

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



K GROUP HOLDINGS LIMITED

千盛集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8475)

**ANNOUNCEMENT OF INTERIM RESULTS
FOR THE SIX MONTHS ENDED 28 FEBRUARY 2023**

The board of directors (the “**Directors**”) of K Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) announces the unaudited condensed consolidated financial results of the Group for the three months and six months ended 28 February 2023. This announcement, containing the full text of the 2022/23 interim report of the Company (the “**2022/23 Interim Report**”), complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM**” and the “**GEM Listing Rules**”, respectively) in relation to the information to accompany preliminary announcement of interim results. The printed version of the 2022/23 Interim Report will be despatched to the shareholders of the Company and available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.kgroup.com.hk in due course in the manner as required by the GEM Listing Rules.

For and on behalf of
K Group Holdings Limited
Zhou Junqi
Chairman and Executive Director

Hong Kong, 14 April 2023

As at the date of this announcement, the executive Directors are Mr. Zhou Junqi (Chairman), Mr. Chiang Ming Chun, Ms. Wong Pui Kei Peggy, and Mr. Yeap Wei Han, Melvyn; and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Law Chung Lam, Nelson and Mr. Lee Ming Yeung, Michael.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the Latest Listed Company Information page of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company's website at www.kgroup.com.hk.

KGroup



**INTERIM REPORT
2022/2023**

KGROUP HOLDINGS LIMITED

千盛集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code : 8475

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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



CONTENTS

	Page
Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	3
Unaudited Condensed Consolidated Statement of Financial Position	5
Unaudited Condensed Consolidated Statement of Changes in Equity	7
Unaudited Condensed Consolidated Statement of Cash Flows	8
Notes to the Unaudited Condensed Consolidated Financial Statements	9
Management Discussion and Analysis	18
Corporate Governance and Other Information	24



INTERIM RESULTS

The board of Directors (the “**Board**”) presents the unaudited condensed consolidated financial statements of the Group for the three months and six months ended 28 February 2023 (the “**Period**” and the “**Unaudited Condensed Consolidated Financial Statements**”, respectively) together with comparative unaudited figures for the corresponding three months and six months period in 2022 (the “**Last Corresponding Period**”) and certain audited figures as at 31 August 2022 as follows:

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

FOR THE THREE MONTHS AND SIX MONTHS ENDED 28 FEBRUARY 2023

	<i>Notes</i>	Three months ended		Six months ended	
		28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Revenue	5	2,272	3,719	4,361	6,846
Other income	6	45	221	139	912
Other gains/(losses), net	6	179	(1)	326	(6)
Cost of inventories consumed		(547)	(938)	(1,091)	(1,782)
Staff costs		(960)	(1,294)	(2,070)	(2,457)
Depreciation and amortisation		(271)	(544)	(581)	(1,123)
Rental and related expenses		(249)	(185)	(577)	(368)
Utility expenses		(92)	(161)	(215)	(297)
Marketing and advertising expenses		(8)	–	(11)	(10)
Franchise and licensing fees		(35)	(56)	(76)	(106)
Other operating expenses		(438)	(695)	(907)	(1,284)
Finance costs	7	(64)	(185)	(176)	(400)
Loss before tax	8	(168)	(119)	(878)	(75)
Income tax credit	9	–	–	–	17
Loss for the period		(168)	(119)	(878)	(58)
			(Restated)		(Restated)
Loss per share attributable to ordinary equity holders of the parent	11				
Basic and diluted (SGD cents)		(0.27)	(0.32)	(1.80)	(0.19)

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

FOR THE THREE MONTHS AND SIX MONTHS ENDED 28 FEBRUARY 2023

	Three months ended		Six months ended	
	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Other comprehensive (loss)/income				
<i>Item that may be subsequently reclassified to profit or loss in the subsequent period:</i>				
Exchange differences arising on translation of foreign operations	16	-	29	(1)
Total comprehensive loss for the period	(152)	(119)	(849)	(59)
(Loss)/Income for the period attributable to:				
Owners of the parent	(121)	(140)	(792)	(85)
Non-controlling interests	(47)	21	(86)	27
	(168)	(119)	(878)	(58)
Total comprehensive (loss)/income attributable to:				
Owners of the parent	(111)	(140)	(775)	(86)
Non-controlling interests	(41)	21	(74)	27
	(152)	(119)	(849)	(59)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 28 FEBRUARY 2023

	<i>Notes</i>	28 February 2023 (unaudited) SGD'000	31 August 2022 (audited) SGD'000
Non-current Assets			
Plant and equipment	12	330	395
Right-of-use assets		975	748
Intangible assets		198	108
Rental and other deposits		308	308
Total Non-current Assets		1,811	1,559
Current Assets			
Inventories		104	49
Trade receivables	13	178	54
Other receivables, deposits and prepayments		3,094	1,069
Due from holding company		29	27
Cash and bank balances		49	108
Total Current Assets		3,454	1,307
Current Liabilities			
Trade payables	14	817	903
Goods and services tax payables		293	359
Other payables and accruals		6,608	3,648
Due to non-controlling interests		86	89
Due to directors		2,721	1,059
Interest-bearing bank and other borrowings		685	562
Lease liabilities		896	1,586
Tax payable		-	90
Provision for reinstatement costs		-	206
Total Current Liabilities		12,106	8,502
Net Current Liabilities		(8,652)	(7,195)
Total Assets less Current Liabilities		(6,841)	(5,636)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 28 FEBRUARY 2023

	28 February 2023 (unaudited) SGD'000	31 August 2022 (audited) SGD'000
<i>Notes</i>		
Non-current Liabilities		
Lease liabilities	327	472
Deferred tax liabilities	34	34
Provision for reinstatement costs	145	356
Total Non-current Liabilities	506	862
Net Liabilities	(7,347)	(6,498)
Equity		
Equity attributable to owners of the parent		
Share capital	15 764	764
Other reserve	(7,064)	(6,301)
	(6,300)	(5,537)
Non-controlling interests	(1,047)	(961)
Total Equity	(7,347)	(6,498)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 28 FEBRUARY 2023

	Attributable to owners of the parent					Sub-total SGD'000	Non- controlling interests SGD'000	Total equity SGD'000
	Share capital SGD'000	Share premium SGD'000	Capital reserve SGD'000	Accumulated losses SGD'000	Translation reserve SGD'000			
At 1 September 2022 (audited)	764	11,853	4,507	(22,687)	26	(5,537)	(961)	(6,498)
Loss for the period	-	-	-	(792)	-	(792)	(86)	(878)
Exchange differences on translation of foreign operations	-	-	-	-	29	29	-	29
Total comprehensive (loss)/income for the period	-	-	-	(792)	29	(763)	(86)	(849)
At 28 February 2023 (unaudited)	764	11,853	4,507	(23,479)	55	(6,300)	(1,047)	(7,347)
At 1 September 2021 (audited)	764	11,853	4,507	(20,129)	8	(2,997)	(898)	(3,895)
(Loss)/Profit for the period	-	-	-	(85)	-	(85)	27	(58)
Exchange differences on translation of foreign operations	-	-	-	-	(1)	(1)	-	(1)
Total comprehensive (loss)/income for the period	-	-	-	(85)	(1)	(86)	27	(59)
At 28 February 2022 (unaudited)	764	11,853	4,507	(20,214)	7	(3,083)	(871)	(3,954)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 28 FEBRUARY 2023

	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Net cash (used) in/from operating activities	(356)	1,917
Net cash from investing activities	1,047	33
Net cash used in financing activities	(779)	(2,143)
Net decrease in cash and cash equivalents	(88)	(193)
Cash and cash equivalents at the beginning of the period	108	379
Effect of foreign exchange rate changes, net	29	(1)
Cash and cash equivalents at the end of the Period	49	185

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

K Group Holdings Limited (the “**Company**”) is a limited liability company incorporated in the Cayman Islands and its shares are listed on GEM. The registered office of the Company is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands, and the principal place of business of the Company located at 1 Pemimpin Drive, #03-04, One Pemimpin, Singapore 576151.

During the period, the Group was involved in the following principal activities:

- Restaurant operations
- Sales of food ingredients
- Provision of franchise and royalty services

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

2. BASIS OF PRESENTATION

The Group incurred a loss attributable to owners of the parent of the Company of SGD792,000 for the period ended 28 February 2023 and had net liabilities and net current liabilities of SGD7,347,000 and SGD8,652,000 respectively; the Group has interest-bearing bank and other borrowings of SGD685,000, and trade and other payables of SGD7,425,000 as at 28 February 2023. The above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group’s ability to continue as going concern.

The Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of finance to continue as going concern. In the opinion of the Directors, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due in the foreseeable future, based on the cash flow projections of the Group and after taking into consideration the following:

- (i) having regard to enlarge the operations of profitable restaurants by increasing distribution channels, eliminate the under-performance restaurants by nature loss and impose measures to tighten controls over expenses;
- (ii) has obtained a revolving loan facility of HK\$40,000,000 (equivalent to SGD7,119,000) from an independent third party;

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

- (iii) has exercised a rights issue as detail in the prospectus of the Company dated 31 March 2023; and
- (iv) the management of the Group is willing to provide adequate financial support and seek for investors to ensure the Group's continuous operations. The Group is ready to embrace the huge opportunities coming after the market recovery.

The Directors believe that, taking into account the above factors, the Group will have sufficient working capital to satisfy its present requirements for at least next 12 months from the end of reporting period.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities to current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

3. BASIS OF PREPARATION

The Unaudited Condensed Consolidated Financial Statements together with the comparative unaudited figures for the Corresponding Period (the "**Financial Information**") have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure requirements of the GEM Listing Rules. The accounting policies and methods of computation used in the preparation of these Unaudited Condensed Consolidated Financial Statements are consistent with those adopted in the preparation of audited consolidated financial statements included in the annual report for the year ended 31 August 2022, except for the adoption of the new and revised HKFRSs (the "**New and Revised HKFRSs**") (which include all HKFRSs, Hong Kong Accounting Standards and Interpretations) issued by the HKICPA that are adopted for the first time for the Unaudited Condensed Consolidated Financial Statements.

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

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

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

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

4. SEGMENT INFORMATION

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

5. REVENUE

	Three months ended		Six months ended	
	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Restaurant operations	2,261	3,715	4,330	6,837
Sales of food ingredients	11	-	31	1
Provision of franchise and royalty services	-	4	-	8
	2,272	3,719	4,361	6,846

Geographical information

The Group's restaurant operations and sale of food ingredients are located in Singapore, while the sub-franchising, licensing/sub-licensing businesses are located in Indonesia.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

	Three months ended		Six months ended	
	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Singapore	2,272	3,715	4,361	6,838
Indonesia	-	4	-	8
	2,272	3,719	4,361	6,846

6. OTHER INCOME AND OTHER GAINS/(LOSSES), NET

6a. Other income

	Three months ended		Six months ended	
	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Government grants*				
– Jobs support scheme	-	6	-	92
– Rental support scheme	-	-	-	441
– Other government grants	3	2	12	16
Rent concessions related to COVID-19	-	122	-	174
Management fee income	42	90	113	179
Others	-	1	14	10
	45	221	139	912

* Job support scheme and rental support scheme introduced by the Singapore Government to support local businesses during the COVID-19 pandemic.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

6b. Other gains/(losses), net

	Three months ended		Six months ended	
	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Exchange gains/(losses), net	69	(1)	106	(6)
Gain on lease modification	110	-	220	-
	179	(1)	326	(6)

7. FINANCE COSTS

	Three months ended		Six months ended	
	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Interest on other loan	36	87	111	173
Interest on trust receipt loans	-	-	-	3
Interest on hire purchase	-	-	1	-
Interest on lease liabilities	28	98	64	224
	64	185	176	400

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

8. LOSS BEFORE TAX

	Three months ended		Six months ended	
	28 February 2023	28 February 2022	28 February 2023	28 February 2022
	(unaudited) SGD'000	(unaudited) SGD'000	(unaudited) SGD'000	(unaudited) SGD'000
The Group's loss before tax is arrived at after charging:				
Auditor's remuneration	23	33	93	72
Amortisation of intangible assets	5	9	13	18
Depreciation of plant and equipment	116	153	254	539
Depreciation of right-of-use assets	150	283	314	566
Directors' remuneration	86	174	175	348
Other staff costs				
– Salaries and allowances	824	1,039	1,786	1,952
– Retirement benefit contributions	50	81	109	157
	874	1,120	1,895	2,109

9. INCOME TAX CREDIT

	Three months ended		Six months ended	
	28 February 2023	28 February 2022	28 February 2023	28 February 2022
	(unaudited) SGD'000	(unaudited) SGD'000	(unaudited) SGD'000	(unaudited) SGD'000
Current – Singapore				
– Over provision in prior years	–	–	–	17
Deferred taxation	–	–	–	–
Total tax credit for the period	–	–	–	17

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

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

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

10. DIVIDEND

No dividend was paid or proposed during the Period (three months and six months ended 28 February 2022: Nil).

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

The calculation of the basic and diluted loss based on:

Three months ended		Six months ended	
28 February	28 February	28 February	28 February
2023	2022	2023	2022
(unaudited)	(unaudited)	(unaudited)	(unaudited)
SGD'000	SGD'000	SGD'000	SGD'000
	(Restated)		(Restated)

Loss:

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

(121)	(140)	(792)	(85)
--------------	-------	--------------	------

Shares:

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

44,000,000	44,000,000	44,000,000	44,000,000
-------------------	------------	-------------------	------------

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

Note: The weighted average number of ordinary shares for the purpose of basic and diluted earnings per share has been adjusted for share consolidation on 21 October 2022. Pursuant to an ordinary resolution passed by shareholders at the extraordinary general meeting held on 17 October 2022, the share consolidation of every ten issued and unissued shares of HK\$0.01 each into one consolidated share of HK\$0.1 each became effective on 21 October 2022.

12. PLANT AND EQUIPMENT

During the Period, the Group acquired plant and equipment of approximately SGD189,000 (28 February 2022: SGD17,000).

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

13. TRADE RECEIVABLES

The Group's trading terms with its customers for restaurant operations are mainly on cash and credit card settlement. Generally, there is no credit period granted to customers, except for certain customers and franchisees/licensees in which credit period of 30-60 days is granted by the Group. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

An ageing analysis of trade receivables based on (i) the invoice date for restaurant operations and sale of food ingredients; and (ii) the timing of accrual for franchise and royalty income in accordance with the relevant agreements, is as follows:

	As at 28 February 2023 (unaudited) SGD'000	As at 31 August 2022 (audited) SGD'000
0 – 30 days	44	42
31 – 60 days	32	1
61 – 90 days	16	1
Over 90 days	86	10
	178	54

14. TRADE PAYABLES

Trade payables are normally settled upon delivery or 30 to 60-day terms.

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

	As at 28 February 2023 (unaudited) SGD'000	As at 31 August 2022 (audited) SGD'000
0 – 30 days	157	243
31 – 60 days	129	196
61 – 90 days	98	170
Over 90 days	433	294
	817	903

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

15. SHARE CAPITAL

	Number of Shares	Share Capital HK\$
Ordinary Shares of HK\$0.1 each		
Authorised		
At 28 February 2023 and 31 August 2022	400,000,000	40,000,000
Issued and fully paid		
At 28 February 2023 and 31 August 2022	44,000,000	4,400,000

16. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these unaudited condensed consolidated financial statements, the Group carried out the following material transaction with its related parties:

	Six months ended	
	28 February 2023 (unaudited) SGD'000	28 February 2022 (unaudited) SGD'000
Management fee income from:		
Related party	56	56
Director – Terence Lai	81	78

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECT

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

At the date of this report, the Group had 6 self-operated restaurants and one central kitchen in total, including:

- one restaurant in Singapore under the brand “Chir Chir” pursuant to an exclusive franchise the Group obtained from the franchisor which owns a Korean fried chicken restaurant chain;
- two restaurants in Singapore under the brand “Masizzim” pursuant to an exclusive franchise the Group obtained from the franchisor which owns a Korean stew dish restaurant chain;
- one restaurant in Singapore under the self-developed brand “Kogane Yama” which offers Japanese premium tendon bowls and Japanese rice bowls;
- two restaurants in Singapore under the brand “Nipong Naepong” pursuant to an exclusive franchise the Group obtained from the franchisor which owns a Korean fusion noodle restaurant chain; and
- one central kitchen in Singapore under the self-developed brand “Gangnam Kitchen” which offers catering and delivery services of Korean food in Singapore and serves as the central kitchen to the Group’s restaurants in Singapore.

The following table summarises the movement of the number of the Group’s self-operated restaurants during the Period and up to the date of this report:

Brand	Chir Chir	Masizzim	Kogane Yama	Nipong Naepong	Kota Zheng Zhong	The Chir Café + Bar	Total
As at 31 August 2022	2	2	2	2	2	1	11
Closure	(1) <i>(Note 1)</i>	-	(1) <i>(Note 2)</i>	-	(2) <i>(Note 3)</i>	(1) <i>(Note 4)</i>	(5)
As at 28 February 2023 and the date of this report	1	2	1	2	-	-	6

MANAGEMENT DISCUSSION AND ANALYSIS

Note:

1. On 30 September 2022, the Group ceased operation of a self-operated restaurant under the brand “Chir Chir” which located at 200 Victoria Street, Singapore 188021 #02-50 because of its decline in operating results.
2. On 30 September 2022, the Group ceased operation of a self-operated restaurant under the brand “Kogane Yama” which located at 200 Victoria Street, Singapore 188021 #02-50 because of its decline in operating results.
3. On 9 October 2022 and 28 February 2023, the Group ceased operation of two self-operated restaurants under the brand “Kota Zheng Zhong” which located at 15A Lorong Liput and 68 Serangoon Garden Way respectively because of its decline in operating results.
4. On 22 February 2023, the Group ceased operation of a self-operated restaurant under the brand “The Chir Café and Bar” which located at 26A/26c Lorong Mambung Holland Village because of its decline in operating results.

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

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

We have considered actions to address the existence of material uncertainties which may cast significant doubt about the Group’s ability to continue as going concern in relation to the annual report for the year ended 31 August 2022. The actions include to (i) enlarge the operations of profitable restaurants by increasing distribution channels, eliminate the under-performance restaurants by nature loss and impose measures to tighten controls over expenses; (ii) obtain a revolving loan facility of HK\$40,000,000 (equivalent to SGD7,119,000) from an independent third party; and (iii) exercise a rights issue as detail in the prospectus of the Company dated 31 March 2023. The Management of the Group is willing to provide adequate financial support and seek for investors to ensure the Group’s continuous operations. The Group is ready to embrace the huge opportunities coming after the market recovery.

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

MANAGEMENT DISCUSSION AND ANALYSIS

The Group achieves the goals by implementing the following key strategies: (i) replicate our success through further expansion to acquire the restaurant business in Greater Bay Area which is showing signs of revival from the coronavirus pandemic as in-person events and lunches return, amid calls for the city's strict social-distancing curbs to be eased; and (ii) continue to expand into more market segments by pursuing a multi-brand and multi-concept strategy. We plan to further promote the brand image and intend to identify targets which adopt innovative business models and possess development and growth potential or whose business models can create synergies with our business. We will continue to explore other business opportunities in the future.

FINANCIAL REVIEW

Revenue

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

Restaurant operations

The majority of the revenue was derived from the operations of self-operated restaurants in Singapore. The revenue generated from restaurant operations amounted to approximately SGD4.3 million and SGD6.8 million for the Period and Last Corresponding Period, respectively representing a decrease of approximately 36.8% from the Last Corresponding Period to the Period.

The decrease in the Group's revenue was mainly attributable to the drop in demand and influx of diners and increase in the number of new competitors. The entrance of new competitors in restaurant business results in a drop in customers' demand towards the Group's restaurants. High competition in business decreases the Group's market share and affects the Group's revenue from restaurant operations accordingly.

Sales of food ingredients

Revenue from sales of food ingredients mainly represented revenue from sales of food through the operation of Gangnam Kitchen which provides catering and delivery services of Korean food to the customers in Singapore. The revenue from sales of food ingredients increased from approximately SGD1,000 for the Last Corresponding Period to approximately SGD31,000 for the Period. The increase was attributable to an increased demand of catering and delivery services with the lifting of COVID-19 restrictions during the Period.

Provision of franchise and royalty services

Provision of franchise and royalty services represented the royalty from the Indonesian Licensee, pursuant to the sub-license arrangements which the Group has entered into. The revenue decreased from approximately SGD8,000 for the Last Corresponding Period to nil for the Period, representing a decrease of approximately 100%. The decrease was mainly attributable to termination of restaurant operations of the licensees resulted from the outbreak of COVID-19 which had a significant impact on global economies.

MANAGEMENT DISCUSSION AND ANALYSIS

Cost of inventories consumed

Cost of inventories consumed primarily consisted of the cost of the food ingredients, beverages and packaging materials used in the operations of the Group's self-operated restaurants and central kitchen in Singapore. Cost of inventories consumed decreased from approximately SGD1.8 million for the Last Corresponding Period to approximately SGD1.1 million for the Period, representing a decrease of approximately 38.9% as compared to that of the Last Corresponding Period. During the Period, cost of inventories consumed is directly proportional to the decrease in revenue.

Staff costs

Staff costs decreased from approximately SGD2.5 million for the Last Corresponding Period to approximately SGD2.1 million for the Period, representing a decrease of approximately 16.0% as compared to that of the Last Corresponding Period. The decrease was mainly attributable to (i) pay cut policy implemented across all level; (ii) restructuring of the remuneration package of operation staff; (iii) reduction in manpower; and (iv) cessation of operation of three self-operated restaurants under the brands of "Chir Chir", "NY Night Market" and "Sora Boru".

Rental and related expenses

Rental and related expenses increased from approximately SGD368,000 for the Last Corresponding Period to approximately SGD577,000 for the Period, representing an increase of approximately 56.8% as compared to those of the Last Corresponding Period. The increase was mainly attributable to increase in office rental during the Period; offset by the cessation of operation of three self-operated restaurants.

Other expenses

Other expenses primarily consisted of service fee paid to third party delivery platforms, credit card commissions, cleaning expenses, legal and professional fees, travelling expenses, and other miscellaneous administrative expenses. Other expenses decrease from approximately SGD1.3 million for Last Corresponding Period to approximately SGD0.9 million for the Period, representing a decrease of approximately 30.8% as compared to that of the Last Corresponding Period. The decrease was in line with the cessation of three self-operated restaurants during the Period.

Finance costs

Finance costs primarily consisted of interest expenses on other loan, trust receipts loans, hire purchase and lease liabilities. Finance costs decreased from approximately SGD400,000 for Last Corresponding Period to approximately SGD176,000 for the Period, representing a decrease of approximately 56.0% as compared to that of the Last Corresponding Period. The decrease was mainly arising from the decrease on other loan and lease liabilities.

MANAGEMENT DISCUSSION AND ANALYSIS

Loss for the period

The Group recognised a loss of approximately SGD878,000 for the Period, which decreased as compared to that of a loss of approximately SGD58,000 for the Last Corresponding Period. Such increase in loss was mainly attributable to the drop in demand and influx of diners.

Capital Structure

The Shares were successfully listed on GEM on 13 August 2018. The Company completed the Placing of 40,000,000 Placing Shares on 16 January 2020. The capital structure of the Group comprises issued share capital and reserves.

According to the prospectus dated 31 March 2023, the rights issue is proceeding and the capital structure will be changed. Further update on the rights issue of the Group will be announced.

Liquidity and Financial Resources

The Group recorded net current liabilities of approximately SGD8.7 million as at 28 February 2023 (31 August 2022: net current liabilities SGD7.2 million).

As at 28 February 2023, the Group's current ratio was approximately 0.3 (31 August 2022: 0.2). Current ratio is calculated based on the total current assets at the end of the period divided by the total current liabilities at the end of the period. As at 28 February 2023, the Group's gearing ratio was approximately -10.5% (31 August 2022: -10.0%). Gearing ratio is calculated based on total debt at the end of the year divided by total equity at the end of the year and multiplied by 100%.

Total debt refers to all borrowings of the Group, which included amounts due to non-controlling interests, interest-bearing bank and other borrowing. The slightly increase in the Group's gearing ratio was mainly due to raising more debts during the Period.

As at 28 February 2023, the Group's total borrowings amounted to approximately SGD771,000 (31 August 2022: SGD651,000) which included term loan and amount due to non-controlling interests (as at 31 August 2022: term loan and amount due to non-controlling interests). The Group's term loan (as at 31 August 2022: term loan) are denominated in Singapore dollars and carry interest at a fixed rate of 48% per annum as at 28 February 2023 (31 August 2022: 48%).

Foreign Currency Exposure Risks

The Group mainly operates in Singapore, Malaysia and Indonesia with most of the transactions settled in Singapore dollars with a small extent in other foreign currencies. As such, the Group did not have a significant exposure to foreign exchange risk. The Group currently does not have a foreign currency hedging policy.

MANAGEMENT DISCUSSION AND ANALYSIS

Treasury Policies

The management will continue to follow a prudent policy in managing the Group's cash balances and strive to maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

Significant Investments or Material Acquisitions and Disposals

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

Capital Commitments

As at 28 February 2023, the Group have no capital commitments. (31 August 2022: SGD Nil) in respect of the leasehold improvements contracted for.

Future Plans for Material Investments or Capital Assets

By reference to the prospectus dated 31 March 2023 (the "**Prospectus**") of the Company in relation to the rights issue, according to the intended use of proceeds from the rights issue, the Company entered into a non-legally binding memorandum of understanding to acquire a restaurant, subject to the successful subscription of the entire right issue. The estimated amount of consideration of the potential acquisition would be in range of approximately HK\$20 million to HK\$24 million, which are still subject to further negotiations between the Company and the potential target. For details, please refer to the section headed "Potential Acquisition" of the Prospectus. Save as disclosed above and in this report, the Group does not have other plans for material investments and capital assets.

Contingent liabilities and pledge of assets

As at 28 February 2023, the Group did not have any significant contingent liabilities and pledge of assets (31 August 2022: Nil).

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 28 February 2023, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long position in the Shares

Name of Directors/ Chief executive	Capacity/ Nature of interest	Number of Shares/underlying Shares interested <i>(Note 1)</i>	Approximate percentage of the Company's issued Shares*
Mr. Yeap Wei Han, Melvyn ("Mr. Yeap") <i>(Note 2)</i>	Interest held jointly with another person	3,049,900	6.93%

Notes:

(1) All interests stated are long positions.

(2) These Shares were held by Canola Investment Holdings Limited ("Canola") which was in turn owned as to approximately 33.69% by Mr. Lai Weijie, Terence ("Mr. Terence Lai"), 23.17% by Mr. Yeap, 16.85% by Mr. Ho Zhi Yi, Levi ("Mr. Ho"), 12.64% by Mr. Tan Chien Fong ("Mr. Tan"), 12.64% by Mr. Ng Yook Tim ("Mr. Ng") and 1.01% by Mr. Lai Weikang, Derek ("Mr. Derek Lai"). On 10 February 2018, Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng and Mr. Derek Lai entered into an acting-in-concert confirmation (the "Confirmation"), pursuant to which they had confirmed that they had been parties acting in concert in the operation and management of the Group since 1 October 2015. Accordingly, each person under the concert party arrangement is taken to be interested in the Shares the other party(ies) under such concert party arrangement is/are interested under the SFO.

* The percentage represents the total number of the Shares and the underlying Shares, if any, interested divided by the number of issued Shares of 44,000,000 as at 28 February 2023.

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

Name of Director	Name of associated corporation	Capacity/ Nature of interest	Number of ordinary shares held (Note 1)	Approximate percentage of shareholding
Mr. Yeap	Canola (Note 2)	Beneficial owner	2,317	23.17%

Notes:

(1) All interests stated are long positions.

(2) Canola is a direct shareholder of the Company (the “Shareholder”) and is an associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, as at 28 February 2023, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) recorded in the register referred to therein pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 28 February 2023, so far as is known to the Directors, the following entity or persons, other than the Directors and the chief executive of the Company, had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

Long Position in the Shares

Name of Shareholders	Capacity/ Nature of interest	Number of Shares interested or held (Note 1)	Approximate percentage of the Company's issued Shares*
Canola	Beneficial owner	3,049,900	6.93%
Ms. Ong Hui Hui ("Ms. Ong") (Note 2)	Interest of spouse	3,049,900	6.93%
Ms. Teo Yan Qi Sharon ("Ms. Teo") (Note 3)	Interest of spouse	3,049,900	6.93%
Mr. Terence Lai (Note 4)	Interest held jointly with another person	3,049,900	6.93%
Mr. Tan (Note 4)	Interest held jointly with another person	3,049,900	6.93%
Mr. Ng (Note 4)	Interest held jointly with another person	3,049,900	6.93%
Mr. Derek Lai (Note 4)	Interest held jointly with another person	3,049,900	6.93%
Mr. Ho (Note 4)	Interest held jointly with another person	3,049,900	6.93%
Fast Glory Group Limited	Beneficial owner	3,168,500	7.20%

CORPORATE GOVERNANCE AND OTHER INFORMATION

Notes:

- (1) All interests stated are long positions.
- (2) Ms. Ong is the spouse of Mr. Ho and she is deemed to be interested in all the Shares which are beneficially owned and deemed to be held by Mr. Ho under the SFO.
- (3) Ms. Teo is the spouse of Mr. Tan and she is deemed to be interested in all the Shares which are beneficially owned and deemed to be held by Mr. Tan under the SFO.
- (4) On 10 February 2018, Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng and Mr. Derek Lai entered into the Confirmation, whereby they confirmed that among other things, since 1 October 2015, they had been actively cooperating with one another and acting in concert, with an aim to achieving consensus and concerted action on all operating and financing decisions and major affairs relating to each member company within the Group. Details of the acting in concert arrangement are set out in the section headed "History, Reorganisation and Corporate Structure – Acting-in-concert Confirmation" of the Prospectus. As such, each of Mr. Terence Lai, Mr. Yeap, Mr. Ho, Mr. Tan, Mr. Ng and Mr. Derek Lai is deemed to be interested in 6.93% of the issued Shares.

Interests in issued voting shares of other members of the Group

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

Notes:

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

CORPORATE GOVERNANCE AND OTHER INFORMATION

Save as disclosed above, as at 28 February 2023, so far as is known by or otherwise notified to the Directors, no other entity or person (other than a Director or the chief executive of the Company) had interests and short positions in the Shares and underlying Shares as required to be recorded in the register to be kept by the Company under section 336 of the SFO.

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

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

SHARE OPTION SCHEME

The Company had conditionally adopted a share option scheme (the **"Share Option Scheme"**) on 23 July 2018 (the **"Adoption Date"**), which became effective upon the commencement of dealings of the Shares on the Stock Exchange on 13 August 2018. Under the Share Option Scheme, the Company may grant options to eligible participants, including Directors and full-time employees of and advisers and consultants to the Group. No share option has been granted by the Company or agreed to be granted under the Share Option Scheme since the Adoption Date and up to the date of this report. Therefore, no share options lapsed or were exercised or cancelled during the Period and there were no outstanding share options as at 28 February 2023.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

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

CORPORATE GOVERNANCE AND OTHER INFORMATION

CORPORATE GOVERNANCE CODE

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

DIRECTORS’ AND CONTROLLING SHAREHOLDERS’ INTERESTS IN COMPETING BUSINESSES

During the Period, none of the Directors or the Controlling Shareholders or their respective close associates (as defined under the GEM Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group and any other conflicts of interest which any such person or entity had or might have with the Group.

CHANGES IN THE INFORMATION OF DIRECTORS PURSUANT TO RULE 17.50A(1) OF THE GEM LISTING RULES

Except disclosed herein, upon specific enquiry by the Company and following confirmations from Directors, there is no change in the information of the Directors required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules since the Company’s last published annual report:

Name of Directors	Changes in information
--------------------------	-------------------------------

Mr. Xie Jianlong	Retired as a Director on 28 February 2023
------------------	---

AUDIT COMMITTEE

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

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

APPRECIATIONS

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

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

Singapore, 14 April 2023

As at the date of this report, the executive Directors are Mr. Zhou Junqi (Chairman), Mr. Chiang Ming Chun, Ms. Wong Pui Kei Peggy, and Mr. Yeap Wei Han, Melvyn; and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Law Chung Lam, Nelson and Mr. Lee Ming Yeung, Michael.