



**Financial statements
and related announcement
Six months ended 30 June 2021**

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REVIEW OF PERFORMANCE OF THE GROUP

The Group's revenues in the first half rose by 25% to \$68.2 million, generating net profits of \$5.6 million (1H20: loss of \$5.1 million) and total comprehensive income of \$12.7 million (1H20 loss of \$3.3 million). Earnings per share amounted to 1.60 cents (1H20: loss of 1.66 cents).

Boardroom Ltd ("Boardroom") grew net profits by 46% to \$6.1 million on revenue growth of 9%. EBITDA grew by 16% to \$14.4 million. The year-ago numbers reflect the stressed conditions in the early quarters of the Covid-19 pandemic. Boardroom has adapted well to the impact of working remotely, and of different restrictions and lockdowns in its key operating areas.

The launch of Allium Care Suites in early 2020 was affected by the pandemic which erupted just four months after the first resident was admitted. For a period of time, no new admissions were allowed; subsequent restrictions limiting the number of visitors and the time each can spend remain in place and are a major deterrent to new admissions. Nonetheless, Allium has made progress with a 20% increase in occupied beds since the end of 2020. Overall, it has substantially met its budgeted occupancy and revenue targets, while its recurring EBITDA loss of \$1.0 million was about 46% lower than budgeted. We expect further improvement after operating and visiting restrictions are moderated further, but it remains uncertain when this will be so.

Occupancy in the aged care sector in Australia was similarly impacted by the Covid-19 situation. For the first six months, Opal Aged Care Group ("Opal") contributed a lower share of profits of \$3.7 million (1H20: \$5.6 million) primarily due to lower occupancy, despite growth in revenue and bed places of 5% and 6% respectively. Pandemic-related government funding support for the first half has been fully utilised to defray higher costs in compliance and in managing Covid-19 risks.

The release of the Royal Commission's report on aged care, and the government's response, have removed some of the uncertainties overhanging the sector. Opal is one of the largest operators of residential aged care in Australia with about 8,000 bed places, and we are confident that it will take the lead in responding positively to the Royal Commission's recommendations. In April, the Australian government also announced an increase in the amount it would pay operators through the Aged Care Financing Instrument. This will help to fund the process of change that is already under way at Opal and across the industry.

The Group's investments contributed \$7.7 million to profits (1H20: loss of \$0.9 million), and a further \$7.2 million to Other Comprehensive Income (1H20: loss of \$1.7 million).

Foreign exchange fluctuations had relatively less of an effect on our profits this year, helped by a more stable Australian dollar as compared with the first half of 2020.

The Group's gearing ratio remains moderate at 28%, with net debt rising by \$11.9 million to \$171.2 million largely because of an increased investment in short-term trading portfolio.

Net asset value per share amounted to S\$1.317.

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VARIANCE BETWEEN PREVIOUS PROSPECT STATEMENT AND ACTUAL RESULTS

None

COMMENTARY ON PROSPECTS

On 6 August 2021, we announced that the Group signed an irrevocable undertaking to accept a pre-conditional voluntary general offer for Boardroom (the “Disposal”), at an offer price per share of \$1.48828 in cash, valuing Boardroom at \$312.0 million. The Disposal is the culmination of the strategic review announced earlier on 20 January 2021. For further details on the Disposal and the pre-conditions, please refer to the announcement of 6 August 2021. In accordance with Rule 25 of the Singapore Code on Take-overs and Mergers, Boardroom’s results have been reviewed by our auditor and a copy of the review report is appended at the end of the announcement.

For Opal, we are budgeting for slightly better earnings, but the recent outbreaks of Covid-19 in Australia are worrying and may affect occupancy and returns. Similarly, a more substantial improvement in Allium’s resident enrollment will only be possible when pandemic-related restrictions are removed. Returns from our investment portfolio are hard to predict in the short term.

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STATEMENT OF COMPREHENSIVE INCOME

(Amounts in Singapore dollars)

(These figures have not been audited)

| | Note | Group | | + / (-) % |
|--|------|-----------------------|-----------------------|--------------|
| | | 6 months ended | | |
| | | 30 Jun 2021 \$'000 | 30 Jun 2020 \$'000 | |
| Revenue | | | | |
| Corporate services revenue | | 56,637 | 51,836 | 9 |
| Aged care services revenue | | 2,214 | 577 | 284 |
| Investment income / (loss) | | 7,747 | (887) | NM |
| Other income | | 1,589 | 2,967 | (46) |
| Total revenue | D | 68,187 | 54,493 | 25 |
| Cost and expenses | | | | |
| Employees' compensation and related costs | | (38,095) | (33,913) | 12 |
| Office and equipment rental costs | | (166) | (14) | 1,086 |
| Depreciation and amortisation | | (8,658) | (8,672) | (0) |
| Technology and information services costs | | (1,527) | (1,400) | 9 |
| Gain / (loss) on foreign currency exchange | | 662 | (3,984) | NM |
| Write-back of / (provision for) doubtful debts | | 230 | (581) | NM |
| Other operating expenses | | (13,486) | (12,094) | 12 |
| Total cost and expenses | | (61,040) | (60,658) | 1 |
| Profit / (loss) from operating activities | | 7,147 | (6,165) | NM |
| Finance costs | | (2,503) | (2,884) | (13) |
| Share of profit of associates | | 2,970 | 6,079 | (51) |
| Profit / (loss) before tax | | 7,614 | (2,970) | NM |
| Taxation | E | (1,986) | (2,136) | (7) |
| Profit / (loss) for the period | | 5,628 | (5,106) | NM |
| Other comprehensive income / (loss) | | | | |
| Items that will not be reclassified to profit or loss | | | | |
| Net fair value gain / (loss) on financial assets | | 7,193 | (1,728) | NM |
| Items that may be reclassified subsequently to profit or loss | | | | |
| Share of other comprehensive income / (loss) of associates | | 583 | (707) | NM |
| Net gain / (loss) on cash flow hedge | | 1,058 | (53) | NM |
| Foreign currency translation | | (1,781) | 4,307 | NM |
| Other comprehensive income for the period, net of tax | | 7,053 | 1,819 | 288 |
| Total comprehensive income / (loss) for the period | | 12,681 | (3,287) | NM |
| Profit / (loss) attributable to: | | | | |
| Owners of the Company | | 5,190 | (5,386) | NM |
| Non-controlling interests | | 438 | 280 | 56 |
| | | 5,628 | (5,106) | NM |
| Total comprehensive income / (loss) attributable to: | | | | |
| Owners of the Company | | 12,232 | (3,648) | NM |
| Non-controlling interests | | 449 | 361 | 24 |
| | | 12,681 | (3,287) | NM |
| Earnings per share | | | | |
| - basic and diluted | F | 1.60 cents | (1.66) cents | |

NM : Not meaningful

Financial Statements

BALANCE SHEETS

(Amounts in Singapore dollars)

(These figures have not been audited)

| | Note | Group | | Company | |
|---|------|-------------|-------------|-------------|-------------|
| | | 30 Jun 2021 | 31 Dec 2020 | 30 Jun 2021 | 31 Dec 2020 |
| | | \$'000 | \$'000 | \$'000 | \$'000 |
| Non-current assets | | | | | |
| Property, plant and equipment | | 27,208 | 28,820 | 60 | - |
| Right-of-use assets | | 30,208 | 33,756 | 495 | 920 |
| Intangible assets | | 136,134 | 139,007 | - | - |
| Investment properties | | 3,727 | 3,727 | - | - |
| Subsidiaries | | - | - | 239,970 | 236,055 |
| Associates | H | 175,839 | 181,355 | - | - |
| Long-term investments | I | 203,313 | 192,572 | 4,610 | 4,479 |
| Lease receivables | | - | 103 | - | - |
| Deferred tax assets | | 11,276 | 12,068 | - | - |
| Current assets | | | | | |
| Amounts receivable from subsidiaries | | - | - | 163,186 | 167,243 |
| Trade debtors | | 20,242 | 21,643 | - | - |
| Other debtors | | 6,172 | 4,914 | 599 | 361 |
| Inventory | | 69 | 22 | - | - |
| Lease receivables | | 319 | 430 | - | - |
| Short-term investments | J | 43,880 | 36,753 | - | - |
| Cash and bank balances | | 38,196 | 52,956 | 108 | 1,734 |
| | | 108,878 | 116,718 | 163,893 | 169,338 |
| Current liabilities | | | | | |
| Trade creditors | | 10,374 | 13,026 | - | - |
| Other creditors | | 17,568 | 24,853 | 2,109 | 531 |
| Lease liabilities | K | 5,514 | 6,469 | 521 | 766 |
| Bank borrowings | K | 94,950 | 89,840 | 57,469 | 52,100 |
| Provision for taxation | | 1,096 | 1,933 | 90 | 109 |
| | | 129,502 | 136,121 | 60,189 | 53,506 |
| Net current (liabilities) / assets | | (20,624) | (19,403) | 103,704 | 115,832 |
| Non-current liabilities | | | | | |
| Lease liabilities | K | 3,723 | 5,971 | - | 69 |
| Bank borrowings | K | 114,431 | 122,444 | 14,123 | 15,638 |
| Provision for employee benefits | | 456 | 456 | - | - |
| Deferred tax liabilities | | 11,110 | 11,623 | 1,668 | 1,578 |
| Net assets | | 437,361 | 431,511 | 333,048 | 340,001 |
| Equity attributable to Owners of the Company | | | | | |
| Share capital | | 191,987 | 191,987 | 191,987 | 191,987 |
| Revenue reserve | | 232,579 | 251,155 | 142,017 | 149,100 |
| Fair value adjustment reserve | | 20,344 | (4,119) | (1,093) | (1,223) |
| Foreign currency translation reserve | | (2,731) | (957) | - | - |
| Cash flow hedge reserve | | (69) | (1,692) | - | - |
| Transactions with non-controlling interests | | (14,634) | (14,634) | - | - |
| Capital reserve | | 137 | 137 | 137 | 137 |
| | | 427,613 | 421,877 | 333,048 | 340,001 |
| Non-controlling interests | | 9,748 | 9,634 | - | - |
| Total equity | | 437,361 | 431,511 | 333,048 | 340,001 |

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STATEMENTS OF CHANGES IN EQUITY

(Amounts in Singapore dollars)

(These figures have not been audited)

| Group | Attributable to Owners of the Company | | | | | | | | | |
|---|---------------------------------------|-----------------|-------------------------------|------------------------------|-------------------------|---|-----------------|--|---------------------------|----------------|
| | Share Capital | Revenue Reserve | Fair Value Adjustment Reserve | Foreign | Cash Flow Hedge Reserve | Transactions with Non-controlling Interests | Capital Reserve | Equity Attributable to Owners of the Company | Non-controlling Interests | Total Equity |
| | | | | Currency Translation Reserve | | | | | | |
| 2021 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Balance at 1 January 2021 | 191,987 | 251,155 | (4,119) | (957) | (1,692) | (14,634) | 137 | 421,877 | 9,634 | 431,511 |
| Profit for the period | - | 5,190 | - | - | - | - | - | 5,190 | 438 | 5,628 |
| Other comprehensive income / (loss) | | | | | | | | | | |
| Net fair value gain on financial assets | - | - | 7,193 | - | - | - | - | 7,193 | - | 7,193 |
| Share of other comprehensive income of associates | - | - | - | - | 583 | - | - | 583 | - | 583 |
| Net gain on cash flow hedge | - | - | - | - | 1,040 | - | - | 1,040 | 18 | 1,058 |
| Foreign currency translation | - | - | - | (1,774) | - | - | - | (1,774) | (7) | (1,781) |
| Other comprehensive income / (loss) for the period | - | - | 7,193 | (1,774) | 1,623 | - | - | 7,042 | 11 | 7,053 |
| Total comprehensive income / (loss) for the period | - | 5,190 | 7,193 | (1,774) | 1,623 | - | - | 12,232 | 449 | 12,681 |
| Contributions by and distributions to Owners | | | | | | | | | | |
| Dividend on ordinary shares (Note M) | - | (6,496) | - | - | - | - | - | (6,496) | - | (6,496) |
| Total contributions by and distributions to Owners | - | (6,496) | - | - | - | - | - | (6,496) | - | (6,496) |
| Changes in ownership interests in subsidiaries | | | | | | | | | | |
| Dividend paid to non-controlling interests | - | - | - | - | - | - | - | - | (335) | (335) |
| Total changes in ownership interests in subsidiaries | - | - | - | - | - | - | - | - | (335) | (335) |
| Total transactions with Owners in their capacity as Owners | - | (6,496) | - | - | - | - | - | (6,496) | (335) | (6,831) |
| Others | | | | | | | | | | |
| Transfer of loss on disposal of financial assets | - | (17,270) | 17,270 | - | - | - | - | - | - | - |
| Total others | - | (17,270) | 17,270 | - | - | - | - | - | - | - |
| Balance at 30 June 2021 | 191,987 | 232,579 | 20,344 | (2,731) | (69) | (14,634) | 137 | 427,613 | 9,748 | 437,361 |

Financial Statements

STATEMENTS OF CHANGES IN EQUITY (Continued)

| Group | Attributable to Owners of the Company | | | | | | | | | |
|---|---------------------------------------|-----------------|-------------------------------|------------------------------|-------------------------|---|-----------------|---------------------------------------|---------------------------|----------------|
| | Share Capital | Revenue Reserve | Fair Value Adjustment Reserve | Foreign | Cash Flow Hedge Reserve | Transactions with Non-controlling Interests | Capital Reserve | Equity | Non-controlling Interests | Total Equity |
| | | | | Currency Translation Reserve | | | | Attributable to Owners of the Company | | |
| 2020 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| Balance at 1 January 2020 | 191,987 | 255,178 | (2,379) | (15,413) | (429) | (14,634) | 137 | 414,447 | 8,789 | 423,236 |
| (Loss) / profit for the period | - | (5,386) | - | - | - | - | - | (5,386) | 280 | (5,106) |
| Other comprehensive income / (loss) | | | | | | | | | | |
| Net fair value loss on financial assets | - | - | (1,728) | - | - | - | - | (1,728) | - | (1,728) |
| Share of other comprehensive loss of associates | - | - | - | - | (707) | - | - | (707) | - | (707) |
| Net loss on cash flow hedge | - | - | - | - | (48) | - | - | (48) | (5) | (53) |
| Foreign currency translation | - | - | - | 4,221 | - | - | - | 4,221 | 86 | 4,307 |
| Other comprehensive income / (loss) for the period | - | - | (1,728) | 4,221 | (755) | - | - | 1,738 | 81 | 1,819 |
| Total comprehensive income / (loss) for the period | - | (5,386) | (1,728) | 4,221 | (755) | - | - | (3,648) | 361 | (3,287) |
| Contributions by and distributions to Owners | | | | | | | | | | |
| Dividend on ordinary shares (Note M) | - | (6,496) | - | - | - | - | - | (6,496) | - | (6,496) |
| Total contributions by and distributions to Owners | - | (6,496) | - | - | - | - | - | (6,496) | - | (6,496) |
| Changes in ownership interests in subsidiaries | | | | | | | | | | |
| Dividend paid to non-controlling interests | - | - | - | - | - | - | - | - | (335) | (335) |
| Total changes in ownership interests in subsidiaries | - | - | - | - | - | - | - | - | (335) | (335) |
| Total transactions with Owners in their capacity as Owners | - | (6,496) | - | - | - | - | - | (6,496) | (335) | (6,831) |
| Others | | | | | | | | | | |
| Transfer of gain on disposal of financial assets | - | 4,621 | (4,621) | - | - | - | - | - | - | - |
| Total others | - | 4,621 | (4,621) | - | - | - | - | - | - | - |
| Balance at 30 June 2020 | 191,987 | 247,917 | (8,728) | (11,192) | (1,184) | (14,634) | 137 | 404,303 | 8,815 | 413,118 |

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STATEMENTS OF CHANGES IN EQUITY (Continued)

| Company 2021 | Share Capital \$'000 | Revenue Reserve \$'000 | Fair Value Adjustment Reserve \$'000 | Capital Reserve \$'000 | Total Equity \$'000 |
|---|----------------------------|------------------------------|---|------------------------------|---------------------------|
| Balance at 1 January 2021 | 191,987 | 149,100 | (1,223) | 137 | 340,001 |
| Loss for the period | - | (587) | - | - | (587) |
| Other comprehensive income | | | | | |
| Net fair value gain on financial assets | - | - | 130 | - | 130 |
| Total comprehensive income / (loss) for the period | - | (587) | 130 | - | (457) |
| Contributions by and distributions to Owners | | | | | |
| Dividend on ordinary shares (Note M) | - | (6,496) | - | - | (6,496) |
| Total transactions with Owners in their capacity as Owners | - | (6,496) | - | - | (6,496) |
| Balance at 30 June 2021 | 191,987 | 142,017 | (1,093) | 137 | 333,048 |

| Company 2020 | Share Capital \$'000 | Revenue Reserve \$'000 | Fair Value Adjustment Reserve \$'000 | Capital Reserve \$'000 | Total Equity \$'000 |
|---|----------------------------|------------------------------|---|------------------------------|---------------------------|
| Balance at 1 January 2020 | 191,987 | 145,467 | (940) | 137 | 336,651 |
| Profit for the period | - | 3,375 | - | - | 3,375 |
| Other comprehensive loss | | | | | |
| Net fair value loss on financial assets | - | - | (679) | - | (679) |
| Total comprehensive income / (loss) for the period | - | 3,375 | (679) | - | 2,696 |
| Contributions by and distributions to Owners | | | | | |
| Dividend on ordinary shares (Note M) | - | (6,496) | - | - | (6,496) |
| Total transactions with Owners in their capacity as Owners | - | (6,496) | - | - | (6,496) |
| Balance at 30 June 2020 | 191,987 | 142,346 | (1,619) | 137 | 332,851 |

Financial Statements

CONSOLIDATED CASH FLOW STATEMENT

(Amounts in Singapore dollars)

(These figures have not been audited)

| | Group | |
|--|-----------------------|--------------------|
| | 6 months ended | |
| | 30 Jun 2021 | 30 Jun 2020 |
| | \$'000 | \$'000 |
| Operating activities | | |
| Profit / (loss) before tax | 7,614 | (2,970) |
| Adjustments for :- | | |
| Depreciation and amortisation | 8,658 | 8,672 |
| (Gain) / loss on disposal of property, plant and equipment | (1) | 18 |
| Finance costs | 2,503 | 2,884 |
| Interest income | (223) | (174) |
| Dividend income | (687) | (414) |
| (Write-back of) / provision for doubtful debts | (230) | 581 |
| Fair value adjustment | (3,413) | 812 |
| Share of profit of associates | (2,970) | (6,079) |
| Unrealised exchange differences | (947) | - |
| Operating cash flows before changes in working capital | 10,304 | 3,330 |
| Decrease / (increase) in debtors | 590 | (578) |
| Increase in inventory | (47) | (5) |
| (Increase) / decrease in short-term investments | (9,005) | 926 |
| Decrease in creditors | (8,625) | (2,364) |
| Cash flows (used in) / from operations | (6,783) | 1,309 |
| Interest paid | (2,513) | (2,565) |
| Interest received | 220 | 173 |
| Income tax paid | (2,653) | (2,567) |
| Net cash flows used in operating activities | (11,729) | (3,650) |
| Investing activities | | |
| Purchase of property, plant and equipment | (633) | (1,560) |
| Purchase of intangible assets | (1,118) | (1,248) |
| Purchase of long-term investments | (14,463) | (8,618) |
| Proceeds from sale of long-term investments | 16,186 | 15,631 |
| Capital distribution from associates | - | 1,553 |
| Net dividend received from associates | 7,668 | 6,787 |
| Dividend income received | 651 | 383 |
| Net cash flows from investing activities | 8,291 | 12,928 |
| Financing activities | | |
| Dividend paid | (6,496) | - |
| Dividend paid to non-controlling interests | (335) | (335) |
| Repayment of lease liabilities | (3,203) | (3,221) |
| Repayment of bank borrowings | (1,956) | (14,662) |
| Net cash flows used in financing activities | (11,990) | (18,218) |
| Net decrease in cash and cash equivalents | (15,428) | (8,940) |
| Effect of exchange rate changes in opening cash and cash equivalents | 668 | 5,047 |
| Cash and cash equivalents at beginning of period | 52,956 | 29,188 |
| Cash and cash equivalents at end of period | 38,196 | 25,295 |

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2021

(Amounts in Singapore dollars)
(These figures have not been audited)

A. BASIS OF PREPARATION

The condensed interim financial statements for the six months ended 30 June 2021 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2020.

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new and amended standards as set out in Note B.

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

B. NEW AND AMENDED STANDARDS ADOPTED BY THE GROUP

A number of amendments to SFRS(I) have become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

C. SEASONAL OPERATIONS

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

D. REVENUE

The breakdown of revenue is as follows:

| | Group 6 months ended | |
|--|-------------------------|-------------|
| | 30 Jun 2021 | 30 Jun 2020 |
| | \$'000 | \$'000 |
| Corporate services revenue | 56,637 | 51,836 |
| Aged care services revenue | 2,214 | 577 |
| Investment income / (loss): | | |
| Fair value adjustment for short-term investments | 1,546 | (1,446) |
| Fair value adjustment for long-term investments | 5,291 | (29) |
| Dividend income | 687 | 414 |
| Interest income: | | |
| - Bank deposits | 213 | 160 |
| - Leases | 7 | 14 |
| - Others | 3 | - |
| Other income: | | |
| Rental income | 118 | 193 |
| Others | 1,471 | 2,774 |
| | <hr/> | <hr/> |
| | 68,187 | 54,493 |
| | <hr/> | <hr/> |

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

D. REVENUE (CONT'D)

The Group derives its corporate services and aged care services revenue from the transfer of services over time and at a point in time. A disaggregation of revenue for the financial periods is as follows:

| | Corporate services 6 months ended | | Aged care services 6 months ended | |
|--------------------------------------|--------------------------------------|-----------------------|--------------------------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 30 Jun 2020 \$'000 | 30 Jun 2021 \$'000 | 30 Jun 2020 \$'000 |
| Timing of transfer of service | | | | |
| At a point in time | 30,941 | 26,702 | 156 | 42 |
| Over time | 25,696 | 25,134 | 2,058 | 535 |
| | <u>56,637</u> | <u>51,836</u> | <u>2,214</u> | <u>577</u> |
| Geographical information | | | | |
| Singapore | 17,184 | 15,983 | 2,214 | 577 |
| Australia | 21,850 | 19,826 | – | – |
| Malaysia | 11,882 | 9,678 | – | – |
| Hong Kong | 5,028 | 5,719 | – | – |
| China | 693 | 630 | – | – |
| | <u>56,637</u> | <u>51,836</u> | <u>2,214</u> | <u>577</u> |

E. TAXATION

The major components of income tax expense for the financial periods ended 30 June 2021 and 2020 were:

| | Group 6 months ended | |
|--|-------------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 30 Jun 2020 \$'000 |
| Current income tax: | | |
| Current year | (1,971) | (2,312) |
| Overprovision in respect of prior years | – | 30 |
| Deferred tax: | | |
| Current year | (15) | 350 |
| Underprovision in respect of prior years | – | (204) |
| | <u>(1,986)</u> | <u>(2,136)</u> |

F. EARNINGS PER SHARE

Basic and diluted earnings per share are calculated by dividing the profit attributable to Owners of \$5,190,000 (2020: loss of \$5,386,000) by the weighted average number of ordinary shares in issue during the period of 324,810,137 (2020: 324,810,137).

There were no outstanding share options as at 30 June 2021 and 2020.

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NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

G. NET ASSET VALUE PER SHARE

| | Group | | Company | |
|---|-------------|-------------|-------------|-------------|
| | 30 Jun 2021 | 31 Dec 2020 | 30 Jun 2021 | 31 Dec 2020 |
| Net asset value per share based on existing issued share capital as at the end of the respective period | 131.65 cts | 129.88 cts | 102.54 cts | 104.68 cts |

H. ASSOCIATES

The Group's investments in associates are summarised below:

| | Group | |
|------------------------|-----------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 31 Dec 2020 \$'000 |
| Opal Aged Care Group | 149,564 | 154,103 |
| Habitat Assets Pte Ltd | 22,382 | 23,478 |
| Other associates | 3,893 | 3,774 |
| | <u>175,839</u> | <u>181,355</u> |

I. LONG-TERM INVESTMENTS

| | Group | | Company | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 31 Dec 2020 \$'000 | 30 Jun 2021 \$'000 | 31 Dec 2020 \$'000 |
| <i>Fair value through other comprehensive income</i> | | | | |
| Quoted equity securities | 6,051 | 13,061 | - | - |
| Unquoted equity securities | 51,779 | 42,835 | 4,610 | 4,479 |
| Other unquoted investments | 1,872 | 2,193 | - | - |
| <i>Fair value through profit or loss</i> | | | | |
| Quoted warrants | 31 | 31 | - | - |
| Unquoted equity securities | 14,303 | 12,457 | - | - |
| Other unquoted investments | 129,277 | 121,995 | - | - |
| | <u>203,313</u> | <u>192,572</u> | <u>4,610</u> | <u>4,479</u> |

J. SHORT-TERM INVESTMENTS

| | Group | |
|---|-----------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 31 Dec 2020 \$'000 |
| <i>Fair value through profit or loss</i> | | |
| Quoted equity securities | 43,880 | 36,753 |

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

K. AGGREGATE AMOUNT OF GROUP'S BORROWINGS

| | Secured | | Unsecured | |
|----------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 31 Dec 2020 \$'000 | 30 Jun 2021 \$'000 | 31 Dec 2020 \$'000 |
| Amount due within one year | 16,760 | 17,795 | 83,704 | 78,514 |
| Amount due after one year | 90,204 | 98,565 | 27,950 | 29,850 |
| | 106,964 | 116,360 | 111,654 | 108,364 |

The Group's borrowings include bank borrowings and lease liabilities. Secured bank borrowings are secured by charges on bank accounts, shares of investee companies, land and buildings owned by the borrowing subsidiaries.

L. SHARE CAPITAL

In the six months ended 30 June 2021, no (2020: Nil) shares were purchased or issued by the Company. The total number of issued shares as at 30 June 2021 was 324,810,137 (Dec 2020: 324,810,137). There were no treasury shares or subsidiary holdings as at 30 June 2021 and 2020.

M. DIVIDEND

| | Group and Company 6 months ended | |
|---|-------------------------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 30 Jun 2020 \$'000 |
| Final dividends paid, 2.0 cents per ordinary share, one-tier tax exempt (2020: 2.0 cents per ordinary share) | 6,496 | 6,496 |

No dividend was declared or recommended during the period ended 30 June 2021 (2020: Nil).

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

N. SEGMENTAL RESULTS

| Group 30 Jun 2021 | Investment holding \$'000 | Corporate services \$'000 | Aged care services \$'000 | Adjustments and eliminations \$'000 | Total \$'000 |
|------------------------------------|---|---|---|---|------------------------|
| Revenue | | | | | |
| External revenue | 7,793 | 57,544 | 2,850 | - | 68,187 |
| Inter-segment revenue | - | 49 | - | (49) | - |
| Total revenue | <u>7,793</u> | <u>57,593</u> | <u>2,850</u> | <u>(49)</u> | <u>68,187</u> |
| Results | | | | | |
| Interest income | 5 | 218 | - | - | 223 |
| Finance costs | 505 | 1,480 | 518 | - | 2,503 |
| Depreciation and amortisation | 559 | 6,375 | 1,724 | - | 8,658 |
| Fair value adjustments | 6,840 | (3) | - | - | 6,837 |
| Share of profit of associates | - | 151 | 2,819 | - | 2,970 |
| Segment profit / (loss) | <u>1,698</u> | <u>6,651</u> | <u>(735)</u> | <u>-</u> | <u>7,614</u> |
| Assets | | | | | |
| Investment in associates | - | 3,893 | 171,946 | - | 175,839 |
| Additions to non-current assets | 78 | 1,571 | 102 | - | 1,751 |
| Segment assets | <u>385,103</u> | <u>199,984</u> | <u>222,701</u> | <u>(122,481)</u> | <u>685,307</u> |
| Unallocated assets | | | | | <u>11,276</u> |
| Total assets | | | | | <u><u>696,583</u></u> |
| Liabilities | | | | | |
| Segment liabilities | <u>85,507</u> | <u>111,578</u> | <u>172,412</u> | <u>(122,481)</u> | <u>247,016</u> |
| Unallocated liabilities | | | | | <u>12,206</u> |
| Total liabilities | | | | | <u><u>259,222</u></u> |

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

N. SEGMENTAL RESULTS (CONT'D)

| Group 30 Jun 2020 | Investment holding \$'000 | Corporate services \$'000 | Aged care services \$'000 | Adjustments and eliminations \$'000 | Total \$'000 |
|---|---------------------------------|---------------------------------|---------------------------------|--|-----------------------|
| Revenue | | | | | |
| External revenue | (650) | 53,836 | 1,307 | - | 54,493 |
| Inter-segment revenue | - | 57 | - | (57) | - |
| Total revenue | <u>(650)</u> | <u>53,893</u> | <u>1,307</u> | <u>(57)</u> | <u>54,493</u> |
| Results | | | | | |
| Interest income | 6 | 168 | - | - | 174 |
| Finance costs | 340 | 1,874 | 670 | - | 2,884 |
| Depreciation and amortisation | 574 | 6,104 | 1,994 | - | 8,672 |
| Fair value adjustments | (1,464) | (11) | - | - | (1,475) |
| Share of profit / (loss) of associates | (314) | 142 | 6,251 | - | 6,079 |
| Segment profit / (loss) | <u>(10,533)</u> | <u>4,584</u> | <u>2,979</u> | <u>-</u> | <u>(2,970)</u> |
| Assets | | | | | |
| Investment in associates | 4,842 | 3,455 | 172,900 | - | 181,197 |
| Additions to non-current assets | 4 | 1,591 | 1,235 | - | 2,830 |
| Segment assets | <u>362,220</u> | <u>200,419</u> | <u>229,002</u> | <u>(129,347)</u> | <u>662,294</u> |
| Unallocated assets | | | | | <u>12,119</u> |
| Total assets | | | | | <u><u>674,413</u></u> |
| Liabilities | | | | | |
| Segment liabilities | <u>65,969</u> | <u>128,548</u> | <u>181,122</u> | <u>(129,347)</u> | <u>246,292</u> |
| Unallocated liabilities | | | | | <u>15,003</u> |
| Total liabilities | | | | | <u><u>261,295</u></u> |

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

O. FINANCIAL INSTRUMENTS BY CATEGORY

At the reporting date, the aggregate carrying amounts of the Group's financial instruments were as follows:

| | Group | | Company | |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 31 Dec 2020 \$'000 | 30 Jun 2021 \$'000 | 31 Dec 2020 \$'000 |
| Financial assets: | | | | |
| Fair value through other comprehensive income | | | | |
| Quoted equity securities | 6,051 | 13,061 | – | – |
| Unquoted equity securities | 51,779 | 42,835 | 4,610 | 4,479 |
| Other unquoted investments | 1,872 | 2,193 | – | – |
| Fair value through profit or loss | | | | |
| Derivatives | 1,002 | 266 | – | – |
| Quoted warrants | 31 | 31 | – | – |
| Quoted equity securities | 43,880 | 36,753 | – | – |
| Unquoted equity securities | 14,303 | 12,457 | – | – |
| Other unquoted investments | 129,277 | 121,995 | – | – |
| At amortised cost | | | | |
| Amounts receivable from subsidiaries | – | – | 163,186 | 167,243 |
| Trade debtors | 20,242 | 21,643 | – | – |
| Other debtors | 991 | 1,049 | – | 14 |
| Lease receivables | 319 | 533 | – | – |
| Cash and bank balances | 38,196 | 52,956 | 108 | 1,734 |
| | 307,943 | 305,772 | 167,904 | 173,470 |
| Financial liabilities: | | | | |
| Fair value through profit or loss | | | | |
| Derivatives | – | 693 | – | – |
| At amortised cost | | | | |
| Trade creditors | 8,206 | 9,884 | – | – |
| Other creditors | 17,568 | 24,160 | 2,109 | 531 |
| Lease liabilities | 9,237 | 12,440 | 521 | 835 |
| Bank borrowings | 209,381 | 212,284 | 71,592 | 67,738 |
| | 244,392 | 259,461 | 74,222 | 69,104 |

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

P. FAIR VALUE OF ASSETS AND LIABILITIES

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

| Group 30 Jun 2021 | Quoted prices in active markets for identical instruments (Level 1) \$'000 | Significant observable inputs other than quoted prices (Level 2) \$'000 | Significant unobservable inputs (Level 3) \$'000 | Total \$'000 |
|--|--|---|--|-----------------|
| Assets measured at fair value: | | | | |
| Fair value through other comprehensive income | | | | |
| Quoted equity securities | 6,051 | – | – | 6,051 |
| Unquoted equity securities | – | – | 51,779 | 51,779 |
| Other unquoted investments | – | – | 1,872 | 1,872 |
| Fair value through profit or loss | | | | |
| Derivatives | – | 1,002 | – | 1,002 |
| Quoted warrants | 31 | – | – | 31 |
| Quoted equity securities | 43,880 | – | – | 43,880 |
| Unquoted equity securities | – | – | 14,303 | 14,303 |
| Other unquoted investments | – | 9,694 | 119,583 | 129,277 |
| | 49,962 | 10,696 | 187,537 | 248,195 |

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

P. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

| Group 31 Dec 2020 | Quoted prices in active markets for identical instruments (Level 1) \$'000 | Significant observable inputs other than quoted prices (Level 2) \$'000 | Significant unobservable inputs (Level 3) \$'000 | Total \$'000 |
|--|--|---|--|-----------------|
| Assets measured at fair value: | | | | |
| Fair value through other comprehensive income | | | | |
| Quoted equity securities | 13,061 | – | – | 13,061 |
| Unquoted equity securities | – | – | 42,835 | 42,835 |
| Other unquoted investments | – | – | 2,193 | 2,193 |
| Fair value through profit or loss | | | | |
| Derivatives | – | 266 | – | 266 |
| Quoted warrants | 31 | – | – | 31 |
| Quoted equity securities | 36,753 | – | – | 36,753 |
| Unquoted equity securities | – | – | 12,457 | 12,457 |
| Other unquoted investments | – | 9,009 | 112,986 | 121,995 |
| | 49,845 | 9,275 | 170,471 | 229,591 |
| Liabilities measured at fair value: | | | | |
| Fair value through profit or loss | | | | |
| Derivatives | – | 693 | – | 693 |

Level 2 fair value measurements

The unquoted investments are valued at the price or net asset value as at the end of the reporting period. They are categorised as Level 2 as their underlying investments are mainly quoted securities.

Level 3 fair value measurements

The following table presents the reconciliation for all financial instruments measured at fair value based on significant unobservable inputs (Level 3):

| | Group 6 months ended | |
|--|-------------------------|-----------------------|
| | 30 Jun 2021 \$'000 | 30 Jun 2020 \$'000 |
| Balance at beginning of period | 170,471 | 151,935 |
| Gains or losses: | | |
| Included in profit or loss | 3,611 | – |
| Included in other comprehensive income | 4,603 | 2,486 |
| Purchases | 12,779 | 7,102 |
| Disposals | (3,927) | (11,651) |
| Balance at end of period | 187,537 | 149,872 |

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

P. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

These investments are valued using the price or net asset value as at the end of the reporting period, or valuation techniques which may include using recent arm's length market transactions between knowledgeable, willing parties and the current fair value of comparable companies, taking into account the potential impact of the Covid-19 pandemic and market uncertainties.

Q. SUBSEQUENT EVENT

On 6 August 2021, the Group signed an irrevocable undertaking to accept a pre-conditional voluntary general offer for Boardroom Ltd (the "Disposal") at an offer price per share of \$1.48828 in cash. Assuming that the pre-conditions are satisfied and/or waived and the offer is made, the Group expects to receive approximately \$287.1 million in gross proceeds from the Disposal and the net capital gain is expected to be approximately \$134.8 million.

AUDIT

The condensed interim financial statements have not been audited or reviewed by the Auditor.

INTERESTED PERSON TRANSACTIONS

The Company does not have an Interested Person Transactions mandate.

CONFIRMATION PURSUANT TO RULE 720(1)

The Company confirms that it has procured undertakings from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1) of the Listing Manual.

CONFIRMATION BY THE BOARD PURSUANT TO RULE 705(5)

The Board of Directors hereby confirm that, to the best of our knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the condensed interim financial statements of the Company and of the Group for the six months ended 30 June 2021 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

Thomas Teo Liang Huat
Executive Director

13 August 2021
Singapore

The Directors of the Company (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to the Company and/or Boardroom are fair and accurate and that, where appropriate, no material facts which relate to the Company and/or Boardroom have been omitted from this Announcement, and the Directors of the Company jointly and severally accept responsibility accordingly. Where any information which relates to the Company and/or Boardroom has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.



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Boardroom Limited
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REPORT ON REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS AS AT 30 JUNE 2021 AND FOR THE SIX-MONTH PERIOD ENDED 30 JUNE 2021

Introduction

We have reviewed the accompanying condensed interim consolidated balance sheet of Boardroom Limited (the “Company”) and its subsidiaries (the “Group”) as at 30 June 2021, the condensed interim consolidated statement of comprehensive income, changes in equity and cash flows for the six-month period then ended and explanatory notes (the “condensed interim consolidated financial statements”). Management is responsible for the preparation and presentation of these condensed interim consolidated financial statements in accordance with Singapore Financial Reporting Standard (International) 1-34 Interim Financial Reporting (SFRS(I) 1-34). Our responsibility is to express a conclusion on these condensed interim consolidated financial statements based on our review.

Scope of Review

We conducted our review in accordance with Singapore Standard on Review Engagements 2410 Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Singapore Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim consolidated financial statements are not prepared, in all material respects, in accordance with SFRS(I) 1-34.



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Restriction of use

Our report is provided in accordance with the terms of our engagement. Our work was undertaken so that we report to you on the condensed interim consolidated financial statements. Our report is included in G.K. Goh Holdings Limited's announcement for the purpose of assisting G.K. Goh Holdings Limited and the Company to comply with Rule 25 of the Singapore Code on Take-overs and Mergers, and for no other purpose. We do not assume responsibility to anyone other than the Company and G.K. Goh Holdings Limited for our work, for our report, or for the conclusion we have reached in our report.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
11 August 2021