proportion of Group's ownership	**80%**	80%
Group's share of net assets, representing carrying amount of investment	**390**	–*
Revenue	**2,198**	–
Loss after tax	**(13)**	–
Group's share of total comprehensive income, after-tax	**(10)**	–

* Less than $1,000

19. DERIVATIVE INSTRUMENT

	Note	Group 2024 $'000	Group 2023 $'000
At 1 January		**–**	–
Fair value changes through profit or loss	8	**464**	–
At 31 December		**464**	–

On 1 November 2023, the Group has agreed to grant Daily Beer Co., Ltd. ("DBK") a put option which gives DBK the right to sell to the Group all the issued shares held by DBK in Daily Beer Singapore Pte. Ltd. (the "JVC"). On the same date, DBK has agreed to grant the Group a call option which gives the Group the right to purchase all the issued shares held by DBK in the JVC.

The exercising of the put and call options will be done on terms and subjected to the conditions as stated in the Joint Venture Agreement. The put and call options expires on 31 October 2026.

20. REFUNDABLE DEPOSITS

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Current				
Refundable rental deposits	**1,187**	1,265	**–**	–
Utilities deposits	**93**	147	**–**	–
Other refundable deposits	**44**	97	**9**	9
	1,324	1,509	**9**	9
Non-current				
Refundable rental deposits	**3,013**	3,502	**–**	–
Utilities deposits	**146**	159	**–**	–
Other refundable deposits	**79**	47	**–**	–
	3,238	3,708	**–**	–
Total refundable deposits (current and non-current)	**4,562**	5,217	**9**	9

Included in the refundable rental deposits is an impact arising from net accretion to present value of $59,000 (2023: $13,000), recognised in "Finance costs" (Note 7) line item of profit or loss.

Other refundable deposits

Other refundable deposits of the Group mainly comprise design and fittings deposits placed with landlords.

21. INVENTORIES

	Group	
	2024	**2023**
	$'000	**$'000**
Raw materials (at cost)	**171**	139
Consolidated statement of comprehensive income		
Inventories recognised as an expense in profit or loss	**7,807**	8,555

22. TRADE RECEIVABLES

	Group	
	2024	**2023**
	$'000	**$'000**
Trade receivables	**948**	1,006

Trade receivables

Trade receivables are non-interest bearing and are generally within 30 days terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Trade receivables that are impaired

During the financial year ended 31 December 2024, the Group has written back receivables amounting to $16,000 (2023: write-off $42,000) relating to debtors that have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

Expected credit losses ("ECL")

The movement in allowance for expected credit losses of trade receivables computed based on lifetime ECL are as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Movement in allowance accounts:		
At 1 January	**36**	36
Provision for expected credit losses	**–**	42
Write back	**(16)**	–
Write-off	**–**	(42)
At 31 December	**20**	36

23. OTHER RECEIVABLES

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Other debtors		**644**	387	**–**	–
Finance lease receivables		**–**	79	**–**	–
Total other receivables		**644**	466	**–**	–
Add/(less):					
– Trade receivables	22	**948**	1,006	**–**	–
– Refundable deposits (current and non-current)	20	**4,562**	5,217	**9**	9
– Amount due from a joint venture		**8**	120	**–**	–
– Amounts due from subsidiaries		**–**	–	**2,782**	6,520
– Cash and bank balances	24	**1,878**	3,031	**723**	176
– Finance lease receivables		**–**	(79)	**–**	–
Total financial assets carried at amortised cost		**8,040**	9,761	**3,514**	6,705

Finance lease receivables

The finance lease receivables relate to subleases which are classified as finance lease, as disclosed in Note 15.

Amount due from a joint venture

Amount due from a joint venture is non-trade related, unsecured, non-interest bearing and repayable upon demand.

Amounts due from subsidiaries

Amounts due from subsidiaries are non-trade related, unsecured, non-interest bearing and are repayable upon demand.

24. CASH AND CASH EQUIVALENTS

	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Cash at banks and on hand	**1,778**	2,031	**623**	176
Short-term deposits	**100**	1,000	**100**	–
	1,878	3,031	**723**	176

Short-term deposits with a financial institution are for a period of less than a year (2023: less than 3 months). The weighted average interest earned from the short-term deposits is 2.70% (2023: 2.62%).

Cash at banks does not earn interest.

24. CASH AND CASH EQUIVALENTS (CONT'D)

For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	Group	
	2024	**2023**
	$'000	**$'000**
Total cash at banks, on hand and short term deposits	**1,878**	3,031
Less: Bank deposits pledged	**–**	(1,000)
Cash and cash equivalents per consolidated statement of cash flows	**1,878**	2,031

Bank deposits pledged pertains to amounts earmarked by the Group's principal banker in connection with facilities granted as disclosed in Note 28.

25. TRADE AND OTHER PAYABLES

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Current				
Trade payables	**2,218**	2,211	**–**	–
Other payables:				
CPF and salaries payables	**1,403**	1,689	**207**	298
GST payable	**518**	567	**42**	43
Security deposits from tenants	**260**	366	**–**	–
Amounts due to directors	**1,636**	1,686	**1,493**	1,493
Other creditors	**1,268**	1,533	**15**	56
	7,303	8,052	**1,757**	1,890
Non-current				
Other payables:				
Security deposits from tenants	**92**	92	**–**	–
Total trade and other payables (current and non-current)	**7,395**	8,144	**1,757**	1,890
Add/(less):				
– Amount due to a subsidiary	**–**	–	**54**	96
– Amount due to a joint venture	**2**	–	**–**	–
– Other liabilities	**1,466**	1,992	**202**	223
– Loans and borrowings (current and non-current)	**1,714**	4,013	**–**	–
– GST payable	**(518)**	(567)	**(42)**	(43)
Total financial liabilities carried at amortised cost	**10,059**	13,582	**1,971**	2,166

25. TRADE AND OTHER PAYABLES (CONT'D)

Trade and other payables

These amounts are non-interest bearing and are normally settled on 30 to 90 days terms.

Amounts due to directors

These amounts are unsecured, non-trade related, non-interest bearing, repayable when the cashflow of the Group permits and is expected to be settled in cash.

Amount due to a subsidiary and a joint venture

This amount is unsecured, non-trade related, non-interest bearing, repayable on demand and is expected to be settled in cash.

26. OTHER LIABILITIES

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Accrued operating expenses	**844**	1,349	**103**	102
Accrued payroll expenses and bonus	**622**	643	**99**	121
Accrued unconsumed leave	**253**	354	**12**	21
	1,719	2,346	**214**	244

27. PROVISION

Provision for restoration costs refer to the estimated cost to reinstate the leased restaurant premises and certain co-living hotels to their original state upon the expiration of the lease terms.

Movements in provision for restoration costs:

	Group	
	2024	**2023**
	$'000	**$'000**
At 1 January	**1,109**	1,054
Additions	**123**	202
Reversal	**(59)**	(21)
Utilisation	**(334)**	(137)
Unwinding of discount and changes in the discount rate	**6**	11
At 31 December	**845**	1,109
Current	**192**	393
Non-current	**653**	716
At 31 December	**845**	1,109

28. LOANS AND BORROWINGS

	Maturity	Group 2024 $'000	Group 2023 $'000
SGD Bank Loans			
– SGD loans at SIBOR +3.5% p.a.	Revolving (Note i)	**–**	1,000
– SGD loan at SORA + 2.5% p.a.	Revolving (Note ii)	**1,000**	1,000
– SGD loan at 2.75% p.a.	2025 (Note iii)	**656**	1,940
Financing arrangement	2028 (Note iv)	**58**	73
		1,714	4,013
Current portion		**1,671**	3,299
Non-current portion		**43**	714
		1,714	4,013

(i) SGD loan at SIBOR +3.5% p.a.

The loan was revolving term loan, bears interest at SIBOR, plus 3.5% per annum.

It was secured by continuing guarantees by the Company, mortgage of the investment property (Note 16) and assignment of rental proceeds relating to the investment property. It includes certain financial covenants. The loan became repayable on demand if there is breach of any of the covenants.

The loan had been fully repaid in April 2024.

(ii) SGD loan at SORA + 2.5% p.a.

The loan is revolving term loan of 1 month, bears interest at Singapore Overnight Rate Average ("SORA") plus 2.5% per annum.

It is secured by continuing guarantees by the Company. It includes certain financial covenants. The loan becomes repayable on demand if there is breach of any of the covenants.

(iii) SGD loan at 2.75% p.a.

The loan is repayable over 60 equal monthly instalments commencing in June 2020 and bears interest at 2.75% per annum. For the first 12 monthly instalments commencing 1 month from the date of first drawdown, the Group shall only service the interest on the loan.

It is secured by continuing guarantees by the Company. It includes certain financial covenants. The loan becomes repayable on demand if there is breach of any of the covenants.

(iv) Financing arrangement

The financing arrangement is for a hire purchase of a motor vehicle. It is repayable over 60 equal monthly instalments commencing in November 2023 and bears interest at 3.68% per annum.

The obligations under financing arrangement are secured by a charge over the motor vehicle and a personal guarantee from a director of the Group.

28. LOANS AND BORROWINGS (CONT'D)

The reconciliation of liabilities arising from financing activities is as follows:

	2023	Cash flows		Non-cash changes			2024
		Inflow	Outflow	Addition	Accretion of interest	Others*	
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group							
SGD bank loans:							
– Current	3,284	–	(2,403)	–	–	775	**1,656**
– Non-current	656	–	–	–	119	(775)	**–**
Financing arrangement:							
– Current	15	–	(18)	–	–	18	**15**
– Non-current	58	–	–	–	3	(18)	**43**
	4,013	–	(2,421)	–	122	–	**1,714**

	2022	Cash flows		Non-cash changes			2023
		Inflow	Outflow	Addition	Accretion of interest	Others*	
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group							
SGD bank loans:							
– Current	4,704	–	(2,949)	–	–	1,529	3,284
– Non-current	1,940	–	–	–	245	(1,529)	656
Financing arrangement:							
– Current	–	–	(3)	18	–	–	15
– Non-current	–	–	–	58	–	–	58
	6,644	–	(2,952)	76	245	–	4,013

* Others pertains to reclassification of loans and borrowings from non-current to current.

29. SHARE CAPITAL

	Group and Company			
	2024		2023	
	No. of shares '000	$'000	No. of shares '000	$'000
Issued and fully paid ordinary shares				
At 1 January	**234,389**	**8,321**	232,481	8,283
Issuance of new shares arising from rights issue of warrants	**13,002**	**260**	1,908	38
At 31 December	**247,391**	**8,581**	234,389	8,321

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

29. SHARE CAPITAL (CONT'D)

On 9 October 2023, the Company issued 232,481,008 warrants at an issue price of S$0.001 for each warrant. Each warrant carries the right to subscribe for one new ordinary share in the capital of the Company at an exercise price of $0.02 for each new share on the basis of one warrant for every one existing ordinary share in the capital of the Company. The exercise price and the number of warrants held by each warrant holder may be adjusted under certain terms and conditions being met. The warrants expire on 8 October 2028.

During the financial year ended 31 December 2024, 13,002,000 warrants (2023: 1,908,000 warrants) were converted to 13,002,000 new ordinary shares of the Company, bringing total of issued share capital to 247,391,008 ordinary shares (2023: 234,389,008 ordinary shares).

30. RESERVES

Warrant reserve

During the financial year ended 31 December 2023, the Company issued 232,481,008 warrants at an issue price of $0.001 for each warrant. Each warrant entitles the warrant holder to subscribe for one new ordinary share in the Company at the exercise price of $0.02 for each new share. The warrant reserve represents the gross proceeds from the issuance of warrants, net of direct issuance costs.

As at 31 December 2024, there were 217,571,008 outstanding warrants (2023: 230,573,008 outstanding warrants) for which ordinary shares may be issued.

Foreign currency translation reserve

Foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currency is different from that of the Group's presentation currency.

31. RELATED PARTY TRANSACTIONS

In addition to those related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

(a) ***Significant related party transactions***

	Group	
	2024	**2023**
	$'000	**$'000**
Licence fee from a joint venture of a subsidiary	**10**	10
Remuneration of employees related to directors of the Group	**206**	153

31. RELATED PARTY TRANSACTIONS (CONT'D)

(b) *Compensation of key management personnel*

Key management personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Group. The directors of the Group and the key management of the Group are considered as key management personnel of the Group.

	Group	
	2024	2023
	$'000	$'000
Directors' fees	**152**	160
Salaries, bonuses and other costs	**1,465**	1,495
Central Provident Fund and other pension costs	**36**	45
	1,653	1,700
Comprise amounts paid to:		
Directors of the Company	**1,228**	1,286
Other key management personnel	**425**	414
	1,653	1,700

32. CONTINGENCIES AND COMMITMENTS

(a) *Capital commitments*

There is no capital expenditure contracted for as at the end of the reporting period that is not recognised in the financial statements.

(b) *Operating lease commitments – as lessor*

The Group had entered into residential apartment leases, commercial property leases on its investment property and commercial space for certain co-living premises. These non-cancellable leases have remaining lease terms of maximum 5 years.

Future minimum rental receivable under non-cancellable operating leases at the end of the reporting periods are as follows:

	Group	
	2024	2023
	$'000	$'000
Not later than one year	**517**	767
Later than one year but not later than five years	**–**	369
	517	1,136

32. CONTINGENCIES AND COMMITMENTS (CONT'D)

(c) ***On-going investigation by the Urban Redevelopment Authority***

Contingent liability comprises potential liability arising from matter relating to the investigation conducted by the Urban Redevelopment Authority ("URA") into possible breaches of the minimum stay requirement in respect of the provision of short-term accommodation provided by ST Hospitality Pte. Ltd. ("STH") as announced on SGX-ST on 22 June 2022 and 25 June 2022. The investigation by URA is still ongoing and there is no indication as yet as to whether the URA will be making any allegations which STH would need to respond to. The outcome of the investigation by URA may uncover additional information that could have an impact on the financial statements.

33. FAIR VALUE MEASUREMENT

(a) ***Fair value hierarchy***

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follow:

Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly, and

Level 3 – Unobservable inputs for the assets or liability.

Fair value measurement that uses inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The carrying amount of the Group's assets and liabilities are reasonable approximation of fair values, either due to their short-term nature, or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period. The Group does not anticipate that the carrying amounts recorded at the end of the reporting period would be significantly different from the values that would eventually be received or settled.

33. FAIR VALUE MEASUREMENT (CONT'D)

(b) ***Assets measured at fair value***

The following table shows an analysis of the Group's assets measured at fair value at 31 December 2024 and 2023:

	Significant unobservable inputs (Level 3) 2024 $'000	2023 $'000
Group		
Financial asset		
Financial instrument at fair value through profit and loss		
Call option	**464**	–
Financial liability		
Financial instrument at fair value through profit and loss		
Put option	**–**	–

(c) ***Level 3 fair value measurement***

The following table presents the valuation techniques and key inputs that were used to determine the fair value of financial instruments categorised under Level 3 of the fair value hierarchy.

Description	Fair value as at 2024 $'000	Valuation techniques	Unobservable inputs
Call option	464	Monte Carlo Simulation	Expected volatility of share price: 51.1% Discount rate: 25.0%
Put option	–	Monte Carlo Simulation	Expected volatility of share price: 51.1% Discount rate: 25.0%

The estimated fair value of the call option and put option would increase (decrease) if the expected volatility of share price was higher (lower) or the discount rate was lower (higher).

The following table presents the reconciliation of all asset and liability measured at fair value based on significant unobservable inputs (Level 3):

	Significant unobservable inputs (Level 3) Call option $'000	Put option $'000
As at 1 January 2024	**–**	**–**
Included in profit or loss	**464**	**–**
As at 31 December 2024	**464**	**–**

33. FAIR VALUE MEASUREMENT (CONT'D)

(d) *Assets not measured at fair value, for which fair value is disclosed*

The following table shows an analysis of the Group's assets not measured at fair value at 31 December 2024 and 2023 but for which fair value is disclosed:

	Significant unobservable inputs (Level 3)	
	2024	**2023**
	$'000	**$'000**
Group		
Asset		
Investment property	–	1,750

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and interest rate risk. The directors review and agree policies and procedures for the management of these risks, which are executed by the Chief Financial Officer. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and short-term deposits), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on the Group's historical information.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(a) ***Credit risk (cont'd)***

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

– Internal credit rating;

– External credit rating;

– Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations;

– Actual or expected significant changes in the operating results of the debtor;

– Significant increases in credit risk on other financial instruments of the same debtor;

– Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements; and

– Significant changes in the expected performance and behaviour of the debtor, including changes in the payment status of debtors in the group and changes in the operating results of the debtor.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

– There is significant difficulty of the issuer or the debtor;

– A breach of contract, such as a default or past due event;

– It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and

– There is a disappearance of an active market for that financial asset because of financial difficulty.

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 180 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

Trade receivables and finance lease receivables

The Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime expected credit loss ("ECL"). The Company determines the ECL by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Information regarding loss allowance movement of trade receivables is disclosed in Note 22.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(a) *Credit risk (cont'd)*

Exposure to credit risk

At the end of the reporting period, the Group's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position. No other financial assets carry a significant exposure to credit risk.

Credit risk concentration profile

The Group has no significant concentration of credit risk.

(b) *Liquidity risk*

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations that are settled by delivering cash or another financial asset. The Group's exposure to liquidity risk arises primarily from possible mismatches of the maturities of financial assets and liabilities. The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of standby credit facilities.

To manage liquidity risk, the Group monitors its net operating cash flow and maintains an adequate level of cash and cash equivalents and secured committed funding facilities from financial institutions. In assessing the adequacy of these funding facilities, management reviews its working capital requirements regularly.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	One year or less $'000	One to five years $'000	After five years $'000	Total $'000
2024				
Trade and other payables	**6,785**	**92**	**–**	**6,877**
Amount due to a joint venture	**2**	**–**	**–**	**2**
Other liabilities	**1,466**	**–**	**–**	**1,466**
Lease liabilities	**14,401**	**15,421**	**–**	**29,822**
Loans and borrowings	**1,747**	**129**	**–**	**1,876**
Total undiscounted financial liabilities	**24,401**	**15,642**	**–**	**40,043**
2023				
Trade and other payables	7,485	92	–	7,577
Other liabilities	1,992	–	–	1,992
Lease liabilities	16,813	20,621	80	37,514
Loans and borrowings	3,477	730	–	4,207
Total undiscounted financial liabilities	29,767	21,443	80	51,290

As at the end of the reporting period, all of the Company's financial liabilities will mature in less than one year based on the carrying amount reflected in the financial statements.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) ***Interest rate risk***

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's and the Company's exposure to interest rates risk arises primarily from its debt obligations and fixed deposits placed with financial institutions. The risk is managed by the Group maintaining an appropriate mix between fixed and floating rate borrowings.

Surplus funds are placed with reputable banks.

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the Group's floating rate loans and borrowings, with all other variables held constant and the impact on the Group's profit/(loss) before tax.

	Increase/ decrease in basis points	2024 Increase/ (decrease) in profit before tax $'000	2023 Increase/ (decrease) in loss before tax $'000
Group			
– Singapore dollar	+100	**(10)**	20
– Singapore dollar	-100	**10**	(20)

35. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

Capital comprises equity attributable to owners of the Company.

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 in the objectives, policies or processes during the years ended 31 December 2024 and 2023.

36. SEGMENT INFORMATION

Business segments

The segment reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products sold and services rendered. The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and services, and serves different markets.

36. SEGMENT INFORMATION (CONT'D)

Business segments (cont'd)

The Group is organised into two operating business segments, namely:

(a) Hospitality; and

(b) Food and beverages

	Hospitality $'000 2024	2023	Food and beverages $'000 2024	2023	Consolidated $'000 2024	2023
Revenue:						
External customers	**16,532**	17,247	**38,196**	42,068	**54,728**	59,315
	16,532	17,247	**38,196**	42,068	**54,728**	59,315
Results:						
Write back of/(allowance) for expected credit losses	**16**	(42)	**–**	–	**16**	(42)
Interest on loans and borrowings	**–**	(22)	**(122)**	(223)	**(122)**	(245)
Interest on lease liabilities	**(1,102)**	(1,205)	**(1,154)**	(1,325)	**(2,256)**	(2,530)
Hire purchase interest	**–**	–	**(3)**	–	**(3)**	–
Income tax (expense)/credit	**(1)**	432	**–**	1	**(1)**	433
Depreciation of property, plant and equipment	**(732)**	(867)	**(853)**	(1,234)	**(1,585)**	(2,101)
Depreciation of right-of-use assets	**(5,055)**	(4,913)	**(8,737)**	(9,508)	**(13,792)**	(14,421)
Depreciation of investment property	**–**	–	**(34)**	(58)	**(34)**	(58)
Fair value gain on derivative	**–**	–	**464**	–	**464**	–
Gain on disposal of investment property	**–**	–	**1,290**	–	**1,290**	–
Gain on disposal of property, plant and equipment	**6**	–	**–**	1	**6**	1
Interest income	**3**	9	**6**	25	**9**	34
Gain/(loss) on early termination and modification of leases, net	**3**	–	**25**	(45)	**28**	(45)
Reversal of provision for restoration cost	**–**	–	**59**	21	**59**	21
Impairment of amount due from a joint venture	**–**	–	**–**	(103)	**–**	(103)
Impairment loss on right-of-use assets, net	**(165)**	(88)	**(476)**	(360)	**(641)**	(448)
Write back of/(impairment loss) on property, plant and equipment, net	**491**	(455)	**–**	10	**491**	(445)
Write-off of property, plant and equipment	**–**	–	**(45)**	(16)	**(45)**	(16)
Share of results of joint venture	**–**	–	**(10)**	–	**(10)**	–
Segment net profit/(loss)	**2,798**	2,808	**(492)**	(4,156)	**2,306**	(1,348)
Segment assets	**15,633**	20,883	**19,567**	22,611	**35,200**	43,494
Segment liabilities	**(14,262)**	(20,011)	**(24,905)**	(30,023)	**(39,167)**	(50,034)

36. SEGMENT INFORMATION (CONT'D)

Geographical information

	Revenue		Non-current assets	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Singapore	**54,721**	58,844	**25,989**	32,702
Indonesia	**7**	471	**–**	–
	54,728	59,315	**25,989**	32,702

Non-current assets information presented above consist of property, plant and equipment, intangible assets, right-of-use assets, investment property and investment in joint venture presented in the consolidated statement of financial position.

37. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements of the Group for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 9 April 2025.

STATISTICS OF SHAREHOLDINGS

AS AT 17 MARCH 2025

Issued and Fully Paid-Up Capital	:	$9,151,460
No. of Ordinary Shares	:	251,343,708
No. of Treasury Shares and percentage	:	Nil
No. of Subsidiary Holdings Held and percentage	:	Nil
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote per ordinary share

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	0	0.00	0	0.00
100 - 1,000	53	11.06	27,500	0.01
1,001 - 10,000	107	22.34	750,700	0.30
10,001 - 1,000,000	311	64.93	33,417,000	13.30
1,000,001 AND ABOVE	8	1.67	217,148,508	86.39
TOTAL	**479**	**100.00**	**251,343,708**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	HSBC (SINGAPORE) NOMINEES PTE LTD	205,382,408	81.71
2	DBS NOMINEES (PRIVATE) LIMITED	3,650,900	1.45
3	ONG BEE ENG	1,400,000	0.56
4	YU HEA RYEONG	1,207,400	0.48
5	SASIKUMARAN PILLAI S/O MANMATHAN PILLAI	1,156,100	0.46
6	GOH KENG HONG	1,009,000	0.40
7	SOH KIAN THIAM	1,000,000	0.40
8	YEUNG SHUN YUN	1,000,000	0.40
9	ROMIEN CHANDRASEGARAN	900,000	0.36
10	JAMES ALVIN LOW YIEW HOCK	878,500	0.35
11	LIM & TAN SECURITIES PTE LTD	864,000	0.34
12	TOK BOON SEONG	851,300	0.34
13	PHILLIP SECURITIES PTE LTD	821,400	0.33
14	OCBC SECURITIES PRIVATE LIMITED	720,000	0.29
15	ZHOU KEKE	700,000	0.28
16	SETHUNARAYANAN SETHUNARAYANAN	631,000	0.25
17	CHEN YUHENG	500,000	0.20
18	HAN MUI ENG	500,000	0.20
19	HEPPY	500,000	0.20
20	HUI KOU MOW	500,000	0.20
	TOTAL	**224,172,008**	**89.20**

SUBSTANTIAL SHAREHOLDERS

As at 17 March 2025

	Direct Interest		Deemed Interest	
Substantial Shareholder	**No. of Shares**	**%**	**No. of Shares**	**%**
Alan Goh Keng Chian	392,600	0.16	205,382,408[1]	81.71
Madaline Catherine Tan Kim Wah	–	–	205,775,008[2]	81.87

Note:

1 Alan Goh Keng Chian is deemed to be interested in 107,521,904 ordinary shares registered in the name of HSBC (Singapore) Nominees Pte Ltd. He is also deemed to be interested in 97,860,504 ordinary shares held by his spouse Madaline Catherine Tan Kim Wah.

2 Madaline Catherine Tan Kim Wah is deemed to be interested in 97,860,504 ordinary shares registered in the name of HSBC (Singapore) Nominees Pte Ltd. She is also deemed to be interested in 107,914,504 ordinary shares held by her spouse Alan Goh Keng Chian.

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

Based on information available to the Company as at 17 March 2025, approximately 17.60% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with the Rule 723 (at least 10% held at public) of the Listing Manual of SGX-ST.

STATISTICS OF WARRANTHOLDINGS

AS AT 17 MARCH 2025

DISTRIBUTION OF WARRANTHOLDINGS

SIZE OF WARRANTHOLDINGS	NO. OF WARRANTHOLDERS	%	NO. OF WARRANTS	%
1 - 99	0	0.00	0	0.00
100 - 1,000	0	0.00	0	0.00
1,001 - 10,000	13	24.07	90,500	0.04
10,001 - 1,000,000	37	68.52	6,903,800	3.23
1,000,001 AND ABOVE	4	7.41	206,624,008	96.73
TOTAL	**54**	**100.00**	**213,618,308**	**100.00**

TWENTY LARGEST WARRANTHOLDERS

NO.	NAME	NO. OF WARRANTS	%
1	HSBC (SINGAPORE) NOMINEES PTE LTD	200,775,008	93.99
2	SOH KIAN THIAM	2,700,000	1.26
3	ALAN GOH KENG CHIAN	2,062,000	0.97
4	JAMES ALVIN LOW YIEW HOCK	1,087,000	0.51
5	DBS NOMINEES (PRIVATE) LIMITED	888,600	0.42
6	NG SENG HONG	632,900	0.30
7	RAFFLES NOMINEES (PTE.) LIMITED	609,200	0.29
8	TOK BOON SEONG	605,000	0.28
9	PANG QINGHUI (FENG QINGHUI)	415,000	0.19
10	GOH SHEN SHU DONOVAN	327,200	0.15
11	YEO KOON TECK (YANG KUNDE)	317,000	0.15
12	KHOO POH CHOO	248,000	0.12
13	TEH CHENG GUAN	226,000	0.11
14	PHILLIP SECURITIES PTE LTD	206,000	0.10
15	GOH SIEW LIAN	200,000	0.09
16	LIM & TAN SECURITIES PTE LTD	191,000	0.09
17	ONG SWEE WHATT	167,000	0.08
18	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	165,000	0.08
19	GOH KIM CHIANG	150,000	0.07
20	BANDRA HARSHAVARDHAN	145,000	0.07
	TOTAL	**212,116,908**	**99.32**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "**AGM**" or the "**Meeting**") of the Company will be held at 160 Robinson Road, #06-01, SBF Center, Singapore 068914 in Seminar Room 2 on Friday, 25 April 2025 at 2.30 p.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2024 together with the Auditor's Report thereon. **Resolution 1**

2. To re-elect Mr Alan Goh Keng Chian who is retiring pursuant to Regulation 117 of the Company's Constitution. **Resolution 2**
[See Explanatory Note 1]

3. To re-elect Mr Lam Kwong Fai who is retiring pursuant to Regulation 117 of the Company's Constitution. **Resolution 3**
[See Explanatory Note 2]

4. To re-elect Mr Ong Kim Huat who is retiring pursuant to Regulation 122 of the Company's Constitution. **Resolution 4**
[See Explanatory Note 3]

5. To approve the Directors' Fees of up to $154,000 for the financial year ending 31 December 2025, payable quarterly in arrears. (FY2024: $154,000) **Resolution 5**

6. To re-appoint Messrs Ernst & Young LLP as the Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 6**

7. To transact any other ordinary business which may be properly transacted at an AGM.

SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolutions, with or without modifications:

8. **Authority to allot and issue shares**

That pursuant to Section 161 of the Companies Act and Rule 806 of Catalist Rules of SGX-ST, the Directors be authorised and empowered to: **Resolution 7**

(a) (i) allot and issue share in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such person as the Directors may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force); issue Shares in pursuance of the Instruments made or granted by the Directors while this Resolution was in force,

provided that:

(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with the subparagraph (2) below);

(2) subject to such manner of calculation and adjustments as may be prescribed by SGX-ST for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:

    (a) new shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time this Resolution is passed;

    (b) new shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules of SGX-ST; and

    (c) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provision of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Company's Constitution for the time being; and

(4) unless revoked or varied by the Company in general meeting, such authority conferred shall continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note 4]

9. **Authority to grant awards and to allot and issue shares under the Katrina Group Ltd. Performance Share Plan**

That pursuant to Section 161 of the Companies Act, the Directors be authorised to grant awards in accordance with the provisions of the Katrina Group Ltd. Performance Share Plan ("**KGL PSP**") and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the awards granted under the KGL PSP, provided always that the aggregate number of Shares to be allotted and issued pursuant to the KGL PSP when added to the number of Shares issued and issuable in respect of all awards granted under the KGL PSP, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time. **Resolution 8**
[See Explanatory Note 5]

By Order of the Board

Neo Lay Fen
Nor Hafiza Alwi
Company Secretaries

Singapore, 10 April 2025

Explanatory Notes:

1. Ordinary Resolution 2 – Mr Alan Goh Keng Chian will, upon re-election, continue to serve as an Executive Director and Chief Executive Officer of the Company.

2. Ordinary Resolution 3 – Mr Lam Kwong Fai ("**Mr Lam**") will upon re-election, continue to serve as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees of the Company. Mr Lam is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Lam can be found in the Annual Report 2024. There are no relationships (including immediate family relationships) between Mr Lam and any of the Directors, the Company or its substantial shareholders.

3. Ordinary Resolution 4 – Mr Ong Kim Huat ("**Mr Ong**") will upon re-election, continue to serve as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees of the Company. Mr Ong is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Ong can be found in the Annual Report 2024. There are no relationships (including immediate family relationships) between Mr Ong and any of the Directors, the Company or its substantial shareholders.

   Further information on the abovementioned directors can be found under the section title "Board of Directors" and "Corporate Governance Report" of the Annual Report 2024.

4. Ordinary Resolution 7 – if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue under this Resolution shall not exceed 100% of the total number of issued Shares, excluding treasury shares and subsidiary holdings. For issues of Shares other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued shares, excluding treasury shares and subsidiary holdings at the time this resolution is passed.

5. Ordinary Resolution 8 – if passed, will empower the Directors, effective until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company at a general meeting, whichever is earliest, to allot and issue Shares pursuant to the awards granted under the KGL PSP up to a number not exceeding, in total, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

Notes:

1. The Annual General Meeting will be held, in a wholly physical format, at the venue, date and time stated above. There will be no option for shareholders to participate virtually.

2. Printed copies of this Notice of AGM (the "**AGM Notice**"), Proxy Form and the Request Form (to request for a printed copy of the Annual Report (the "**Documents**") have been posted to the shareholders. The Documents are also available for downloading from the SGXNet and the Company's website at the URL https://www.katrinagroup.com.

3. The Annual Report 2024 have been published and available for download or online viewing at the Company's corporate website at the URL https://www.katrinagroup.com and the SGXNet.

   Printed copies of the Annual Report will not be mailed to the shareholders unless requested by the shareholder pursuant to a submitted request. Shareholders who wish to receive a printed copy of the FY2024 Annual Report are required to complete the Request Form and to return it to the Company by post or by email by 16 April 2025.

4. Members of the Company may participate in the AGM by:

   (a) attending the AGM in person;

   (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or

   (c) voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

   Members are reminded to bring along their NRIC/Passport so as to enable the Company to verify their identity and are requested to arrive early to facilitate the registration process. They are advised not to attend the Annual General Meeting if they are feeling unwell.

5. A proxy need not be a member of the Company.

6. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

   (a) email to info@katrinagroup.com; or

   (b) post to the Company's registered office at 175A Bencoolen Street, #10-08, Burlington Square, Singapore 189650.

   in either case, by 2:30 p.m. on 22 April 2025, being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

   Shareholders are strongly encouraged to submit Proxy Forms electronically via email.

7. A member (who is not a Relevant Intermediary), who is entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

8. A member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 (the "**Companies Act**") is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in the proxy form to the Company.

9. An investor who holds shares under the Supplementary Retirement Scheme ("**SRS Investor**") may attend and cast his/her vote(s) at the AGM in person. SRS Investors who are unable to attend the AGM but would like to appoint the Chairman of the AGM as their proxy should approach their respective SRS Operators, through which they hold such shares, to submit their votes at least seven (7) working days before the AGM that is by 2:30 p.m. on 15 April 2025, in order to allow sufficient time for their respective SRS Operators to in turn submit the Proxy Forms to appoint the Chairman of the AGM to vote on their behalf no later than the Proxy Deadline.

10. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.

11. Members of the Company may submit questions related to the resolution(s) to be tabled for approval for the AGM in advance of the AGM within seven (7) calendar days from the date of this Notice of AGM, (i.e. no later than 2:30 pm 17 April 2025) in the following manner:

    (a) email to info@katrinagroup.com; or

    (b) post to the Company's registered office at 175A Bencoolen Street, #10-08, Burlington Square, Singapore 189650.

    Shareholders who submit questions in advance of the AGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (e.g. via CDP, SRS or other Relevant Intermediary), for our verification purposes.

    The Company will endeavor to address all substantial and relevant questions received from members and publish its response on the SGXNet and at the Company's website on or before 20 April 2025. **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.** The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions received after 2:30 pm on 17 April 2025 which have not already been addressed prior to the AGM, at the AGM itself. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's corporate website and on SGXNet within one (1) month after the AGM.

Personal data privacy:

By submitting (a) a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);

(ii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and

(ii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the AGM from members received before the AGM and if necessary, any subsequent clarifications sought, or follow-up questions in respect of such questions,

(collectively, the "**Purposes**").

The member of the Company also warrants that where the member discloses the personal data of the member's proxy(ies) and/or representatives(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representatives(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representatives(s) for the Purposes, and agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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KATRINA GROUP LTD

(Company Registration No.: 201608344N)
(Incorporated in the Republic of Singapore)

IMPORTANT:
1. An investor who holds shares under the Supplementary Retirement Scheme ("**SRS Investor**") may attend and cast his vote(s) at the Annual General Meeting in person. SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the Annual General Meeting to act as their proxy, in which case, the SRS Investors shall be precluded from attending the Annual General Meeting.
2. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

ANNUAL GENERAL MEETING

*I/We, ________________________________ (Name), ________________ (*NRIC/Passport/Company Registration No.)

of ____ (Address)

being a *member/members of KATRINA GROUP LTD. (the "**Company**"), hereby appoint(s):

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

and/or (delete as appropriate)

or failing him/her/them, the Chairman of the Meeting, as *my/our proxy(ies) to attend, speak and vote for *me/us on *my/our behalf at the Annual General Meeting ("**AGM**" or the "Meeting") of the Company to be held at 160 Robinson Road, #06-01, SBF Center, Singapore 068914 in Seminar Room 2 on Friday, 25 April 2025 at 2:30 p.m. and at any adjournment thereof.

All Resolutions put to the vote at the AGM shall be decided by way of poll.

*I/We direct *my/our proxy(ies) to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy(ies) will vote or abstain from voting at his/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

If you wish to exercise all your votes "For" or "Against", or "Abstain" the relevant Resolutions, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For", "Against" or "Abstain" for each Resolution in the boxes provided as appropriate.

No.	Ordinary Resolutions	For	Against	Abstain
1.	Adoption of Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2024 together with the Auditor's Report thereon.			
2.	Re-election of Mr Alan Goh Keng Chian as a Director of the Company.			
3.	Re-election of Mr Lam Kwong Fai as a Director of the Company.			
4.	Re-election of Mr Ong Kim Huat as a Director of the Company.			
5.	Approval of Directors' fees of up to $154,000 for the financial year ending 31 December 2025, payable quarterly in arrears (FY2024:$154,000).			
6.	Re-appointment of Messrs Ernst & Young LLP as the Auditor of the Company and to authorise the Directors to fix their remuneration.			
7.	Authority to allot and issue shares in the capital of the Company.			
8.	Authority to grant awards and to allot and issue shares under the Katrina Group Ltd. Performance Share Plan.			

Dated this ____________ day of ________________________ 2025.

Total no. of Shares in	No. of Shares
(a) Depository Register	
(b) Register of Members	

____

Signature(s) of Member(s)/Common Seal of Corporate Member(s)

*Delete where inapplicable

IMPORTANT: PLEASE READ NOTES FOR PROXY FORM OVERLEAF

NOTES FOR PROXY FORM

1. A proxy need not be a member of the Company.

2. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.

3. A member (who is not a Relevant Intermediary), who is entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

4. A member who is a Relevant Intermediaries as defined under Section 181(6) of the Companies Act 1967 (the "**Companies Act**")) is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

   "**Relevant Intermediary**" means:

   (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

   (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of Shareholders of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

5. An investor who holds shares under the the Supplementary Retirement Scheme ("**SRS Investor**") may attend and cast his vote(s) at the AGM in person. SRS Investors who are unable to attend the AGM but would like to appoint the Chairman of the AGM as their proxy should approach their respective SRS Operators, through which they hold such shares, to submit their votes at least seven (7) working days before the AGM that is by 15 April 2025, in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit the Proxy Forms to appoint the Chairman of the AGM to vote on their behalf no later than the Proxy Deadline.

   This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

7. A corporation which is a member may authorise by resolution of its directors or other governing body such a person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967.

8. This instrument appointing a proxy or proxies must:

   (a) if sent personally or by post, be lodged at the registered office of the Company, 175A Bencoolen Street, #10-08, Burlington Square, Singapore 189650; or

   (b) if submitted by email, be received by the Company at info@katrinagroup.com

   in either case, by 2:30 p.m. on 22 April 2025 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.

10. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:
By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Notice of AGM dated 10 April 2025.

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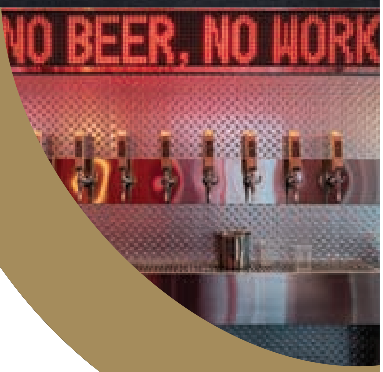

KATRINA GROUP LTD.

(Incorporated in the Republic of Singapore on 31 March 2016)
(Company Registration Number: 201608344N)
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