THE PLACE HOLDINGS LIMITED

Condensed interim financial statements
For the six months and full year ended 31 December 2022

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A. Condensed interim consolidated statement of profit or loss and other comprehensive income

	Note	Group 12 months ended 31/12/2022 $'000	Group 12 months ended 31/12/2021 $'000	Variance %	Group 6 months ended 31/12/2022 $'000	Group 6 months ended 31/12/2021 $'000	Variance %
Revenue	4	**770**	**1,180**	(35)	**174**	**596**	(71)
Cost of sales		(39)	(45)	13	2	1	100
Gross profit		**731**	**1,135**	(36)	**176**	**597**	(71)
Other income		1,201	962	25	522	(3,327)	NM
Administrative expenses		(4,426)	(3,779)	(17)	(2,457)	(1,882)	(31)
Other expenses		(5,530)	(742)	(645)	(5,530)	(414)	(1,236)
Impairment on financial asset		(1,888)	-	-	(1,888)	-	-
Finance costs		(3,824)	(39)	NM	(3,823)	(6)	NM
Share of results of associate		(237)	(5)	NM	(237)	(5)	NM
Loss before taxation	6	**(13,973)**	**(2,468)**	(466)	**(13,237)**	**(5,037)**	(163)
Tax expense	7	(379)	(375)	(1)	(225)	(234)	4
Loss for the financial year, net of tax		**(14,352)**	**(2,843)**	(405)	**(13,462)**	**(5,271)**	(155)
Other comprehensive loss:							
Items that may be reclassified to profit or loss in subsequent periods (net of tax):							
Currency translation differences on consolidation of foreign entities (net)		(3,057)	2,080	NM	(2,483)	1,383	NM
Total other comprehensive (loss)/income for		**(3,057)**	**2,080**	NM	**(2,483)**	**1,383**	NM
Total comprehensive (loss) for the year		**(17,409)**	**(763)**	(2,182)	**(15,945)**	**(3,888)**	(310)
(Loss) attributable to:							
Attributable to:							
Owners of the company		(12,290)	(2,866)	(329)	(11,413)	(5,308)	(115)
Non-controlling interests		(2,062)	23	NM	(2,049)	37	NM
		(14,352)	**(2,843)**		**(13,462)**	**(5,271)**	(155)
Total comprehensive (loss) attributable to:							
Owners of the company		(14,756)	(971)	(1,420)	(13,299)	(4,110)	(224)
Non-controlling interests		(2,653)	208	NM	(2,646)	222	NM
		(17,409)	**(763)**		**(15,945)**	**(3,888)**	(310)
Earnings per share for (loss) for the year attributable to the owners of the Company during the year:							
Basic (SGD in cent)	8	**(0.21)**	**(0.05)**		**(0.19)**	**(0.09)**	
Diluted (SGD in cent)	8	**(0.21)**	**(0.05)**		**(0.19)**	**(0.09)**	

B. Condensed interim statements of financial position

	Note	Group		Company	
		As at 31/12/2022	As at 31/12/2021	As at 31/12/2022	As at 31/12/2021
		$'000	$'000	$'000	$'000
ASSETS					
Current assets					
Cash and bank balances	**10**	6,405	22,193	532	5,752
Trade and other receivables	**11**	11,932	11,237	48,207	51,327
Development properties	**13**	24,940	206,983	-	-
		43,277	240,413	48,739	57,079
Assets classified as held for sale	**12**	181,876	-	-	-
Total current assets		225,153	240,413	48,739	57,079
Non-current assets					
Plant and equipment		280	354	280	354
Right-of-use assets		420	462	385	427
Investment in subsidiaries		-	-	36,232	35,432
Investment in associate	**14**	563	795	-	-
Shareholders' loans to an associate	**15**	20,845	17,772	-	-
Total non-current assets		22,108	19,383	36,897	36,213
Total assets		**247,261**	**259,796**	**85,636**	**93,292**
LIABILITIES					
Current liabilities					
Trade and other payables	**16**	10,776	8,537	8,020	4,786
Lease liabilities	**17**	291	487	255	448
Current tax liabilities		224	212	1	51
		11,291	9,236	8,276	5,285
Liabilities directly associated with assets classified as held for sale	**12**	140,787	-	-	-
Total current liabilities		152,078	9,236	8,276	5,285
Non-current liabilities					
Bank loan	**18**	-	108,146	-	-
Shareholders' loans from NCI	**19**	-	30,171	-	-
Lease liabilities	**17**	149	-	149	-
Total non-current liabilities		149	138,317	149	-
Total liabilities		**152,227**	**147,553**	**8,425**	**5,285**
NET ASSETS		**95,034**	**112,243**	**77,211**	**88,007**
EQUITY					
Equity attributable to equity holders of the Company					
Share capital	**20**	149,845	149,845	149,845	149,845
Translation (deficit)/reserve		(1,512)	954	-	-
Statutory reserves		756	698	-	-
Accumulated losses		(70,771)	(58,423)	(72,634)	(61,838)
Equity attributable to owners of the Company		78,318	93,074	77,211	88,007
Non-controlling interests (NCI)		16,716	19,169	-	-
Total equity		**95,034**	**112,243**	**77,211**	**88,007**

C. Condensed interim statements of changes in equity

	Share capital	Foreign currency translation reserves	Statutory reserves	Accumulated (losses)	Total equity attributable to owners of the company	Non-controlling interests	Total equity
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
The Group							
At 1 January 2021	**149,845**	**(941)**	**616**	**(55,474)**	**94,046**	**8,533**	**102,579**
Loss for the year	-	-	-	(2,866)	**(2,866)**	23	**(2,843)**
Other comprehensive loss							
Foreign currency translation differences	-	1,895	-	-	**1,895**	185	**2,080**
Total comprehensive income for the year	**-**	1,895	-	(2,866)	(971)	208	(763)
Contribution by and distribution to owners							
Transfer to statutory reserves	**-**	**-**	82	(82)	**-**	**-**	**-**
Fair value adjustment of shareholders' loan by non-controlling interests	-	-	-	-	**-**	8,960	**8,960**
Total contribution by and distribution to owners	-	-	82	(82)	-	8,960	8,960
Changes in ownership interest in subsidiaries, without a change in control							
Disposal of interest in the subsidiary	**-**	**-**	**-**	3,874	**3,874**	**459**	**4,333**
Acquisition of non-controlling interest	**-**	**-**	**-**	(3,875)	**(3,875)**	**(458)**	**(4,333)**
Increase in share capital by a subsidiary subscribed by non-controlling interest	**-**	**-**	**-**	-	**-**	**1,467**	**1,467**
Total changes in ownership interest in subsidiaries	-	-	-	(1)	(1)	1,468	1,467
At 31 December 2021	**149,845**	**954**	**698**	**(58,423)**	**93,074**	**19,169**	**112,243**
At 1 January 2022	**149,845**	**954**	**698**	**(58,423)**	**93,074**	**19,169**	**112,243**
Loss for the year	-	-	-	(12,290)	**(12,290)**	(2,062)	**(14,352)**
Other comprehensive loss							
Foreign currency translation differences	-	(2,466)	-	-	**(2,466)**	(591)	**(3,057)**
Total comprehensive income for the year	**-**	**(2,466)**	**-**	**(12,290)**	**(14,756)**	**(2,653)**	**(17,409)**
Contribution by and distribution to owners							
Transfer to statutory reserves	**-**	**-**	58	(58)	**-**	**-**	**-**
Non-controlling interest arising from incorporation of a subsidiary	-	-	-	-	**-**	200	**200**
Total contribution by and distribution to owners	**-**	**-**	**58**	**(58)**	**-**	**200**	**200**
At 31 December 2022	**149,845**	**(1,512)**	**756**	**(70,771)**	**78,318**	**16,716**	**95,034**

C. Condensed interim statements of changes in equity (cont'd)

	Share capital	Accumulated losses	Total equity
	$'000	$'000	$'000
The Company			
At 1 January 2021	149,845	(62,373)	87,472
Total comprehensive loss for the year	-	535	535
At 31 December 2021	**149,845**	**(61,838)**	**88,007**
At 1 January 2022	149,845	(61,838)	88,007
Total comprehensive loss for the year	-	(10,796)	(10,796)
At 31 December 2022	**149,845**	**(72,634)**	**77,211**

D. Condensed interim consolidated statement of cash flows

	Group		Group	
	12 months ended		6 months ended	
	31/12/2022	31/12/2021	31/12/2022	31/12/2021
	$'000	$'000	$'000	$'000
Cash flows from operating activities:				
Loss for the year before tax	(13,973)	(2,468)	(13,237)	(5,037)
Adjustments for:				
Depreciation of plant and equipment	88	108	34	55
Depreciation of right-of-use assets	720	694	396	248
Share of result of investment in associate	232	5	232	5
Impairment loss on assets classified as held for sales	5,780	-	5,780	-
Impairment loss on financial asset	1,888	-	1,888	-
Interest expense	3,642	39	3,642	7
Interest income	(1,184)	(935)	(527)	(731)
Unrealised foreign exchange loss	3	(8)	9	(311)
	(2,804)	(2,565)	(1,783)	(5,764)
Changes in:				
- Development properties	(1,264)	-	4,133	140,130
- Other assets	-	(156,701)	-	(156,701)
- Trade and other receivables	(3,094)	(6,613)	(8,042)	(2,609)
- Trade and other payables	1,513	(2,223)	1,818	(14,176)
Cash used in operations	(5,649)	(168,102)	(3,874)	(39,120)
Interest received	297	640	297	582
Income tax paid	(176)	(389)	3	(248)
Net cash used in operating activities	**(5,528)**	**(167,851)**	**(3,574)**	**(38,786)**
Cash flows from investing activities:				
Increase in subsidiary's share capital	-	-	-	(1,465)
Advance of loan to associate	(2,186)	(17,200)	-	800
Purchase of plant and equipment	(14)	(15)	(1)	(11)
Net cash used in investing activities	**(2,200)**	**(17,215)**	**(1)**	**(676)**
Cash flows from financing activities:				
Shareholder loan from a non-controlling interest	-	25,100	-	25,100
Repayment of loan to NCI	-	(3,825)	-	(3,825)
Disposal of interest in subsidiary without losing control	-	4,333	-	4,333
Issuance of subsidiary's shares to NCI	-	1,467	-	1,467
Proceeds from bank loan, net of transaction costs	-	108,146	-	11,946
Interest paid for bank loan	(3,784)	(1,469)	(3,784)	(1,469)
Principal payment of lease liabilities	(725)	(705)	(391)	(220)
Interest paid for lease liabilities	(17)	(39)	(7)	(39)
Net cash used in financing activities	**(4,526)**	**133,008**	**(4,182)**	**37,293**
Net (decrease) in cash and cash equivalents	(12,254)	(52,058)	(7,757)	(2,169)
Cash and cash equivalents at beginning of the period/year	22,193	73,030	17,138	23,953
Effect of exchange rate fluctuations on cash held	324	1,221	882	409
Cash and cash equivalents at end of the year	**10,263**	**22,193**	**10,263**	**22,193**

For the purpose of the consolidated cash flow statement, the consolidated cash and cash equivalents comprise the following:

	The Group	
	31 December 2022	31 December 2021
	$'000	$'000
Cash and bank balances	6,405	22,169
Fixed deposits	-	24
	6,405	22,193
Cash and cash equivalents		
- Per consolidated statement of financial position	6,405	22,193
- Disposal group assets classified as held for sale	3,858	-
Cash and cash equivalents as per consolidated statement of cash flows	10,263	22,193

E. Notes to the condensed interim consolidated financial statements

1. Corporate information

The Place Holdings Limited (the "Company") is incorporated and domiciled in Singapore and whose shares are publicly traded on the Mainboard of the Singapore Exchange. These condensed interim consolidated financial statements as at and for the financial year ended 31 December 2022 comprise the Company and its subsidiaries (collectively, the Group). The primary activity of the Company owning and holding long-term investments.

The principal activities of the Group are:

(a) Property development and property management activities
(b) Cultural tourism and related "new retail" businesses
(c) Integrated media-related businesses with management & operation right

2. Basis of Preparation

The condensed interim financial statements for the 12 months ended 31 December 2022 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 interim financial statements for the period ended 30 June 2022.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

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

2.1. New and amended standards adopted by the Group

A number of amendments to Standards 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.

2.2. Use of judgements and estimates

In preparing the condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The estimates, assumptions and significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2021, as follows:

- Valuation of development properties
- Impairment of financial assets

In addition, for the condensed interim financial statements, management also made critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements, which is included in the following notes:

- Note 18 : Shareholders' loans on development properties

3. Seasonal operations

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

4. Revenue and Segment information

(a) **Revenue**

Revenue from management services fee and event management fee are recognised over time, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs the services to customers.

	The Group	
	12 months ended 31 December 2022	12 months ended 31 December 2021
	$'000	$'000
Revenue from contracts with customers		
Management services fee [(i)]	770	1,180

Revenue is only generated in China by the wholly-owned subsidiary, Beijing Vast Universe Culture Communication Co., Ltd. Revenue is recognised as services are rendered to customers. The Group services relate mainly to :

i. management services of providing maintenance and upkeep of a customer's media facilities on fixed retainer fee basis. Revenue is recognised as services are rendered to the customer over the contractual period. The customer is a company in which certain directors of the Company holds controlling interests

ii. event management services are ad-hoc and are delivered over short durations (less than 3 months).

(b) **Segment Information**

The Group is organised into the following main business segments:

- Media and event management; and
- Property development

These operating segments are reported in a manner consistent with internal reporting provided to the Chief Executive Officer who are responsible for allocating resources and assessing performance of the operating segments.

For both financial years, revenue was generated solely from the provision of media and event management services. However, during the previous financial year, the Group made progress and significant investment in its property development projects to be carried out by its subsidiaries with respect to Wanrun's Mount Yuntai project in the PRC and Realty Centre in Singapore, and in a Tanah Merah Kechil project through an associate. As a result, property development segment has been presented separately to reflect the Group's strategic direction and the resources allocation.

The remaining activities of the Group in investment holding and corporate functions are included under "Others (Unallocated)" segment. Cash and cash equivalents used for group treasury activities are also grouped under Others (Unallocated) segment under corporate assets with the respective interest income & corresponding exchange differences reported under unallocated corporate income / expenses.

The segment information for the reportable business segments is as follows:

For the Second Half of Financial Year 2022

	Media and event management	Property Development	Others	Total
	S$'000	S$'000	S$'000	S$'000
1 Jul 2022 to 31 Dec 2022				
Sales				
Revenue from related party	174	-	-	174
Total segment revenue	174	-	-	174
Segment profit / (loss), representing profit / (loss) from operation	104	(9,706)	-	(9,602)
Other income			522	522
Finance cost	-	(3,625)	(199)	(3,824)
Unallocated expenses			(96)	(96)
Share of results of associate			(237)	(237)
Profit before taxation				(13,237)
Taxation				(225)
Loss for the year				**(13,462)**
Segment assets	4,681	229,196	-	233,877
Cash and cash equivalents	5,322	4,305	636	10,263
Other unallocated corporate assets			-	3,121
Consolidated total assets				**247,261**
Segment liabilities	200	148,660	-	148,860
Unallocated corporate liabilities				3,367
Consolidated total liabilities				**152,227**

For the Financial Year 2022

	Media and event management	Property Development	Others	Total
	S$'000	S$'000	S$'000	S$'000
1 Jan 2022 to 31 Dec 2022				
Sales				
Revenue from related party	770	-	-	770
Total segment revenue	770	-	-	770
Segment profit / (loss), representing profit / (loss) from operation	659	(9,710)	-	(9,051)
Other income			1,201	1,201
Finance cost	-	(3,625)	(199)	(3,824)
Unallocated expenses			(2,062)	(2,062)
Share of results of associate			(237)	(237)
Profit before taxation				(13,973)
Taxation				(379)
Loss for the year				**(14,352)**
Segment assets	4,681	229,196	-	233,877
Cash and cash equivalents	5,322	4,305	636	10,263
Other unallocated corporate assets				3,121
Consolidated total assets				**247,261**
Segment liabilities	200	148,660	-	148,860
Unallocated corporate liabilities				3,367
Consolidated total liabilities				**152,227**

5. Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities of the Group as at 31 December 2022 and 31 December 2021:

	12 months ended 31 December 2022	12 months ended 31 December 2021
	$'000	$'000
Financial Assets		
Financial assets at amortised cost		
- Trade and other receivables*	7,217	4,668
- Cash and bank balances	6,405	22,193
- Shareholders' loan	20,845	17,772
	34,467	44,633
Financial Liabilities		
Financial liabilities at amortised cost		
- Trade and other payables^	6,684	4,044
- Lease liabilities	440	487
- Bank loan	-	108,146
- Shareholders' loan	-	30,171
	7,124	142,848

** Excluding input tax recoverable and prepayments*
^ Excluding deposit for land sale

6. Loss before taxation

6.1 This is determined after charging/ (crediting) the following:

	The Group			
	6 months ended 31 December 2022	6 months ended 31 December 2021	12 months ended 31 December 2022	12 months ended 31 December 2021
	$'000	$'000	$'000	$'000
Depreciation of plant and equipment	35	54	88	108
Depreciation of right-of-use assets	396	349	720	694
Professional and legal fee	495	285	966	528
Expenses relating to leases of low-value assets	1	2	2	2
Personnel expenses	1,466	41	1,498	1,232
Impairment loss on assets classified as held for sales	5,780	-	5,780	-
Impairment loss on financial asset	1,888	-	1,888	-
Foreign exchange (gain)/loss, net	(249)	327	(250)	742

6.2 Related party transactions

Some of the arrangement with related parties and the effect of these bases determined between the parties are reflected elsewhere in the report. Transactions between the Company and its subsidiaries, which are related companies of the Company, have been eliminated on consolidation and are not disclosed in this Note. Details of transactions between the Group and other related parties are disclosed below.

	The Group			
	6 months ended 31 December 2022	6 months ended 31 December 2021	12 months ended 31 December 2022	12 months ended 31 December 2021
	$'000	$'000	$'000	$'000
Associate				
Loan to an associate	-	-	2,186	17,200
Interest income from an associate	523	486	1,109	572
Companies which certain directors of the Company have controlling interests				
Revenue generated	174	583	770	1,180
Interest income from a related party	99	-	99	-
Loan from a related party in the capacity of a non-controlling shareholder	-	-	-	12,852
Service fee charged by a related party	39	-	39	45
Expenses paid on behalf by a related party	56	63	62	63
Expenses paid on behalf for a related party	-	1,182	-	1,182
Interest paid to related party	8	-	8	-
Key management personnel compensation				
Directors of the Company				
- Salary and related cost	382	258	787	749
- Contribution to defined contribution plans	8	10	16	16
- Directors' fee	105	105	210	210
	495	373	1,013	975

The remuneration of directors is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the entity. All directors of the Company and certain key employees of the Group are considered key management personnel.

7. Tax expense

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the condensed interim consolidated statement of profit or loss are:

	The Group			
	6 months ended 31 December 2022	6 months ended 31 December 2021	12 months ended 31 December 2022	12 months ended 31 December 2021
	$'000	$'000	$'000	$'000
Tax expense attributable to profit is made up of:				
Current income tax expense	225	234	379	373
Under provision in respect of prior years	-	-	-	2
	225	234	379	375

8. Earnings per Share

	The Group			
	6 months ended 31 December 2022	6 months ended 31 December 2021	12 months ended 31 December 2022	12 months ended 31 December 2021
Net loss attributable to equity holders of the Company (S$'000)	(11,413)	(5,308)	(12,290)	(2,866)
Weighted average number of ordinary shares outstanding for basic and diluted earnings per share ('000)	5,880,654	5,880,654	5,880,654	5,880,654
Basic and diluted earnings per share (cents)	(0.19)	(0.09)	(0.21)	(0.05)

9. Net asset value

	The Group		The Company	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
	$	$	$	$
Net assets after adjusting for non-controlling interest per ordinary share (cents)	1.33	1.58	1.31	1.50

10. Cash and bank balances

	The Group		The Company	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
	$'000	$'000	$$'000	$'000
Cash and bank balances	6,045	22,169	532	5,752
Fixed deposits	-	24	-	-
	6,045	22,193	532	5,752

The decrease is due to advancement of shareholder's loan into associate of S$2,186,000 for the development of Sceneca Residences, bank loan interest paid of approximately S$3,784,000, and reclassifying of S$3,858,000 of cash and equivalents to assets held for sale and daily operating activities.

11. Trade and other receivables

	The Group		The Company	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
	$'000	$'000	$'000	$'000
Trade receivables – related parties	774	637	-	-
Amount due from subsidiaries (non-trade)	-	-	45,751	47,287
Loan to third parties[(a)]	5,584	3,600	1,712	3,600
Other receivables	200	-	-	-
Interest receivables	288	288	288	288
Input tax [(b)]	1,252	2,851	-	-
Deposits	371	143	371	143
Prepayments [(c)]	3,463	3,718	85	9
	11,932	11,237	48,207	51,327

[(a)] It comprises of 2 separate third party loans. A loan of S$3,872,000 had been fully repaid on 16 February 2023. The remaining loan of S$3,600,000 is secured by corporate guarantee from a related party, in which certain directors of the Company have controlling interests. The loan bears interest at 4% per annum and is repayable by 20 December 2023. As the net asset value of the guarantor falls below the loan amount, impairment loss of S$1,888,000 was provided during the financial year.

[(b)] Pertains to GST receivables.

[(c)] Prepayments mainly consists of prepaid property taxes and prepaid construction costs, mainly for Wanrun project.

12. Assets classified as held for sale

The major classes of assets and liabilities comprising the disposal group classified as held for sale are as follows:

	The Group
	31 December 2022
	$'000
Cash and cash equivalents	3,858
Development properties	178,018
Total assets classified as held for sale	181,876
Bank loan	(108,754)
Shareholders' loan from NCI	(32,033)
Total liabilities directly associated with assets classified as held for sale	140,787
Net assets of disposal group	41,089

In May 2022, the board of directors resolved to divest one of the group's local development projects. Negotiations with several interested parties have subsequently taken place. The assets and liabilities attributable to the development project, which are expected to be sold within 12 months, have been classified as a disposal group held for sale and presented separately in the statement of financial position. The operations are included in the group's property development activities for segment reporting purposes.

The proceeds of disposal are expected to be lower than the carrying amount of the related net assets and accordingly impairment loss has been recognised on the classification of this disposal group as held for sale.

13. Development properties

	The Group	
	31 December 2022	31 December 2021
	$'000	$'000
At beginning of the financial year	206,983	13,364
Reclassify from other assets	-	34,261
Additions during the year	3,892	158,618
Reclassify to assets classified as held for sale	(178,018)	-
Impairment loss on assets classified as held for sale	(5,780)	-
Foreign currency translation differences	(2,137)	740
At end of the financial year	24,940	206,983

New Vision Holding Pte. Ltd. ("New Vision"), a 51% owned subsidiary of the Company, which is involved in the acquisition and re-development of a mixed development at 15 Enggor Street, Realty Centre, in Singapore. This project is resolved to be divested in May 2022 and reclassified accordingly to assets classified as held for sale.

Details of the development project of the Group at 31 December 2022 are as follows:

Description of location	Purpose	Tenure	Site area (m^2)	GFA^ (m^2)	Group's effective interest	Expected Completion
Mount Yuntai Project Land no. 09-07-01, South of Hanzhuang Village, Xiuwu County, Jiaozuo City, Henan Province, PRC	Residential	Leasehold	270,500	297,500	80%	Yet to be determined^

^ The plans for this project is subject to finalization.

14. Investment in associate

	The Group	
	31 December 2022	31 December 2021
	$'000	$'000
At beginning of the financial year	795	800
Share of results of associate	(232)	(5)
At end of the financial year	563	795

Name of company	Principal activities	Country of incorporation and place of business	Proportion of ownership interest	
			2022	2021
			%	%
Held through Sky Vision Management Pte Ltd				
MCC Land (TMK) Pte. Ltd	Real estate developers and other holding companies	Singapore	20	20

In December 2020, the Group, via a newly incorporated wholly-owned subsidiary, Sky Vision Management Pte. Ltd. ("SVM") and two other third-party companies entered into a shareholders' agreement, pursuant to which a company known as MCC Land (TMK) Pte. Ltd.("MCC-TMK") was incorporated and jointly owned by SVM, MCC Land (Singapore) Pte. Ltd. ("MCC-SG") and Ekovest Development (S) Pte. Ltd. in the respective proportions of 20%, 51% and 29%. The principal activity of MCC-TMK is to develop a 99-year lease site at Tanah Merah Kechil Link into a condominium with commercial spaces ("Sceneca Residences").

For the financial year ended 31 December 2022, the Group recognised a S$232,000 share of loss in MCC-TMK.

15. Shareholders' loans to an associate

	The Group	
	31 December 2022	31 December 2021
	$'000	$'000
At beginning of the financial year	17,772	-
Additions during the year - Principal	2,186	17,200
Interest accrued	887	572
At end of the financial year	20,845	17,772

The shareholder's loan to associate pertains to the amount lent to MCC-TMK bearing interest at 6% per annum, contributed in the same proportion as per SVM's portion of share capital of MCC-TMK, i.e. 20%.

The amount is expected to be recovered after the repayment of bank loan taken by MCC-TMK, which is beyond the next 12 months.

16. Trade and other payables

	The Group		The Company	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
	$'000	$'000	$'000	$'000
Amounts due to a subsidiary (non-trade)	-	-	5,133	4,333
Trade payables (third parties)	1,540	1,689	54	-
Other payables (related parties) [(c)]	2,087	46	2,008	12
Other payables (third parties)	298	55	-	-
Amounts due to NCI	1,854	1,787	-	-
Contract liabilities [(a)]	4,025	4,417	-	-
Accrued expenses [(b)]	869	467	825	441
Interest payables	-	-	-	-
Other tax payables	103	76	-	-
				-
	10,776	8,537	8,020	4,786

[(a)] On 20 December 2021, the Company entered into agreement with its subsidiary, Wanrun and a Hong Kong entity for a part of interest in land under the Mount Yuntai Project. The Land Interest Transfer has yet to be completed as at 31 December 2022. Consequently, the amount represents contract liabilities as at 31 December 2022 on the consolidated statement of financial position and is presented as amount due to a subsidiary on the Company's statement of financial position, representing advance received on behalf of Wanrun.

[(b)] The increase is mainly due to provision of cost of disposal relating to assets classified as held for sale.

[(c)] The other payables to related parties pertains to a 6 months short term loan of 3% annual interest rate from Sun Xin Investment Pte Ltd ("Sun Xin"). Sun Xin is wholly owned by Diamond Era Investments Limited and World Globe International Limited, whose shareholder are Mr Ji Zenghe and Mr Fan Xianyong respectively.

17. Lease liabilities

	The Group		The Company	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
	$'000	$'000	$'000	$'000
Current	291	487	255	448
Non-current	149	-	149	-
	440	487	404	448

The total cash outflows for the year for all leases contracts of the Group and the Company amounted to $831,000 (2021: $746,000) and $773,000 (2021: $684,000) respectively, which includes leases expenses not included in lease liabilities.

18. Bank loan

	The Group	
	31 December 2022	31 December 2021
	$'000	$'000
At beginning of the financial year	108,146	-
Proceeds from borrowings	-	109,735
Transaction costs	-	(1,589)
Amortisation on transaction cost	608	-
Reclassify to liabilities directly associated with assets classified as held for sale	(108,754)	-
	-	108,146

This is a S$171 million secured bank loan for the acquisition and redevelopment of Realty Centre with a maximum maturity date of 4.5 years. The lending banks are Malayan Banking Berhad, Singapore Branch and China Citic Bank International Limited, Singapore Branch ("Lenders"). As at 31 December 2022, S$108 million had been drawdown.

The loan is secured by charges over the 15 Enggor Street (Realty Centre) and the adjacent remnant land, and assignment of proceeds and insurance. The Company and MCC-SG has also provided corporate guarantee in favour of the Lenders.

19. Shareholders' loans on development properties

	The Group	
	31 December 2022	31 December 2021
	$'000	$'000
MCC Land (Singapore) Pte Ltd	21,185	19,954
Sun Card Limited	10,848	10,217
Reclassify to liabilities directly associated with assets classified as held for sale	(32,033)	-
	-	30,171

The shareholder's loan on development properties pertains to the amount lent to New Vision by non-controlling shareholders proportionately based on their respective portion of shareholding in New Vision.

20. Share capital

	The Group and The Company			
	2022		2021	
	Number of ordinary shares ('000)	$'000	Number of ordinary shares ('000)	$'000
Issued and fully paid				
At the beginning and end of the year	5,880,654	149,845	5,880,654	149,845

The ordinary shares of the Company rank *pari passu*. The holders of the ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

21. Subsequent events

There are no known subsequent events which have led to adjustments to this set of interim financial statements.

Other Information Required by Listing Rule Appendix 7.2

OTHER INFORMATION

1. **Review**

The condensed consolidated statement of financial position of The Place Holdings Limited and its subsidiaries as at 31 December 2022 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended and certain explanatory notes have not been audited or reviewed.

2. **Review of performance of the Group**

Condensed interim consolidated statements of profit or loss

Revenue

For FY2022 and second half of year 2022 ("2H22"), the Group's revenue was solely contributed by its integrated media-related business unit, which was affected by the COVID-19 pandemic as there were lesser marketing activities and branding events by customers. The Group's revenue for FY2022 was largely contributed through provision of management services where its actual cost will only be determined as at year end.

Under the contractual arrangement of such management services, the actual cost will only be determined at the year end. As such, management will estimate and accrue the cost of sales on a monthly basis before revising at the year end.

Other Income

	The Group			
	6 months ended 31 December 2022	6 months ended 31 December 2021	12 months ended 31 December 2022	12 months ended 31 December 2021
	$'000	$'000	$'000	$'000
Interest income	522	731	1,185	935
Other income	-	(4,040)	16	27
	522	(3,309)	1,201	962

Interest income for the year 2022 is mainly contributed via shareholder's loan to associate where an interest of 6% per annum is earned on shareholder's loan contributed. This interest earned from shareholder's loan approximates S$1,109,000.

For the 6 months ended 31 December 2021, there is a reversal of other income of S$4.1 million that was recognised during the 6 months ended 30 June 2021, relating to sales agreement with New Lanwa International Trading Limited for a consideration of HKD25 million (approximately $4.3 million) to indirectly grant the buyer access to 1.2% of the development of Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd.. The amount received is classified as deposit for land sale as at 31 December 2021, as disclosed in Note 16(a) to the condensed financial statements.

Administrative expenses

The increase in administrative expenses is because of more potential projects under consideration which resulted in the increase in professional fees and staff salaries.

Other expenses

In May 2022, the board of directors resolved to divest one of the group's local development projects. Negotiations with several interested parties have subsequently taken place. Due to global uncertainties and increasing interest rates, the proceeds of disposal are expected to be lower than the carrying amount of the related net assets and accordingly impairment loss of approximately S$5,780,000 has been recognized on the classification of this disposal group as held for sale.

Impairment of financial asset

Impairment on financial asset pertains to S$1,888,000 impairment recognized on loan to third party.

Finance costs

Upon proposed divestment, its related construction progress was halted and accordingly, its related bank interest expense is no longer allowed to be capitalized under development properties. In FY2022, total bank loan interest expense approximates S$3,784,000.

Tax expense

Tax expense is constant for FY2021 and FY2022 which is in line with revenue.

As a result of the slow sales revenue arising from stringent crowd controls and divestment of a local development project, the Group suffered a loss of S$14,352,000.

Condensed interim consolidated statements of financial position

Year 2022 sees minimal developments with the divestment of a local development project putting the biggest impact on the statements of financial position.

The current development project is Mount Yuntai Project. Constrained by the various restrictions within China, there is only minimal developments of approximately S$1,224,000 in 2022.

Relating to the divestment of the local development project, development properties of S$178,018,000 had been reclassed to assets classified as held for sale and a further S$5,780,000 of fair value relating to assets classified as held for sale to fair value had been expensed off in 2022. Likewise, bank loans and shareholders' loan from NCI had also been reclassed to liabilities directly associated with assets classified as held for sale.

Cash and cash equivalents reduced by S$11,930,000 due to advancement of shareholder's loan into associate of S$2,186,000 for the development of Sceneca Residences, bank loan interest paid of approximately S$3,784,000, reclassifying S$3,858,000 to assets classified as held for sale and daily operating activities.

Trade and other receivables increased by S$2,675,000 mainly due to a loan provided to third party. The loan had been fully paid up in February 2023.

Trade and other payables increased by $2,048,000 mainly due to loan from related party as disclosed in Note 16 to the condensed financial statements.

Condensed interim consolidated statement of cash flows

In FY2022, the net cashflow used in operating activities of S$5,528,000 is mainly due to S$3,858,000 of cash and cash equivalents being reclassify to assets classified as held for sale while the remaining is due to daily operation activities.

In FY2022, the net cashflow used in investing activities of S$2,200,000 is mainly due to advancement of loan to associate of S$2,186,000.

In FY2022, the net cashflow used in financing activities of S$4,526,000 is mainly due to repayment of bank loan interests and lease liabilities.

3. **Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

No forecast or prospect statement was disclosed to shareholders previously.

4. **A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next operating period and the next 12 months.**

In year 2023, there are signs of a slight increase in optimism to counterbalance the uncertainty that still clouds the outlook and to offset a dark 2022. While China continuing to liberalize and loosen restrictions on its real estate sector, uncertainties remain with increasing interest rates and global recession on-going.

With majority of its liquid assets locked in development properties, the Group is divesting one of its local development project and is in negotiation with several interested parties.

The Group will continually and actively pursue potential investment, collaboration and expansion projects and opportunities to boost growth and enhance shareholder value. The Group will make the relevant announcement at the appropriate time and in compliance with the applicable rules.

5. **Breakdown of sales**

	The Group		
	12 months ended		
	31/12/2022	31/12/2021	Var
	$'000	$'000	%
Sales reported for the first half year	596	584	*2*
Net (loss)/profit for the first half year	(891)	2,248	*(137)*
Sales reported for the second half year	174	596	*(71)*
Net loss for the second half year	(13,462)	(5,271)	*155*

6. **Dividend Information**

6.1 Any dividend declared for the current financial year reported on?

No dividend declared for the current financial year reported on.

6.2 Any dividend declared for the corresponding period of the immediately preceding financial year?

None

6.3 Date payable

Not applicable

6.4 Books closure date

Not applicable

6.5 If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision.

No dividend has been declared for the full financial year ended 31 December 2022 as the Group will be retaining its cash for expansion purpose.

7. Interested party transactions

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The aggregate value of all IPTs entered into FY2022 are tabulated hereunder pursuant to Rule 907 of the Listing Manual of SGX-ST.

Name of Interested Parties	Nature of Relationship	Aggregate value of all interested person transactions (excluding transactions less than $100,000 and transactions conducted under shareholders'man date pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000)
		$'000	$'000
Beijing Aozhong Xingye Real Estate Development Co., Ltd	Beijing Aozhong Xingye Real Estate Development Co., Ltd is a subsidiary of Sun Card Limited. Sun Card Limited is the sole participating investor of Oriental Straits Fund III who is a substantial shareholder of the Company.		
- Management fee (1)		770	-
- Interest income (2)		83	-
Shimao Tianjie Investment Group Co., Ltd	Shimao Tianjie Investment Group Co., Ltd is wholly owned by Mr Ji Zenghe and Mr Fan Xianyong. Mr Ji Zenghe is the Company's Executive Chairman and Mr Fan Xianyong is the Company's Executive Director and CEO.		
- Interest income (3)		16	-
Sun Xin Investment Pte. Ltd (4)	Sun Xin is wholly owned by Diamond Era Investments Limited and World Globe International Limited, whose shareholder are Mr Ji Zenghe and Mr Fan Xianyong respectively.		-
- Interest expense		(8)	-

(1) The IPT of S$770,000 is the management fee, coupled with profit share arrangement, received by the Company's subsidiary, Beijing Vast Universe Culture Communicaton Co., Ltd ("BJ Vast Universe") pursuant to a management agreement with Beijing Aozhong Xingye Real Estate Development Co., Ltd ("BJ Aozhong Real Estate") during the period under review.

The Company had acquired BJ Vast Universe on 3 January 2017. Prior to the Company's acquisition of BJ Vast Universe, BJ Vast Universe had already entered into a management agreement with BJ Aozhong Real Estate. No announcement had been made in respect of the management agreement as it was in place prior to the Company's acquisition of BJ Vast Universe.

(2) The IPT of S$83,000 is the interest income from S$3,000,000 short term loan provided by the Company's subsidiary, BJ Vast Universe to BJ Aozhong Real Estate. This short-term loan with interest had been fully repaid by 31 December 2022.

(3) The IPT of S$16,000 is the interest income from S$1,000,000 short term loan provided by the Company's subsidiary, BJ Vast Universe to Shimao Tianjie Investment Group Co., Ltd. This short-term loan with interest had been fully repaid by 31 December 2022.

(4) The IPT of S$8,000 is the interest expense for S$2,008,000 short term loan from Sun Xin Investment Pte Ltd to the Company. Pertains to a 6 months short term loan of 3% annual interest rate from Sun Xin Investment Pte Ltd ("Sun Xin"). Sun Xin is wholly owned by Diamond Era Investments Limited and World Globe International Limited, whose shareholder are Mr Ji Zenghe and Mr Fan Xianyong respectively.

8. Confirmation that the issuer has procured undertaking from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1)

We confirmed that the Company has procured undertakings from all its directors and executive officers under Rule 720(1).

9. Disclosure of persons occupying managerial positions who are related to a director, CEO or substantial shareholder

Pursuant to Rule 704(13) of the Listing Manual of the Singapore Exchange Securities Trading Limited, we confirm that all persons occupying managerial position in The Place Holdings Limited ("the Company") or any of its subsidiaries is not a relative of a director or chief executive officer or substantial shareholder of the Company.

10. Confirmation pursuant to Rule 705(5) of the SGX Listing Manual

The Board of Directors of the Company hereby confirm that, to the best of their knowledge, nothing has come to its attention which may render the unaudited financial results for the financial year ended 31 December 2022 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD

JI ZENGHE
EXECUTIVE CHAIRMAN
26 FEBRUARY 2023