

KGroup



**THIRD QUARTERLY 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

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

CONTENTS

	Page
Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	3
Unaudited Condensed Consolidated Statement of Changes in Equity	5
Notes to the Unaudited Condensed Consolidated Financial Statements	6
Management Discussion and Analysis	13
Corporate Governance and Other Information	16

THIRD QUARTERLY RESULTS

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

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

FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 MAY 2023

	Notes	Three months ended 31 May		Nine months ended 31 May	
		2023 (unaudited) SGD'000	2022 (unaudited) SGD'000	2023 (unaudited) SGD'000	2022 (unaudited) SGD'000
Revenue	5	1,322	3,511	5,683	10,357
Other income	6(a)	186	104	325	1,016
Other gains/(losses), net	6(b)	115	(30)	441	(36)
Cost of inventories consumed		(327)	(939)	(1,418)	(2,721)
Staff costs		(690)	(1,297)	(2,760)	(3,754)
Depreciation and amortisation		(216)	(476)	(797)	(1,599)
Rental and related expenses		(268)	(469)	(845)	(837)
Utility expenses		(64)	(138)	(279)	(435)
Marketing and advertising expenses		(7)	(31)	(18)	(41)
Franchise and licensing fees		(29)	(53)	(105)	(159)
Other operating expenses		(292)	(613)	(1,199)	(1,897)
Finance costs	7	(19)	(190)	(195)	(590)
Loss before tax	8	(289)	(621)	(1,167)	(696)
Income tax credit	9	-	-	-	17
Loss for the period		(289)	(621)	(1,167)	(679)
Loss per share attributable to ordinary equity holders of the parent	11		(Restated)		(Restated)
Basic and diluted (SGD cents)		(0.63)	(1.42)	(2.43)	(1.61)

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

FOR THE THREE MONTHS AND NINE MONTHS ENDED 31 MAY 2023

	Three months ended		Nine months ended	
	31 May		31 May	
	2023	2022	2023	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	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	18	28	47	27
Total comprehensive loss for the period	(271)	(593)	(1,120)	(652)
(Loss)/profit for the period attributable to:				
Owners of the parent	(278)	(625)	(1,070)	(710)
Non-controlling interests	(11)	4	(97)	31
	(289)	(621)	(1,167)	(679)
Total comprehensive (loss)/income attributable to:				
Owners of the parent	(267)	(608)	(1,042)	(694)
Non-controlling interests	(4)	15	(78)	42
	(271)	(593)	(1,120)	(652)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE NINE MONTHS ENDED 31 MAY 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	-	-	-	(1,070)	-	(1,070)	(97)	(1,167)
Exchange differences on translation of foreign operations	-	-	-	-	28	28	19	47
Total comprehensive (loss)/income for the period	-	-	-	(1,070)	28	(1,042)	(78)	(1,120)
At 31 May 2023 (unaudited)	764	11,853	4,507	(23,757)	54	(6,579)	(1,039)	(7,618)
At 1 September 2021 (audited)	764	11,853	4,507	(20,129)	8	(2,997)	(898)	(3,895)
(Loss)/profit for the period	-	-	-	(710)	-	(710)	31	(679)
Exchange differences on translation of foreign operations	-	-	-	-	16	16	11	27
Total comprehensive (loss)/income for the period	-	-	-	(710)	16	(694)	42	(652)
At 31 May 2022 (unaudited)	764	11,853	4,507	(20,839)	24	(3,691)	(856)	(4,547)

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 SGD1,070,000 for the period ended 31 May 2023 and had net liabilities and net current liabilities status as at that date. 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; and

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

- (iii) 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 condensed 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		Nine months ended	
	31 May	2022	31 May	2022
	2023	(unaudited)	2023	(unaudited)
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
Restaurant operations	1,307	3,507	5,637	10,344
Sales of food ingredients	15	–	46	1
Provision of franchise and royalty services	–	4	–	12
	1,322	3,511	5,683	10,357

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Geographical information

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

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

	Three months ended		Nine months ended	
	31 May		31 May	
	2023	2022	2023	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
Singapore	1,322	3,507	5,683	10,345
Indonesia	-	4	-	12
	1,322	3,511	5,683	10,357

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

6a. Other income

	Three months ended		Nine months ended	
	31 May		31 May	
	2023	2022	2023	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
Government grants	90	13	102	504
Others	96	91	223	512
	186	104	325	1,016

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

6b. Other gains/(losses), net

	Three months ended		Nine months ended	
	31 May		31 May	
	2023	2022	2023	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
Exchange (losses)/gains, net	(37)	(30)	69	(36)
Gain on lease modification	152	–	372	–
	115	(30)	441	(36)

7. FINANCE COSTS

	Three months ended		Nine months ended	
	31 May		31 May	
	2023	2022	2023	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
Interest on other loans	4	112	115	285
Interest on trust receipt loans	–	–	–	3
Interest on hire purchase	–	–	1	–
Interest on lease liabilities	15	78	79	302
	19	190	195	590

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

8. LOSS BEFORE TAX

	Three months ended		Nine months ended	
	31 May		31 May	
	2023	2022	2023	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
The Group's loss before tax is arrived at after charging:				
Auditor's remuneration	38	33	131	105
Amortisation of intangible assets	5	9	18	27
Depreciation of plant and equipment	51	218	305	757
Depreciation of right-of-use assets	160	248	474	814
Directors' remuneration	95	146	270	494
Other staff costs				
– Salaries and allowances	564	1,052	2,350	3,004
– Retirement benefit contributions	31	99	140	256
	595	1,151	2,490	3,260

9. INCOME TAX CREDIT

	Three months ended		Nine months ended	
	31 May		31 May	
	2023	2022	2023	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	SGD'000	SGD'000	SGD'000	SGD'000
Current – Singapore				
– Over provision in prior years	–	–	–	17
Deferred taxation	–	–	–	–
	–	–	–	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 nine months ended 31 May 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		Nine months ended	
31 May		31 May	
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 parent, used in the basic and diluted loss per share calculations

(278)	(625)	(1,070)	(710)
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Shares:

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

44,000,000	44,000,000	44,000,000	44,000,000
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Diluted loss per share is the same as basic loss per share as there was no potential dilutive ordinary shares in issue for the Period and Last Corresponding Period.

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.

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.

As at 31 May 2023, 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 restaurant and catering market in Singapore, Malaysia and Indonesia are intensively competitive. However, the management of the Company (the “**Management**”) believes that the Group possesses the following key strengths which contributed to its success, as well as distinguishing itself and positioning itself for significant further growth in the future: (i) proven abilities to select franchised brands which appeal to the customers; (ii) the strategic locations of the Group’s restaurants in good and convenient locations; (iii) a relentless commitment to food quality and hygiene as well as dining experience; and (iv) a passionate and dynamic management team.

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; and (ii) obtain a revolving loan facility of HK\$40,000,000 (equivalent to SGD7,119,000) from an independent third party. 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.

MANAGEMENT DISCUSSION AND ANALYSIS

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.

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 SGD5.6 million and SGD10.3 million for the Period and Last Corresponding Period, respectively, representing a decrease by approximately 45.6% 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, change in consumers' preference, 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 SGD46,000 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 SGD12,000 for the Last Corresponding Period to nil for the Period, representing a decrease of 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 SGD2.7 million for the Last Corresponding Period to approximately SGD1.4 million for the Period, representing a decrease of approximately 48.1% as compared to that of the Last Corresponding Period. During the Period, the decrease in cost of inventories consumed is directly proportional to the decrease in revenue.

Staff costs

Staff costs decreased from approximately SGD3.8 million for the Last Corresponding Period to approximately SGD2.8 million for the Period, representing a decrease of approximately 26.3% 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 6 self-operated restaurants.

Rental and related expenses

Rental and related expenses increased from approximately SGD837,000 for the Last Corresponding Period to approximately SGD845,000 for the Period, representing an increase of approximately 1.0% in comparison to prior Corresponding Period. The slightly increase was primarily attributable to an increase in office rental during the Period; offset by the cessation of operation of 6 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 decreased from approximately SGD1.9 million for Last Corresponding Period to approximately SGD1.2 million for the Period, representing a decrease of approximately 36.8% as compared to that of the Last Corresponding Period. The decrease was in line with the cessation of operation of 6 self-operated restaurants during the Period.

Finance costs

Finance costs primarily consisted of interest expenses on other loans, trust receipts loans, hire purchase and lease liabilities. Finance costs decreased from approximately SGD590,000 for Last Corresponding Period to approximately SGD195,000 for the Period, representing a decrease of approximately 66.9%. The decrease was mainly arising from the decrease on other loans and lease liabilities.

Loss for the period

The Group recognised a loss of approximately SGD1,167,000 for the Period, which increased as compared to that of approximately SGD679,000 for the Last Corresponding Period. Such increase in loss was mainly attributable to the drop in demand and influx of diners.

Contingent liabilities and pledge of assets

As at 31 May 2023, the Group did not have any significant contingent liabilities and pledge of assets.

Significant investments held

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

Event after the reporting period

On 12 July 2023, the Company entered into a placing agreement pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 8,800,000 placing shares at the placing price of HK\$0.282 per placing share to one or more placee(s) who and whose ultimate beneficial owners are independent third parties. For details, please refer to the announcement of the Company dated 12 July 2023.

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 31 May 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 to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long position in the Shares

Name of Directors/ Chief executive	Capacity/ Nature of interest	Number of Shares/ underlying Shares interested (Note 1)	Approximate percentage of the Company's issued Shares*
Mr. Yeap Wai Han, Melvyn ("Mr. Yeap") (Note 2)	Interest held jointly with another person	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 31 May 2023.

CORPORATE GOVERNANCE AND OTHER INFORMATION

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

Name of Directors/ Chief executive	Name of associated corporation	Capacity/ Nature of interest	Number of ordinary shares held (Note 1)	Approximate percentage of shareholding
Mr. 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 31 May 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 31 May 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 <i>(Note 1)</i>	Approximate percentage of the Company's issued Shares*
Canola	Beneficial owner	3,049,900	6.93%
Ms. Ong Hui Hui ("Ms. Ong") <i>(Note 2)</i>	Interest of spouse	3,049,900	6.93%
Ms. Teo Yan Qi Sharon ("Ms. Teo") <i>(Note 3)</i>	Interest of spouse	3,049,900	6.93%
Mr. Terence Lai <i>(Note 4)</i>	Interest held jointly with another person	3,049,900	6.93%
Mr. Tan <i>(Note 4)</i>	Interest held jointly with another person	3,049,900	6.93%
Mr. Ng <i>(Note 4)</i>	Interest held jointly with another person	3,049,900	6.93%
Mr. Derek Lai <i>(Note 4)</i>	Interest held jointly with another person	3,049,900	6.93%
Mr. Ho <i>(Note 4)</i>	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.

* The percentage represents the number of Shares interested divided by the number of issued Shares of 44,000,000 as at 31 May 2023.

Interests in issued voting shares of other members of the Group

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

CORPORATE GOVERNANCE AND OTHER INFORMATION

Notes:

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

Save as disclosed above, as at 31 May 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, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

SHARE OPTION SCHEME

The Company had conditionally adopted a share option scheme (the “**Share Option Scheme**”) on 23 July 2018 (the “**Adoption Date**”), which became effective upon the commencement of dealings of the Shares on the Stock Exchange on the 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 31 May 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.

CORPORATE GOVERNANCE AND OTHER INFORMATION

COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

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

CORPORATE GOVERNANCE CODE

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

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESSES

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

EVENT AFTER THE REPORTING PERIOD

On 12 July 2023, the Company entered into a placing agreement pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 8,800,000 placing shares at the placing price of HK\$0.282 per placing share to one or more placee(s) who and whose ultimate beneficial owners are independent third parties. For details, please refer to the announcement of the Company dated 12 July 2023.

AUDIT COMMITTEE

The Audit Committee was established on 23 July 2018. The written terms of reference in compliance with code provisions D.3.3 and D.3.7 of the CG Code has been adopted. The Audit Committee comprises all the independent non-executive Directors (the **"INEDs"**), namely Mr. Chau Wing Nam (**"Mr. Chau"**) 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.

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.

CORPORATE GOVERNANCE AND OTHER INFORMATION

NON-COMPLIANCE WITH REQUIREMENTS UNDER RULES 5.05(1), 5.05A AND 5.28 OF THE GEM LISTING RULES

Following the resignation of Mr. Law Chung Lam Nelson ("**Mr. Law**") as an independent non-executive Director with effect from 1 June 2023, the Company has two independent non-executive Directors and the Audit Committee comprises only two members. Following the resignation of Mr. Law, the Company fails to meet:

- (1) the requirement under Rule 5.05(1) of the GEM Listing Rules which stipulates the board of directors of a listed issuer must include at least three independent non-executive directors;
- (2) the requirement under Rule 5.05A of the GEM Listing Rules which stipulates an issuer must appoint independent non-executive directors representing at least one-third of the board;
- (3) the requirement under Rule 5.28 of the GEM Listing Rules, which stipulates that the audit committee must comprise a minimum of three members.

As such, the Board will make its best endeavours to identify suitable candidate to fill the vacancy as soon as practicable and in any event within three months from 1 June 2023 in order to ensure compliance by the Company with the requirements under the GEM Listing Rules. The Company will make further announcement as soon as practicable after the appointment of the new independent non-executive Director.

APPRECIATIONS

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

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

Singapore, 14 July 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 and Mr. Lee Ming Yeung, Michael.